



# H1 2025 DIRECTORS' REPORT



---

<b>COMPANY INFORMATION .....</b>	<b>3</b>
<b>CORPORATE BOARDS .....</b>	<b>4</b>
<b>1. GROUP STRUCTURE .....</b>	<b>5</b>
<b>2. GROUP PERFORMANCE .....</b>	<b>9</b>
<b>3. INVESTMENTS .....</b>	<b>16</b>
<b>4. SIGNIFICANT EVENTS AFTER THE END OF THE PERIOD .....</b>	<b>16</b>
<b>5. OUTLOOK.....</b>	<b>17</b>
<b>6. GHC GROUP ORGANISATIONAL MODEL AND REGULATORY SYSTEM .....</b>	<b>17</b>
<b>7. RISK MANAGEMENT AND MAIN RISKS AND UNCERTAINTIES TO WHICH GAROFALO HEALTH CARE S.P.A. AND THE GROUP ARE EXPOSED .....</b>	<b>21</b>
<b>8. OTHER INFORMATION .....</b>	<b>28</b>

---

## COMPANY INFORMATION

### Parent Company Registered Office

---

Garofalo Health Care S.p.A.

Piazzale Belle Arti, 6 – Rome 00196

### Parent Company Legal Details

---

Subscribed and paid-in share capital Euro 31,570,000

Rome Company's Registration Office – Economic & Administrative Index No.: 947074

Tax Number: 06103021009

VAT Number: 03831150366

Website: <http://www.garofalohealthcare.com>

**CORPORATE BOARDS**

ALESSANDRO MARIA RINALDI	Chairperson
MARIA LAURA GAROFALO	Chief Executive Officer
ALESSANDRA RINALDI GAROFALO	Director
CLAUDIA GAROFALO	Director
GIUSEPPE GIANNASIO	Director
GUIDO DALLA ROSA PRATI	Director
GIANCARLA BRANDA	Independent Director
FRANCA BRUSCO	Independent Director
FEDERICO FERRO-LUZZI	Independent Director
LUCA MATRIGIANI	Independent Director
ALBERTO OLIVETI	Independent Director

**CONTROL, RISKS AND SUSTAINABILITY COMMITTEE**

FRANCA BRUSCO  
FEDERICO FERRO LUZZI  
GIANCARLA BRANDA

**APPOINTMENTS AND REMUNERATION COMMITTEE**

FEDERICO FERRO LUZZI  
FRANCA BRUSCO  
ALBERTO OLIVETI

**BOARD OF STATUTORY AUDITORS**

SONIA PERON	Chairperson
FRANCESCA DI DONATO	Statutory Auditor
ALESSANDRO MUSAIO	Statutory Auditor
ANDREA BONELLI	Alternate Auditor
MARCO SALVATORE	Alternate Auditor

**INDEPENDENT AUDIT FIRM**

EY S.P.A.

**EXECUTIVE OFFICER FOR FINANCIAL REPORTING AND SUSTAINABILITY REPORTING**

LUIGI CELENTANO

## 1. GROUP STRUCTURE

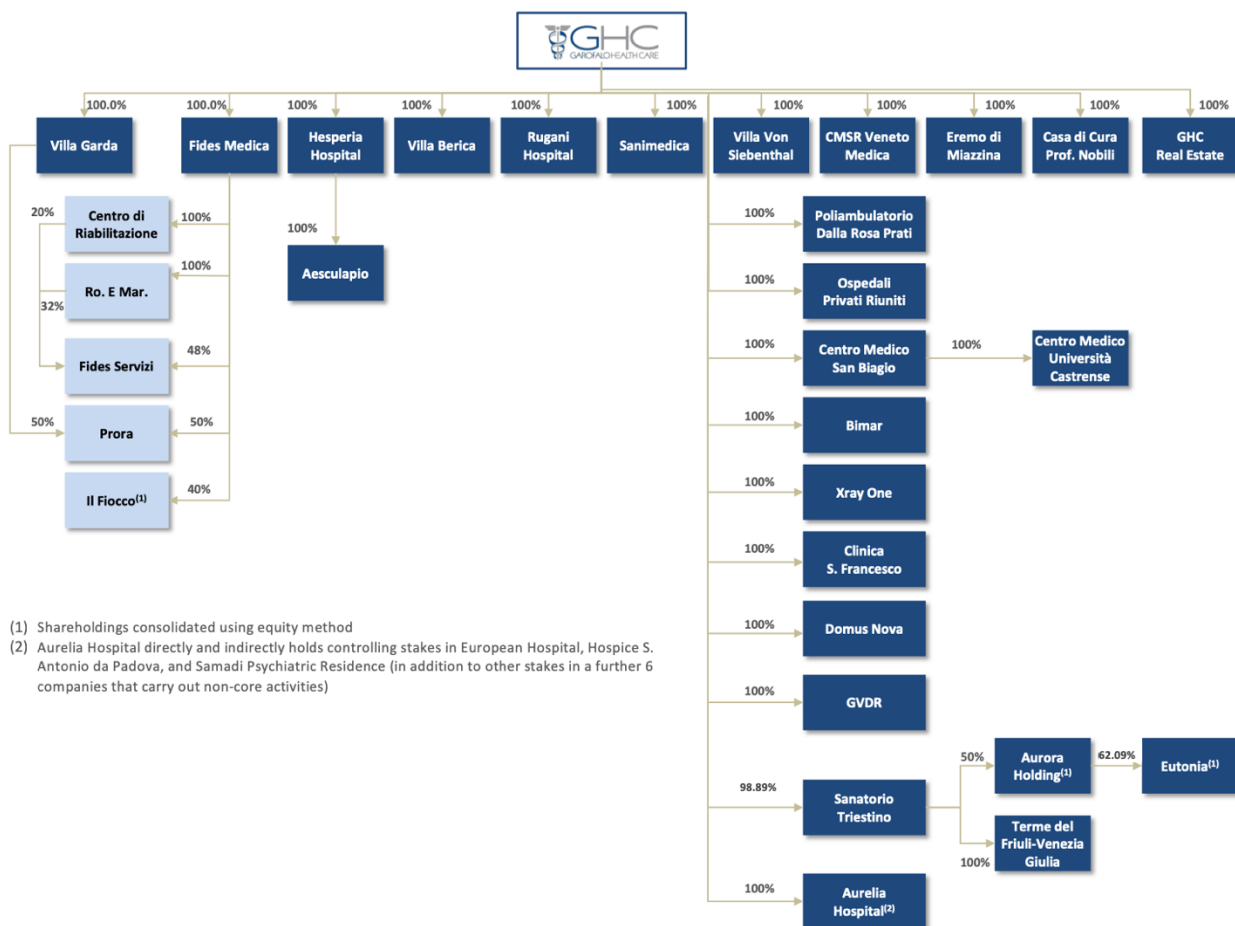
### Overview of the Group's healthcare facilities

The GHC Group is an Italian accredited private healthcare leader operating, at June 30, 2025, through 37 healthcare clinics, in addition to four clinics owned by Il Fiocco S.c.a.r.l., held 40% by GHC through the subsidiary Fi.d.es Medica S.r.l., 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 currently operates in regions of northern and central Italy that have been selected as attractive in terms of: i) per capita health spending, ii) above-average per capita income for Italy; iii) sound financial health of the Regional Health Service; and iv) internal transport infrastructure.

### The Garofalo Healthcare Group

The chart below shows the GHC Group's structure at June 30, 2025, including the equity interest held by Garofalo Health Care S.p.A. (hereinafter also "**GHC**" or the "**Company**" or the "**Parent Company**" or the "**Holding Company**") in each of the subsidiaries:



### Group activities by sector

The following table details the main specialties provided by the Group, broken down geographically, by sector and by segment.

Sector	ACUTE	POST-ACUTE		OUTPATIENT	DEPENDENCY CARE
		Long-term care	Rehabilitation		
Main services provided	<ul style="list-style-type: none"> <li>• Wide range of specialisations in acute patient therapy, including:               <ul style="list-style-type: none"> <li>– Heart surgery</li> <li>– Cardiology (clinical and interventional)</li> <li>– Orthopaedics</li> <li>– Diabetology</li> <li>– Urology</li> <li>– Otorhinolaryngology</li> <li>– General surgery</li> <li>– Vascular Surgery</li> <li>– Gynaecology</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Long-term hospitalisations for patients suffering from:               <ul style="list-style-type: none"> <li>– Disabling chronic conditions</li> <li>– Subacute conditions after a previous acute hospitalisation that require treatment be continued for a certain period of time in a protected environment, in order to achieve a full recovery or to stabilise their condition</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Rehabilitation treatments, including:               <ul style="list-style-type: none"> <li>– Cardiology</li> <li>– Neurology</li> <li>– Neuromotor</li> <li>– Nutritional</li> <li>– Respiratory</li> <li>– -Physiotherapy</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Outpatient services, consultations, and diagnostic services performed by hospital and non-hospital facilities:               <ul style="list-style-type: none"> <li>– Doppler echocardiogram</li> <li>– Holter test</li> <li>– Doppler vascular ultrasound</li> <li>– Myocardial perfusion imaging</li> <li>– CT and Cardiac CT</li> <li>– Ultrasound</li> <li>– MRI</li> <li>– Nuclear medicine</li> <li>– Laboratory analyses</li> <li>– Outpatient dialysis</li> <li>– Ophthalmology</li> <li>– Dental services</li> <li>– PET/CT</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Assistance and treatment of specific conditions, including:               <ul style="list-style-type: none"> <li>– Severe disabilities</li> <li>– Patients with LIS (Locked-in Syndrome) or with amyotrophic lateral sclerosis in the terminal phase (NAC Departments - High Chronic Neurological Complexity Unit)</li> <li>– Complex disabilities, mainly motor or clinical assistance and functional (Healthcare Assistance Continuity)</li> <li>– Patients with severe acquired brain injury disabilities</li> <li>– Psychiatric disorders and disorders related to the use of psychoactive substances</li> </ul> </li> </ul>

### Brief description of the companies of the GHC Group

The GHC Group's 37 clinics are diversified by Region and by sector, as shown below.

Italian Regions	No. Reporting Entities (24)	No. Clinics (37)	No. legal entities (legal persons) (38)	Segment	
				Hospital	Social / Dependency Care
Veneto	• Villa Berica	1	1	✓	
	• CMSR Veneto Medica	1	1		✓
	• Sanimedica	1	1		✓
	• Villa Garda	1	1	✓	
	• Centro Medico S. Biagio	1	2 <sup>(1)</sup>		✓
	• Clinica S. Francesco	1	1	✓	
	• GVDR	4	1		✓
Lombardy	• Xray One	1	1		✓
Friuli Venezia - Giulia	• Centro Medico Università Castrense	1	1		✓
	• Sanatorio Triestino	1	4 <sup>(2)</sup>	✓	
Piedmont	• Istituto Raffaele Garofalo	2	1	✓	
Emilia Romagna	• Hesperia Hospital	1	1	✓	
	• Aesculapio	1	1		✓
	• Casa di Cura Prof. Nobili	1	1	✓	
	• Poliambulatorio Dalla Rosa Prati	1	1		✓
	• Ospedali Privati Riuniti	2	1	✓	
	• Domus Nova	2	1	✓	
Tuscany	• Rugani Hospital	1	1	✓	
Liguria	• Gruppo Fides <sup>(3)</sup>	8 <sup>(4)</sup>	5 <sup>(5)</sup>		✓
Lazio	• Villa Von Siebenthal	1	1		✓
	• Aurelia Hospital	1	7 <sup>(6)</sup>	✓	
	• European Hospital	1	1	✓	
	• Hospice S. Antonio da Padova	1	1		✓
	• Struttura Res. Psichiatrica Samadi	1	1		✓

(1) Includes also Bimar S.r.l.

(2) Includes also Terme del Friuli Venezia-Giulia S.r.l., in addition to Eutonia Sanità e Salute S.r.l. through Aurora Holding

(3) Excludes 4 clinics belonging to Il Fiocco srl, a company held by Fides Medica whose financial data is consolidated as per the equity method

(4) Fides Group clinics: Residenza Le Clarisse, S. Marta, S. Rosa, Centro Riabilitazione, Villa S. Maria, Villa Del Principe, Le Note di Villa S. Maria, Villa Fernanda

(5) Legal entities of Fides Group: Fides Medica S.r.l., Centro di Riabilitazione S.r.l., RoEMar S.r.l., Prora S.r.l., Fides Servizi S.r.l.

(6) Aurelia Hospital includes also the other companies undertaking non-core activities (Ram S.r.l., Finaur S.r.l., Gestiport 86 S.p.A., Axa Residence S.p.A., Video 1 S.r.l., Radio IES S.r.l.)

## Significant shareholders

The table below reports the Garofalo Health Care S.p.A. ownership structure at June 30, 2025, including significant equity interests.

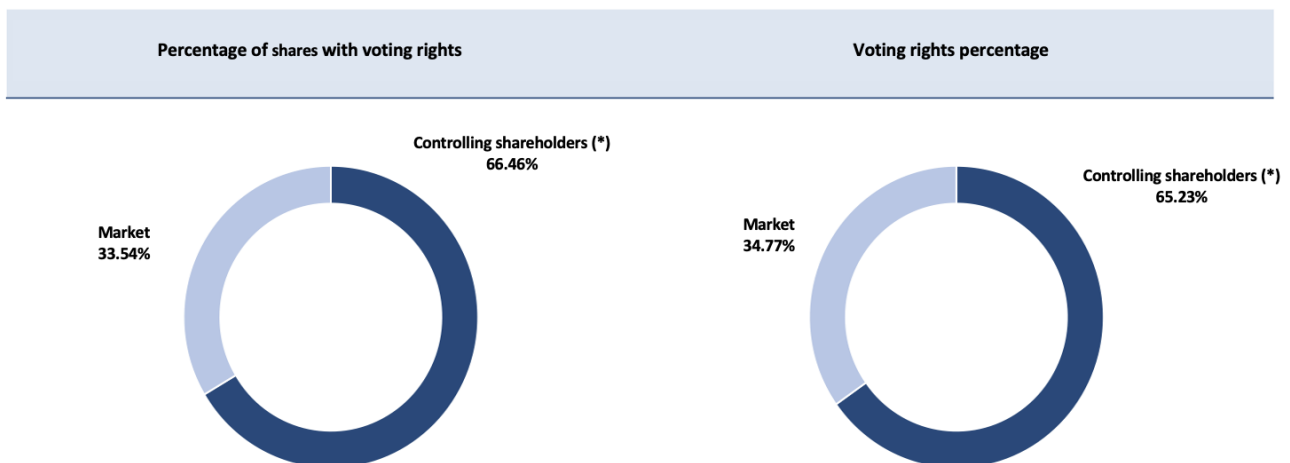
Garafalo Health Care S.p.A. shareholders	No. shares	% shares with voting rights	Voting rights	% voting rights
Controlling shareholder (*)	58,709,267	66.46%	58,709,267	65.23%
Market	29,622,967	33.54%	31,295,967	34.77%
<b>Total shares with voting rights at the Shareholders' Meeting</b>	<b>88,332,234</b>	<b>100.00%</b>	<b>90,005,234</b>	<b>100.00%</b>
Treasury shares (**)	1,867,766		(**)	
<b>TOTAL:</b>	<b>90,200,000</b>			

(\*) includes shares held directly and indirectly by the Chief Executive Officer Maria Laura Garofalo

(\*\*) Treasury shares with suspended voting rights at June 30, 2025

Garafalo Health Care S.p.A. shareholders with stakes greater than 5%	No. shares	% shares with voting rights	Voting rights	% voting rights
Larama 98 S.p.A. (***)	45,516,000	51.53%	45,516,000	50.57%
Maria Laura Garofalo	11,312,667	12.81%	11,312,667	12.57%
Fondazione Enasarco	4,760,620	5.39%	4,760,620	5.29%

(\*\*\*) linked to Maria Laura Garofalo



As previously reported, in accordance with Article 127-*quinquies* of the CFA, Article 7 of the By-Laws states that each share held by the same shareholder for a continuous period of at least 24 months from the date of registration in the special list specifically established by the Company (the "List") confers two votes. In accordance with Article 127-*quinquies*, paragraph 7, of the CFA, Article 7 of the By-laws states that shares held prior to the commencement date of trading, and hence prior to the date of registration in the List, are also to be considered for the purpose of completing the period of continuous ownership required for multi-voting rights. For further information, please refer to the Multi-Voting Rights Regulation available from the Company's website, [www.garofalohealthcare.com](http://www.garofalohealthcare.com), which in accordance with Article 143-*quater* of the Regulation adopted by Consob with Motion No. 11971 of May 14, 1999, as supplemented and amended (the "Issuers' Regulation") also presents the identification details of the shareholders who have applied for registration in the List, with indication of their individual holdings – in any event exceeding the threshold indicated by Article 120, paragraph 2 of the CFA – date of registration and date of attainment of multi-vote rights.

### GHC share performance in H1 2025

Garofalo Health Care S.p.A. been listed on the Euronext Milan market organised and managed by Borsa Italiana S.p.A. since November 9, 2018, while on March 25, 2021 GHC's shares were admitted to the Euronext STAR Milan - Segmento Titoli con Alti Requisiti (stringent requirements) Segment.

In H1 2025, the GHC share price decreased 6.8%<sup>1</sup>.

It should also be noted that since the day it was listed (November 9, 2018 at Euro 3.34 per share), it has remained at all times above its placement price.

The table below outlines GHC share performance for the period covered:

Key stock exchange indicators for H1 2025 (Euro)	
IPO offer price on November 9, 2018	3.34
Official price at June 30, 2025	5.0574
Official price at January 2, 2025 (first trading day of the year)	5.4278
Number of GHC ordinary shares at June 30, 2025	90,200,000
Number of GHC ordinary shares at January 2, 2025	90,200,000
Treasury shares held on June 30, 2025	1,867,766
Ordinary shares in circulation on June 30, 2025	88,332,234
Treasury shares held on January 2, 2025	1,734,200
Ordinary shares in circulation on January 2, 2025	88,465,800
Market capitalisation on June 30, 2025 <sup>2</sup>	446,731,440
Market capitalisation on January 2, 2025 <sup>3</sup>	480,174,669

### Coverage of GHC stock by financial analysts

At June 30, 2025, the GHC share was covered by 2 financial brokers (Equita SIM and Mediobanca), who actively followed the GHC Group during the period with dedicated studies and analyses, consistently offering Buy or Outperform recommendations.

<sup>1</sup> Calculated as the difference between the price of the GHC share at January 2, 2025 (Euro 5.4278) and that at June 30, 2025 - last trading day of the period (Euro 5.0574)

<sup>2</sup> Calculated net of treasury shares held by the Company on the same date

<sup>3</sup> Calculated net of treasury shares held by the Company on the same date



## 2. GROUP PERFORMANCE

### GHC Group financial highlights

The operating performance indicators for H1 2025 compared with the same period of 2024 are presented below.

The comparison is on a like-for-like basis as the results of both periods include the full contribution of Sanatorio Triestino S.p.A.<sup>4</sup> and of the Aurelia Hospital Group. Their results are however separately indicated in the following pages to better present the operating performances of these latest two acquisitions.

Consolidated figures	H1 2025		H1 2024		2025 vs. 2024	
	Euro '000	%	Euro '000	%	Euro '000	%
<b>Revenues</b>	<b>258,178</b>	<b>100.0%</b>	<b>251,513</b>	<b>100.0%</b>	<b>6,664</b>	<b>2.6%</b>
Total operating costs (exc. Adjustments) <sup>5</sup>	(211,006)	-81.7%	(203,466)	-80.9%	(7,539)	3.7%
<b>Adjusted Op. EBITDA</b>	<b>47,172</b>	<b>18.3%</b>	<b>48,047</b>	<b>19.1%</b>	<b>(875)</b>	<b>-1.8%</b>
Other Costs ("Adjustments")	(53)	0.0%	(42)	0.0%	(11)	25.6%
<b>Operating EBITDA</b>	<b>47,119</b>	<b>18.3%</b>	<b>48,005</b>	<b>19.1%</b>	<b>(886)</b>	<b>-1.8%</b>
Amortisation, depreciation and write-downs	(13,211)	-5.1%	(12,386)	-4.9%	(825)	6.7%
Impairments and other provisions	(386)	-0.1%	(2,204)	-0.9%	1,818	-82.5%
<b>EBIT</b>	<b>33,522</b>	<b>13.0%</b>	<b>33,415</b>	<b>13.3%</b>	<b>107</b>	<b>0.3%</b>
Net financial charges	(5,692)	-2.2%	(6,671)	-2.7%	979	-14.7%
<b>Profit before taxes</b>	<b>27,829</b>	<b>10.8%</b>	<b>26,743</b>	<b>10.6%</b>	<b>1,086</b>	<b>4.1%</b>
Income taxes	(8,281)	-3.2%	(7,700)	-3.1%	(581)	7.5%
<b>Net Profit</b>	<b>19,548</b>	<b>7.6%</b>	<b>19,044</b>	<b>7.6%</b>	<b>504</b>	<b>2.6%</b>
<b>Group Net Profit</b>	<b>19,448</b>	<b>7.5%</b>	<b>18,938</b>	<b>7.5%</b>	<b>510</b>	<b>2.7%</b>
Minority interests	100	0.0%	106	0.0%	(6)	-6%

<sup>4</sup> Including majority interest in Terme del Friuli Venezia Giulia s.r.l.

<sup>5</sup> Adjustments: these include non-recurring revenues and costs and one-off costs (e.g. M&A costs)

## 2025 Consolidated Revenues Overview

GHC consolidated revenues in H1 2025 amounted to Euro 258,178 thousand, up 2.6% on Euro 251,513 thousand in H1 2024.

The revenue increase of Euro 6,664 thousand is due for Euro 3,463 thousand to the Aurelia Group, for Euro 234 thousand to Sanatorio Triestino and for Euro 2,966 thousand to the increased production of the other Group companies.

Consolidated revenues in Euro thousands	H1 25 Actual	H1 24 Actual	H1 25 vs. H1 24 Euro '000	H1 25 vs. H1 24 %
<b>Total</b>	<b>258,178</b>	<b>251,513</b>	<b>6,664</b>	<b>2.6%</b>
<i>of which Sanatorio Triestino + Aurelia Hospital</i>	<i>62,353</i>	<i>58,655</i>	<i>3,698</i>	<i>6.3%</i>

The Aurelia Group's revenue increase of Euro 3,463 thousand mainly stems from the Lazio Region's new remuneration mechanism for emergency room activity at Aurelia Hospital, in addition to the strong private patient results at the European Hospital, only partly offset by the reduced activity under the National Healthcare Service agreement, exclusively due to the different planning compared to the same period of the previous year.

Sanatorio Triestino's revenues slightly increased on the previous year, mainly due to the different planning of activities. The increase in other Group company revenues of Euro 2,965 thousand was mainly due to the increase in services provided to Out-of-Region patients, confirming the attractiveness of the Group's facilities and the growing demand for healthcare services on the Italian market.

## 2025 Consolidated Costs Overview

Consolidated operating costs in H1 2025, net of Adjustments, totalled Euro 211,006 thousand, increasing Euro 7,539 thousand (+3.7%) on Euro 203,466 thousand in H1 2024. The increase relates for Euro 3,499 thousand to the Aurelia Group, for Euro 646 thousand to Sanatorio Triestino, and for Euro 3,394 thousand to the other Group companies.

The increase in operating costs is mainly due to an altered production mix, as a result of the strategic choices whose benefits shall emerge over the coming quarters, and a slight increase in energy costs, in addition to a number of extraordinary and "one-off" costs of the Aurelia Group concerning the pre-acquisition years.

## 2025 Consolidated Operating EBITDA and Adjusted Operating EBITDA

Consolidated Adjusted Operating EBITDA<sup>6</sup> was Euro 47,172 thousand, decreasing Euro 875 thousand on H1 2024 (-1.8%), as a result of the operating cost movements outlined above.

The decrease of Euro 875 thousand is due for Euro 428 thousand to the other Group companies, for Euro 35 thousand to the Aurelia Group and for Euro 412 thousand to the result of Sanatorio Triestino, in particular regarding the subsidiary Terme Friuli Venezia Giulia due to its reduced revenues and increased energy costs.

Overall, the Group's Adjusted Operating EBITDA Margin was 18.3%, compared to 19.1% in the previous year.

The Adjustments, negative for Euro 53 thousand in H1 2025, entirely concern M&A costs, which slightly increased on the first half of 2024, in which they were overall negative for Euro 42 thousand.

Consolidated Op. EBITDA and Adj. Op. EBITDA in Euro thousands	H1 25 Actual	H1 24 Actual	H1 25 vs. H1 24 Euro '000	H1 25 vs. H1 24 %
<b>Reported Op. EBITDA</b>	<b>47,119</b>	<b>48,005</b>	<b>(886)</b>	<b>-1.8%</b>
+ M&A costs	53	42	11	26.2%
<b>Adjusted Op. EBITDA</b>	<b>47,172</b>	<b>48,047</b>	<b>(875)</b>	<b>-1.8%</b>
<i>of which Sanatorio Triestino + Aurelia Hospital</i>	<i>6,409</i>	<i>6,855</i>	<i>(447)</i>	<i>-6.5%</i>

<sup>6</sup>This indicator adjusts operating EBITDA for non-recurring revenues and costs and one-off costs (e.g. M&A costs), in order to provide an adjusted metric and comparable with the company's historic figures.

Reported Op. EBITDA Margin (%)	18.3%	19.1%	-	-
Adjusted Op. EBITDA Margin (%)	18.3%	19.1%	-	-

### 2025 Consolidated EBIT overview

EBIT in H1 2025 was Euro 33,522 thousand, up Euro 107 thousand (+0.3%) on Euro 33,415 thousand in H1 2024.

This result reflects amortisation, depreciation and write-downs for the period of Euro 13,211 thousand, an increase of Euro 825 thousand on H1 2024, which was more than offset by the reduction in "Impairments and other provisions" of Euro 1,818 thousand, due mainly to the release of the doubtful debt provision on amounts received in the first half of the year, in addition to the reduced net provisions for risks (provisions net of releases) on healthcare lawsuits.

Consolidated EBIT in Euro thousands	H1 25 Actual	H1 24 Actual	H1 25 vs. H1 24 Euro '000	H1 25 vs. H1 24 %
<b>Op. EBITDA</b>	<b>47,119</b>	<b>48,005</b>	<b>(886)</b>	<b>-1.8%</b>
- Amortisation of intangible assets	(772)	(583)	(189)	32.5%
- Depreciation of property, plant & equip.	(12,275)	(11,569)	(706)	6.1%
- Write-downs	(165)	(235)	70	-29.9%
<b>Amortisation, depreciation &amp; write-downs</b>	<b>(13,211)</b>	<b>(12,386)</b>	<b>(825)</b>	<b>6.7%</b>
- End of mandate provisions	(12)	(12)	-	-
- Healthcare lawsuit provisions	(785)	(2,670)	1,885	-70.6%
- Local Health Authority risk provisions	(1,790)	(1,230)	(560)	45.5%
- Other risk provisions	-	(20)	20	-100.0%
+ Release of provisions	2,200	1,728	472	27.3%
<b>Impairments and other provisions</b>	<b>(386)</b>	<b>(2,204)</b>	<b>1,818</b>	<b>-82.5%</b>
<b>= EBIT</b>	<b>33,522</b>	<b>33,415</b>	<b>107</b>	<b>0.3%</b>
EBIT Margin (%)	13.0%	13.3%	-	-

### 2025 Consolidated Net Profit overview

The Net Profit was Euro 19,548 thousand, an increase of Euro 504 thousand on Euro 19,044 thousand in H1 2024.

This result includes net financial charges of Euro 5,692 thousand, decreasing Euro 979 thousand on H1 2024 due to a lower average cost of debt, stemming also from the new conditions of the loan signed in July 2024, and income taxes of Euro 8,281 thousand, increasing Euro 581 thousand on Euro 7,700 thousand in H1 2024.

## GHC Group Q2 2025 financial highlights

The operating performance indicators for Q2 2025 compared with the same period of 2024 are presented below.

Consolidated figures	Q2 2025		Q2 2024		Q2 2025 vs. Q2 2024	
	Euro '000	%	Euro '000	%	Euro '000	%
<b>Revenues</b>	<b>129,616</b>	<b>100.0%</b>	<b>125,377</b>	<b>100.0%</b>	<b>4,239</b>	<b>3.4%</b>
Total operating costs (exc. Adjustments) <sup>7</sup>	(106,237)	-82.0%	(102,402)	-81.7%	(3,834)	3.7%
<b>Adjusted Op. EBITDA</b>	<b>23,379</b>	<b>18.0%</b>	<b>22,975</b>	<b>18.3%</b>	<b>405</b>	<b>1.8%</b>
Other Costs ("Adjustments")	(31)	0.0%	(21)	0.0%	(10)	50.0%
<b>Operating EBITDA</b>	<b>23,348</b>	<b>18.0%</b>	<b>22,954</b>	<b>18.3%</b>	<b>394</b>	<b>1.7%</b>
Amortisation, depreciation and write-downs	(6,711)	-5.2%	(6,418)	-5.1%	(293)	4.6%
Impairments and other provisions	(785)	-0.6%	(723)	-0.6%	(62)	8.6%
<b>EBIT</b>	<b>15,853</b>	<b>12.2%</b>	<b>15,814</b>	<b>12.6%</b>	<b>39</b>	<b>0.2%</b>
Net financial charges	(2,826)	-2.2%	(3,181)	-2.5%	355	-11.2%
<b>Profit before taxes</b>	<b>13,027</b>	<b>10.1%</b>	<b>12,632</b>	<b>10.1%</b>	<b>394</b>	<b>3.1%</b>
Income taxes	(3,638)	-2.8%	(3,678)	-2.9%	40	-1.1%
<b>Net Profit</b>	<b>9,388</b>	<b>7.2%</b>	<b>8,954</b>	<b>7.1%</b>	<b>434</b>	<b>4.9%</b>
<b>Group Net Profit</b>	<b>9,368</b>	<b>7.2%</b>	<b>8,879</b>	<b>7.1%</b>	<b>490</b>	<b>5.5%</b>
Minority interests	20	0.0%	76	0.1%	(56)	-73.7%

## Q2 2025 Consolidated Revenues overview

In Q2 2025, Group consolidated revenues totalled Euro 129,616 thousand, increasing Euro 4,239 thousand (+3.4%) on Euro 125,377 thousand in the same period of 2024, regarding for Euro 2,580 thousand the Aurelia Group, for Euro 56 thousand Sanatorio Triestino and for Euro 1,603 thousand the other Group companies.

Consolidated revenues <i>in Euro thousands</i>	Q2 2025	Q2 2024	Q2 2025 vs. Q2 2024 Euro '000	Q2 2025 vs. Q2 2024 %
<b>Total</b>	<b>129,616</b>	<b>125,377</b>	<b>4,239</b>	<b>3.4%</b>
<i>of which Sanatorio Triestino + Aurelia Hospital</i>	<i>31,840</i>	<i>29,204</i>	<i>2,636</i>	<i>9.0%</i>

## Q2 2025 Consolidated operating costs

Consolidated operating costs for Q2 2025, net of adjustments, totalled Euro 106,237 thousand, increasing Euro 3,834 thousand (+3.7%) on Euro 102,402 thousand in Q2 2024.

The increase relates for Euro 2,428 thousand to the Aurelia Group, for Euro 348 thousand to Sanatorio Triestino, and for Euro 1,058 thousand to the other Group companies.

## Q2 2025 Consolidated Operating EBITDA and Operating EBITDA Adjusted

The Consolidated Adjusted Operating EBITDA<sup>8</sup> in Q2 2025 was Euro 23,379 thousand, up 1.8% on Euro 22,975 thousand in the same period of the previous year. The increase of Euro 404 thousand is due for Euro 542 thousand to the other Group companies and for Euro 152 thousand to the Aurelia Group, offset by the reduction of Euro 290 thousand, due almost exclusively to the loss of Euro 416 thousand reported by Sanatorio Triestino's subsidiary, Terme Friuli Venezia Giulia, following both lower revenues and higher energy costs.

<sup>7</sup> Adjustments: these include non-recurring revenues and costs and one-off costs (e.g. M&A costs)

<sup>8</sup> This indicator adjusts operating EBITDA for non-recurring revenues and costs and one-off costs (e.g. M&A costs), in order to provide an adjusted metric and comparable with the company's historic figures.

The Group Adjusted Operating EBITDA Margin in Q2 2025 was 18.0% (18.3% in the same period of the previous year).

The Adjustments, negative for Euro 31 thousand, entirely concern M&A costs (Euro 21 thousand in H1 2024).

Consolidated Op. EBITDA and Adj. Op. EBITDA <i>in Euro thousands</i>	2Q2025	2Q2024	Q2 2025 vs. Q2 2024 Euro '000	Q2 2025 vs. Q2 2024 %
<b>Reported Op. EBITDA</b>	<b>23,348</b>	<b>22,954</b>	<b>394</b>	<b>1.7%</b>
+ M&A costs	31	21	10	49.4%
<b>Adjusted Op. EBITDA</b>	<b>23,379</b>	<b>22,975</b>	<b>404</b>	<b>1.8%</b>
<i>of which Sanatorio Triestino + Aurelia Hospital</i>	<i>3,204</i>	<i>3,342</i>	<i>(138)</i>	<i>-4.2%</i>
<i>Reported Op. EBITDA Margin (%)</i>	<i>18.0%</i>	<i>18.3%</i>	-	-
<i>Adjusted Op. EBITDA Margin (%)</i>	<i>18.0%</i>	<i>18.3%</i>	-	-

### Q2 2025 Consolidated EBIT overview

EBIT in Q2 2025 was Euro 15,853 thousand, up Euro 39 thousand on Euro 15,814 thousand in the same period of the previous year.

This result includes amortisation, depreciation and write-downs in the period of Euro 6,711 thousand, increasing Euro 293 thousand on Q2 2024, and impairments and other provisions for Euro 785 thousand, increasing Euro 62 thousand on Q2 2024.

Consolidated EBIT <i>in Euro thousands</i>	Q2 2025	Q2 2024	Q2 2025 vs. Q2 2024 Euro '000	Q2 2025 vs. Q2 2024 %
<b>Op. EBITDA</b>	<b>23,348</b>	<b>22,954</b>	<b>394</b>	<b>1.7%</b>
- Amortisation of intangible assets	(417)	(305)	(112)	36.6%
- Depreciation of property, plant & equip.	(6,174)	(5,957)	(217)	3.6%
- Write-downs	(120)	(155)	36	-23.1%
<b>Amortisation, depreciation &amp; write-downs</b>	<b>(6,711)</b>	<b>(6,418)</b>	<b>(293)</b>	<b>4.6%</b>
- End of mandate provisions	(6)	(6)	0	-1.2%
- Healthcare lawsuit provisions	(518)	(764)	247	-32.3%
- Local Health Authority risk provisions	(1,003)	(558)	(446)	79.9%
- Other risk provisions	0	41	(41)	-100.0%
+ Release of provisions	742	565	178	31.4%
<b>Impairments and other provisions</b>	<b>(785)</b>	<b>(723)</b>	<b>(62)</b>	<b>8.6%</b>
<b>= EBIT</b>	<b>15,853</b>	<b>15,814</b>	<b>39</b>	<b>0.2%</b>
<i>EBIT Margin (%)</i>	<i>12.2%</i>	<i>12.6%</i>	-	-

### Q2 2025 Consolidated Net Profit overview

The Q2 2025 net profit was Euro 9,388 thousand, up Euro 434 thousand on Euro 8,954 thousand in the same period of the previous year.

This amount takes account of net financial charges of Euro 2,826 thousand and income taxes of Euro 3,638 thousand, respectively decreasing Euro 355 thousand and Euro 40 thousand on Q2 2024.

The decrease in net financial charges derives mainly from the lower average cost of debt obtained, thanks also to the new loan conditions agreed in July 2024.

## Balance Sheet

A breakdown of the Group's condensed consolidated balance sheet at June 30, 2025 and December 31, 2024 is provided below.

Consolidated figures Uses	2025	2024	Δ vs 2024
	June	December	Euro '000
Goodwill	91,542	91,542	-
Tangible and intangible assets	575,193	576,045	(851)
Financial assets	2,666	2,760	(95)
<b>I Fixed capital</b>	<b>669,401</b>	<b>670,347</b>	<b>(946)</b>
Trade receivables	141,161	112,842	28,319
Inventories	6,380	6,073	306
Trade payables	(93,726)	(86,408)	(7,318)
<b>Net Operating Working Capital</b>	<b>53,815</b>	<b>32,507</b>	<b>21,308</b>
Other assets/liabilities	(47,551)	(39,347)	(8,204)
<b>II Net Working Capital</b>	<b>6,263</b>	<b>(6,840)</b>	<b>13,103</b>
Net deferred taxes	(91,707)	(89,783)	(1,924)
Provisions	(36,046)	(41,555)	5,510
<b>III Total Uses (NET CAPITAL EMPLOYED)</b>	<b>547,912</b>	<b>532,169</b>	<b>15,743</b>
<b>IV Net financial debt</b>	<b>203,562</b>	<b>199,025</b>	<b>4,537</b>
Minority interests shareholders' equity	10,841	10,747	94
Group shareholders' equity	333,510	322,397	11,113
<b>V Shareholders' Equity</b>	<b>344,350</b>	<b>333,144</b>	<b>11,206</b>
<b>VI Total sources of financing</b>	<b>547,912</b>	<b>532,169</b>	<b>15,743</b>

Fixed capital at June 30, 2025 amounted to Euro 669,401 thousand, decreasing Euro 946 thousand at December 31, 2024, mainly as a result of the depreciation on property, plant and equipment, partly offset by the investments made in the period.

Net operating working capital at June 30, 2025 amounted to Euro 53,815 thousand, an increase of Euro 21,308 on December 31, 2024, mainly due to an increase in trade receivables of Euro 28,319 thousand, partly offset by an increase in trade payables of Euro 7,318 thousand. The increase in trade receivables is due to a number of factors, including mainly: (i) the normal and temporary increase in receivables due to the increased production in the first half of the year, (ii) the out-of-region patient production in the previous year exceeding the financial ceilings and which will be settled subsequent to the setting of the inter-regional mobility balances, and (iii) temporary delays in billing (and correspondingly in receipts), already partly remedied in the third quarter.

Other net liabilities increased Euro 8,204 thousand, mainly due to the declaration of income taxes in the period and the increase in employee payables for provisions for vacations and the fourteenth month.

The net working capital therefore reports a net increase of Euro 13,103 thousand, due to the net operating working capital increases, only partly offset by the changes of other assets and liabilities outlined previously.

Provisions at June 30, 2025 decreased Euro 5,510 thousand on December 31, 2024, due to: (i) the decrease in the Post-employment benefit provision for Euro 1,086 thousand, due mainly to the movement in the rates used for the calculation as per IAS 19 (lower revaluation rate than the discount rate); ii) the decrease in the risks provisions for Euro 4,424 thousand, mainly as a result of capital utilisations for Euro 5,810 thousand, concerning healthcare lawsuits (Euro 2,864 thousand), local health authority risks (Euro 1,807 thousand) and Other risks and charges (Euro 1,139 thousand), partially offset by net accruals (excess of accruals over releases) totalling Euro 1,385 thousand.

The net capital employed at June 30, 2025 amounted to Euro 547,912 thousand, an increase of Euro 15,743 thousand on Euro 532,169 thousand at December 31, 2024.

Group Shareholders' Equity at June 30, 2025 totalled Euro 333,510 thousand, increasing Euro 11,113 thousand on December 31, 2024, mainly due to the profit for the period for Euro 19,448 thousand, partly offset by the issue of dividends to shareholders for Euro 7,590 thousand.

### Net Financial Debt

The Net Financial Debt was determined in accordance with the framework provided by Recommendation ESMA/32-382-1138 of March 4, 2021 and Consob attention call No. 5/21 of April 29, 2021.

A breakdown of the net financial debt at June 30, 2025 and December 31, 2024 is provided below.

Consolidated figures	H1 25 Actual Euro '000	FY 24 Actual Euro '000	H1 25 vs. FY 24 Euro '000
A Available liquidity	16,031	26,663	(10,632)
B Cash and cash equivalents	-	-	-
C Other current financial assets	10,552	5,483	5,069
<b>D Liquidity</b>	<b>26,583</b>	<b>32,146</b>	<b>(5,563)</b>
E Current financial debt	6,490	5,623	868
F Current portion of non-current financial debt	1,133	1,129	4
<b>G Current financial debt</b>	<b>7,623</b>	<b>6,752</b>	<b>872</b>
<b>H Net current financial debt (G - D)</b>	<b>(18,960)</b>	<b>(25,394)</b>	<b>6.434</b>
I Non-current financial debt	222,522	224,419	(1,898)
J Debt instruments	-	-	-
K Trade payables and other non-current payables	-	-	-
<b>L Non-current financial debt (I + J + K)</b>	<b>222,522</b>	<b>224,419</b>	<b>(1,898)</b>
<b>M Total financial debt (H + L)</b>	<b>203,562</b>	<b>199,025</b>	<b>4,537</b>

At June 30, 2025, the Net Financial Debt of the Garofalo Health Care Group amounts to Euro 203,562 thousand, comprising gross financial debt of Euro 230,144 thousand (Euro 7,623 thousand of current financial debt and Euro 222,522 thousand of non-current financial debt) and liquidity of Euro 26,583 thousand. The Net Financial Debt therefore increased by Euro 4,537 thousand on December 31, 2024, mainly as a result of the initial distribution of dividends by GHC S.p.A on May 21, 2025 for Euro 7,590 thousand, in addition to the increase in net working capital, as outlined in the previous paragraph. The Net Financial Debt improved by Euro 10,782 thousand in Q2 2025 compared to Euro 214,344 thousand at March 31, 2025, as a result of the operating profit in the period and the improved net working capital, which more than offset the distribution of dividends.

Financial payables for leasing amounted to Euro 20,684 thousand for the non-current portion and Euro 4,536 thousand for the current portion.

### Net Financial Debt / Net Equity

The following table illustrates the relationship between the net debt (as defined in previous sections) and shareholders' equity.

Consolidated figures	H1 25 Actual Euro '000	FY 2024 Euro '000
Net financial debt	203,562	199,025
Net Equity	344,350	333,144
Ratio between net financial debt and net equity	0.59	0.60

## 3. INVESTMENTS

### a. Recurring investments

The Group in H1 2025 made recurring investments in tangible and intangible assets so as to boost the production capacity of the clinics and to technologically and functionally upgrade medical equipment and appliances to ensure the provision of excellent patient service quality standards.

### b. Capex in long-term development and organisational restructuring

The Group in H1 2025 continued its extraordinary investments in fixed assets as part of the long-term expansion and reorganisation projects to boost capacity and expand service offerings. Current works include the new Cardiovascular Heart Center at Aurelia Hospital and the construction of the new Intensive Care Unit at Hesperia Hospital.

## 4. SIGNIFICANT EVENTS AFTER THE END OF THE PERIOD

Garofalo Health Care S.p.A. announced on July 18, 2025 that it has been awarded the assets and liabilities of Casa di Cura Città di Roma S.p.A. in liquidation. The transaction allows GHC to achieve – at regime – significant incremental benefits in terms of competitive positioning and marginality outlook through an overall reorganisation of the activities provided by Città di Roma, Aurelia Hospital and European Hospital. Città di Roma, accredited with the Regional Healthcare Service, is equipped with 112 authorised beds, of which 104 accredited, in the specialties of Urology, Gynaecology, Orthopaedics and Traumatology, General Surgery, General Medicine, Ophthalmology, Intensive Dependency Care, Day Surgery and Day Hospital. In 2025 an additional 60 beds (authorised and accredited) are expected to be activated, of which 30 in extensive Dependency Care and 30 in maintenance Dependency Care, which will increase the facility's total equipment to 172 authorised beds (of which 164 accredited). In addition, the facility has 2 haemodialysis rooms with a total of 24 stations and provides specialist and diagnostic outpatient services under both accredited and private regimes. In addition to the above, it should be noted that in August 2025, the construction works began for the realization of the new "Cardiovascular Heart Center" at Aurelia Hospital, which is expected to be completed in approximately 14 months (i.e. in Q4 2026).



## 5. OUTLOOK

The healthcare sector is characterised by a now consolidated trend of growth in the need for care supported by an increase in the resources allocated for the coming financial years for the National Healthcare Fund and by the solid growth of private healthcare expenditure. In this context, GHC is well positioned, both geographically and in terms of the mix and quality of healthcare services offered, to benefit both from the greater resources that will be allocated to reducing waiting lists and from the aforementioned trend of expansion in private spending. In light of the above, the Group expects to continue its path of organic growth in 2025, also being able to count on the recognition - which has already taken place in the first months of the year - of significant budget increases in particular for the facilities of Rugani Hospital (Tuscany Region) and of the Aurelia Group (Lazio Region), that - for the Aurelia Group - also relate to the new financing mechanism of the Emergency Room. Furthermore, as part of the Lazio Region's new program for social dependency care activities aimed at meeting growing regional needs, it should be noted that new tariffs for dependency care activities came into effect in September, with consequent positive effects for the facilities of Villa Von Siebenthal, Hospice S. Antonio da Padova, and Struttura Residenziale Psichiatrica Samadi (the latter two part of the Aurelia Hospital Group). In this context, Struttura Residenziale Psichiatrica Samadi has also submitted a formal request for the accreditation of additional beds (with the consequent recognition of an additional budget), which, once approved, will contribute to further improve the overall performance of the Aurelia Group. Finally, as demonstrated by the recent acquisition of Casa di Cura Città di Roma, the Group renews its commitment to the Buy & Build strategy that identifies M&A's as one of the main drivers of its short and medium-term development.

## 6. GHC GROUP ORGANISATIONAL MODEL AND REGULATORY SYSTEM

### GHC Group organisational model

The organisational model adopted by the Group involves centralising at the Parent Company, which exercises management and co-ordination over the subsidiaries pursuant to Article 2497 of the Civil Code, the decision-making process regarding, *inter alia*, the pursuit of the strategic objectives, although ensuring full decision-making autonomy for the subsidiaries in implementing the Parent Company-defined strategy.

In particular, the parent company:

- identifies the strategic development guidelines to be pursued, sets and monitors goals for the various healthcare facilities;
- identifies the potential healthcare facilities to be acquired, managing M&A activities and the post-acquisition integration plan to achieve the potential synergies;
- manages certain specific activities for the Group, so as to rapidly achieve possible synergies in terms of the efficacy and efficiency of the business.

Likewise, each subsidiary:

- independently manages its own healthcare and dependency care services;
- formulates and implements its own budget/business plan;
- periodically defines its financial needs.

The essential intangible resources, as per Article 15 of Decree 125/2024, are managed by the parent company within the scope of promoting synergies and identifying the Group's strategies. These resources include those without physical form that underlie the enterprise's business model, constituting a crucial source of value generation. The main categories of intangible resources may be broken down as follows:

- Human capital: the value generated by employees through their expertise, specific skills and experience.
- Relational capital: the intrinsic value of the Group's relationships with customers, suppliers, investors, business partners and communities.
- Intellectual capital: the value created by the company through innovation, organisational processes and geographic distribution.

These resources are fundamental elements of the business model adopted by the Group, as outlined in the "Business model and value chain" section of the sustainability statement. In particular, the Group identifies its medical and healthcare expertise as essential to the achievement of its goals, as it enables the delivery of services and the maintenance of the standards of excellence set by the Group. Direct dialogue with patients is considered an additional key component of relational capital, which supports the improvement of services and promotes its patient-centred approach.

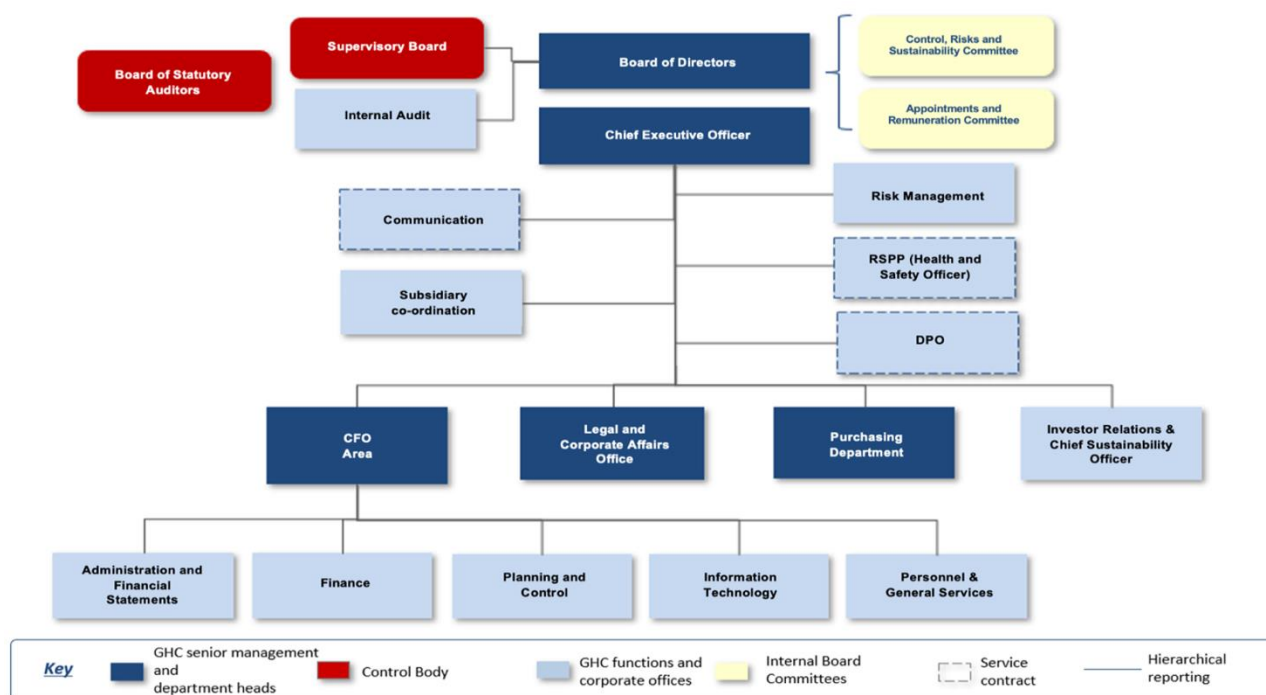
The key elements outlined are grounded in an organisational structure which supports their further development, as outlined in the "Role of the Administrative, Management and Control Bodies" section of the sustainability statement.

### **Organisational model of the Parent Company**

The organisational model requires the following Departments / Functions and Teams to directly report to the Chief Executive Officer of the Company:

- CFO Management Area: (i) manages the administration, finance, planning and control activities so as to ensure the use of Group economic and financial resources in line with the business plan; (ii) ensures the design, implementation and operation of the services, networks and IT applications that support and/or automate the company's production processes and uses the capacity for technological innovation as a lever of competitive advantage; (iii) ensures the management and development of human resources, all related processes and the management of the company's general services;
- Purchasing Department: handles the procurement of goods and services to support the operations of the Company, contributing to Group purchasing policies in line with corporate strategies;
- Legal and Corporate Affairs: handles the management of legal and corporate affairs, so as to guarantee the protection of the Company's interests in all appropriate forums and ensure the management of corporate obligations, as provided for also by the implementing regulations of the Authorities in charge of market control;
- Communication: ensures the coordination of the Company's external relations and institutional communication in the media, ensuring the consistency of information in view of the policies agreed with the Chief Executive Officer, and ensures the communication of information regarding GHC and each subsidiary, with the exception of regulated information;
- Risk Management: ensures the coordination at Group level of activities relating to the introduction and management of the Enterprise Risk Management process, developing and promoting the development of a risk culture and a common language on risk within the organisation in line with the Guidelines on the Internal Control and Risk Management System issued by the parent company;
- Investor Relations & Chief Sustainability Officer: (i) supports the Chief Executive Officer in managing relations with investors, lenders and other counterparties, ensuring official communication with Borsa Italiana and the market; (ii) promotes and ensures Corporate Sustainability activities in order to foster a Group sustainability culture.

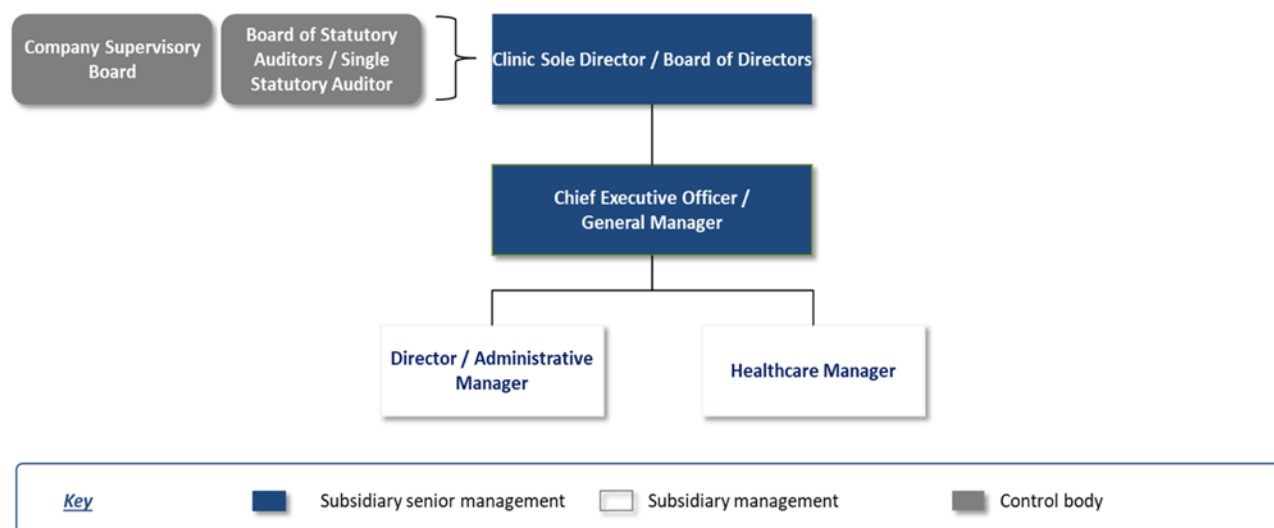
The organisational model also provides that, based on the indications provided by the Corporate Governance Code, the Internal Audit Function, which co-ordinates activities at Group level, reports directly to the Board of Directors of GHC S.p.A. in order to guarantee its autonomy and independence.



### Organisational model of the subsidiaries

The organisational model of the subsidiaries establishes that each structure has a:

- **Chief Executive Officer / General Manager**: reports directly to the administrative body of the individual Group company or to the Sole Director;
- **Administrative Manager** who has the task of overseeing in particular administrative-accounting and financial matters and, more generally, supports the structure for “staff” matters;
- **Healthcare Manager**, responsible, *inter alia*, for the technical-functional organisation and good functioning of the sanitary-health services and the respect of the rules of protection of the operators against the risks deriving from the specific activity.



We also note that all subsidiaries are subject to mandatory or voluntary audits and have formal controls for aspects relating to risk management, the application of Law No. 262/2005 and the processing and reporting of non-financial data (CSRD).

In 2018, the Board of Directors set up the Committee of Chief Executive Officers and General Managers of the subsidiaries, with coordination functions between the subsidiaries and the relevant corporate and healthcare structures and at which the Chief Executive Officer and top management of the Company may attend on invitation. This Committee, chaired on a rotating basis by one of its members, oversees the implementation of process best practices at Group level and monitors the development of the marketplace.

### **Group Regulation**

The Group Regulation ("**Regulation**"), approved by GHC's Board of Directors in 2020 and updated in 2024, identifies the areas and defines the procedures for the exercise of management and coordination by the Parent Company with respect to its subsidiaries, in accordance with the strategic objectives, development policies and management guidelines set by the Parent Company.

In fact, in the light of the above-mentioned organisational model, the management and coordination of the Parent Company is carried out in the following manners:

- definition of policy and coordination acts for the pursuit of Group interests and the development of all the constituent companies;
- prior authorisation for subsidiaries to carry out "Significant Transactions" (as defined in the Regulation);
- definition of the Group's regulatory system, information flows and other connection processes to ensure effective coordination between Group companies;
- definition of a single address of the ICRMS.

In view of the management and coordination carried out by the Parent Company, each subsidiary is required to:

- adopt and implement the policies, directives and instructions issued by the Parent Company;
- request prior authorisation from the Parent Company to carry out "Significant Transactions";
- implement and comply with the Group's regulatory system, as well as to promote the flow of information and other connection processes with the Parent Company and the other subsidiaries;
- promote the internal controls for which it is responsible in the context of the general policy of the ICRMS set by the Parent Company, ensuring that all the functions and bodies responsible for control (both of the Parent Company and of the subsidiaries) are not hindered in the exercise of their functions and that they establish strong collaborative relations with each other, without prejudice, in any event, to the responsibility of the relevant subsidiary.

Therefore, the purpose of the Regulation is to indicate:

- the strategic or operational areas in which the acts of management and coordination are carried out;
- "Significant Transactions" which must be submitted for prior authorisation by the Board of Directors or the Chief Executive Officer of the Parent Company;
- the instruments through which management and coordination is applied, namely the Group's regulatory system, information flows (as defined below), and other connecting processes, such as inter-company committees;
- the corporate processes subject to management and coordination by the Parent Company, broken down by main issues, and the responsibilities of both the Parent Company and the subsidiaries for each area.

### **Group regulatory system**

With reference to the organisational model set out above, the Parent Company defines the Group's regulatory system by identifying specific regulatory and operational instruments (such as, by way of example, procedures, policies, guidelines, directives and recommendations) concerning the concrete methods with which management and coordination is carried out. In this regard, it should be noted that the Parent Company already in 2018 issued a specific company procedure ("Management of the corporate regulatory system" or "Procedure 0"), which seeks to define the rules for the management of the corporate regulatory system, i.e. the set of rules to be followed for the management of the Company's processes.

These instruments, defined as "top-down", are issued by the Parent Company and must be implemented by the Boards of the Subsidiaries or their delegated bodies (on the basis of any indications received from the Parent Company).

As part of the Group's overall regulatory system, in addition to adopting and applying these regulatory instruments, each subsidiary identifies and issues specific regulatory and operational instruments (such as, by way of example, procedures), in compliance with the Group's regulatory system, in order to comply with any requests or indications from the Parent Company, for which the latter may provide a reference model, or internal needs, deriving, for example, from the management of its own Quality System or other certifications or reference regulations.

## **7. RISK MANAGEMENT AND MAIN RISKS AND UNCERTAINTIES TO WHICH GAROFALO HEALTH CARE S.P.A. AND THE GROUP ARE EXPOSED**

### **Internal Control and Risk Management System**

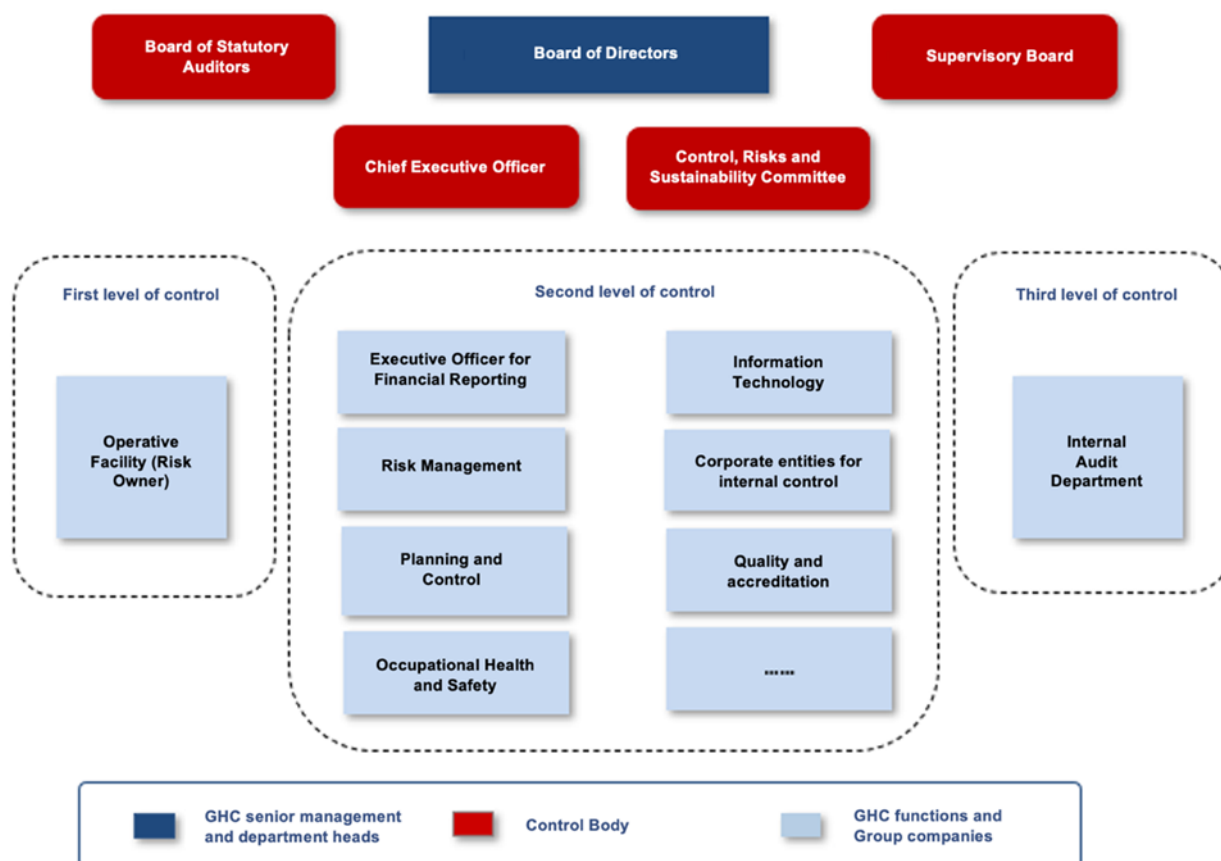
The Internal Control and Risk Management System ("ICRMS") plays a central role in GHC's decision-making process and is defined, in accordance with the principles set out in Article 6 of the new "Corporate Governance Code" adopted by the Corporate Governance Committee in January 2020, as the set of rules, procedures and organisational structures which ensure the effective and efficient identification, measurement, management and monitoring of the main business risks within the Group, in order to contribute to its sustainable success.

In this context, the Board of Directors of GHC, which bears responsibility for the ICRMS, within its role of management and coordination of the GHC Group, has prepared the "Guidelines for the Internal Control and Risk Management System" ("**Guidelines**"), updated to the new Corporate Governance Code, in force from January 1, 2021, in order to ensure that the organisation's principal risks are properly identified, measured, managed and monitored, in line with the Group's strategic objectives.

The main elements of the ICRMS defined for the GHC Group are:

- the presence of a Chief Executive Officer (the CEO of GHC) who is responsible for establishing and maintaining the ICRMS;
- the presence of organisational structures in charge of carrying out and assessing Enterprise Risk Management activities (Control, Risks and Sustainability Committee, Enterprise Risk Management Function and Internal Audit Function);
- the presence of an Internal Audit Function delegated by the Board of Directors to provide independent assurance on the efficiency and effectiveness of the ICRMS;
- the setting up of a risk management system in relation to the financial disclosure process introduced in compliance with the provisions of Article 154-*bis* of the Consolidated Finance Act;
- the establishment of a Group regulatory system involving specific communication and awareness programmes (Code of Ethics to promote and maintain an adequate level of correctness, transparency and ethics in the conduct of Group activities, Organisation and Management Model pursuant to Legislative Decree No. 231/2001).

The main parties involved in the GHC Group's Internal Control and Risk Management System are presented below.



It is important to underline that, in order to ensure the effectiveness of the ICRMS, verification and control activities are provided for on three levels for parties who have been assigned specific roles and responsibilities:

- First level: line controls (procedural, IT, behavioural, administrative-accounting, etc.), i.e. checks carried out by operational structures in order to identify and mitigate risks relating to the areas for which they are responsible;
- Second level: controls carried out by the corporate Functions with specialist supervisory responsibility for managing the Group's risks (Risk Management, Quality and Accreditation, Legal, Compliance, Occupational Health and Safety and Environment, Administration and Control etc.);
- Third level: controls carried out by the Internal Audit Function, responsible for providing independent assurance through a risk-based approach to first and second level controls, in addition to the overall architecture and functioning of the ICRMS, to identify anomalous trends and violations of procedures and regulations applicable to the organisation.

Throughout H1 2025, the Chief Executive Officer in charge of the ICRMS, the assigned risk management and control functions, and the internal audit function reported periodically to the Board of Directors on relevant events and audits conducted in accordance with the activity plan, with specific reference to the activities conducted by subsidiaries in the area of compliance with the most important applicable regulations.

### **Group information flows**

The GHC Group Information Flow Guidelines ("**Information Flows**"), also approved in 2020 by the GHC Board of Directors and updated in January 2023 to reflect organisational changes, were developed with the dual purpose of:

- representing information flows related to the application of the ICRMS Guidelines;
- identifying and representing the main information flows within the Group in application of the Regulation.

With reference to both cases, the Information Flows identify: (i) the responsibilities of the parties involved in these flows; (ii) the main and secondary recipients, (iii) the frequency and timing necessary to allow the Parent Company to fully exercise its management and coordination and monitor the adequacy and effectiveness of the Group's ICRMS.

During the period, the guidelines were applied to both information flows governed by the ICRMS Guidelines (see preceding point) and information flows between the Holding and its subsidiaries governed by Group Regulations and corporate procedures.

### Enterprise Risk Management

Enterprise Risk Management activities are considered fundamental by GHC to strengthen the Group's ability to create value for shareholders and stakeholders and to ensure the sustainability of the business over the medium/long term. More specifically, in line with the ERM model approved by the Board of Directors, the GHC Group's risk management is based on an integrated process of mapping, analysis, processing and monitoring of organisational risks, providing top management with the information necessary to make, in an informed manner, the best decisions for the achievement of the strategic objectives and for the growth and creation of value for the Group, in addition to its protection. In H1 2025, in continuity with the preceding years and in line with the Group procedure, the Enterprise Risk Assessment mapping updates were performed, through assessing the risks and the relative controls and mitigation actions. At the same time, the cycle of Key Risk Indicator 2024 development was concluded, consolidating the 2021-2024 measurement period, so as to empirically validate the ERM assessments collected by the Risk Owners, so as to maximally integrate the management and control processes.

In the first half of 2025, the monitoring of the action plans set out in the previous year continued, consolidating the processing actions and implementing the best practices set out, in order to ensure ever closer integration between the Group companies.

The key roles and responsibilities identified by the GHC Group in managing these issues are presented below.

AREA	ACTOR	Main roles and responsibilities
GUIDANCE	Board of Directors	<ul style="list-style-type: none"> <li>Defines the guidelines of the Internal Control and Risk Management System</li> <li>Oversees the proper functioning, comprehensiveness and effectiveness of the ERM model</li> <li>Approves ERM Guidelines and the Risk Appetite Statement</li> </ul>
	Control, Risks and Sustainability Committee	<ul style="list-style-type: none"> <li>Oversees correct and effective application of the ERM methodology across the Group</li> <li>Prepares and proposes risk management assessments to support Board of Director decisions</li> </ul>
IMPLEMENTATION	Director Proxy holder	<ul style="list-style-type: none"> <li>Applies the guidelines defined by the Board of Directors</li> <li>Validates the ERM Guidelines and proposes the Risk Appetite Statement, with the support of the Risk Manager</li> <li>Validates the results of the Group Risk Assessment</li> </ul>
	Group Enterprise Risk Management Function	<ul style="list-style-type: none"> <li>Develops the methodological approach and components of the ERM model</li> <li>Performs, coordinates and supervises Risk Assessment activities at both the holding company and subsidiaries</li> </ul>
	Risk Coordinator clinics <sup>(*)</sup>	<ul style="list-style-type: none"> <li>Co-ordinates the Risk Assessment activity</li> <li>Interfaces for the Group Risk Manager on all Risk Management issues</li> <li>Ensures adequate information and reporting flows to the Group Risk Manager</li> </ul>
	Risk Owners	<ul style="list-style-type: none"> <li>Identify and assess risks at the holding company and subsidiaries</li> <li>Define and implement the risk mitigation actions defined within the Action Plans</li> </ul>
SUPERVISION	Board of Statutory Auditors	<ul style="list-style-type: none"> <li>Responsible for overseeing the adequacy of the ERM model</li> </ul>



	Internal Audit	<ul style="list-style-type: none"> <li>Monitors the effectiveness and efficiency of the model</li> <li>Contributes to the identification of risk areas</li> </ul>
--	----------------	---

(\*) The figure of the Risk Coordinator is identifiable, depending on the health facilities, in the figures of CEO, GM or Quality/Clinical Risk Manager and is supported by Administrative Directors and/or Healthcare Managers.

### ***Risks relating to regulatory changes***

The Group, whose revenues mainly stem from National Health System (SSN) activities, constantly monitors any updates in regulations, both health-related and non-health-related, that may result in a change in operating, economic and compliance conditions. Regulations are therefore analysed, including using expert third parties, assessing their possible effects also through sharing information with the Management of the Company.

Specifically, at the time of preparing this document, the following potentially impactful regulatory and compliance issues should be considered:

- The NIS2 regulation, a series of IT and Governance requirements to strengthen control safeguards. This regulation establishes specific responsibilities for Administrative and Governing Bodies, who are required to formally approve security measures and monitor their implementation. Administrative and financial penalties have also been put in place. In terms of regulations, the Group since 2024 has strengthened its organisation and technology to ensure regulatory compliance and business continuity.
- With reference to the Implementing Decree of the "Competition Law", which establishes more competitive dynamics in the recognition of institutional accreditation and the allocation of related budgets, the suspension of its implementation has been established to 2026. The Group, in any case, aware of the external nature of the risk and the possible effects which may emerge from next year, has already initiated specific mitigation actions including, for example, the analysis of the impact of the new general requirements set at national level, as well as of the specific and technical requirements defined at Region level (among others, in terms of mapping the obsolescence of electromedical equipment and apparatus, and adaptation of the clinical risk control and reporting systems).
- With regards to the "Tariffs Decree", in 2025 the Group fully incorporated the new tariffs (a) for outpatient specialist services and (b) for prosthetic care. These tariffs, for certain specific types of services, are set for a significant reduction, with limited impacts however for the Group's EBITDA, having put in place through its subsidiaries a wide range of mitigation strategies including, where possible: case-mix changes, the development of private business, new agreements with supplementary healthcare funds etc.

Regarding other regulations, including "out-of-region" regulations, the inter-region agreements pursuant to the 2025 Finance Law, recovery of Waiting Lists, the "Gelli" Law Implementing Decree etc., the Group carries out continuous monitoring activities in order to identify possible threats and/or opportunities, as per the national and regional directives issued.

### ***Cybersecurity Risks***

Following the gap analysis activities carried out by Deloitte in the second half of 2024 on all GHC Group companies, market scouting was initiated in the first half of 2025 to identify a technology partner capable of preparing and executing the procedural and organisational requirements for compliance with NIS Directive 2 by all Group Companies. As a result of the scouting, IT-Value was selected as the technical advisor as demonstrating proven expertise in Data Protection (Federprivacy), in addition to IT Governance, IT Risk Management, IT Compliance, Information Security Management and IT Audit.

In addition, in order to strengthen the security perimeter of the IT systems of the GHC Group, licenses for the Extended Defence and Response features of the antivirus endpoints and the Data Lost Prevention and Reporting of files and information on PCs and Servers system of the entire GHC Group were activated and implemented in the first half of 2025. With the new advanced cybersecurity platform that collects and correlates data from computers, servers, email,



networks and the cloud in real time, a unified view of the entire infrastructure may be accessed in order to detect and block complex attacks that exploit multiple channels simultaneously.

***Risks associated with the liability of the Group's healthcare facilities for injuries caused to patients by physicians in the practice of their profession at the healthcare facilities (medical mal-practice)***

The Group is exposed to the risks associated with civil liability under the law for any injuries caused to patients hospitalized or receiving care in its healthcare facilities as a result of negligence and/or wilful misconduct in the provision of healthcare by physicians and other healthcare professional malpractice, or financial risks as a result of incomplete insurance cover for potential claims. In order to mitigate these risks, the GHC Group adopts actions to reinforce patient safety through the use, on the one hand, of ad hoc procedures and practices, consistent with the main guidelines and best practices at national/international level, also introducing training and information channels to raise awareness among operators in the area of management and reporting of adverse events/near misses and serious events, on the other hand, through composite risk coverage, pursuant to Law No. 24 of March 8, 2017 (the "Gelli-Bianco Law") and relative implementing decree, through insurance at the acute and high complexity facilities (Domus Nova, Ospedali Privati Riuniti, Poliambulatorio Dalla Rosa Prati, X-Ray One, Aesculapio, Clinica San Francesco, Casa di Cura Prof. Nobili, Villa Von Siebenthal, Sanatorio Triestino) and/or self-insurance (the remaining Clinics).

On this topic, the Group has signed a single Medmal Policy (for the clinics indicated above) so as to streamline the operating methods and related costs, while initiating a continuous monitoring of the regulatory updates that could entail possible additional compliance requirements, as well as adjustments to certain coverage caps of the insurance policies, while continuously monitoring the possibility of undertaking any insurance coverage.

It should be noted, in any case, that the level of adverse/sentinel events, measured through specific Group Key Risk Indicators, remained at average levels consistent with previous years and consistent with respect to the activity performed.

***Risks associated with structural shortages and retention difficulties of certain job profiles on the market***

The Group is subject to the market dynamics, common to the Sector, of shortages of certain professional profiles (primarily health professionals, for example: radiologists, nurses, etc.) which are currently those most depleted by the public sector. This risk is measured through specific Key Risk Indicators and is mitigated through a range of actions such as accessing differentiated recruiting channels, adopting specific contractual policies, signing agreements with staffing companies, etc. It should also be noted that this risk was the subject of specific assessment activities during the period, having identified an action plan to strengthen the retention process specifically in terms of reducing staff turnover.

***Risk management in relation to financial reporting***

The process to prepare the Group's financial disclosure, in view of GHC's status as a listed company, is covered by a particularly structured process set out in a specific Company Procedure ("Closure of Accounts"), which governs activities relating to the preparation of the statutory financial statements and the consolidated annual, half-year and quarterly financial statements, drawn up in accordance with IAS/IFRS. In particular, within the scope of the above-mentioned Procedure, it should be underlined that the Company has identified a "Focal Point" for each subsidiary (financial reporting manager) who, based on the guidelines set by the Parent Company, is responsible for carrying out the operational activities related to the compliance with Law No. 262/2005 and is responsible, together with the Chief Executive Officer/General Manager, for the sub-certification of the financial information related to the individual Company

Finally, also for the purpose of ensuring strict compliance with the certification requirements set out in Law 262/2005, the GHC Group decided to adopt an approach consistent with the methodologies currently in use in the area of analysis and monitoring of the ICFR ("Internal Control over Financial Reporting") and in line with the structure and nature of the Group.

It should also be noted that, within the buy-and-build strategy that points to M&A as one of the main drivers of short-term and medium-term growth since going public, GHC has developed a standard process that allows for the quick harmonisation of the target within the Group, especially with regard to aspects relating to financial reporting. This process is based on the transfer to the Target of the set of Group specific Regulations, Procedures and applications, which ensure its full consolidation within the scope in compliance with the strict deadlines provided for by the regulations for companies listed on regulated markets. This integration process, coordinated by the Parent Company, allows GHC to consolidate the Target within the first 60 days of its acquisition, ensuring execution capability and effective risk mitigation.

Finally, it should be noted that in 2024 the Group adopted, consistent with the regulatory requirements of Legislative Decree No. 125/2024, a process aimed at adequately responding to the requirements of the new Directive 2464/2022 regarding the Corporate Sustainability Reporting Directive (CSRD).

### **Interest rate risk**

The Group's interest rate risk derives mainly from the medium and long-term debt. On July 8, 2024, Garofalo Health Care S.p.A. ("GHC") signed a financing transaction for a total amount of up to Euro 275 million and currently utilised for approximately Euro 178 million, composed as follows: Euro 50 million of fixed-rate bond loan and for the remainder a medium-long term bank line on which the Company has subscribed to a derivative financial instrument, with a notional amount equal to 2/3 of the loan, in order to hedge against the risk of rising interest rates.

To estimate the potential operating-financial impact associated with a change in the rate, a sensitivity analysis was carried out on H1 2025, simulating the effect of a 1% increase and a 0.25% decrease in this parameter.

In Euro

<b>Sensitivity Analysis</b>	<b>2025</b>
Variable rate average debt	43,266,667
Interest expense	898,270
<b>Sensitivity +1% annually</b>	
Interest expense +1%	1,007,038
<b>Change Interest expense on loans</b>	<b>108,768</b>
<b>Sensitivity -0.25%</b>	
Interest expense with -0.25%	871,079
<b>Change Interest expense on loans</b>	<b>(27,192)</b>

### **Risks associated with environmental issues and health and safety legislation**

The Group's production activities are subject to environmental protection and occupational health and safety legislation. Workplace safety, health and hygiene are ensured through constant updates and performance of the mandatory legal inspections, in addition to the adoption of specific policies, management systems and procedures. The Group also relies on specific workplace health and safety consultants.

With regards to environmental risks, the main focus is the disposal of hazardous healthcare waste, particularly concerning the infection risk, in terms of which the Group companies take the necessary measures to ensure that they comply with laws and regulations applicable to the health sector.

At present, there are no material "direct" risks related to climate change, continuing in any case with the analysis activities for the identification of possible critical issues and/or opportunities (e.g. in relation to the transition to

renewable energy), also aimed at the identification of insurance cover in the field (e.g., in compliance with the Natural Catastrophes regulations).

***Risks associated with the protection of personal and sensitive data and the implementation of the GDPR***

In conducting its activities, the Group engages in substantial and ongoing processing of personal and healthcare data and particularly data regarding patients and medical and paramedical personnel. Accordingly, the Group must comply with both Regulation (EC) No. 679/2016 on personal data protection ("GDPR") and Legislative Decree No. 196/2003 (the "Privacy Code"), in addition to the orders issued by Italy's Personal Data Protection Authority. Each Group company has introduced structures and constantly updates internal procedures to implement their personal data processing operations in compliance with law and has appointed a Data Protection Officer ("DPO") who supervises compliance with GDPR and other European and Italian personal data protection rules, also through specific audit activities.

***Risks associated with the administrative liability of companies for criminal offences pursuant to Legs. Decree No. 231/2001***

The Group companies are exposed to the risk of incurring penalties deriving from the potential offences pursuant to Legislative Decree No. 231/01 in the event that the Group's organisation and management model on "the administrative responsibility of legal persons and of companies and associations, including those without legal personality" is found to be inadequate.

In order to create a set of rules to prevent unlawful conduct deemed potentially relevant to the application of this legislation, GHC adopted and constantly updates (i) the organisation and management model as per Article 6, paragraph 1, letter a) of Legislative Decree No. 231/2001 (the "231 Model"), (ii) adopted the Group Ethics Code and (iii) appointed a Supervisory Board.

The Group companies with organisational autonomy have (i) adopted and updated their own 231 Model, consistent with the 231 Model approved by the Parent Company, (ii) adopted the Group Code of Ethics, (iii) set up their Supervisory Boards and (iv) implemented Legislative Decree No. 24/23 on Whistleblowing by updating the Group Code of Ethics, the 231 Models of the Group companies, setting up an IT platform in line with the regulations, and appointing the relative Whistleblowing Committee.

***Credit Risk***

This risk is managed by each Group company and the respective Directors and is periodically monitored by the parent company through financial and operating reports. The maximum exposure to the credit risk for the Group at June 30, 2025 is represented by the book value of the assets recorded in the consolidated accounts under trade receivables.

The Group considers this risk as moderate, in view of the fact that GHC's receivables almost entirely concern public sector counterparties (hospital authorities and/or healthcare authorities), for whom a particular risk of insolvency is not considered. In particular, in H1 2025, in view of COVID-19 related health emergency, the Group closely monitored the collection of its trade receivables and does not report reduced average collection times from its public sector counterparties.

Therefore, according to the information currently available, the Company does not consider additional specific risks to have arisen on the recoverability of receivables from these parties.

### **Liquidity risk**

Liquidity risk is managed by the individual Group companies and the respective Directors and is periodically monitored by the Parent Company through financial and operating reports. In this manner, the Group aims to ensure adequate coverage of its financial needs, monitoring loans, credit lines granted and relative utilisations in order to ensure optimum management of the resources and any temporary excess liquidity. In addition, the Group seeks to maintain an optimal capital structure so as to optimise its borrowing costs. In H1 2025, the Group closely monitored its financial situation and did not require significant liquidity or working capital support. Therefore, on the basis of the information currently available, the Company expects that the liquidity and credit lines currently available, in addition to those that will be generated from operating activities, will permit the Group to satisfy its requirements deriving from investment activities, working capital management and the repayment of debt in accordance with their contractual maturities.

### **Other risks**

Below is a list of further risk areas that could impact the financial statements, which can be traced back to purely operational processes:

- Execution of post M&A development activities of newly acquired companies in previous years. This risk is currently mitigated by the Group through the adoption of a dedicated post-M&A organisational integration procedure, as well as through the active involvement of Management in the definition and introduction of functional integration plans.
- Critical issues related to the Group's supply chain process, potentially resulting from:
  - dependence on certain key suppliers and related unexpected changes in economic and operational conditions;
  - impact of global trade policies (primarily U.S. tariffs), with impacts on procurement costs.

These risks are mitigated by the Group through the preparation of alternative supplier panels (and related engagement processes), also on a local basis and, therefore, physiologically less impacted by international trade dynamics. In this regard, we also note the recent organisational developments, with the establishment of a new single Group sales department.

### **Key Risk Indicator**

The measurement of our key risk indicators did not point to any specific critical issues, in confirmation of the output in previous years, specifically concerning the ongoing coverage of risks related to the broader scope of Human Capital (i.e. recruiting, retention, training and rules of conduct), the essential consistency over the years in the numbers regarding patient and employee safety, the linear trend in the Group's reputation and in vendor relations, as well as the maintenance of a number of intrusion attempts on the Group's ICT systems in line with previous years during the period, all of which were identified and blocked.

## **8. OTHER INFORMATION**

### **Corporate governance and shareholders**

The Company has adopted the corporate governance code approved in January 2020 by the Corporate Governance Committee (promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria) (the "**Corporate Governance Code**") and the corporate governance structure implemented by Garofalo Health Care S.p.A. has been designed in accordance with the recommendations set out in the Corporate Governance Code.

In accordance with Article 123-bis of the CFA, the Company is required to prepare a corporate governance and ownership structure report containing a general outline of the corporate governance system adopted by the Group and information on the ownership structure, including the adoption of the Corporate Governance Code, the main governance practices applied and the features of the risk management and internal control system with regards to the financial disclosure process.

This report was approved by the Board of Directors on March 14, 2025 and is available on the Company website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the Governance/Shareholders' Meeting section. The Company is organised according to the traditional administration and control model, which includes the Shareholders' Meeting, the Board of Directors and the Board of Statutory Auditors.

The current Company By-Laws were approved by the Shareholders' Meeting in extraordinary session on September 26, 2018 and entered into effect on November 9, 2018, the trading commencement date of the Company shares on the Mercato Telematico Azionario (MTA) managed by Borsa Italiana S.p.A., and are available on the company website ([www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the "Governance/Corporate Governance" section) in the updated version of April 30, 2025, with the amendment to Article 5. The By-laws are the document that establishes the Company's essential characteristics and lays down the main rules for its organization and functioning, in addition to governing the composition, powers and relations of the Company's boards. The By-Laws also contain a description of the rights held by the shareholders and the manner in which those rights are exercised.

The main governing body is the Board of Directors, which bears primary responsibility for setting and pursuing the strategic objectives of the Company and the Group of which it is a part.

The Board of Directors of Garofalo Health Care S.p.A., which bears responsibility for the internal control and risk management system, in its role of guidance and coordination of the GHC Group, has prepared the "Guidelines for the Internal Control and Risk Management System" in order to ensure that the organization's principal risks are properly identified, measured, managed and monitored, in line with the Group's strategic objectives. The document laying down the Guidelines for the Internal Control and Risk Management System was approved by the Board of Directors on April 18, 2019 and subsequently amended on October 12, 2022.

In particular, the document sets out the relevant rules and principles, duties and responsibilities and methods of coordination of the main participants in the GHC Group's Internal Control and Risk Management System. The Internal Control and Risk Management System plays a central role in the decision-making process of Garofalo Health Care S.p.A. as a listed company, and is defined, in accordance with the principles set out in Article 6 of Borsa Italiana's Corporate Governance Code, as the set of rules, procedures and organisational structures which ensure the effective and efficient identification, measurement, management and monitoring of the main business risks, in order to contribute to the sustainable success of the Company.

### ***Remuneration schemes based on financial instruments***

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

On April 29, 2024, and on the proposal of the Board of Directors, the Shareholders' Meeting approved a new long-term incentive plan, the "2024-2026 Performance Share Plan" (the "**Performance Share Plan**"), reserved for the Chief Executive Officer of the Company, in addition to key personnel of the Company and/or of the Group, as identified at the sole discretion of the Board of Directors, in consideration of the Remuneration Policy and having heard - for members of the BoD - the opinion of the Appointments and Remuneration Committee.

The Performance Share Plan is divided into three three-year cycles: 2024-2026, 2025-2027 and 2026-2028.

The purposes of the Performance Share Plan are:

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

The free assignment and subsequent delivery of the shares are conditional on the achievement of predetermined performance objectives for each of the three cycles into which the Performance Share Plan is divided.

For further details on the Performance Share Plan, please refer (i) to the Remuneration Report prepared pursuant to Article 123-ter of the Consolidated Finance Act and Article 84-quater of the Consob Issuers' Regulation, approved by the Board of Directors on March 14, 2025, (ii) to the "Disclosure Document regarding the incentive plan known as the "2024-2026 Performance Share Plan" prepared in accordance with Article 84-bis and Annex 3A, Schedule 7 Consob

Issuers' Regulation, and (iii) the public disclosure pursuant to Article 84-bis, paragraph 5, of the Consob Issuers' Regulation, available on the Company's website [www.garofalohealthcare.com](http://www.garofalohealthcare.com), in the "Governance/Remuneration" section.

### ***Treasury shares and shares of holding companies***

At June 30, 2025, the Company held 1,867,766 treasury shares<sup>9</sup>.

At June 30, 2025, neither the Company nor the other Group companies held parent company shares, nor had made purchases or disposals during the year of these shares, even through trust companies or nominees.

### ***Health, environment and personnel***

The issues of worker health and safety protection as well as environmental protection are dealt with in the Sustainability Statement, set out in a separate section of the Directors' Report pursuant to Legislative Decree No. 125/2024, to which reference should be made for any further details.

### ***Related party transactions***

Pursuant to Consob Resolution No. 17221 of March 12, 2010 as subsequently amended, it is reported that in H1 2025 the Group did not conclude any significant transactions or transactions with a significant effect on the Group's financial position or operating result for the year with related parties.

The information on related party transactions required by Consob Communication No. DEM/6064293 of July 28, 2006 is presented and disclosed in financial statements. For a more detailed account, refer to the notes on "Related party transactions" of the Company's consolidated condensed interim financial statements at June 30, 2025.

In accordance with Consob Resolution No. 17221 of March 12, 2010 and subsequent amendments, the Company adopted a related party transactions procedure by motion of the Board of Directors of November 27, 2018, as subsequently amended on June 22, 2021 (with entry into force on July 1, 2021), available, also pursuant to Article 2391-bis of the Civil Code, on the Company website [www.garofalohealthcare.com](http://www.garofalohealthcare.com) in the Governance/Corporate Governance section.

The Company's Board of Directors bears primary responsibility for the proper application of the said procedure.

### ***Research and development***

The GHC Group clinics are particularly known for the quality of services provided, based on continual research and development and as highlighted by the following examples:

### **HIGHLIGHTS JUNE 2025**

<b>HIGHLIGHTS AT FACILITIES IN THE EMILIA-ROMAGNA REGION</b>	
<b>HESPERIA HOSPITAL</b>	<ul style="list-style-type: none"> <li>A new CT scan was introduced in February 2025, as per the clinic's technological and healthcare upgrade plan. The CT Calcium Score is also available - a key diagnostic test for early assessment of cardiovascular risk. This is a rapid, non-invasive method of measuring the amount of calcium in the coronary arteries.</li> </ul>
<b>DOMUS NOVA</b>	<ul style="list-style-type: none"> <li>A new CT scan was introduced in February 2025, as per the clinic's technological and healthcare upgrade plan. The CT Calcium Score is also available - a key diagnostic test for early assessment of cardiovascular risk. This is a rapid, non-invasive method of measuring the amount of calcium in the coronary arteries.</li> </ul>
<b>POLIAMBULATORIO DALLA ROSA PRATI</b>	<ul style="list-style-type: none"> <li>Poliambulatorio Dalla Rosa Prati begins in 2025 a partnership with the "Banca delle Visite", joining a solidarity initiative to donate health services to those who need them most. This is</li> </ul>

<sup>9</sup> The treasury share purchases made by the Group are reported through Press Releases published on the Company website.

	a reinterpretation in the medical/dependence care sphere of the “pay-it-forward coffee” philosophy of leaving a paid cup of coffee for others at the bar.
<b>HIGHLIGHTS AT FACILITIES IN THE TUSCANY REGION</b>	
<b>RUGANI HOSPITAL</b>	<ul style="list-style-type: none"> <li>In March 2025, the new Somatom go.Top multilayer CT scan from Siemens was unveiled at the facility. The new 128-layer tomograph further develops the clinic's technological equipment, improving diagnosis time and patient comfort. The new CT scan - with twice the speed of the previous 64-layer equipment - enables faster and more efficient diagnosis. In addition, the tomograph incorporates an advanced Artificial Intelligence system, which makes it possible to significantly reduce the dose of X-rays administered to patients while maintaining high quality diagnostic images. This is particularly relevant in the oncology setting, where follow-up protocols require repeat CT examinations even at short intervals. Reducing exposure to X-rays thus helps to protect the health of patients without compromising the accuracy of diagnosis.</li> </ul>
<b>HIGHLIGHTS AT FACILITIES IN THE LAZIO REGION</b>	
<b>EUROPEAN HOSPITAL</b>	<ul style="list-style-type: none"> <li>On July 24, 2025, the first implantation in Europe of a pre-assembled aortic conduit was performed at the European Hospital in Rome, allowing combined aortic valve, aortic root, and descending aorta replacement. The surgery was performed by the team of Prof. Ruggero De Paulis, since 2006 director of the clinic's Department of Cardiac Surgery, internationally recognised as an excellence in cardiovascular surgery. Konect Resilia is the name of the new technique, a highly innovative procedure that represents a major breakthrough in complex cardiac surgery. The device, developed by Edwards Lifesciences, uses RESILIA tissue, a patented technology that preserves the integrity of the biological tissue, and an aortic conduit that was conceived at the European Hospital by Prof. De Paulis more than 20 years ago. This prepackaged solution reduces operative time and simplifies the surgical procedure, which is particularly advantageous in urgent situations or for high-risk patients. This technology makes it possible to completely bypass the diseased aortic valve, restoring proper blood flow from the left ventricle to the aorta, in patients for whom standard valve replacement is not feasible.</li> </ul> <p>In addition, according to the Prevale 2025 (Regional outcomes assessment programme) report, European Hospital ranks second in Lazio for terms of 30-day mortality rates from valvuloplasty or heart valve replacement surgery, while is also second in terms of the volume of admissions for the treatment of heart valve disease.</p>



Garofalo Health Care S.p.A is not subject to direction and co-ordination by another entity.

Garofalo Health Care S.p.A is responsible for direction and co-ordination of all its subsidiaries.

***Opt-out from the obligation to publish disclosure documents on undertaking significant corporate transactions***

On the admission to trading of shares on the main segment (Mercato Telematico Azionario) of the Italian Stock Exchange, in addition to the press release published on October 30, 2018, the company communicated the application of the simplified regime as per Article 70, paragraphs 8 and 71, paragraph 1-*bis*, of the Issuers' Regulation, applying therefore the exception from publication of the required disclosure documents as per Article 70, paragraphs 6 and 71, paragraph 1 of the Issuers' Regulation concerning significant merger, spin-off, share capital increase through conferment of assets in kind, acquisition, and sales operations.

***Secondary offices***

Garofalo Health Care S.p.A. did not have any branch offices at June 30, 2025.

Mr. Alessandro Maria Rinaldi

Legal representative





# CONSOLIDATED FINANCIAL STATEMENTS

at June 30, 2025



---

CONTENTS

<u>CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025</u>	PAG. 5
<u>NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025</u>	PAG. 12
<u>AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025</u>	PAG. 66

---

**Parent Company Registered Office**

---

**Garofalo Health Care S.p.A.**

Piazzale Belle Arti, 6 – Rome 00196

---

**Parent Company Legal Details**

---

Subscribed and paid-in share capital Euro 31,570,000

Rome Company's Registration Office – Economic & Administrative Index No.: 947074

Tax Number: 06103021009

VAT Number: 03831150366

Website: <http://www.garofalohealthcare.com>

**CORPORATE BOARDS**

ALESSANDRO MARIA RINALDI	Chairperson
MARIA LAURA GAROFALO	Chief Executive Officer
ALESSANDRA RINALDI GAROFALO	Director
CLAUDIA GAROFALO	Director
GIUSEPPE GIANNASIO	Director
GUIDO DALLA ROSA PRATI	Director
GIANCARLA BRANDA	Independent Director
FRANCA BRUSCO	Independent Director
FEDERICO FERRO-LUZZI	Independent Director
LUCA MATRIGIANI	Independent Director
ALBERTO OLIVETI	Independent Director

**CONTROL, RISKS AND SUSTAINABILITY COMMITTEE**

FRANCA BRUSCO  
FEDERICO FERRO LUZZI  
GIANCARLA BRANDA

**APPOINTMENTS AND REMUNERATION COMMITTEE**

FEDERICO FERRO LUZZI  
FRANCA BRUSCO  
ALBERTO OLIVETI

**BOARD OF STATUTORY AUDITORS**

SONIA PERON	Chairperson
FRANCESCA DI DONATO	Statutory Auditor
ALESSANDRO MUSAIO	Statutory Auditor
ANDREA BONELLI	Alternate Auditor
MARCO SALVATORE	Alternate Auditor

**INDEPENDENT AUDIT FIRM**

EY S.P.A.

**EXECUTIVE OFFICER FOR FINANCIAL REPORTING AND SUSTAINABILITY REPORTING**

LUIGI CELENTANO

---

CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025

---

*Consolidated balance sheet at June 30, 2025*

<i>in Euro thousands</i>		June 30, 2025	of which related parties	December 31, 2024	of which related parties
Goodwill	Note 2	91,542		91,542	
Other intangible assets	Note 3	281,625		281,446	
Property, plant and equipment	Note 4	292,767		293,790	
Investment property	Note 5	801		810	
Equity investments	Note 6	1,271		1,363	
Other non-current financial assets	Note 7	1,395		1,398	
Other non-current assets	Note 8	1,182		1,394	
Deferred tax assets	Note 9	12,112		14,000	
<b>TOTAL NON-CURRENT ASSETS</b>		<b>682,695</b>		<b>685,741</b>	
Inventories	Note 10	6,380		6,073	
Trade receivables	Note 11	141,161	2,133	112,842	1,928
Tax receivables	Note 12	7,702		7,361	
Other receivables and current assets	Note 13	6,714		6,054	
Other current financial assets	Note 14	10,552		5,483	
Cash and cash equivalents	Note 15	16,031		26,663	
<b>TOTAL CURRENT ASSETS</b>		<b>188,539</b>		<b>164,477</b>	
<b>TOTAL ASSETS</b>		<b>871,234</b>		<b>850,218</b>	

<i>in Euro thousands</i>		June 30, 2025	of which related parties	December 31, 2024	of which related parties
Share capital	Note 16	31,570		31,570	
Legal reserve	Note 16	1,239		1,088	
Other reserves	Note 16	281,253		268,037	
Group result for the period	Note 37	19,448		21,701	
<b>TOTAL GROUP SHAREHOLDERS' EQUITY</b>		<b>333,510</b>		<b>322,397</b>	
Minority interest capital and reserves	Note 16	10,741		10,601	
Minority interest result	Note 37	100		146	
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>344,350</b>		<b>333,144</b>	
Employee benefits	Note 17	14,841		15,927	
Provisions for risks and charges	Note 18	21,205		25,628	
Non-current financial payables	Note 19	222,522		224,419	
Other non-current liabilities	Note 20	2,350		2,471	
Deferred tax liabilities	Note 9	103,819		103,783	
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>364,736</b>		<b>372,228</b>	
Trade payables	Note 21	93,726	3,393	86,408	3,148
Current financial payables	Note 22	7,623		6,752	
Tax payables	Note 23	8,112		3,682	
Other current liabilities	Note 24	52,686		48,004	
<b>TOTAL CURRENT LIABILITIES</b>		<b>162,147</b>		<b>144,845</b>	
<b>TOTAL LIABILITIES &amp; SHARE. EQUITY</b>		<b>526,883</b>		<b>517,074</b>	
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>		<b>871,234</b>		<b>850,218</b>	

*H1 2025 Consolidated income statement*

		For the period ended June 30			
<i>in Euro thousands</i>		2025	of which related parties	2024	of which related parties
Revenues from services	Note 25	254,840		247,236	
Other revenues	Note 26	3,337	116	4,277	116
<b>TOTAL REVENUES</b>		<b>258,178</b>		<b>251,513</b>	
Raw materials and consumables	Note 27	40,795		38,595	
Service costs	Note 28	99,375	588	96,444	384
Personnel costs	Note 29	58,838		56,798	
Other operating costs	Note 30	12,051		11,673	
<b>TOTAL OPERATING COSTS</b>		<b>211,059</b>		<b>203,508</b>	
<b>TOTAL EBITDA</b>		<b>47,119</b>		<b>48,005</b>	
Amortisation, depreciation and write-downs	Note 31	13,211		12,386	
Impairments and other provisions	Note 32	386		2,204	
<b>TOTAL AMORTISATION, DEPRECIATION, WRITE-DOWNS, PROVISIONS AND OTHER</b>		<b>13,597</b>		<b>14,590</b>	
<b>EBIT</b>		<b>33,522</b>		<b>33,415</b>	
Financial income	Note 33	291		143	
Financial charges	Note 34	(5,998)		(6,922)	
Results of investments at equity	Note 35	14		108	
<b>FINANCIAL INCOME AND CHARGES</b>		<b>(5,692)</b>		<b>(6,671)</b>	
<b>PROFIT BEFORE TAXES</b>		<b>27,829</b>		<b>26,743</b>	
Income taxes	Note 36	8,281		7,700	
<b>NET PROFIT FOR THE PERIOD</b>	<b>Note 37</b>	<b>19,548</b>		<b>19,044</b>	
Attributable to:					
Group	Note 37	19,448		18,938	
Minority interests	Note 37	100		106	
<b>Basic and diluted earnings per share (in Euro)</b>	<b>Note 38</b>	<b>0.22</b>		<b>0.21</b>	



*H1 2025 Consolidated Comprehensive Income Statement*

<i>Euro thousands</i>	June 30, 2025	June 30, 2024
<b>NET PROFIT FOR THE PERIOD</b>	<b>19,548</b>	<b>19,044</b>
Other components of comprehensive income that will not subsequently be reclassified to profit/(loss) for the period		
Actuarial gains/(losses) on defined employee benefit plans	450	2,999
Tax effect	(108)	(720)
<b>Total other components of comprehensive income that will not subsequently be reclassified to profit/(loss) for the period net of income taxes</b>	<b>342</b>	<b>2,279</b>
Other components of comprehensive income that may be subsequently reclassified to profit/(loss) for the period		
Fair value of derivative instruments	(93)	
Tax effect	22	
<b>Total other components of comprehensive income that may be subsequently be reclassified to profit/(loss) for the period net of income taxes</b>	<b>(71)</b>	
<b>Profit/(loss) recognised to equity</b>	<b>271</b>	<b>2,279</b>
<b>Total comprehensive income for the period</b>	<b>19,818</b>	<b>21,323</b>
Attributable to:		
Group	19,719	21,217
Minority interests	99	106

*Statement of changes in consolidated shareholders' equity at June 30, 2025*

in Euro thousands	Share capital	Legal reserve	Other reserves	Group net profit	Group Shareholders' equity	Minority interest capital & reserves	Minority interest net profit	Total consolidated net equity
<b>December 31, 2023</b>	<b>31,570</b>	<b>614</b>	<b>245,903</b>	<b>20,799</b>	<b>298,886</b>	<b>1,929</b>	<b>74</b>	<b>300,889</b>
Allocation of result	-	474	20,325	(20,799)	-	74	(74)	-
Acquisition of treasury shares	-	-	(101)	-	(101)	-	-	(101)
Change in consolidation scope	-	-	-	-	-	-	-	-
Share-based payments reserve	-	-	-	-	-	-	-	-
Comprehensive profit/(loss)	-	-	2,279	18,938	21,217	-	106	21,323
Other movements	-	-	62	-	62	8,909	-	8,971
<b>June 30, 2024</b>	<b>31,570</b>	<b>1,088</b>	<b>268,468</b>	<b>18,938</b>	<b>320,064</b>	<b>10,912</b>	<b>106</b>	<b>331,083</b>
<b>December 31, 2024</b>	<b>31,570</b>	<b>1,088</b>	<b>268,037</b>	<b>21,701</b>	<b>322,397</b>	<b>10,601</b>	<b>146</b>	<b>333,145</b>
Allocation of result	-	150	21,551	(21,701)	-	146	(146)	-
Acquisition of treasury shares	-	-	(717)	-	(717)	-	-	(717)
Dividends	-	-	(7,590)	-	(7,590)	-	-	(7,590)
Change in consolidation scope	-	-	-	-	-	-	-	-
Share-based payments reserve	-	-	(960)	-	(960)	-	-	(960)
Comprehensive profit/(loss)	-	-	270	19,448	19,718	-	100	19,818
Other movements	-	-	663	-	663	(6)	-	657
<b>June 30, 2025</b>	<b>31,570</b>	<b>1,239</b>	<b>281,254</b>	<b>19,448</b>	<b>333,510</b>	<b>10,741</b>	<b>100</b>	<b>344,350</b>

## Consolidated cash flow statement for the period ended June 30, 2025

In Euro thousands	June	
	2025	2024
<b>OPERATING ACTIVITIES</b>		
<b>Profit for the period</b>	<b>19,548</b>	<b>19,044</b>
<i>Adjustments for:</i>		
- Amortisation and depreciation	13,047	12,151
- Provisions for employee benefit liabilities	492	475
- Provisions net of releases for risks and charges	386	2,204
- Provisions net of releases for doubtful debt provision	165	235
- Interest from discounting	898	914
- Other non-cash adjustments	1,875	5,376
- Change in investments in associates valued under the equity method	(14)	(108)
- Change in other non-current assets and liabilities	92	(797)
- Net change in deferred tax assets and liabilities	2,054	1,297
- Payments for employee benefits	(1,158)	(1,039)
- Payments for provisions for risks and charges	(5,810)	(5,565)
<i>Changes in operating assets and liabilities:</i>		
(Increase) decrease in trade and other receivables	(28,484)	(19,164)
(Increase) decrease in inventories	(306)	(488)
Increase (decrease) in trade and other payables	7,318	3,161
Other current assets and liabilities	7,785	7,249
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>17,887</b>	<b>24,946</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Investments in intangible assets	(980)	(792)
Investments in tangible assets	(10,634)	(7,728)
(Investments)/disposals in financial assets	106	2,430
Sale of tangible assets	132	491
Other investment activity changes	-	-
<b>CASH FLOW ABSORBED BY INVESTING ACTIVITIES (B)</b>	<b>(11,376)</b>	<b>(5,600)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of medium/long term loans	-	-
Repayment of medium/long-term loans	(563)	(22,730)
Issue/(repayment) of short-term loans	1,687	(16)
Changes in other financial payables	(9,381)	(2,805)
Use of Reserve as per Article 40	-	-
(Acquisition) treasury shares	(1,295)	(101)
Dividends distributed	(7,590)	-
<b>NET CASH FLOW GENERATED/(ABSORBED) FROM FINANCING ACTIVITIES (C)</b>	<b>(17,142)</b>	<b>(25,651)</b>
<b>TOTAL CASH FLOWS (D=A+B+C)</b>	<b>(10,631)</b>	<b>(6,305)</b>
<b>CASH &amp; CASH EQUIVALENTS AT BEGINNING OF PERIOD (E)</b>	<b>26,663</b>	<b>22,684</b>
<b>CASH &amp; CASH EQUIVALENTS AT END OF PERIOD (F=D+E)</b>	<b>16,032</b>	<b>16,379</b>
<b>Additional information:</b>		
Interest paid	4,830	4,875
Income taxes paid	2,183	925

---

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025

---

## **Note 1. Accounting standards and preparation basis for the Consolidated Financial Statements at June 30, 2025**

### **1.1 Company information**

The publication of the Group's consolidated half-year financial statements for the period ended June 30, 2025 was approved by the Board of Directors on September 11, 2025.

GHC S.p.A. is a listed limited liability company domiciled in Italy with its registered office at Piazzale delle Belle Arti 6, Rome.

### **1.2 General Principles**

The condensed consolidated half-year financial statements of the GHC Group for the period ended June 30, 2025 (the "**Consolidated Half-Year Financial Statements**") were prepared as per IAS 34.

The accounting standards adopted for the preparation of the condensed consolidated half-year financial statements are those utilised for the 2024 consolidated financial statements of the Group, with the exception of the adoption of the new standards and amendments in force from January 1, 2025. Reference should be made to the subsequent section for further details.

The consolidated interim financial statements are presented in thousands of Euro and all the amounts are rounded to the nearest thousand, unless otherwise specified.

The Consolidated Interim Financial Statements have been prepared based on the historical cost principle, except for derivative financial instruments that have been recognized at fair value.

The consolidated half-year financial statements, in the absence of uncertainties or doubts about the ability to continue business in a foreseeable future, have been prepared on the basis of business continuity. Based on the aforementioned principle, the Company was considered able to continue its business and therefore the assets and liabilities were accounted for on the assumption that the company will be able to carry out its activities and meet its liabilities during the normal course of business activity.

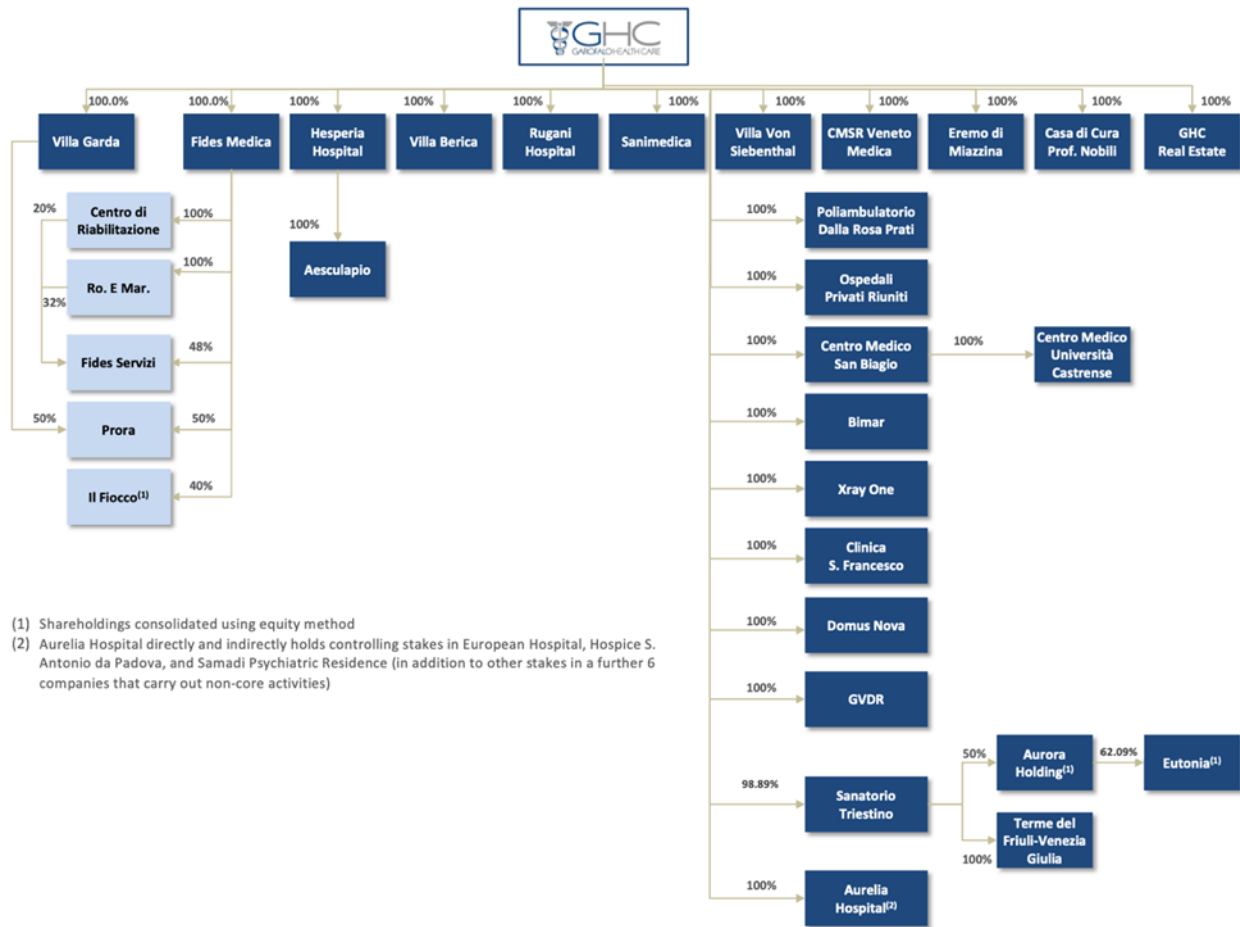
### **1.3 Financial Statements**

The Consolidated Interim Financial Statements of the Company consist of the Balance Sheet, Income Statement, Comprehensive Income Statement, Statement of Changes in Shareholders' Equity, Cash Flow Statement and Notes.

The Balance Sheet has been classified on the basis of the operating cycle, with the distinction between current/non-current items. Based on this distinction, assets and liabilities are considered current if they are to be realized or settled in the normal operating cycle. The revenue and cost items recorded in the period are presented in two tables: an income statement, which reflects the analysis of the aggregate costs by nature, and a comprehensive income statement. Lastly, the cash flow statement was prepared using the indirect method for determining the cash flows deriving from operating activities. With this method, the profit of the year is adjusted for the effects of the transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

### 1.4 Group Structure

The composition of the Group at June 30, 2025 is provided below:



### 1.5 Consolidation principles and consolidation scope

The Consolidated Interim Half-Year Financial Statements include the financial statements of GHC and of its subsidiaries at June 30, 2025.

The details of the consolidated companies are shown below.

Company	Registered office	Relationship with the Parent Company	Consolidation Method	Percentage held (direct and indirect) at June 30	Percentage held (direct and indirect) at December 31
				2025	2024
Garofalo Health Care S.p.A.	Rome	Parent company	Line-by-line	Parent company	Parent company
Hesperia Hospital Modena S.r.l.	Modena	Subsidiary	Line-by-line	100%	100%
Casa di Cura Villa Berica S.r.l.	Vicenza	Subsidiary	Line-by-line	100%	100%
Rugani Hospital S.r.l.	Monteriggioni (SI)	Subsidiary	Line-by-line	100%	100%

CMSR Veneto Medica S.r.l.	Altavilla Vicentina (VI)	Subsidiary	Line-by-line	100%	100%
Sanimedica S.r.l.	Altavilla Vicentina (VI)	Subsidiary	Line-by-line	100%	100%
Istituto Raffaele Garofalo (previously L'Eremo di Miazina S.r.l.)	Cambiasca (VB)	Subsidiary	Line-by-line	100%	100%
Casa di Cura Villa Garda S.r.l.	Garda	Subsidiary	Line-by-line	100%	100%
Villa Von Siebenthal S.r.l.	Genzano di Roma (RM)	Subsidiary	Line-by-line	100%	100%
Casa di Cura Prof. Nobili S.r.l.	Castiglione dei Pepoli (Bo)	Subsidiary	Line-by-line	100%	100%
F.I.D.E.S. Medica S.r.l.	Piombino	Subsidiary	Line-by-line	100%	100%
Centro di Riabilitazione S.r.l.	Genoa	Subsidiary	Line-by-line	100%	100%
Ro. E. Mar S.r.l.	Piombino	Subsidiary	Line-by-line	100%	100%
Fides Servizi S.c.a.r.l.	Genoa	Subsidiary	Line-by-line	100%	100%
Prora S.r.l.	Genoa	Subsidiary	Line-by-line	100%	100%
Il Fiocco S.c.a.r.l. *	Genoa	Associate	Equity Method	40%	40%
Poliambulatorio Dalla Rosa Prati S.r.l.	Parma	Subsidiary	Line-by-line	100%	100%
Ospedali Privati Riuniti S.r.l.	Bologna	Subsidiary	Line-by-line	100%	100%
Centro Medico San Biagio S.r.l.	Fossalta di Portogruaro (VE)	Subsidiary	Line-by-line	100%	100%
Centro Medico Università Castrense S.r.l.	San Giorgio di Nogaro (UD)	Subsidiary	Line-by-line	100%	100%
Bimar S.r.l.	Fossalta di Portogruaro (VE)	Subsidiary	Line-by-line	100%	100%
Aesculapio S.r.l.	San Felice sul Panaro (MO)	Subsidiary	Line-by-line	100%	100%
XRay One S.r.l.	Poggio Rusco (MN)	Subsidiary	Line-by-line	100%	100%
Clinica San Francesco S.r.l.	Verona	Subsidiary	Line-by-line	100%	100%
Domus Nova S.r.l.	Ravenna	Subsidiary	Line-by-line	100%	100%
GHC Real Estate S.p.A.	Rome	Subsidiary	Line-by-line	100%	100%
GHC Project 9 S.r.l.	Rome	Subsidiary	Line-by-line	100%	100%
Gruppo Veneto Diagnostica e Riabilitazione S.r.l.	Cadoneghe (PD)	Subsidiary	Line-by-line	100%	100%
Sanatorio Triestino S.p.A.	Trieste	Subsidiary	Line-by-line	98.89%	98.89%
Terme del Friuli Venezia Giulia S.r.l.	Trieste	Subsidiary	Line-by-line	98.89%	98.89%
Aurora Holding S.r.l.	Trieste	Associate	Equity Method	49.45%	49.45%

\* The equity investment is held by the subsidiary Fides Medica S.r.l.

Eutonia S.r.l. Sanità e salute	Trieste	Associate	<b>Equity Method</b>	30.70%	30.70%
Aurelia Hospital S.r.l.	Rome	Subsidiary	<b>Line-by-line</b>	100%	100%
Casa di Cura Sant'Antonio da Padova S.r.l.	Rome	Subsidiary	<b>Line-by-line</b>	99.89%	99.89%
European Hospital S.p.A.	Rome	Subsidiary	<b>Line-by-line</b>	99.89%	99.89%
RAM S.r.l.	Rome	Subsidiary	<b>Line-by-line</b>	54.66%	54.66%
Samadi S.p.A.	Rome	Subsidiary	<b>Line-by-line</b>	77.98%	77.98%
Axa Residence S.p.A.	Anzio (RM)	Subsidiary	<b>Line-by-line</b>	98.90%	98.90%
Finaur S.r.l.	Rome	Subsidiary	<b>Line-by-line</b>	53.38%	53.38%
Gestiport '86 S.p.A.	Rome	Subsidiary	<b>Line-by-line</b>	53.39%	53.39%
Video 1 S.r.l. in liquidation	Rome	Subsidiary	<b>Line-by-line</b>	98.91%	98.91%
Radio IES S.r.l.	Rome	Subsidiary	<b>Line-by-line</b>	98.91%	98.91%

The ultimate parent of the Issuer is Raffaele Garofalo & C. S.A.p.A. with its registered office in Rome.

### ***1.6 Summary of the main accounting standards***

The accounting policies used, in addition to the consolidation criteria and methods applied to these condensed consolidated half-year financial statements at June 30, 2025, are the same as those adopted for the preparation of the consolidated financial statements at December 31, 2024, to which reference should be made for greater details.

The condensed consolidated half-year financial statements at June 30, 2025 do not however include all of the information required for the annual financial statements and should therefore be read together with the consolidated financial statements at December 31, 2024.

### ***1.7 Discretionary valuations and significant accounting estimates***

The preparation of the Financial Statements requires Directors to apply accounting standards and methodologies which, under certain circumstances, are based on assessments that require a high degree of subjectivity, on estimates based on historical experience and assumptions that are considered from time to time with reference to their reasonableness depending on the circumstances. The application of these estimates and assumptions affects the determination of the amounts shown in the financial statements, such as those shown in the balance sheet, in the income statement and in the cash flow statement, as well as the information provided. Estimates and assumptions are periodically reviewed and the effect of a change in an accounting estimate is immediately recognized through the income statement. The main processes of estimation and discretionary evaluation are related to the recognition and valuation of the financial statement items indicated below.

#### ***Period of depreciation of tangible assets and amortization of intangible assets and impairment test***

Amortisation and depreciation of assets with definite useful life of tangible assets and intangible assets and the forecast data used for the purposes of impairment tests require a discretionary valuation by the directors, which is revised at each reporting date in order to verify that the amounts recorded are representative of the best estimate of costs that may be incurred by the Group and, if significant changes are detected, the amounts are reviewed and updated.



With regard to the impairment test, reference should be made to the paragraph “Impairment of assets” below in the present consolidated financial statements at June 30, 2025.

#### *Legal proceedings*

The Company is a party to various legal proceedings concerning claims for damages related to operations, tax, labour law or other contractual relations. These disputes are subject to many uncertainties, and the outcome of the individual positions is not accurately predictable, often generating complex legal issues.

A provision is made in relation to a dispute or a request for compensation if the loss is probable and there will be an outflow of funds and when the amount can be reasonably estimated. If an outflow of funds becomes probable, but the amount cannot be estimated, this fact is reported in the notes.

Since these provisions are estimates, the resolution of some of these positions may require the Company to make payments in excess of the amounts provisioned or may require the Company to make payments in an amount that could not reasonably be estimated. The Company monitors the status of legal proceedings and regularly consults with legal and tax experts. Therefore, provisions for legal proceedings of the Company may change as a result of future developments on these matters.

#### *Business combinations*

Accounting for business combinations entails allocating the difference between purchase cost and net carrying amount to the assets and liabilities of the acquired business. For the majority of assets and liabilities this difference is allocated by recognizing the assets and liabilities at fair value. If positive, the unallocated portion is recognized as goodwill. If negative, it is recognized in the income statement. The Group bases its allocations on available information and, for the more significant business combinations, on external appraisals.

#### *Deferred tax assets*

Deferred tax assets are recognized with respect to deductible temporary differences between the values of assets and liabilities expressed in the financial statements compared to the corresponding tax value and tax losses that can be carried forward, to the extent that the existence of adequate future taxable profit is likely, with respect to which these losses may be used. A discretionary assessment is required of the directors to determine the amount of deferred tax assets that can be accounted for, related to the estimate of probable timing and the amount of future taxable profits.

#### *Liabilities for employee benefits (employee severance indemnity - “TFR”) and provisions to the supplementary indemnity provision*

The evaluation of the severance indemnity is carried out using actuarial valuations. The actuarial valuation requires the development of assumptions about discount rates, future salary increases, turnover and mortality rates. Due to the long-term nature of these plans, these estimates are subject to uncertainty.

#### *Value adjustments on receivables*

Value adjustments on receivables represent the best possible estimate made by management, based on the information held at the date of preparation of the financial statements

The estimates and assumptions are made by the directors with the support of the company departments involved and, where appropriate, of independent specialists and are reviewed periodically.

### ***1.8 New accounting standards, interpretations and amendments adopted by the Group***

The accounting standards adopted for the preparation of the condensed consolidated half-year financial statements are those utilised for the 2024 consolidated financial statements of the Group, with the exception of the adoption of the new standards and amendments in force from January 1, 2025. The Group has not adopted in advance any accounting standard, interpretation or amendment issued but not yet in effect.

One amendment is applied for the first time in 2025, but did not impact the Condensed Consolidated Half-Year Financial Statements of the Group.

#### Lack of exchangeability - Amendments to IAS 21

The amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates specify how an entity should consider whether a currency is convertible and how it should determine the spot exchange rate when it is not convertible. The amendments also require disclosures that enable users of the financial statements to understand how the non-convertible currency affects, or is expected to affect, the entity's operating results, balance sheet, financial position and cash flows.

The amendments enter into force from fiscal years beginning on or after January 1, 2025. In applying the changes, the entity may not restate comparative information.

These amendments did not have any significant impact on the Group financial statements.

### ***Standards issued but not yet in effect***

#### IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. Despite a number of sections of IAS 1 were maintained, IFRS 18 introduced new requirements for the presentation of the income statement, including specific totals and subtotals. The entities will need to classify all expenses and revenues within the income statement within four categories: operating, investing, financing, income tax, and discontinued operations.

The standard also requires disclosures based on the new definition of management-defined performance indicators (MPMs), and includes new provisions for aggregating and disaggregating financial information based on the identified "roles" identified in the Primary Financial Statements (PFS) and the notes.

In addition, specific changes have been made to IAS 7 Statement of Cash Flows, including changing the starting point for determining cash flows from operations based on the indirect method, and to some provisions previously included in IAS 1 that have been moved to IAS 8, which has been renamed Basis of Preparation of Financial Statements.

IFRS 18 and all related amendments will be effective for fiscal years beginning on or after January 1, 2027, but early application is permitted, subject to disclosure. IFRS 18 will apply retrospectively.

The Group is currently working to identify the impacts that the changes will have on its financial statements and notes.

#### IFRS 19 Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to opt for a reduction in their disclosure requirements while continuing to apply the recognition, measurement and presentation requirements in the other IFRS accounting standards. To be eligible, at the end of the fiscal year, an entity must be a subsidiary as defined within IFRS 19, may not have "public accountability" and must have a parent (ultimate or interim) that prepares consolidated financial statements, available to the public, prepared in accordance with IFRS accounting standards.

IFRS 19 will be effective for fiscal years beginning on or after January 1, 2027, but early application is permitted.

As the Group's shares are publicly traded, the Group is not eligible for the application of IFRS 19.

### ***1.9 Seasonality***

The sector in which the Group operates is expected to be fully operational in H1, given that some services are provided to a lesser extent in the second half of the year as a result of the holiday periods in August and December.

This information is provided to enable better understanding of the results, though management has concluded that this is not a "highly" seasonal industry as per IAS 34.

**Note 2 Goodwill**

Goodwill breaks down as follows:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>
	2025	2024
Goodwill – CMSR Veneto Medica CGU	11,230	11,230
Goodwill – Villa Von Siebenthal CGU	2,957	2,957
Goodwill – Rugani Hospital CGU	6,935	6,935
Goodwill – Fides Group CGU	17,647	17,647
Goodwill – Casa di Cura Prof. Nobili CGU	47	47
Goodwill - Poliambulatorio Dalla Rosa Prati CGU	10,080	10,080
Goodwill - Ospedali Privati Riuniti CGU	3,006	3,006
Goodwill – Centro Medico San Biagio CGU	2,275	2,275
Goodwill – Aesculapio CGU	3	3
Goodwill – XRay One Srl CGU	629	629
Goodwill – Clinica San Francesco CGU	6,719	6,719
Goodwill – Domus Nova S.r.l. CGU	9,109	9,109
Goodwill - GVDR CGU	12,321	12,321
Goodwill – Aurelia Hospital/ European Hospital CGU	3,875	3,875
Goodwill – Samadi CGU	2,857	2,857
Goodwill – Casa di Cura S. Antonio da Padova CGU	1,850	1,850
<b>Total Goodwill</b>	<b>91,542</b>	<b>91,542</b>

Goodwill consists of the difference between the fair value of the amount transferred and the net value of the amounts at the acquisition date of the identifiable assets acquired and of the liabilities assumed identifiable at fair value.

The account did not change on December 31, 2024.

**Verification of impairment of goodwill and intangible assets with indefinite useful life (impairment test)**

Goodwill and accreditation acquired through business combinations were allocated for the purpose of verifying the impairment loss of the cash generating units identified for the Group at the level of the individual entity, except for the companies Centro di Riabilitazione S.r.l., Ro.E Mar. S.r.l., Fides Medica S.r.l., Fides Servizi S.r.l., Prora S.r.l., identified as a single CGU, Fides Group, Centro Medico San Biagio S.r.l., Bimar S.r.l. and Studio Schio S.r.l. (now merged into Centro Medico San Biagio S.r.l.), also identified as a single CGU Centro Medico San Biagio, in

addition to the companies Aurelia Hospital S.r.l. and European Hospital S.p.A. which were identified as a single CGU as representing an integrated healthcare complex with similar activities.

At June 30, 2025, the Group has not performed an impairment test on assets with indefinite useful life in the absence of a trigger event since December 31, 2024.

### **Note 3 Other intangible assets**

The breakdown of the item Other intangible assets at June 30, 2025, compared with the same values at December 31, 2024, is as follows:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Concessions, licenses, trademarks and similar rights	569	416	153
Development	283	377	(94)
Accreditation	277,905	277,905	-
Software	1,995	2,046	(51)
Industrial patents	84	38	47
Other intangible assets	369	384	(15)
Assets in progress and advances	420	279	140
<b>Total other intangible assets</b>	<b>281,625</b>	<b>281,446</b>	<b>180</b>

The table below shows the movements in individual items of Other intangible assets during the period ended June 30, 2025.

<i>in Euro thousands</i>	<i>Concessions, licenses, trademarks and similar rights</i>	<i>Development</i>	<i>Software</i>	<i>Accreditation</i>	<i>Industrial patents and intellectual property rights</i>	<i>Other intangible assets</i>	<i>Assets in progress and advances</i>	<i>Total</i>
<b>Net value at December 31, 2024</b>	<b>416</b>	<b>377</b>	<b>2,046</b>	<b>277,905</b>	<b>38</b>	<b>384</b>	<b>279</b>	<b>281,446</b>
Acquisition	207	-	494	-	47	28	204	980
Amortisation	(89)	(94)	(545)	-	-	(43)	-	(772)
Transfers/Reclassifications	35	-	-	-	-	-	(65)	(30)
<b>Net value at June 30, 2025</b>	<b>569</b>	<b>283</b>	<b>1,995</b>	<b>277,905</b>	<b>84</b>	<b>369</b>	<b>420</b>	<b>281,625</b>

#### Concessions, licenses, trademarks and similar rights

Concessions, licences, trademarks and similar rights, amounting to Euro 569 thousand at June 30, 2025, increased on December 31, 2024 by Euro 153 thousand, relating to investments made in H1 2025 for Euro 207 thousand (mainly by Clinica San Francesco S.r.l. for Euro 61 thousand), net of the relative amortisation, in addition to the effect of the entry into service of a software previously recognised to assets in progress and in development (Euro 35 thousand).

#### Development costs

The item Development costs, amounting to Euro 283 thousand at June 30, 2025, changed solely as a result of amortisation for the period.

#### Software

Software refers to the applications used by the administrative offices of Group companies to keep the accounts and for management aspects relating to healthcare activity.

During the first half of 2025, the Group made software investments of Euro 494 thousand, mainly concerning the companies Aurelia Hospital S.r.l. (Euro 88 thousand), Domus Nova S.r.l. (Euro 58 thousand), Casa di cura S. Antonio da Padova S.r.l. (Euro 50 thousand), Poliambulatorio Dalla Rosa Prati S.r.l. (Euro 43 thousand) and XRay One S.r.l. (Euro 37 thousand).

#### Accreditation

The Accreditation account concerns the activities related to the administrative process by which the Group's facilities qualify as fit to provide healthcare and social-care services on behalf of the Regional Health Service (SSR). Institutional accreditation is issued by the Region and is conditional on continuing satisfaction of the technological, infrastructural and personal requirements defined by national and regional provisions. The account includes the fair value emerging on acquisition for the Group companies, the acquisition of the accreditation emerging on the completion of the Group's Purchase Price Allocation, and residually the acquisition of accreditation by Rugani Hospital S.r.l.. A breakdown of the account at June 30, 2025 is illustrated below:

<i>in Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Rugani Hospital CGU	337	337	
Fides Medica Group CGU	8,257	8,257	-
Casa di Cura Prof. Nobili CGU	4,942	4,942	-
Poliambulatorio Dalla Rosa Prati CGU	13,396	13,396	-
Ospedali Privati Riuniti CGU	35,176	35,176	-
Centro Medico San Biagio e Bimar CGU	52,744	52,744	-
Centro Medico Università Castrense CGU	4,166	4,166	-
Aesculapio CGU	2,624	2,624	-
XRay One CGU	16,877	16,877	-
Clinica San Francesco CGU	41,841	41,841	-
Domus Nova CGU	12,996	12,996	-
GVDR CGU	13,854	13,854	-
Sanatorio CGU	8,627	8,627	-
Aurelia Hospital/European Hospital CGU	54,405	54,405	-
Samadi CGU	3,946	3,946	-
Sant'Antonio CGU	3,717	3,717	-
<b>Total Accreditation</b>	<b>277,905</b>	<b>277,905</b>	-

The fair value of the accreditation of all the above acquisitions, with the exception of that for Rugani Hospital S.r.l., was estimated through the purchase price allocation process of the acquired CGUs, by applying a technique based on the discounting of the economic results deriving from “in-agreement” services (multi-period excess earnings technique).

The account did not change on December 31, 2024.

The Group has not carried out an impairment test on accreditations at June 30, 2025, as not required by IAS 36 in the interim financial statements in the absence of a trigger event since December 31 of the previous year.

### Other intangible assets

The account includes residual categories of assets, which, given their scarce significance, are not in a specific item. The balance at June 30, 2025 was Euro 369 thousand.

### Assets in progress and advances

The item, amounting to Euro 420 thousand, principally comprises projects under development for applications and software, carried out mainly by Poliambulatorio Dalla Rosa Prati S.r.l. (Euro 56 thousand), Clinica San Francesco S.r.l. (Euro 42 thousand) and Domus Nova S.r.l. (Euro 42 thousand).

#### Note 4 Property, plant and equipment

The table below presents a breakdown of Property, plant and equipment at June 30, 2025 compared with December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Land & buildings	215,278	218,527	(3,249)
Leasehold improvements	6,258	5,958	300
Plant & machinery	14,740	17,486	(2,746)
Industrial & commercial equipment	30,722	26,544	4,177
Other assets	5,543	5,348	195
Right-of-use	16,543	17,130	(586)
Assets in progress and advances	3,684	2,797	887
<b>Total</b>	<b>292,767</b>	<b>293,790</b>	<b>(1,022)</b>

The following tables show the changes in the item in question for the period ended June 30, 2025.

<i>in Euro thousands</i>	<i>Land &amp; buildings</i>	<i>Leasehold improvements</i>	<i>Plant &amp; Equipment</i>	<i>Industrial &amp; commercial equipment</i>	<i>Other assets</i>	<i>Rights-of-use</i>	<i>Assets in progress and advances</i>	<i>Total</i>
<b>Net value at December 31, 2024</b>	<b>218,527</b>	<b>5,958</b>	<b>17,486</b>	<b>26,544</b>	<b>5,348</b>	<b>17,130</b>	<b>2,797</b>	<b>293,790</b>
Acquisition	837	759	743	5,541	1,040	830	1,715	11,464
Depreciation	(4,071)	(487)	(2,055)	(3,393)	(773)	(1,487)	-	(12,266)
Sales	-	-	(9)	(19)	(103)	-	-	(132)
Transfers/Reclassifications	(15)	28	(1,424)	2,048	32	70	(828)	(89)
<b>Net value at June 30, 2025</b>	<b>215,278</b>	<b>6,258</b>	<b>14,740</b>	<b>30,722</b>	<b>5,543</b>	<b>16,543</b>	<b>3,684</b>	<b>292,767</b>

#### Land and buildings

The account mainly includes the properties in which healthcare activities are carried out by the care clinics and amounted to Euro 215,278 thousand at June 30, 2025, a net decrease of Euro 3,249 thousand compared to December 31, 2024 (Euro 218,527 thousand), mainly due to the following factors:



- i. investments made by the Group of Euro 837 thousand;
- ii. depreciation in the year of Euro 4,071 thousand;

### Leasehold improvements

The item increased by Euro 300 thousand on December 31, 2024, due to the investments in the period, mainly by Hesperia Hospital Modena S.r.l. (Euro 439 thousand) and C.MS.R. Veneto Medica S.r.l. (Euro 84 thousand), net of amortisation in the period of Euro 487 thousand.

### Plant & machinery

Plant and machinery amounted to Euro 14,740 thousand at June 30, 2025, a net decrease of Euro 2,746 thousand on December 31, 2024, as a result of the following:

- i. investments amounting to Euro 743 thousand, mainly attributable to the companies Ospedali Privati Riuniti S.r.l. (Euro 365 thousand) and Hesperia Hospital Modena S.r.l. (Euro 212 thousand);
- ii. depreciation in the year of Euro 2,055 thousand;
- iii. reclassifications of Euro 1,424 thousand.

### Industrial & commercial equipment

Industrial and commercial equipment amounted to Euro 30,722 thousand at June 30, 2025, compared to Euro 26,544 thousand at December 31, 2024. The net increase of Euro 4,177 thousand was mainly as a result of:

- i. investments amounting to Euro 5,541 thousand, mainly attributable to Aurelia Hospital S.r.l. (Euro 1,591 thousand), Domus Nova S.r.l. (Euro 717 thousand), Gruppo Veneto Diagnostica e Riabilitazione S.r.l. (Euro 302 thousand), Centro Medico San Biagio S.r.l. (Euro 250 thousand), Sanatorio Triestino S.p.A. (Euro 221 thousand), Rugani Hospital S.r.l. (Euro 325 thousand) and European Hospital S.p.A. (Euro 150 thousand);
- ii. depreciation in the year of Euro 3,393 thousand;
- iii. reclassifications of Euro 2,048 thousand.

### Other assets

The item, which mainly includes cars, transport vehicles, EDP, furniture and fittings, amounts to Euro 5,543 thousand at June 30, 2025, with a net increase of Euro 195 thousand compared to December 31, 2024. The change in the year was mainly due to:

- i. investments amounting to Euro 1,040 thousand, mainly attributable to Aurelia Hospital S.r.l. (Euro 451 thousand), European Hospital S.p.A. (Euro 79 thousand), Domus Nova S.r.l. (Euro 58 thousand) and Ospedali Privati Riuniti S.r.l. (Euro 49 thousand);
- ii. depreciation in the period of Euro 773 thousand.

### Rights-of-use

The account, amounting to Euro 16,543 thousand at June 30, 2025, includes the present value of contracts relating to the rental, mainly of buildings, machinery and equipment for a fixed period of time exceeding 12 months and for an amount exceeding Euro 5 thousand against payment of a set fee. The decrease in the period of Euro 586 thousand is due to the contracts signed in the period of Euro 830 thousand, net of depreciation in the period (Euro 1,487 thousand).

### Assets in progress and advances

The item at June 30, 2025 totalled Euro 3,684 thousand, increasing Euro 887 thousand on Euro 2,797 thousand

at December 31, 2024. The decrease is mainly due to investments in the period, net of reclassifications following the completion of works..

#### **Note 5 Investment properties**

The table below shows the breakdown of investment properties at June 30, 2025.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Investment property	801	810	(9)
<b>Total investment properties</b>	<b>801</b>	<b>810</b>	<b>(9)</b>

The Group's investment properties primarily refer to the apartments owned by Istituto Raffaele Garofalo S.r.l. of Euro 658 thousand, by Hesperia Hospital Modena S.r.l. of Euro 11 thousand and by FI.D.ES. Medica S.r.l. for Euro 132 thousand. These are properties not intended for industrial use or for use in the Group's core business, held specifically for investment purposes. Accordingly, pursuant to IAS 40, such investment properties have been classified as investments and measured according to the cost model. The value recognized is represented by historical cost, less cumulative depreciation charges. The change for the period is attributable solely to the depreciation for the period amounting to Euro 9 thousand.

The useful life of the Group's investment properties is 33 years, and depreciation is applied on a straight-line basis.

The assets have not been let. Accordingly, neither rent revenue nor direct operating costs are expected.

There are no restrictions on the Group's ability to monetize its investment properties, nor are there any contractual obligations to purchase, build or development investment properties or carry out maintenance, repairs or improvements.

See Note 39 for information on the fair value hierarchy for investment properties. It should be noted that:

- measurement is classified to Level 3 of the fair value hierarchy, meaning it is based on unobservable inputs obtained by estimating market value according to the average values in the Italian Agency of Revenue's O.M.I. database and the Borsino Immobiliare database for properties similar to those being measured;
- it should be noted that the fair value described above is greater than the current value in use, approximated by the item's net book value.

#### **Note 6 Equity investments**

The value of equity investments at June 30, 2025 was Euro 1,271 thousand and concerns investments in associates for Euro 1,178 thousand and capital instruments (classified as at fair value through profit and loss) for Euro 93 thousand.

### Investments in associates

The table below contains a breakdown of investments in associates at June 30, 2025 and December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Il Fiocco S.c.a.r.l.	572	670	(98)
Aurora Holding S.r.l.	606	608	(2)
<b>Total investments in associates</b>	<b>1,178</b>	<b>1,278</b>	<b>(100)</b>

The equity investments in associates refer to Il Fiocco S.c.a.r.l., in which the Group holds a 40% stake through the acquisition of the Fides Group in 2017, and to the company Aurora Holding S.r.l., held 50% by the company Sanatorio Triestino S.p.A.. Aurora Holding is in turn the parent company of Eutonia S.r.l., in which a 62.09% stake is held.

The valuation of Il Fiocco S.c.a.r.l. decreased by Euro 98 thousand on December 31, 2024, following the distribution of dividends to Fides Medica s.r.l., totalling Euro 120 thousand, net of the pro-quota net profit of Euro 21 thousand.

The key financial highlights for H1 2025 of the associates are set out below:

<b>Il Fiocco Sc.a.r.l.</b>	<b>At June 30</b>
<i>in Euro thousands</i>	2025
Current assets	767
Non-current assets	267
Current liabilities	(873)
Non-current liabilities	
<b>Shareholders' Equity</b>	<b>161</b>
Shareholders' equity attributable to the Group	65
<b>Goodwill</b>	<b>507</b>
<b>Carrying value of the Group's investment</b>	<b>572</b>

Il Fiocco Sc.a.r.l.	At June 30
<i>in Euro thousands</i>	2025
Revenues	2,984
Cost of sales	(2,814)
Amortisation, depreciation and write-downs	(50)
Financial charges	(38)
Profit before taxes	81
Income taxes	(28)
<b>Net profit from continuing operations</b>	<b>53</b>
Other comprehensive items which may be subsequently reclassified to profit/(loss) for the period net of income taxes	-
Other comprehensive items which may not be subsequently reclassified to profit/(loss) for the period net of income taxes	-
<b>Other comprehensive income from continuing operations</b>	<b>53</b>
<b>of which Group</b>	<b>21</b>
<b>of which minority interests</b>	<b>32</b>
<b>Net profit attributable to the Group</b>	<b>21</b>

Aurora Holding S.r.l.	At June 30
<i>in Euro thousands</i>	2025
Current assets	903
Non-current assets	3,595
Current liabilities	(997)
Non-current liabilities	(2,338)
<b>Shareholders' Equity</b>	<b>1,164</b>
Shareholders' equity attributable to the Group	582
<b>Goodwill</b>	<b>24</b>
<b>Carrying value of the Group's investment</b>	<b>606</b>

Aurora Holding S.r.l.	At June 30
<i>in Euro thousands</i>	2025
Revenues	1,341
Cost of sales	(1,172)
Amortisation, depreciation and write-downs	(143)
Financial charges	(30)
Profit before taxes	(3)
Income taxes	(17)
<b>Net profit from continuing operations</b>	<b>(20)</b>
Other comprehensive items which may be subsequently reclassified to profit/(loss) for the period net of income taxes	-
Other comprehensive items which may not be subsequently reclassified to profit/(loss) for the period net of income taxes	-
<b>Other comprehensive income from continuing operations</b>	<b>(20)</b>
<b>of which Group</b>	<b>(14)</b>
<b>of which minority interests</b>	<b>(6)</b>
<b>Net profit attributable to the Group</b>	<b>(7)</b>

At June 30, 2025, the associates did not have any contingent liabilities or commitments.

### *Capital instruments*

A breakdown of equity investments is presented below.

<i>in Euro thousands</i>	At June 30	At December 31	Change
	2025	2024	2025 vs 2024
La Cassa di Ravenna S.p.A.	24	24	-
Comex S.p.A. in liquidation	7	7	-
Copag S.p.A.	8	8	-
BCC S.p.A.	1	1	-
Valpolicella Benaco Banca	5	5	-
C.O.P.A.G. S.p.A.	9	9	-
CAAF Emilia Centrale	3	3	-

Poliambulatorio Exacta S.r.l.	11	11	-
Ottica Modenese S.r.l.	11	11	-
Rete di imprese	1	1	-
Idroterapic S.r.l.	-	2	(2)
Other securities	13	2	11
<b>Total share capital instruments</b>	<b>93</b>	<b>84</b>	<b>9</b>

The balance of the item consists of equity investments in companies over which Hesperia Hospital Modena S.r.l., Casa di Cura Villa Garda S.r.l., Ospedali Privati Riuniti S.r.l., Centro Medico San Biagio S.r.l., Bimar S.r.l., Aesculapio S.r.l., XRay One S.r.l. and Domus Nova S.r.l. do not exercise either a dominant or a significant influence, and which in any event are less than one-fifth of share capital. The purchase cost approximates the fair value, since there is no active market for the equity interests in question, and the company plans to recover the entire purchase price upon their sale.

It should be noted that (i) in the case of the equity investment in Poliambulatorio Exacta S.r.l., the gross book value of which is Euro 63 thousand, the total impairment loss of Euro 52 thousand recognised in previous years was maintained since no signs of a recovery in value were identified.

#### **Note 7 Other non-current financial assets**

“Other non-current financial assets” amounted to Euro 1,395 thousand at June 30, 2025, decreasing Euro 3 thousand on December 31, 2024.

The following table presents a breakdown of the other non-current financial assets at June 30, 2025 and December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Guarantee deposits	611	612	(1)
Financial receivables from others	784	786	(2)
<b>Total other non-current financial assets</b>	<b>1,395</b>	<b>1,398</b>	<b>(3)</b>

**Note 8 Other non-current assets**

The following table breaks down other non-current assets at June 30, 2025 and December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Realignment substitute tax credits	830	871	(41)
Other receivables	351	523	(171)
<b>Total other non-current assets</b>	<b>1,182</b>	<b>1,394</b>	<b>(212)</b>

“Other non-current assets” at June 30, 2025 amount to Euro 1,182 thousand and include for Euro 830 thousand the receivables due beyond one year relating to the substitute tax on the realignment of the accounting and tax values of the goodwill paid by the companies CMSR Veneto Medica S.r.l (Euro 572 thousand), Fides Medica S.r.l. (Euro 168 thousand), and Rugani Hospital S.r.l. (Euro 90 thousand).

**Note 9 Deferred tax assets and liabilities**

The composition of “Deferred tax assets and liabilities” at June 30, 2025, compared with the situation at December 31, 2024, is presented below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Deferred tax assets	12,112	14,000	(1,888)
Deferred tax liabilities	(103,819)	(103,783)	(36)
<b>Net balance</b>	<b>(91,707)</b>	<b>(89,783)</b>	<b>(1,924)</b>

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary difference and the carry-forward of unused tax losses and unused tax credits can be utilised.

The following table presents the movements in deferred tax assets and liabilities for the first half of 2025 and the year ended December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>
	2025	2024
<b>Net opening balance</b>	<b>(89,783)</b>	<b>(59,921)</b>
Credit / (Debit) to the income statement	(1,940)	1,048
Other changes	102	(30,417)

Credit / (Debit) to equity	(86)	(494)
<b>Net closing balance</b>	<b>(91,707)</b>	<b>(89,783)</b>

#### Note 10 Inventories

The following table breaks down inventories at June 30, 2025, compared with December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Raw materials, ancillaries and consumables	6,380	6,073	306
<b>Inventories</b>	<b>6,380</b>	<b>6,073</b>	<b>306</b>

At June 30, 2025, inventories amounted to Euro 6,380 thousand, increasing Euro 306 thousand on December 31, 2024 (Euro 6,073 thousand). The account refers to the materials used in the clinical and hospital activities of the Group's companies.

Inventories are stated at the lower between acquisition or manufacturing cost, determined according to the FIFO method and the estimated realisable value.

#### Note 11 Trade receivables

Trade receivables amounted to Euro 141,161 thousand at June 30, 2025, increasing Euro 28,319 thousand on Euro 112,842 thousand at December 31, 2024. The breakdown is reported below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Receivables – private customers	20,420	17,442	2,977
Receivables – local health authorities	127,094	102,831	24,263
Other receivables	4,706	4,548	158
Doubtful debt provision	(11,059)	(11,979)	920
<b>Total trade receivables</b>	<b>141,161</b>	<b>112,842</b>	<b>28,319</b>

Trade receivables refer solely to provisions rendered within Italy and there are no receivables due beyond twelve months. The increase in trade receivables on December 31, 2024 is due to a number of factors, including mainly:

- I. the normal and temporary increase in receivables as a result of the higher production in the first half of the year;
- II. production to out-of-region patients in the previous year in excess of the financial ceilings and which will be adjusted on defining the inter-regional mobility balances;



- III. temporary delays in invoicing (and correspondingly in receipts), a number of which have already been remedied in Q3.

The following is a breakdown of movements in the doubtful debt provision with an indication of accruals and uses:

<i>Euro thousands</i>	<i>Dec 31, 24</i>	<i>Provisions</i>	<i>Utilisations</i>	<i>Releases</i>	<i>Other movements</i>	<i>Jun 30, 25</i>
<b>Doubtful debt provision</b>	<b>11,979</b>	<b>165</b>	<b>(2)</b>	<b>(1,000)</b>	<b>(81)</b>	<b>11,059</b>

The Doubtful debt provision decreased by Euro 920 thousand in H1 2025, due to the following factors:

- i. provisions for Euro 165 thousand, mainly by Aurelia Hospital S.r.l. (Euro 57 thousand), European Hospital S.p.A. (Euro 50 thousand), and Ospedali privati riuniti S.r.l. (Euro 20 thousand);
- ii. utilisations of Euro 2 thousand by Sanimedica S.r.l.;
- iii. releases of Euro 1,000 thousand by European Hospital S.p.A. following the receipt of receivables previously written-down.

In terms of the mechanisms to calculate expected losses, in view of the nature of its receivables, the Company has decided to apply a loss-rate approach, which consists of determining percent loss rates on a statistical basis as a function of the losses recorded over respectively a twelve-month period and the residual lifetime of the receivables, and then adjusting these historical trends to take account of current conditions and future expectations. Consequently, the Company has divided its receivables portfolio into uniform risk classes and then determined a loss rate for each uniform portfolio thus identified on the basis of the historical default experience for each portfolio. The Company then updated the historical rates thus obtained to take account of current economic conditions and reasonable expectations regarding future economic conditions. It should therefore be clarified that the Group maintained substantially the same collection times.

#### **Note 12 Tax receivables**

The table below shows the breakdown of tax receivables at June 30, 2025, compared with December 31, 2024

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Receivables for IRES and IRAP applications	45	87	(42)
IRES payments on account	5,058	4,469	589
IRAP payments on account	939	808	131
Tax consolidation receivables	433	425	8
Other tax receivables	1,225	1,572	(346)
<b>Total tax receivables</b>	<b>7,702</b>	<b>7,361</b>	<b>341</b>

Tax receivables at June 30, 2025 totalled Euro 7,702 thousand, increasing Euro 341 thousand on December 31, 2024, mainly due to the increase in the IRES advances.

At June 30, 2025, the item mainly comprised tax receivables arising from IRES and IRAP taxes (Euro 5,997 thousand) and other tax receivables (Euro 1,225 thousand).

The IRES advances, amounting to Euro 5,058 thousand, mainly include the receivable of the parent company GHC S.p.A. of Euro 3,367 thousand, concerning the advances paid in the previous year by the companies involved in the tax consolidation, net of the taxes due for the period, in addition to the receivable of Centro Medico San Biagio S.r.l. of Euro 612 thousand, Centro di Riabilitazione S.r.l. of Euro 270 thousand, Ro.e.Mar. S.r.l. of Euro 211 thousand, FI.D.ES. Medica S.r.l. of Euro 176 thousand, Gruppo Veneto Diagnostica e Riabilitazione S.r.l. of Euro 126 thousand and Centro Medico Castrense S.r.l. of Euro 121 thousand.

Other tax receivables of Euro 1,225 thousand refer primarily to Hesperia Hospital Modena S.r.l. (Euro 436 thousand), European Hospital S.p.A. (Euro 419 thousand), Istituto Raffaele Garofalo S.r.l. (Euro 70 thousand), and Ospedali Privati Riuniti S.r.l. (Euro 63 thousand), and mainly comprise tax receivables on investments.

#### **Note 13 Other receivables and current assets**

Other receivables and current assets amounted to Euro 6,714 thousand at June 30, 2025, compared to Euro 6,054 thousand at December 31, 2024, an increase of Euro 659 thousand.

The changes in the account were as follows:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Advances to suppliers	318	421	(103)
Other receivables	2,780	2,919	(139)
Employee receivables	6	-	6
Receivables from social security institutions	283	251	32
Other tax receivables	182	698	(515)
Accrued income and prepaid expenses (non-financial)	3,144	1,765	1,379
<b>Total other receivables and current assets</b>	<b>6,714</b>	<b>6,054</b>	<b>659</b>

The account mainly breaks down as follows:

- i. Advances to suppliers of Euro 318 thousand mainly related to Hesperia Hospital Modena S.r.l. (Euro 119 thousand), Aurelia Hospital S.p.A. (Euro 38 thousand), Garofalo HealthCare S.p.A. (Euro 35 thousand), European Hospital S.p.A. (Euro 32 thousand) and Rugani Hospital S.r.l. (Euro 30 thousand).

- thousand);
- ii. Other receivables totalling Euro 2,780 thousand, mainly concerning Aurelia Hospital S.r.l. (Euro 1,481 thousand), European Hospital S.p.A (Euro 305 thousand), Domus Nova S.r.l. (Euro 306 thousand), Casa di cura S. Antonio da Padova S.r.l. (Euro 177 thousand), F.I.D.E.S. Medica S.r.l. (Euro 120 thousand) and Clinica San Francesco S.r.l. (Euro 105 thousand);
  - iii. Accrued income and prepayments relating to non-financial assets for Euro 3,144 thousand, mainly concerning European Hospital S.p.A (Euro 464 thousand), Garofalo Health Care S.p.A. (Euro 282 thousand), Clinica San Francesco S.r.l. (Euro 217 thousand), Sanatorio Triestino S.p.A. (Euro 214 thousand), Casa di Cura Prof. Nobili S.r.l. (Euro 202 thousand), Hesperia Hospital Modena S.r.l. (Euro 195 thousand), Aurelia Hospital S.r.l. (Euro 185 thousand), Poliambulatorio Dalla Rosa Prati S.r.l. (Euro 175 thousand), Centro Medico San Biagio S.r.l. (Euro 170 thousand), Casa di Cura Villa Berica S.r.l. (Euro 132 thousand), and Ospedali Privati Riuniti S.r.l. (Euro 126 thousand).

#### **Note 14 Other current financial assets**

The value of other current financial assets at June 30, 2025 was Euro 10,552 thousand, an increase of Euro 5,069 thousand on December 31, 2024, mainly concerning Garofalo Health Care S.p.A. due to the subscription of new "certificates of deposit" (Euro 10,000 thousand) maturing in 18 months, partly offset by the receipt of Time Deposits (Euro 5,000 thousand) undertaken in the previous year.

#### **Note 15 Cash and cash equivalents**

The changes in the account were as follows.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Bank current accounts	15,660	26,423	(10,763)
Cheques and cash	371	240	131
<b>Total cash and cash equivalents</b>	<b>16,031</b>	<b>26,663</b>	<b>(10,632)</b>

The amounts shown can be readily converted into cash and do not have a significant risk of change in value.

The GHC Group believes that the credit risk associated with cash and cash equivalents is limited because they primarily consist of deposits held with high standing national and international banking institutions.

The above account is also subject to the general impairment rule and the loss rate approach has therefore been used. However, in view of the fact that they are demand accounts, the expected losses over the 12 months and the expected losses of the useful life coincide.

See Note 19 Non-current financial payables – "Cash flow statement" for the breakdown of the net financial position at June 30, 2025 and December 31, 2024.

### Note 16 Shareholders' equity

#### Share capital

At June 30, 2025, the share capital amounted to Euro 31,570 thousand, fully paid-in, and consisted of 90,200,000 ordinary shares without par value.

The table below reports the GHC Group's ownership structure at June 30, 2025, including significant equity interests.

Number of ordinary shares	% share capital	Listed / Non listed	Rights and obligations
90,200,000	100%	Euronext STAR Milan	<p>Each Share entitles the owner to one vote. In accordance with Art. 127-<i>quinquies</i> of the CFA, Article 7 of the By-laws states that each share held by the same shareholder for a continuous period of at least 24 months from the date of registration in the special list specifically established by the Company confers two votes. For further information, reference should be made to paragraph 2, letter d), of the Corporate Governance Report.</p> <p>The shareholders' rights and obligations are as established in Articles 2346 <i>et seq.</i> of the Italian Civil Code and Article 7 of the By-laws with regard to multi-voting rights.</p>

Shareholder	Direct shareholder	% of ordinary share capital	% of voting share capital
Garofalo Maria Laura <sup>(1)</sup>	Anrama S.p.A.	65,09% <sup>(2)</sup>	63,90% <sup>(2)</sup>
	Larama 98 S.p.A.		
	Garofalo Maria Laura		
Enasarco Foundation	Enasarco Foundation	5.28%	5.18%

As previously reported, in accordance with Art. 127-*quinquies* of the CFA, Article 7 of the By-laws states that each share held by the same shareholder for a continuous period of at least 24 months from the date of registration in the special list specifically established by the Company (the "List") confers two votes.

After receiving valid applications for registration, the Company adds new entries to and updates the List with quarterly frequency, i.e. on March 31, June 30, September 30 and December 31 of each year, or with a different frequency in accordance with industry legislation, but always by the record date.

In accordance with Article 127-*quinquies*, paragraph 7, of the CFA, Article 7 of the By-laws states that shares held prior to the commencement date of trading, and hence prior to the date of registration in the List, are also to be considered for the purpose of completing the period of continuous ownership required for multi-voting rights.

According to the By-laws, multi-voting rights are also considered when evaluating quorum requirements to meet and pass resolutions based on percentages of share capital. In addition, multi-voting rights are without any effect on rights other than voting rights devolving on the basis of the possession of a particular portion of capital, such as the right to convene the Shareholders' Meeting, the right to add items to the Agenda and the right to submit slates for the election of Directors. For further information, please refer to the Multi-Voting Rights Regulation available from the Company's website, [www.garofalohealthcare.com](http://www.garofalohealthcare.com) which in accordance with Article 143-quater

<sup>(1)</sup> Source: GHC Group

<sup>(2)</sup> Percentages concern number of total shares, including treasury shares

of the Consob Issuers' Regulation also presents the identification details of the shareholders who have applied for registration in the List, with indication of their individual holdings – in any event exceeding the threshold indicated by Article 120, paragraph 2 of the CFA – date of registration and date of attainment of multi-vote rights.

### *Legal reserve*

At June 30, 2025, the legal reserve amounted to Euro 1,239 thousand, increasing Euro 150 thousand on December 31, 2024 due to the allocation of part of the net profit for 2024 resolved by the Shareholders' Meeting on April 30, 2025, in accordance with Article 2430 of the Italian Civil Code.

### *Other reserves*

The composition of the account "Other reserves" at June 30, 2025, with a comparison to December 31, 2024, is presented below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Extraordinary reserve	12,303	12,303	-
Shareholder capital payments reserve	5,146	5,146	-
Conferment reserves	37,006	37,006	-
Share-based payments reserve	1,769	2,728	(959)
Provision as per Article 40 By-Laws	129	99	30
Reserve - IAS 19 Post-employment benefits	664	322	342
First Time Adoption Reserve	2,320	2,320	-
Retained earnings	130,936	116,346	14,590
Share Premium Reserve	101,413	101,413	-
Reserve for treasury shares in portfolio	(8,825)	(8,107)	(718)
Cash Flow Hedge Reserve	(725)	(654)	(71)
AUCAP 2021 Reserve	(883)	(883)	-
<b>Other reserves</b>	<b>281,253</b>	<b>268,037</b>	<b>13,214</b>

At June 30, 2025, the account Other Reserves amounted to Euro 281,253 thousand, a net increase of Euro 13,214 thousand compared to December 31, 2024, mainly deriving from the combined effect of:

- i. decrease of Euro 959 thousand of the Share-based payments reserve following the allocation on May 31, 2025 of the GHC S.p.A shares to the beneficiaries of the second cycle of the "2021-2023 Performance Share Plan";
- ii. change of Euro 342 thousand in the IAS 19 Post-employment reserve, as a result of changed actuarial benchmark assumptions, including mainly a lower revaluation rate and a higher discount rate than in

2024;

- iii. increase of Retained earnings of Euro 14,590 thousand following the allocation of the profit for the previous year of the consolidated companies, partly offset by the payment of Euro 7,590 thousand in dividends to shareholders;
- iv. change of Euro 718 thousand to the Treasury shares in portfolio reserve following the acquisition of 256,126 shares for Euro 1,295 thousand, partially offset by the delivery of 122,560 shares, amounting to Euro 577 thousand, to the beneficiaries of the second cycle of the 2021-2023 Performance Share Plan;
- v. increase in the Cash Flow Hedge reserve of Euro 71 thousand due to the effect of the change in the fair value of the Interest Rate Swap, subscribed by GHC S.p.A. in September 2024 to hedge the loan agreed in July 2024;
- vi. increase in the Provision as per Article 40 By-Laws of Euro 30 thousand as per the Shareholders' Meeting resolution of April 30, 2025.

The IFRS first-time adoption reserve, amounting to a positive Euro 2,320 thousand at June 30, 2025, represents the effects on shareholders' equity of the transition to IASs/IFRSs by the Garofalo Health Care Group.

### ***Minority interest shareholders' equity***

The minority interest share of capital and reserves amounted to Euro 10,841 thousand at June 30, 2025, compared with Euro 10,747 thousand in the previous year. The increase is mainly attributable to the H1 2025 minority interest profit of Euro 100 thousand.

### ***Note 17 Employee Benefits***

This account includes post-employment benefits measured according to an actuarial assessment based on the projected unit credit method performed by independent actuaries in accordance with IAS 19 – Employee Benefits.

The main demographic assumptions use by the actuary for the half-year are as follows:

- the RG48 probability of death figures provided by the General Accounting Office, by gender;
- for the pension period, it was assumed that the first pensionable requisites for the General Compulsory Insurance were achieved.
- a primary annual rate of termination of employment due to causes other than death of 9.36%;
- an annual advance probability of 2%, with a maximum of two repetitions of requests;
- a percent advance requested of 100.00%;
- The rate curve based on the effective rate of return on bonds denominated in euro issued by major companies rated AA or higher was used for the technical discounting rate.

The main financial assumptions adopted by the actuary were as follows:

	At June 30	At December 31
	2025	2024
Annual inflation rate	2.30%	2.30%
Annual real remuneration rate by category:		
Executives	2.60%	2.60%
Managers	1.70%	1.70%
White-collar	1.40%	1.40%
Annual increase in employee benefit obligation	2.68%	2.68%

The movements in the Post-Employment Benefit Provision are reported below:

<i>Euro thousands</i>	
<b>December 31, 2024</b>	<b>15,927</b>
Financial charges	147
Net actuarial gains/(losses) recognised in the period	(568)
Transfer in/(out)	(1,158)
Cost for service	493
<b>June 30, 2025</b>	<b>14,841</b>

In accordance with IAS 19 – *Employee Benefits*, an analysis of the sensitivity to changes in the main actuarial assumptions used in the calculation model must be performed. The following tables show, in absolute and relative terms, changes in the liability measured according to IAS 19 (DBO) in the event of a positive or negative change of 10% in revaluation and/or discounting rates. The results obtained in thousands of Euro for the first half of 2025 are summarised in the following tables.

		June 30, 2025		
		<i>Annual discount rate</i>		
		-10%	100%	10%
<i>Annual inflation rate</i>	-10%	15,046	14,579	14,139
	100%	16,363	14,841	14,357
	10%	15,544	15,048	14,582

**Note 18 Provision for risks and charges**

“Provisions for risks and charges” at June 30, 2025 amounted to Euro 21,205 thousand (Euro 25,628 thousand at December 31, 2024) and mainly include risks provisions for healthcare lawsuits.

A breakdown of “Provisions for risks and charges” at June 30, 2025, compared with December 31, 2024, is presented below:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
End-of-service indemnity provisions	36	24	12
Provisions for risks and charges – Provisions for healthcare lawsuit risks	19,663	22,920	(3,257)
Provisions for other risks and charges	1,505	2,684	(1,179)
<b>Total provisions for risks and charges</b>	<b>21,205</b>	<b>25,628</b>	<b>(4,424)</b>

The changes in the “Provisions for risks and charges” at June 30, 2025, compared with the changes at December 31, 2024, are presented below.

<i>in Euro thousands</i>	<i>End-of-service indemnity provisions</i>	<i>Provisions for healthcare lawsuit risks</i>	<i>Other provisions for risks and charges</i>	<i>Total</i>
<b>Net value at December 31, 2024</b>	<b>24</b>	<b>22,920</b>	<b>2,684</b>	<b>25,628</b>
Provisions	12	2,574	-	2,586
Utilisations	-	(4,671)	(1,139)	(5,810)
Reversals	-	(1,160)	(40)	(1,200)
<b>Net value at June 30, 2025</b>	<b>36</b>	<b>19,663</b>	<b>1,505</b>	<b>21,205</b>

Provisions for risks and charges include the total end-of-service indemnities for directors of Euro 36 thousand at June 30, 2025, compared with a balance of Euro 24 thousand at December 31, 2024. The provisions were made by Casa di Cura Prof. Nobili S.r.l..

Provisions for healthcare lawsuits and Local Healthcare Authority risks amount to Euro 19,663 thousand at June 30, 2025, with a net decrease over December 31, 2024 of Euro 3,257 thousand. The item includes liabilities deemed probable in respect of damage claims brought by patients of the facilities in the course of their healthcare services, both under accreditation from the government and privately. The accrual has been based on a thorough analysis of the damage claims brought in and out of court and also takes account of events that have occurred at the interim reporting date, even though not reported, which the company, with the support of its legal counsel, has decided to recognise in its accounts. The account also includes the risks on the controls carried out by the



Local Health Authority on clinical records and the risks of fee variations for services rendered to patients residing outside the Region.

The change in the account was due to the following factors:

- (i) Provisions amounting to Euro 2,574 thousand, of which Euro 785 thousand refers to healthcare cases and Euro 1,789 thousand refers to Local Healthcare Authority (ASL) risks.  
Provisions for healthcare lawsuits were mainly attributable to Rugani Hospital S.r.l. for Euro 331 thousand, Casa di Cura San Francesco S.r.l. (Euro 263 thousand), Casa di Cura Villa Berica S.r.l. (Euro 50 thousand), Domus Nova S.r.l. (Euro 48 thousand), Ospedali Privati Riuniti S.r.l. (Euro 40 thousand), European Hospital S.p.A. (Euro 27 thousand) and Istituto Raffaele Garofalo S.r.l. (Euro 25 thousand).  
For Local Healthcare Authority risks, the provisions refer mainly to Hesperia Hospital Modena S.r.l. for Euro 749 thousand, Ospedali Privati Riuniti S.r.l. for Euro 717 thousand, Domus Nova S.r.l. for Euro 189 thousand and Casa di Cura Prof. Nobili S.r.l. for Euro 130 thousand.
- (ii) Utilisations amounting to Euro 4,671 thousand, of which Euro 2,864 thousand relating to healthcare cases and Euro 1,807 thousand to Local Healthcare Authority risks.  
Utilisations for healthcare lawsuits were attributable to Hesperia Hospital Modena S.r.l. (Euro 874 thousand), Domus Nova S.r.l. (Euro 689 thousand), Aurelia Hospital S.r.l. (Euro 515 thousand), Ospedali Privati Riuniti S.r.l. (Euro 406 thousand), Rugani Hospital S.r.l. (Euro 133 thousand) and Casa di Cura San Francesco S.r.l. (Euro 106 thousand).  
For local health authority risks, the utilisations refer mainly to Hesperia Hospital S.r.l. (Euro 1,556 thousand) and Domus Nova S.p.A. (Euro 202 thousand).
- (iii) Releases amounting to Euro 1,160 thousand concerning healthcare lawsuits for Euro 1,151 thousand and local health authority risks for Euro 9 thousand.  
With regards to the healthcare lawsuits, the releases mainly concern Aurelia Hospital S.r.l. (Euro 469 thousand), Rugani Hospital S.r.l. (Euro 331 thousand), Domus Nova S.r.l. (Euro 135 thousand) and Hesperia Hospital Modena S.r.l. (Euro 90 thousand).  
With regard to local health authority risks, the releases are attributable to Casa di Cura Prof. Nobili S.r.l. (Euro 9 thousand).

"Other risks and charges provisions", which include the accruals for risks other than healthcare related, particularly regarding labour, amount at June 30, 2025 to Euro 1,505 thousand, decreasing Euro 1,179 thousand on December 31, 2024, due to the following factors:

- i. Utilisations amounting to Euro 1,139 thousand, mainly attributable to Aurelia Hospital S.r.l. for Euro 969 thousand, mainly following the settlement of labour disputes.
- ii. Releases of Euro 40 thousand, principally concerning Aurelia Hospital S.r.l. (Euro 28 thousand) and Domus Nova S.r.l. (Euro 8 thousand).

**Note 19 Non-current financial payables**

Non-current financial payables include medium-to-long-term, floating-rate bank loans.

The following table presents the financial payables at June 30, 2025 and December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Other non-current financial payables	93,852	95,399	(1,547)
Medium/long-term loans and borrowings	127,714	128,159	(445)
Derivative financial instrument liabilities - non-current	954	860	94
<b>Total non-current financial payables</b>	<b>222,522</b>	<b>224,419</b>	<b>(1,897)</b>

The composition of "Other non-current financial payables" at June 30, 2025, compared with the situation at December 31, 2024, is presented below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Bonds	73,055	72,738	317
Financial payables for IFRS 16 Non-Current	13,725	14,830	(1,105)
Payables to leasing companies	6,959	7,613	(654)
Accrued financial liabilities and deferred financial income	114	218	(104)
<b>Total other non-current financial payables</b>	<b>93,852</b>	<b>95,399</b>	<b>(1,547)</b>

The decrease in Other non-current financial payables compared to December 31, 2024 is due to the following factors:

- i. Decrease of Euro 1,105 thousand of "financial payables for IFRS 16", relating to the signing of new contracts, amounting to Euro 589 thousand, more than offset by the reclassification to current financial payables of the instalments maturing by June 30, 2026, amounting to Euro 1,694 thousand;
- ii. Decrease in "payables to leasing companies" of Euro 654 thousand attributable to the signing of new contracts, amounting to Euro 96 thousand, more than offset by the reclassification to short-term of instalments due by June 30, 2026, amounting to Euro 750 thousand.
- iii. "Bonds", amounting to Euro 73,055 thousand, remain essentially unchanged and mainly include the issue of the bond by Garofalo Health Care S.p.A. in July 2024.

"Non-current bank payables" of Euro 127,714 thousand at June 30, 2025 decreased Euro 445 thousand on December 31, 2024, mainly following the reclassification to current financial payables of the portion of the payable due by June 30, 2026, amounting to Euro 568 thousand.

The following tables present the loans contracted by Group companies in H1 2025 and the year ended on

December 31, 2024, with a breakdown into amounts set to come due within and beyond 12 months.

Description	Annual interest rate at signing	Maturity	June 30, 2025	December 31, 2024
	%		in Euro thousands	
Line A Financing	Euribor 6M+1.70% <sup>1</sup>	Jul 8, 30	125,864	125,743
Capex Line Financing	Euribor 6M+1.80% <sup>1</sup>	Jul 8, 31	993	992
Intesa loan	0.95%	Mar 31, 27	1,990	2,553
<b>Total</b>			<b>128,847</b>	<b>129,287</b>
Of which:				
Bank payables - non-current portion of loans			127,714	128,159
Bank payables - current portion of loans			1,133	1,129

The loan provides for the covenants shown in the table below to be calculated on December 31 of each calendar year on the basis of the pro-forma consolidated financial statements, net of the effect resulting from the application of IFRS16.

Parameter	Threshold value		
	Until 31.12.2026	at December 31, 2027	from 31.12.2028
Leverage Ratio (NFP/ EBITDA)	≤4x	≤3,75x	≤3.5x
NFP / SE	≤1.5x	≤1.5x	≤1.5x

Changes in liabilities deriving from financing activities are presented below in accordance with IAS 7 Statement of Cash Flows:

<sup>1</sup> Please note that the Margin applicable to the interest rate is subject to change depending on the leverage ratio, as shown below:

Leverage Ratio	Margin applicable to Credit Line A	Margin applicable to the Capex Credit Line
Leverage Ratio ≤ 2,60x	1.55%	1.65%
2.60x < Leverage Ratio ≤ 3.25x	1.70%	1.80%
Leverage Ratio > 3.25x	1.85%	1.95%

<i>Euro thousands</i>	<i>At June 30, 2025</i>	<i>Cash flows</i>	<i>Other changes</i>	<i>Reclassifications</i>	<i>At December 31, 2024</i>
Other non-current financial payables	(93,853)	-	(157)	1,703	(95,399)
Derivative financial instrument liabilities - non-current	(954)	-	(94)	-	(861)
Medium/long-term loans and borrowings	(127,714)	-	(122)	568	(128,159)
Current bank payables	(2,964)	(685)	(438)	(568)	(1,274)
Other current financial debt	(4,659)	3,156	(635)	(1,703)	(5,478)
Current financial receivables	10,552	5,069	-	-	5,483
Cash and cash equivalents	16,031	(10,632)	-	-	26,663
<b>Net Financial Debt</b>	<b>(203,562)</b>	<b>(3,092)</b>	<b>(1,446)</b>	<b>-</b>	<b>(199,025)</b>

The “Cash flow” column refers to the cash flows presented in the Consolidated Cash Flow Statement.

#### **Note 20 Other non-current liabilities**

Other non-current liabilities, totalling Euro 2,350 thousand, mainly comprise tax receivables matured on investments in “Industry 4.0” tangible assets made by the Group companies, maturing beyond one year.

#### **Note 21 Trade payables**

“Trade payables”, totalling Euro 93,726 thousand at June 30, 2025, increased Euro 7,318 thousand on December 31, 2024 (Euro 86,408 thousand), mainly due to the increased operating costs to support production in the period.

A breakdown of the trade payable items at June 30, 2025 is presented below, compared with December 31, 2024:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	<b>2025</b>	<b>2024</b>	<b>2025 vs 2024</b>
Trade payables	56,214	52,001	4,213
Payables to doctors	3,150	2,507	643
Other payables	4,625	4,044	581
Payables for invoices to be received	32,337	30,488	1,849
Credit notes to be received	(2,601)	(2,632)	31
<b>Total trade payables</b>	<b>93,726</b>	<b>86,408</b>	<b>7,318</b>

**Note 22 Current financial payables**

The following table presents the figures for the Group's outstanding current financial payables at June 30, 2025, compared with December 31, 2024.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Current bank payables	2,964	1,274	1,690
Total other current financial payables	4,659	5,478	(819)
<b>Total current financial payables</b>	<b>7,623</b>	<b>6,752</b>	<b>871</b>

Current bank payables consist primarily of bank overdrafts and short-term credit facilities, together with the portion of loans to be repaid in the following year.

The composition of "Current bank payables" at June 30, 2025, compared with the situation at December 31, 2024, is presented below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Bank payables (short-term portion of loans)	1,133	1,129	3
Bank payables (current accounts)	1,826	98	1,728
Bank payables (advances)	5	46	(41)
<b>Total Current bank payables</b>	<b>2,964</b>	<b>1,274</b>	<b>1,690</b>

The item "short-term portion of loans" at June 30, 2025, amounting to Euro 1,133 thousand, concerns loans to be repaid within the next 12 months. The increase of Euro 3 thousand mainly concerns the following factors:

- i. Increase following the reclassification from non-current financial payables to current financial payables of the amount due within one year, totalling Euro 567 thousand;
- ii. Decrease due to the repayment of amounts maturing at June 30, 2025, totalling Euro 563 thousand;

The "Current bank payables (current accounts)", amounting to Euro 1,826 thousand, consist of bank credit lines used as at June 30, 2025.

The composition of "Other current financial payables" at June 30, 2025, compared with the situation at December 31, 2024, is presented below.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Payables to leasing companies	1,730	2,471	(741)
Accrued financial liabilities and deferred financial income	123	584	(461)
Financial payables for IFRS 16 Current	2,806	2,423	383
<b>Total Other financial payables</b>	<b>4,659</b>	<b>5,478</b>	<b>(819)</b>

The item “Payables to leasing companies”, totalling Euro 1,730 thousand at June 30, 2025 (Euro 2,471 thousand at December 31, 2024), refers to the recognition of the current financial payable for the acquisition of leased assets accounted for according to the finance method and related primarily to the purchase of healthcare equipment. The decrease is attributable to the reclassification of the payable due within the year, net of the portions paid.

“Payables for IFRS 16”, amounting to Euro 2,806 thousand at June 30, 2025 (Euro 2,423 thousand at December 31, 2024), refer to the short-term portion of leases previously defined as operating leases. This increase is attributable to the signing of the new contracts, in addition to the reclassification of the payable due within the year, net of the portions paid.

#### **Note 23 Tax payables**

Tax payables include payables relating to IRES company income taxes, IRAP regional tax, tax consolidation and other current taxes. The breakdown is as follows.

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
IRES tax payables	6,654	2,746	3,909
IRAP tax payables	1,294	685	609
Tax consolidation payables	164	251	(87)
<b>Total Tax payables</b>	<b>8,112</b>	<b>3,682</b>	<b>4,430</b>

The IRES payable is attributable to the tax charge of the companies not included in the Group tax consolidation; the increase is attributable to the recognition of the payable for the period.

#### **Note 24 Other current liabilities**

At June 30, 2025, “Other current liabilities” totalled Euro 52,686 thousand and are compared below with December 31, 2024

<i>Euro thousands</i>	<i>At June 30</i>	<i>At December 31</i>	<i>Change</i>
	2025	2024	2025 vs 2024
Social security institutions	6,200	6,135	65
Tax payables	307	203	103
Withholding tax payables	3,337	4,533	(1,196)
Employee payables	14,757	10,603	4,153
Other payables	28,086	26,529	1,557
<b>Total Other current liabilities</b>	<b>52,686</b>	<b>48,004</b>	<b>4,682</b>

The increase in the item of Euro 4,682 thousand derives mainly from the following movements:

- i. decrease in "Withholding tax payables" for Euro 1,196 thousand, mainly attributable to Aurelia Hospital S.r.l. (Euro 291 thousand), Hesperia Hospital Modena S.r.l. (Euro 155 thousand), Casa di Cura Villa Berica S.r.l. (Euro 122 thousand), Clinica San Francesco S.r.l. (Euro 122 thousand), European Hospital S.p.A. (Euro 120 thousand), Ospedali Privati Riuniti S.r.l. (Euro 112 thousand) and Istituto Raffaele Garofalo S.r.l. (Euro 109 thousand).
- ii. Increase in "Employee payables" for Euro 4,153 thousand, mainly attributable to the accrual of the thirteenth-month salary and of accrued vacations, mainly related to Aurelia Hospital S.r.l. (Euro 1,068 thousand), Hesperia Hospital Modena S.r.l. (Euro 408 thousand), Casa di Cura Villa Berica S.r.l. (Euro 407 thousand), Sanatorio Triestino S.p.A. (Euro 399 thousand), Domus Nova S.r.l. (Euro 322 thousand), Clinica San Francesco S.r.l. (Euro 284 thousand), Rugani Hospital S.r.l. (Euro 278 thousand), Ospedali Privati Riuniti S.r.l. (Euro 216 thousand), Casa di Cura Prof. Nobili S.r.l. (Euro 215 thousand) and European Hospital S.p.A. (Euro 210 thousand).

The item "Other payables" comprises advances received from the ASL's (local healthcare authorities) as a measure to support companies from Emilia Romagna during the COVID emergency (Euro 10,535 thousand).

#### **Note 25 Revenues from services**

Total revenues amounted to Euro 258,178 thousand in H1 2025, up Euro 6,664 thousand over the previous half year.

The increase in revenues on the same period of the previous year is due to the greater volume of healthcare provided.

In accordance with IFRS 15, the Group recognises revenues from services at the fair value of the consideration received or to be received, including adjustments relating to the overrun of revenue budgets (established in terms of maximum acceptable spending limits by the regions for services rendered by private healthcare facilities) relating to services under accreditation, of which the regions notify each healthcare facility.

It should also be noted that revenues are accounted for when services are performed and that all revenues are derived from services provided in Italy.

The following table presents revenues from services for H1 2025 and H1 2024.

<i>Euro thousands</i>	June 30				Change
	2025	% of total	2024	% of total	2025 vs 2024
Community and dependency care services	57,636	22.3%	58,570	23.3%	(934)
Total hospital services	197,205	76.4%	188,666	75.0%	8,538
<b>Total revenues from services</b>	<b>254,840</b>	<b>98.7%</b>	<b>247,236</b>	<b>98.3%</b>	<b>7,604</b>
Other revenues	3,337	1.3%	4,277	1.7%	(940)
<b>Total revenues</b>	<b>258,178</b>	<b>100.0%</b>	<b>251,513</b>	<b>100.00%</b>	<b>6,664</b>

The increase in revenues from services relates for Euro 3,463 thousand to the Aurelia Group, for Euro 234 thousand to Sanatorio Triestino, and for Euro 2,966 thousand to the other Group companies.

The table below shows the breakdown of revenues from community and dependency care services for H1 2025 and H1 2024.

<i>Euro thousands</i>	June 30				Change
	2025	% of total	2024	% of total	2025 vs 2024
Dependency care services	13,910	5.4%	14,268	5.7%	(359)
Community outpatient care services	43,726	16.9%	44,302	17.6%	(576)
<b>Community and dependency care services</b>	<b>57,636</b>	<b>22.3%</b>	<b>58,570</b>	<b>23.3%</b>	<b>(934)</b>

Revenues from community and dependency care services amounted to Euro 57,636 thousand in H1 2025, accounting for 22.3% of Group revenues and slightly decreasing Euro 934 thousand on H1 2024.

The table below shows the breakdown of revenues from hospital services for H1 2025 and H1 2024.



<i>Euro thousands</i>	June 30				Change
	2025	% of total	2024	% of total	2025 vs 2024
Acute and post-acute care services	150,781	58.4%	145,455	57.8%	5,326
Outpatient services	46,423	18.0%	43,211	17.2%	3,212
<b>Total hospital services</b>	<b>197,205</b>	<b>76.4%</b>	<b>188,666</b>	<b>75.0%</b>	<b>8,538</b>

Revenues from hospital services, totalling Euro 197,205 thousand in H1 2025, account for 76.4% of Group revenues and increased Euro 8,538 thousand on H1 2024.

#### **Note 26 Other operating revenues**

Other operating revenues totalled Euro 3,337 thousand in H1 2025, decreasing Euro 940 thousand on H1 2024 (Euro 4,277 thousand), as per the following table:

<i>Euro thousands</i>	At June 30		Change
	2025	2024	2025 vs 2024
Other income - third parties	2,489	3,088	(598)
Gain on asset disposals	42	66	(25)
Income from insurance reimbursements	46	8	38
Income from tax credits	760	1,115	(356)
<b>Total other operating revenues</b>	<b>3,337</b>	<b>4,277</b>	<b>(940)</b>

The decrease is mainly attributable to a reduction in prior year income compared to the previous period of Euro 850 thousand.

#### **Note 27 Costs for raw materials, ancillary, consumables and goods**

Costs for raw materials, ancillary, consumables and goods amounted to Euro 40,795 thousand for the first half of 2025, increasing Euro 2,200 thousand on H1 2024, due to the increase in production.

The table below shows the breakdown of the account for H1 2025 and H1 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Healthcare supplies and prostheses	28,680	27,477	1,202
Medical and pharmacological material	6,211	5,926	284
Testing and hygienic materials	428	473	(45)
Change in inventories of raw materials, ancillary, consumables and goods	(306)	(488)	181
Other	5,782	5,206	577
<b>Total raw materials and consumables</b>	<b>40,795</b>	<b>38,595</b>	<b>2,200</b>

In the first half of 2025, the most significant component of the costs of raw materials, ancillary and consumables was represented by the costs of healthcare supplies and prostheses of Euro 28,680 thousand, increasing Euro 1,202 thousand on the previous period.

The second-most significant cost component was that relating to the purchase of medical and pharmacological materials, amounting to Euro 6,211 thousand, increasing Euro 284 thousand on H1 2024 (Euro 5,926 thousand).

"Other" includes expenses for stationery, foodstuffs and other consumables.

The increase relates for Euro 325 thousand to the Aurelia Group, for Euro 1,890 thousand to the other Group companies, against a reduction of Euro 15 thousand attributable to Sanatorio Triestino.

**Note 28 Service costs**

Service costs amounted to Euro 99,375 thousand in H1 2025, increasing Euro 2,931 thousand on H1 2024 (Euro 96,444 thousand), as outlined below.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Medical and nursing care services	60,072	58,666	1,406
Owned asset maintenance services	3,588	3,613	(25)
Catering services	2,652	2,569	83
Technical healthcare services	4,480	4,734	(255)
Cleaning costs	1,703	1,776	(73)
Electricity	3,103	2,863	240
Coordinated long-term contractors	648	665	(17)
Director fees	2,107	2,395	(288)
Third-party processing (tests, etc.)	3,557	2,304	1,254
Legal fees	996	720	276
Linen hire	504	516	(12)
Technical consultancy fees	1,725	1,785	(60)
Other	14,240	13,837	403
<b>Total service costs</b>	<b>99,375</b>	<b>96,444</b>	<b>2,931</b>

The increase in Service costs is mainly due to the increase in production in the first half of 2025 compared to the same period of the previous year and is attributable to the Aurelia Group for Euro 1,925 thousand, Sanatorio Triestino for Euro 507 thousand, and other Group companies for Euro 499 thousand.

The “Other” item of Euro 14,240 thousand in H1 2025 mainly comprises:

- (i) water, telephone, methane and gas for Euro 2,476 thousand;
- (ii) administrative, fiscal, notarial and payroll consultancy services for Euro 1,319 thousand;
- (iii) third party liability, all risk and property insurance for a total of Euro 1,049 thousand;
- (iv) canteen services for Euro 175 thousand;
- (v) waste disposal service for Euro 1,019 thousand;
- (vi) linen washing services for Euro 353 thousand.

**Note 29 Personnel costs**

Personnel costs amounted to Euro 58,838 thousand in H1 2025, increasing Euro 2,040 thousand over Euro 56,798 thousand in H1 2024.

The table below breaks down costs for H1 2025 and H1 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Wages and salaries	42,623	41,738	885
Social security charges	12,652	12,162	490
Post-employment benefits	2,413	2,520	(107)
Other	1,149	378	771
<b>Total personnel costs</b>	<b>58,838</b>	<b>56,798</b>	<b>2,040</b>

The increase relates for Euro 1,337 thousand to the Aurelia Group, for Euro 834 thousand to the other Group companies, against a reduction of Euro 131 thousand attributable to Sanatorio Triestino.

The increase in "Other" is mainly due to the increase in prior year charges compared to the previous period of Euro 551 thousand.

**Note 30 Other operating costs**

Other operating costs in H1 2025 amounted to Euro 12,051 thousand, rising Euro 379 thousand on Euro 11,673 thousand in H1 2024.

The table below breaks down costs for H1 2025 and H1 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Non-deductible VAT on a pro rata basis	9,557	8,500	1,056
Income taxes	1,244	1,250	(6)
Other operating charges	421	473	(52)
Non-deductible expenses	9	14	(5)
Associations	162	171	(9)
Other costs	659	1,265	(606)
<b>Total Other operating costs</b>	<b>12,051</b>	<b>11,673</b>	<b>379</b>

The increase relates for Euro 285 thousand to Sanatorio Triestino, for Euro 182 thousand to the other Group companies, against a reduction of Euro 88 thousand attributable to the Aurelia Group.

#### **Note 31 Amortisation, depreciation and write-downs**

Amortisation, depreciation and write-downs in H1 2025 amounted to Euro 13,211 thousand in H1 2025, increasing Euro 825 thousand over Euro 12,386 thousand in H1 2024.

The table below shows the breakdown of and changes in the account in question for the periods ended June 30, 2025 and June 30, 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Amortisation of intangible assets	772	583	189
Depreciation of property, plant and equipment and investment property	12,275	11,569	706
Write-downs	165	235	(70)
<b>Total amortisation, depreciation and write-downs</b>	<b>13,211</b>	<b>12,386</b>	<b>825</b>

The increase relates for Euro 389 thousand to the Aurelia Group, for Euro 574 thousand to the other Group companies, against a reduction of Euro 138 thousand attributable to Sanatorio Triestino.

For a breakdown of the items regarding amortisation and depreciation and the write-down of receivables, reference should be made to the tangible and intangible asset tables and finally to the table outlining the doubtful debt provision presented in the notes to the balance sheet.

### Note 32 Impairments and other provisions

Impairments and other provisions amounted to Euro 386 thousand in H1 2025, decreasing Euro 1,818 thousand on Euro 2,204 thousand in the previous half year.

The table below shows the breakdown of and changes in the account in question for the periods ended June 30, 2025 and June 30, 2024.

Euro thousands	At June 30		Change
	2025	2024	2025 vs 2024
Provision for risks on legal cases in progress	2,574	3,900	(1,325)
Release of risk provisions	(1,200)	(1,728)	528
Release of doubtful debt provisions	(1,000)	-	(1,000)
Other provisions	12	33	(21)
<b>Total impairments and other provisions</b>	<b>386</b>	<b>2,204</b>	<b>(1,818)</b>

Accruals for new lawsuits brought in H1 2025 total Euro 2,574 thousand and are attributable mainly to healthcare lawsuits (Euro 785 thousand) and to Local Healthcare Authority risks (Euro 1,789 thousand).

As regards the healthcare lawsuits, the amounts accrued in the financial statements are provisions recognised on the basis of external legal advice, and are designed to cover the risks deemed probable for damage claims brought from patients. More specifically, these amounts relate mainly to the companies Rugani Hospital S.r.l. (Euro 331 thousand), Casa di Cura San Francesco S.r.l. (Euro 263 thousand), Cura Villa Berica S.r.l. (Euro 50 thousand), Domus Nova S.r.l. (Euro 48 thousand) and Ospedali Privati Riuniti S.r.l. (Euro 40 thousand).

As regards Local Healthcare Authority risks, provisions were prudentially recognized to cover any risks on controls which the Local Healthcare Authority carries out periodically on clinical records and on the risks of fee variations for services rendered to patients residing outside the Region, aspects which are defined by the competent authorities over a long period of time beyond the financial year. The provisions refer mainly to the companies Hesperia Hospital Modena S.r.l. (for Euro 749 thousand), Ospedali Privati Riuniti S.r.l. (for Euro 717 thousand), Domus Nova S.r.l. (for Euro 189 thousand) and to Casa di Cura Prof. Nobili S.r.l. (for Euro 130 thousand).

The release of the provisions for risks, amounting to Euro 1,200 thousand, relates to the release of the Local Healthcare Authority risks provision for Euro 9 thousand, concerning Casa di Cura Prof. Nobili S.r.l., to the release of the provision for healthcare risks for Euro 1,151 thousand, mainly concerning Aurelia Hospital S.r.l. (Euro 469 thousand), Rugani Hospital S.r.l. (Euro 331 thousand), Domus Nova S.r.l. (Euro 135 thousand), and to the release of the other risks and charges provision for Euro 40 thousand, mainly concerning Aurelia Hospital S.r.l. (Euro 28 thousand).

These releases relate to the settlement of certain healthcare disputes where it was necessary to review, on the basis of external legal advice, the estimate of the provision for risks with respect to the provisions made in previous years. In certain cases, in fact, the facility's non-liability was ascertained and in others, the indemnity obligation of the company was established for a lower amount than that estimated, with the consequent release of the remaining balance to the income statement.

The release of the doubtful debt provision, amounting to Euro 1,000 thousand, is attributable to European Hospital S.p.A. and relates to the receipt of a receivable prudentially written down in previous years.

Other provisions at June 30, 2025 amount to Euro 12 thousand and concern Casa di cura Prof. Nobili S.r.l.

### **Note 33 Financial income**

Financial income amounted to Euro 291 thousand in H1 2025, an increase of Euro 148 thousand on H1 2024.

The table below shows the breakdown of and changes in the account in question for the periods ended June 30, 2025 and June 30, 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Interest income	215	126	89
Interest Income derivative instruments	57	-	57
Other income	19	17	2
<b>Total financial income</b>	<b>291</b>	<b>143</b>	<b>148</b>

The increase is attributable mainly to the higher interest income on bank deposits, as well as to the collection of accrued interest income on IRS derivative instruments hedging the bank loan commented on in Note 19 due to the positive differential between the variable rate collected and the fixed rate paid.

### **Note 34 Financial charges**

Financial charges amount to Euro 5,998 thousand in H1 2025, decreasing by Euro 924 thousand compared to Euro 6,922 thousand in the previous year.

The table below presents the breakdown and movement in the item in H1 2025 and H1 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Interest charges on loans	2,786	4,687	(1,901)
Bank interest charges	127	89	38
Interest charges on advances	13	273	(259)
Interest on bond loans	1,951	353	1,598
Other interest charges	844	1,244	(400)
Financial charges	277	275	2
<b>Total financial charges</b>	<b>5,998</b>	<b>6,922</b>	<b>(924)</b>

The decrease in financial charges is mainly attributable to the item “interest charges on loans” and is mainly attributable to the application of a lower interest rate on the new bank loan line signed in July 2024 compared to the rate applied on the previous loan.

#### **Note 35 Results of investments at equity**

The table below presents the breakdown and movement in the item in H1 2025 and H1 2024.

<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Share of result	14	108	(94)
<b>Total</b>	<b>14</b>	<b>108</b>	<b>(94)</b>

The item in H1 2025 amounted to Euro 14 thousand and includes the Group’s share of the result of the associates Il Fiocco S.c.a.r.l. (Euro 21 thousand) and Aurora Holding S.r.l. (Euro -7 thousand).

#### **Note 36 Income taxes**

The table below presents the breakdown and movement in income taxes in H1 2025 and H1 2024.



<i>Euro thousands</i>	<i>At June 30</i>		<i>Change</i>
	2025	2024	2025 vs 2024
Current taxes	6,327	5,482	845
Deferred tax income	1,900	1,088	812
Deferred tax charges	40	908	(868)
Other	14	222	(208)
<b>Total income taxes</b>	<b>8,281</b>	<b>7,700</b>	<b>581</b>

For the period ended June 30, 2025, income taxes amounted to Euro 8,281 thousand, increasing Euro 581 thousand from the previous year, essentially due to the improved performance of the Group companies.

#### **Note 37 Net profit for the period**

The H1 2025 net profit was Euro 19,547 thousand, increasing Euro 503 thousand compared to Euro 19,044 thousand in H1 2024.

#### **Note 38 Basic and diluted earnings per share**

The basic earnings per share is calculated by dividing the profit attributable to the ordinary shareholders of the Parent Company by the average weighted number of ordinary shares outstanding during the period. The diluted earnings per share is calculated by dividing the profit attributable to the ordinary shareholders of the Parent Company by the average weighted number of ordinary shares outstanding including the Performance Shares Plan.

Information is shown below for the calculation of the basic and diluted earnings per share:

<i>Euro thousands</i>	<i>At June 30</i>	<i>At June 30</i>
	2025	2024
Net profit attributed to the shareholders of the Parent company	19,448	18,938
Number of ordinary shares at end of year/period*	88,588,360	88,603,512
Earnings per share – basic (Euro)	0.22	0.21
Earnings per share – diluted (Euro)**	0.22	0.21

The number of ordinary shares decreased compared to the first half of the previous year due to the greater number of treasury shares.

\* Amount net of treasury shares

\*\* Amount net of treasury shares but including the 1,140,297 performance shares plan shares

### Note 39 Fair value hierarchy

The following table presents the carrying amount of outstanding financial instruments (current and non-current financing) stated in the balance sheet, with a comparison to their fair values.

	At June 30, 2025		At December 31, 2024	
<i>Euro thousands</i>	<i>Book value</i>	<i>Fair Value</i>	<i>Book value</i>	<i>Fair Value</i>
Investment property	801	1,845	810	1,845
Loans	128,847	128,764	129,287	129,230
Capital instruments	1,178	1,178	1,278	1,278
Derivative financial instrument liabilities	954	954	860	860

The financial assets and liabilities set out above have been assigned to level 2 of the fair value hierarchy (for both for H1 2025 and H1 2024).

Management has verified that the fair values of the other items approximate their carrying amounts due to the short-term maturities of these instruments.

### Fair Value - Hierarchy

fair value concerns the price that will be received for the sale of an asset or which will be paid for the transfer of a liability in an ordinary transaction settled between market operators, at the measurement date ("exit price").

All financial instruments at fair value, or for which disclosure is provided, are classified into the three fair value categories described below, based on the lowest level of input significant to determining overall fair value:

- Level 1: Listed prices (not adjusted) in an active market for identical assets and liabilities.
- Level 2: valuation techniques for which the lowest level of input significant to determining fair value is directly or indirectly observable;
- Level 3: valuation techniques for which the lowest level of input significant to determining fair value is not observable.

At the end of each period, the Group determines whether financial instruments measured at fair value on a recurring basis have been transferred between levels of the hierarchy and reviews their classification (on the basis of the lowest level of input significant to determining overall fair value).

### Valuation processes

For recurring and non-recurring measurement at fair value of instruments classified to level 3 of the fair value hierarchy, the Group uses valuation processes to establish valuation procedures and principles and analyse changes in the measurement of fair value from one period to the next.

It should be noted that there have been no changes in the levels of the fair value hierarchy used for the purpose of measuring financial instruments since the last annual financial statements and that the methodologies used in measuring this Level 2 and Level 3 fair value are consistent with the last annual financial statements.

The valuation techniques and specific considerations for level 3 input data are explained in further detail below.

### Valuation techniques and hypotheses

The fair value of a financial asset or liability is the price that would be received to sell an asset or that would be paid to transfer a liability in a normal transaction on the principal (or most advantageous) market at the measurement date, under current market conditions (exit price), regardless of whether the price is directly observable or estimated using another valuation technique.

The following methods and assumptions were used to estimate the fair value:

- The fair value of securities quoted in an active market is based on the quoted price at the balance sheet date. The fair value of securities not quoted in an active market, such as bank loans or other financial liabilities, finance lease commitments or other non-current financial liabilities, is estimated on the basis of future cash flows, discounted by applying the current rates available for debt with similar terms, such as credit risk and residual maturity. The fair value of shares is sensitive to both a possible change in expected cash flows and/or the discount rate and a possible change in growth rates. For estimation purposes, management must use the unobservable input data presented in the following tables. Management regularly assesses a series of possible alternatives to such significant input data and determines their impact on total fair value.
- The fair value of the ordinary non-listed shares was estimated through the discounted cash flow model (DCF). The valuation requires management to make assumptions with regards to the model inputs, including the projected cash flows, the discount rate, the credit risk and the volatility. The probability of differing estimates within the interval may be reasonably verified and are utilised in management's estimates of the fair value of these non-listed investments;
- The Group undertakes derivative financial instruments with a range of counterparties, principally financial institutions with allocated credit ratings. The derivatives valued using measurement techniques with market recordable data principally consist of interest rate swaps. The most utilised measurement techniques include the "swaps" models, which utilise the calculation of the present value. The models consider various inputs, including the credit quality of the counterparty and interest rate curves. All derivative contracts are fully covered by cash, thus eliminating the risk of default by the Group.

### Note 40 Commitments and Guarantees

Commitments and guarantees at June 30, 2025 are described below.

#### Guarantees provided by the Group in favour of third parties

Guarantor	Beneficiary	Guarantee type	Maturity	Commitment	Borrower
Centro Medico San Biagio S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	16,498,057	GHC S.p.A.
Centro Medico Università Castrense S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	1,965,580	GHC S.p.A.
Clinica San Francesco S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	31,597,413	GHC S.p.A.
Domus Nova S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	6,613,320	GHC S.p.A.
Istituto Raffaele Garofalo S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	4,259,930	GHC S.p.A.
Fides Medica S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	8,756,848	GHC S.p.A.

Roemar S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	824,702	GHC S.p.A.
Fides Servizi S.c.a.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	241,341	GHC S.p.A.
Casa di Cura Villa Berica S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	825,105	GHC S.p.A.
Villa Von Siebenthal S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	3,610,736	GHC S.p.A.
C.M.S.R. Veneto Medica S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	3,526,835	GHC S.p.A.
Casa di Cura Villa Garda S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	2,626,907	GHC S.p.A.
Xray One S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	7,918,249	GHC S.p.A.
Poliambulatorio Dalla Rosa Prati S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	1,265,980	GHC S.p.A.
Aesculapio S.r.l.	Unicredit S.p.A., Banco BPM S.p.A., Intesa San Paolo S.p.A.	Independent guarantee	15/12/2026	609,615	GHC S.p.A.
Fides Medica S.r.l.	Carige	Letter of indemnity	Until revocation	206,582	Il Fiocco S.c.a.r.l.
Fides Medica S.r.l.	Carige	Letter of indemnity	Until revocation	200,000	Centro di Riabilitazione S.r.l.
Fides Medica S.r.l.	Monte dei Paschi	Letter of indemnity	Until revocation	150,000	Prora Srl
Fides Medica S.r.l.	Carige	Letter of indemnity	Until revocation	80,000	Il Fiocco S.c.a.r.l.
Fides Medica S.r.l.	Intesa SanPaolo	Omnibus Guarantee	Until revocation	80,000	Prora S.r.l.
Fides Medica S.r.l.	Ubi	Letter of indemnity	Until revocation	50,000	Centro di Riabilitazione S.r.l.
Fides Medica S.r.l.	Carige	Letter of indemnity	Until revocation	26,000	Il Fiocco S.c.a.r.l.
Istituto Raffaele Garofalo S.r.l.	Intesa SanPaolo	Letter of indemnity	31/12/2038	100,000	Istituto Raffaele Garofalo S.r.l.

## Guarantees given to and by third parties on behalf of the Group

Guarantor	Beneficiary	Guarantee type	Maturity	Commitment	Borrower
Intesa SanPaolo	Unione dei comuni dell'Appennino Bolognese	Letter of indemnity	31/05/2025	37,406	Casa di Cura Prof.Nobili S.r.l.
Banca Popolare di Sondrio	Privata Leasing spa	Letter of indemnity	31/03/2025	300,000	Xray One S.r.l.
Banca Popolare di Sondrio	A.S.S.T. MANTOVA	Letter of indemnity	31/12/2026	2,275	Xray One S.r.l.
Cassa di Ravenna	Zeroemission H S.r.l.	Guarantee	09/01/2028	20,000	Domus Nova S.r.l.
Medio Credito Centrale	BNL S.p.A.	Guarantee	01/07/2028	153,900	Aesculapio
Intesa SanPaolo	Amministrazione Principe Pallavicino	Letter of indemnity	31/08/2036	40,000	Prora s.r.l.
Intesa SanPaolo	Amministrazione Principe Pallavicino	Letter of indemnity	31/08/2036	20,000	Prora s.r.l.
Banca Prealpi San Biagio	BMFIN	Letter of indemnity	Until revocation	400,000	Centro Medico San Biagio S.r.l.
Banca Popolare di Sondrio	AMA SPA	FDI SURETY 198451/12	UNTIL REVOCATION	223,000	EUROPEAN HOSPITAL SPA
Banca Popolare di Sondrio	UNIVERSITY UNICAMILLUS	FDI SURETY 282443/22	31/12/2029	502,645	EUROPEAN HOSPITAL SPA
Banca Popolare di Sondrio	UNIVERSITY UNICAMILLUS	FDI SURETY 290343/24	31/12/2029	144,000	EUROPEAN HOSPITAL SPA
Banca Popolare di Sondrio	Ama Spa	Surety	13/03/2026	28,211	S.Antonio Hospice
Banca Popolare di Sondrio	Ama Spa	Surety	11/04/2026	55,484	S.Antonio Hospice

#### **Note 41 Financial risk management**

This section contains a description of the financial risks to which the Group and its subsidiaries are exposed, together with the policies and strategies employed by the Company and its subsidiaries to manage the risks concerned during the year to June 30, 2025.

It should be noted that there are no plans for changes in the risk management policies set out below.

GHC and its subsidiaries are exposed to financial risks in their activities, and in particular risks of the following types:

- Credit risk arising from commercial transactions or financing activity;
- Liquidity risk, related to the availability of financial resources and access to the credit market;
- Market risk, and more specifically:
  - a) Operational risk relating to the conduct of the business;
  - b) Foreign exchange risk relating to transactions in currency areas other than their functional currency;
  - c) Interest rate risk relating to the Company's exposure to interest-bearing financial instruments;
  - d) Price risk, due to changes in quoted commodities prices.

The management and monitoring system for the main risks involves the Group's director and management, the directors and boards of directors of the consolidated companies and company personnel.

The primary goal of risk management is to protect the company's stakeholders (shareholders, employees, customers and suppliers) and financial integrity, as well as to safeguard the environment.

The risk management policy applied by the Group regards the setting of guidelines at the central level on which to base the operational management of market, liquidity risk, cash flow risks and for the monitoring of results achieved.

For greater details on financial risk management, reference should be made to paragraph 8 of the H1 2025 Directors' Report.

#### **Note 42 Legal disputes and contingent liabilities**

##### ***Healthcare damage compensation claims***

For requests for damages for activities carried out at the clinics, the Group recognises in the financial statements a "provision for risks for healthcare cases" for all disputes whose outcome is deemed "probable" based on the opinion of the external lawyers following the case. For disputes deemed "probable", at June 30, 2025, the value of the "provision for risks for health cases" totalled Euro 12,798 thousand.

It should also be noted that there are lawsuits whose risk is deemed possible by legal advisors, against which no provisions for risks have been made, as per international accounting standards.

##### ***Administrative and other disputes***

The company Villa Von Siebenthal S.r.l. has an ongoing social security dispute, as having received a request from the INPS regional directorate for Lazio for documents in connection with inspection assessments concerning the supply of services relationship between the supplier Futura soc. coop. and Villa Von Siebenthal S.r.l.. Following the inspection, on April 4, 2017 Villa Von Siebenthal S.r.l. received consolidated assessment and notification report no. 2016003251/S1 in which it is claimed that Villa Von Siebenthal S.r.l., by virtue of the service agreement with Futura soc. coop., is jointly and severally liable with this latter company for payments of mandatory social-security contributions for the period from April 2013 to November 2015, amounting to Euro 100 thousand. In the

opinion of the company's legal counsel, the risk may be deemed "possible" and hence no liability has been recognized in respect of this proceeding.

#### *Disputes with local healthcare authorities*

The result of a dispute between the Verbano-Cusio-Ossola local health authority and Istituto Raffaele Garofalo S.r.l. regarding healthcare services in 2014, 2015 and 2016 is pending. In a letter dated July 14, 2017, the Verbano-Cusio-Ossola local health authority requested that the company issue various credit notes in respect of the years indicated above, claiming a reduction due to a purported lack of continuity of care. The company rejected this claim on the basis that it had not exceeded the threshold triggering the above reduction for patients from Piedmont, and that the said reduction – particularly for the years 2014 and 2015 – could not be applied to out-of-region patients, especially in the light of the position taken by the Piedmont Region in its Regional Council Motion of November 2016. Finally, the company also argued that it had never exceeded the reduction thresholds due to a lack of continuity in care in 2016 as well. On the basis of an opinion from the company's legal counsel, the risk of loss associated with this case has been deemed "probable" and an accrual to the provision of Euro 1,927 thousand was thus recognised at June 30, 2025. In view of the age and quantity of the receivables, the company Istituto Raffaele Garofalo s.r.l., having heard the opinion of its legal advisors and subject to the successful outcome of any settlement agreements that may be reached between the parties, has taken legal action for receivables arising from the years 2014 and 2015. Assessments of receivables arising from subsequent years will depend on the outcome of this litigation. The Judge acknowledged the Expert Report of the Court-Appointed Technical Consultant (CTU) and, following the hearing held on June 11, 2025, gave the parties 60 days to file closing and reply briefs. The final judgment will be issued in November 2025.

#### *Note 43 Related party transactions*

Transactions and balances with related parties are illustrated in the tables below. The companies listed are considered related parties as they are directly or indirectly related to the majority shareholders of the Garofalo Health Care Group.

Pursuant to Consob Resolution No. 17221 of March 12, 2010, it is reported that in the first half of 2024 the Group did not conclude any significant transactions or transactions with a significant effect on the Group's financial position or operating result for the year with related parties.

Note 1.4 contains information on the Group's structure, including details regarding subsidiaries and the Parent Company.

The following table shows the total amount of related party transactions during the period ended June 30, 2025:

H1 2025	Receivables		Payables		Costs		Revenues	
<i>Euro thousands</i>	Fin/Tax	Trade/Other	Fin/Tax	Trade/Other	Fin.	Com.	Fin.	Com.
LARAMA 98 SPA	-	-	-	(231)	-	231	-	-
Casa di Cura Città di Roma spa	-	2,121	-	(3,090)	-	46	-	(96)
AN.RAMA S.p.A.	-	3	-	-	-	-	-	-
Mariano Garofalo	-	-	-	(2)	-	48	-	-
Lorena Paolucci	-	-	-	(19)	-	80	-	-
LEDCON srl	-	-	-	-	-	22	-	-

Maria Laura Garofalo	-	-	-	-	-	45	-	-
Alessandro Maria Rinaldi	-	-	-	-	-	45	-	-
Alessandra Rinaldi Garofalo	-	-	-	(2)	-	33	-	-
CASALETTO S.r.l.	-	-	-	(5)	-	0	-	-
Francesco Rinaldi Garofalo	-	-	-	-	-	12	-	-
Studio Bagnera & Associati	-	-	-	-	-	11	-	-
Aurelia '80 S.p.A.	-	-	-	-	-	11	-	-
ENASARCO Foundation	-	-	-	(41)	-	-	-	(19)
ENPAM Foundation	-	9	-	-	-	4	-	-
Sella Fiduciaria S.p.A.	-	-	-	(4)	-	2	-	-

It should be noted that as of November 2018 GHC has adopted an internal procedure for the precise identification of the Company's related parties. This is designed to identify the principles to which the Company adheres in order to ensure the transparency and substantial and procedural correctness of related party transactions carried out, directly or through subsidiaries.

#### Note 44 Significant events after June 30, 2025

Garofalo Health Care S.p.A. announced on July 18, 2025 that it has been awarded the assets and liabilities of Casa di Cura Città di Roma S.p.A. in liquidation. The transaction allows GHC to achieve – at regime – significant incremental benefits in terms of competitive positioning and marginality outlook through an overall reorganisation of the activities provided by Città di Roma, Aurelia Hospital and European Hospital. Città di Roma, accredited with the Regional Healthcare Service, is equipped with 112 authorised beds, of which 104 accredited, in the specialties of Urology, Gynaecology, Orthopaedics and Traumatology, General Surgery, General Medicine, Ophthalmology, Intensive Dependency Care, Day Surgery and Day Hospital. In 2025 an additional 60 beds (authorised and accredited) are expected to be activated, of which 30 in extensive Dependency Care and 30 in maintenance Dependency Care, which will increase the facility's total equipment to 172 authorised beds (of which 164 accredited). In addition, the facility has 2 haemodialysis rooms with a total of 24 stations and provides specialist and diagnostic outpatient services under both accredited and private regimes. In addition to the above, it should be noted that in August 2025, the construction works began for the realization of the new “Cardiovascular Heart Center” at Aurelia Hospital, which is expected to be completed in approximately 14 months (i.e. in Q4 2026).

#### Note 45 Remuneration of the Board of Directors and Board of Statutory Auditors

The remuneration to members of the Board of Directors of Garofalo Health Care S.p.A. and the companies under its direct or indirect control, in all capacities and forms, during the periods ended June 30, 2025 and June 30, 2024 amounted to Euro 2,107 thousand and Euro 2,395 thousand, respectively.

remuneration accrued to the Board of Statutory Auditors of Garofalo Health Care S.p.A and its direct and indirect subsidiaries for H1 2025 and H1 2024 amounted to Euro 275 thousand and Euro 275 thousand.

#### Note 46 Number of employees

The following table provides a concise comparison of the number of employees by category at June 30, 2025, compared to December 31, 2024.

<i>Employees by category</i>	<i>Number of employees at 30/06/2025</i>	<i>Number of employees at 31/12/2024</i>
Executives	19	16
White-collar	690	678
Doctors	112	104
Technical	311	295
Nurses/auxiliaries	1,553	1,484
Blue-collar	180	131
<b>Total</b>	<b>2,865</b>	<b>2,708</b>

It should be clarified that the figure indicated in the table above refers to the exact number of employees at June 30, 2025.

**Note 47 Information on share-based remuneration plans**

At June 30, 2025, the shares relating to the second cycle of the “2021 - 2023 Performance Share” plan have been allocated.

For further details, reference should be made to paragraph 8 “Other information” - “Remuneration schemes based on financial instruments” in the H1 2025 Directors’ Report.

2024-2026 Performance Share Plan

On March 7, 2024, and on the proposal of the Board of Directors, the Shareholders’ Meeting approved a new long-term incentive plan, the “2024-2026 Performance Share Plan” (the “Performance Share Plan”), reserved for the Chief Executive Officer and the General Manager of the Company, in addition to key personnel of the Company and/or of the Group, as identified at the sole discretion of the Board of Directors, in consideration of the Remuneration Policy and having heard - for members of the BoD - the opinion of the Appointments and Remuneration Committee.

The Performance Share Plan is divided into three three-year cycles: 2024-2026, 2025-2027 and 2026-2028.

The purposes of the Performance Share Plan are:

- to promote the creation of sustainable value for the Company, shareholders and stakeholders, also in accordance with the indications of the Corporate Governance Code;
- guide management towards decisions that pursue the creation of value for the Group over the medium to long term;
- 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 core business development objectives of the Company and the Group.

The free assignment and subsequent delivery of the shares are conditional on the achievement of predetermined performance objectives for each of the three cycles into which the Performance Share Plan is divided.

The following is a summary of the number of rights assigned, of the rights attributable and the relative fair value established by a specially-appointed independent expert.



	number of assigned rights	number of rights granted	Fair value rights granted at the assignment date
Assignment of rights 28/07/2022	277,352	254,470	1,010,248
Assignment of rights 12/09/2023	292,156	266,593	1,146,350
Assignment of rights 12/09/2024	183,040	170,685	861,830

**Note 48 Positions or transactions arising from exceptional and/or unusual transactions**

In accordance with Consob Communication No. DEM/6064293 of July 28, 2006, the company did not undertake any atypical or unusual transactions as set out in the Communication.

Mr. Alessandro Maria Rinaldi

Legal representative

---

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS AT JUNE 30, 2025

---

# Garofalo Health Care S.p.A.

Review report on the interim condensed consolidated  
financial statements as of June 30, 2025

## Review report on the interim condensed consolidated financial statements (Translation from the original Italian text)

To the Shareholders of  
Garofalo Health Care S.p.A.

### Introduction

We have reviewed the accompanying half-yearly condensed consolidated financial statements of Garofalo Health Care S.p.A. and subsidiaries (the Garofalo Health Care Group), which comprise the consolidated balance sheet as of 30 June 2025, the consolidated income statement, the consolidated comprehensive income statement, the statement of changes in consolidated shareholders' equity and consolidated cash flow statement for the six month period then ended, and the related explanatory notes. The Directors are responsible for the preparation of the half-yearly condensed consolidated financial statements in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and adopted by the European Union. Our responsibility is to express a conclusion on the half-yearly condensed consolidated financial statements based on our review.

### Scope of Review

We conducted our review in accordance with the criteria recommended by the Italian Regulatory Commission for Companies and the Stock Exchange ("Consob") for the review of the half-yearly financial statements under Resolution n° 10867 of July 31, 1997. A review of half-yearly condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (ISA Italia) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying half-yearly condensed consolidated financial statements of Garofalo Health Care Group as of 30 June 2025 are not prepared, in all material respects, in accordance with the International Accounting Standard applicable to the interim financial reporting (IAS 34) as issued by the International Accounting Standards Board and adopted by the European Union.

Rome, 11 September 2025

EY S.p.A.

Signed by: Andrea Eronidi, Statutory Auditor

*This report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.*