



“Acquisition of Casa di Cura Malatesta Novello Conference Call”

Wednesday, 23 September, 2026, 4:00PM CET

MODERATORS: Mrs. Maria Laura Garofalo, CEO
Mr. Alessandro Maria Rinaldi, Chairman of the BoD
Mr. Luigi Celentano, Chief Financial Officer
Mr. Riccardo Rossetti, Head of Administration and Reporting and
CEO of GHC Real Estate
Mr. Mimmo Nesi, Investor Relator & Chief Sustainability Officer



OPERATOR: Good morning, this is Chorus Call. Welcome to the presentation on GHC's acquisition of Malatesta Novello.
Please note that there will be an opportunity to ask questions after the initial presentation. I would now like to hand over to Mr. Mimmo Nesi, Investor Relator and Chief Sustainability Officer of GHC Group.
Mr. Nesi, please.

MIMMO NESI: Good afternoon everyone, thank you very much for your time and for being here today.
The company published a press release this morning regarding the acquisition of Casa di Cura Malatesta Novello.
Please note that the call will be conducted in Italian; the English transcript will be published shortly afterwards.
I would like to introduce those here in the room from Rome: the Group's Chief Executive Officer, Mrs. Maria Laura Garofalo; the Chairman of the Board of Directors, Mr. Alessandro Maria Rinaldi; the Group CFO, Mr. Luigi Celentano; the Head of Administration and Reporting, as well as Chief Executive Officer of GHC Real Estate, Mr. Riccardo Rossetti.
I shall now hand over to the Chief Executive Officer for an initial overview of the transaction, after which there will be, of course, time for your questions.

MARIA LAURA GAROFALO: Good evening. You have read the press release, so we are very pleased because it really is a wonderful project – a facility of the very highest standard, including in terms of clinical and care performance. Bear in mind that the National Outcomes Plan (PNE) has rated it as the only accredited private facility in Romagna – out of 231 nationwide – to have achieved a “very high” rating in the musculoskeletal field, specifically spinal surgery, hand microsurgery and hip, knee and shoulder arthroplasty – which are the main activities, and indeed those with the highest margins, that the facility carries out and provides.
In terms of quality, it is an outstanding organisation from an economic and financial performance perspective as well, as it has very high marginality – as you have seen, we have normalised the EBITDA to 7.5 million – and a strong ability to generate cash.
You will also have read that during the due diligence process, despite it being a very well-managed organisation and under control from every perspective, we identified some very significant areas for efficiency improvements, relating in particular to the costs of medical supplies. As I said, they carry out a great deal of orthopaedic work and purchase prostheses at a significantly higher price than ours – from the very same suppliers, no less – so on the prostheses front we expect to recoup at least 500,000 euros.
The same applies to medicines: aligning their price lists with ours will bring a further significant saving of at least 200,000 euros.



We have also identified further areas for efficiency gains, for example in the analysis laboratory, without considering the option – as we have done in all our other facilities – of outsourcing the service, but by reorganising the laboratory's internal staffing; there too, we will achieve significant efficiency gains.

We will also achieve efficiency gains in relation to the remuneration of certain doctors, who are also shareholders and who, of course, were receiving remuneration above market rates. By bringing those remuneration packages back in line with market levels, we will, of course, achieve significant efficiency gains there too.

There are other areas as well; for example, there are savings to be made on legal consultancy fees and so on.

We were also very pleased to have identified these areas, which will obviously boost EBITDA; I expect this to amount to at least 1 million euros, which means that, as is evident, the multiple is no longer 9.2x, but falls by at least one point.

Another key factor that must be taken into account when assessing the price paid is the €10 million in receivables held by the facility, relating to the year 2024, for services provided to non-regional patients – that is, patients from outside the Emilia-Romagna Region – which will be collected in the very early months of 2027. We discussed this matter at length with the sellers, as they wanted to factor it into the price given that payment was imminent, but we eventually managed, with some difficulty, to convince them.

It was a deal that had kept us busy since last spring and, after an initial phase in which it even seemed we had reached an agreement, the deal appeared to have fallen through because, in reality, there were many other competitors involved in this transaction who would have liked to finalise it. Moreover, I understand that some were even offering a higher price than ours.

As has always been the case with all the acquisitions we have completed, the shareholders – who certainly did not need to sell, not least because this has always been a very sound business, consistently paying out substantial dividends – having no succession plan, decided to choose the partner who would best guarantee the continuity of their entrepreneurial legacy. Fortunately, therefore, they came back to us after they approached the market that was very interested, but clearly did not share our own characteristics.

By now, we are known for respecting the company's history; we do not step in and turn things upside down, especially not a company that does not need to be turned upside down. We certainly bring our own values, our efficiency improvements, our better costs, and our development capabilities – linked to the fact that it is very close to our other facilities in Emilia-Romagna – but we certainly do not turn a company that works well on its head.

Until the deal is finalised, the company is still owned by 15 shareholders representing 7 families from the Emilia-Romagna Region. The family heads are quite elderly – the Chairman is ninety years old – but the company has always



been managed with complete autonomy by Mrs. Valentina Valentini, who, fortunately, will remain with us to ensure continuity and further development of this legacy.

I'll stop here and wait for your questions so that I can go into more detail about the transaction.

OPERATOR: This is Chorus Call. We will now begin the Q&A session.
The first question is from Isacco Brambilla, Mediobanca.

ISACCO BRAMBILLA: Good afternoon, everyone. First of all, congratulations on this latest deal, which meets all the criteria of the M&A strategy you've been talking about since the IPO.

I've got three fairly quick questions. The first is about synergies. You've already given us a lot of details on the areas where you expect to see efficiency gains: in terms of timing, can we expect it to take a couple of years – two or three years – to realise this EBITDA?

MARIA LAURA GAROFALO: I intend to implement these synergies as early as 2027. They have already been clearly identified, so we will implement them as early as 2027.

ISACCO BRAMBILLA: OK, all right. The second question: in terms of the business mix, the facility currently generates a significant proportion of its Revenues from the public sector. Could you give us a bit more detail on the opportunities in the private sector, and whether this represents a potential area for growth?

The final question, regarding investments: are there any specific Capex requirements? I read in the press release that some investments have already been made fairly recently, but I was wondering if there are any additional investments, partly to understand how much of the EBITDA can subsequently be converted into cash flow and contribute to reducing Net Financial Position.

MARIA LAURA GAROFALO: As regards synergies, in terms of cost efficiency – which are the ones I have outlined to you – these will be immediate with our suppliers, and I also hope to secure a few months' backdated effect.

As you have rightly pointed out, this facility achieves these figures but has little private sector involvement, despite being a beautiful building. The property is truly beautiful, well-maintained and a real gem; it requires absolutely no further investment, either structurally or technologically. An entire ward has recently been refurbished, so it is a very well-maintained property. Over the years, they have built two further operating theatres to keep pace with ever-increasing demand, and most importantly – because very few facilities in Emilia-Romagna have one – they have established an intensive care unit with six beds.



I would say that it is of fundamental importance, especially once the “Competition Decree” comes into force, because it represents an essential requirement for accreditation. Those who do not have it and are unable to set up an intensive care unit from scratch will fall behind in terms of their potential to be accredited with a more substantial budget.

Regardless of the “Competition Decree”, however, it is now possible to attract and recruit even leading orthopaedic surgeons if there is an intensive care unit within the facility, because prosthetics – or spinal surgery, which now also includes prosthetics, particularly for elderly patients with comorbidities – absolutely requires the presence of an intensive care unit, which therefore represents very high added value for this facility.

Nevertheless, I too have wondered why there is so little private business – that is, essentially, private patients only come for specialist outpatient care. This is partly because Cesena is a very affluent province, and that is certainly an important area for growth. If we manage to grow the private sector, as I believe we will, we will certainly need to consider building a fifth operating theatre. In terms of investment, however, this becomes an investment that generates Revenues – and therefore more EBITDA – so from this perspective, I would not view it as a burden that imposes a cost without delivering a return.

At the moment, the facility is perfect; it’s perhaps one of the most beautiful we have in Emilia-Romagna

OPERATOR: The next question is from Emanuele Gallazzi, Equita.

EMANUELE GALLAZZI: Good afternoon everyone, I’d also like to add my congratulations on the deal, which is indeed very interesting.

Firstly, I’ll start with the fundamentals, setting aside the synergies, because it seems to me that the fundamentals of the facility you’ve acquired are objectively very strong. From my experience – knowing you and the sector – seeing a margin already above 20 per cent for an acute care facility is an excellent result.

You’ve provided some details, but I was wondering if you could give us a bit more insight into this margin – whether it relates to the mix of services provided by the facility.

My second question, however, concerns the synergies. You have explained the cost synergies that can be realised immediately, the potential synergies, or at least the potential business linked to the private sector. I noticed in the press release that you mentioned the possibility of Revenue synergies with Domus Nova as well: perhaps you could provide us with a little more information on this.

The last two, very briefly. I’ve seen that you’ve increased, or are set to increase, the financing facility – the Capex Facility – from 50 to 100 million. If you could



give us some preliminary guidance, I suppose, on the potential cost of the financing – that is, how it differs from the previous arrangement; if I’m not mistaken, there was talk of 190–200 bps above Euribor – some details on this would be helpful.

One final point: there’s always an “appetite” for M&A – do you feel satisfied with this transaction, or are you looking at other potential deals?

MARIA LAURA GAROFALO: As regards margin, yes, such a high margin is linked to the mix of services, because this facility specialises primarily in orthopaedics and, within orthopaedics, carries out spinal surgery, which has a very high DRG.

As for development synergies, these could also benefit Domus. Domus Nova is half an hour’s drive from Malatesta Novello, so there could also be opportunities for Domus Nova to expand. There are professionals who, for example, also provide private care at Domus, which they are not yet able to do entirely within the facility itself – perhaps because there is currently insufficient capacity – so they could also bring private patients to the other site, just as is the case with Hesperia Hospital.

Above all, the Local Health Authority (ASL) to which Domus Nova and Malatesta belong – ASL Romagna – is the largest in the Romagna region and, at this stage, we are becoming the main point of contact for this ASL. When we are discussed as a single entity, naturally, our opportunities will increase.

As far as M&A is concerned, we certainly haven’t had our fill, we never will, and there will never come a time when we say, “now we’ll stop growing”. That’s why we went public, so we’ll carry on doing it, whilst always maintaining financial stability. I’ve seen too many competitors in crisis. I must say that all the major competitors around me are in crisis because they haven’t managed their M&A whilst keeping their sights firmly fixed on maintaining financial stability, which is of fundamental importance. They’ve taken on debt to acquire targets that were themselves distressed.

Ours is a cycle that goes round and round, because we acquire healthy businesses that generate EBITDA and cash flow; in addition to the Real Estate assets for future acquisitions – which are, of course, still on the table – we can also envisage a possible share capital increase in the long term. Fortunately, we’re in a healthy position, so we still have plenty of options at our disposal.

It is true that, upon completion of this transaction, leverage will rise to 3.3x EBITDA, from 2.7x today, but it is also true that this is a temporary phase, a brief interlude that will begin and end, because as early as 2027 we will return to our current leverage ratio, not least because the facility not only generates cash but will also receive the much-mentioned €10 million I referred to. In addition to ordinary cash generation, these funds will have a positive impact on our financial position, so we will return to our current leverage ratio in 2027.



LUIGI CELENTANO: As regards the financing arrangement we mentioned – which we have been working on specifically with this transaction in mind – it essentially involves an amendment to the current loan agreement. The commercial terms and all other conditions set out in the 2024 agreement remain unchanged; what we have amended are the deadlines and the repayment schedule, to bring them into line with the acquisition of Malatesta.

In terms of the spread, the Capex Line, which will increase from 50 million to 100 million, carries a spread of 1.8%, in line with what was already provided for in the agreement; therefore, there is no change in this respect.

OPERATOR: The next question is from Isacco Brambilla, Mediobanca.

ISACCO BRAMBILLA: Thank you. I have two quick follow-up questions. Given that the deal is due to close at the end of October, I was wondering whether we should expect any changes to this year's guidance in terms of Revenues and EBITDA; or whether, as it only covers a couple of months, we can assume the impact will be limited. As for Net Financial Position, if I'm not mistaken, the guidance provided is for leverage to reach around 3.3x – could you please confirm this?

My second question: at a time when leverage is temporarily rising above three times, I was wondering whether we should expect the dividend to be confirmed for next year, or whether it might be temporarily suspended.

LUIGI CELENTANO: Regarding the first question, on guidance, I can confirm that we expect Net Financial Position to reflect a leverage ratio of 3.3x in 2026. We expect to complete the transaction in early October; therefore, assuming a contribution for one quarter, or slightly less, we expect a contribution of around 8 million in Revenues for this part of the year – which we know is not the busiest period, as December is seasonally and naturally a somewhat quieter month; EBITDA in the region of 1.3 million; and a negative impact on the Group's total profit of approximately 2 million, as this transaction, combined with the financing, will result in one-off items in the income statement linked to the transaction costs of the M&A deal and the write-off of the transaction costs associated with the financing arrangement we are about to amend. This second item, incidentally, has a purely accounting impact.

This summarises what we expect in terms of the impact on the Group's results for the final quarter of the year.

Regarding dividends, I believe I can confirm that nothing has changed from what we have done to date; therefore, this transaction in no way compromises the dividend policy we have been implementing for the past two years.



OPERATOR: Mr. Nesi, there are currently no other questions.

MIMMO NESI: Perfect. We'd like to thank you for your time and, as the IR department, we're entirely at your disposal should you have any questions or require any clarification. We hope to hear from you again soon. Many thanks to you all, and have a good afternoon.