



GAROFALO HEALTH CARE S.P.A.

Registered office in Rome - Piazzale delle Belle Arti No. 6
Share Capital Euro 31,570,000
Enrolled at the Company Registration Office of Rome – Tax Code 06103021009
VAT No. 03831150366 Economic & Administrative Index No. RM - 947074

ORDINARY SHAREHOLDERS' MEETING HELD ON 30 APRIL 2021

Summary account of the votes on the items of the agenda pursuant Article 125-quater, paragraph 2, of the Legislative Decree 58/1998

Item 1 of the agenda

1. Financial Statements of Garofalo Health Care S.p.A. at December 31, 2020. 2020 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2020 and of the 2020 Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of December 30, 2016. Resolutions thereon.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

Item 2 of the agenda

2. Allocation of the net profit. Resolutions thereon.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

Item 3 of the agenda

3.1 Resolutions on the Remuneration Policy and Report in accordance with Article 123-ter of Legislative Decree 58/1998 (CFA) and Article 84-quater of Consob Regulation No. 11971/1999 (Issuers' Regulation): binding vote on the remuneration policy for 2021 set out in the first section of the Report. Resolutions thereon;

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

3.2 Resolutions on the Remuneration Policy and Report in accordance with Article 123-ter of Legislative Decree 58/1998 (CFA) and Article 84-quater of Consob Regulation No. 11971/1999 (Issuers' Regulation): consultation on the second section of the report regarding compensation paid in or relating to 2020. Resolutions thereon.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

Item 4 of the agenda

4. Long-term incentive plan "2021-2023 Performance Share Plan". Resolutions thereon

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,672,403	98.446%
Votes Against	0	0.000%
Abstentions	135,000	0.169%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

Item 5 of the agenda

5. Authorisation to purchase and dispose of treasury shares (buyback) pursuant to and for the purposes of Articles 2357 et seq. of the Civil Code, 132 of the CFA, 73 and 144-bis of the Issuers' Regulations, 5 of EU Regulation no. 596/2014 (MAR), 3 and 4 of Delegated Regulation (EU) no. 2016/1052. Resolutions thereon.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

Item 6 of the agenda

6.1 Appointment of the Board of Directors: Number of Board members.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	79,192,403	99.097%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	657,000	0.822%
Total	79,914,403	100.000%

6.2 Appointment of the Board of Directors: Duration of office of the appointed Board of Directors.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	79,192,403	99.097%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	657,000	0.822%
Total	79,914,403	100.000%

6.3 Appointment of the Board of Directors: Appointment of the Board of Directors.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for List 1	71,489,553	89.458%
Votes for List 2	8,424,850	10.542%
Abstentions	0	0.000%
Votes Against	0	0.000%
Non-voters	0	0.000%
Total	79,914,403	100.000%

The Board of Directors is the following

1. Alessandro Maria Rinaldi
2. Maria Laura Garofalo
3. Alessandra Rinaldi Garofalo
4. Claudia Garofalo
5. Giuseppe Giannasio
6. Guido Dalla Rosa Prati
7. Javier de La Rica
8. Federico Ferro-Luzzi
9. Nicoletta Mincato
10. Giancarla Branda
11. Franca Brusco*

*Franca Brusco has been drawn from List no. 2, submitted by a group of minority shareholders owning 5.24086% of GHC's share capital and voted by 10.542% of the voting rights represented at the Shareholders' Meeting; whereas the remain have been drawn from List no. 1, submitted by the majority shareholders Larama98 S.p.A.,

Maria Laura Garofalo and An.Rama S.p.A., owners of a total stake of 64.3% of GHC's share capital and voted by 89.458% of the voting rights represented at the Shareholders' Meeting.

6.4 Appointment of the Board of Directors: Appointment of the Chairman of the Board of Directors.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98.533%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	1,107,000	1.385%
Total	79,914,403	100.000%

6.5 Appointment of the Board of Directors: Establishment of the remuneration of the members of the Board of Directors. Resolutions thereon

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	78,742,403	98,533%
Votes Against	0	0,000%
Abstentions	65,000	0,081%
Non-voters	1.107.000	1,385%
Total	79.914.403	100,000%

Item 7 of the agenda

7.1 Appointment of the Board of Statutory Auditors: Appointment of the Statutory Auditors and Alternate Auditors

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for List 1	71,489,553	89.458%
Votes for List 2	8,354,850	10.455%
Abstentions	70,000	0.088%
Votes Against	0	0.000%
Non-voters	0	0.000%
Total	79,914,403	100.000%

The Board of Statutory Auditors is the following:

Statutory Auditors

–Sonia Peron, elected from List no. 2, submitted by a group of minority shareholders and voted by 10.455% of the voting rights represented at the Shareholders' Meeting;
–Alessandro Musaiò and Francesca di Donato, elected from List no. 1, submitted by the majority shareholders Larama98 S.p.A., Maria Laura Garofalo and An.Rama S.p.A. and voted by 89.458% of the voting rights represented at the Shareholders' Meeting

Alternate Auditors

–Andrea Bonelli and Marco Salvatore, elected from the Majority and Minority List respectively.

7.2 Appointment of the Board of Statutory Auditors: Appointment of the Chairperson of the Board of Statutory Auditors.

No vote was taken on point 7.2, inherent in the election of the President of the Board of Statutory Auditors, since, having been presented more than one list of candidates, pursuant to art. 148, paragraph 2-bis, of the TUF and art. 35 of the Articles of Association, the Chairmanship of the Board of Statutory Auditors belongs to the Statutory Minority Auditor.

7.3 Appointment of the Board of Statutory Auditors: Establishment of the relative remuneration. Resolutions thereon.

Shares present at the meeting at the opening of vote no. 77,969,003 equal to 86.440% of the no. 90,200,000 shares with voting rights constituting the share capital, corresponding to no. 79,914,403 voting rights equal to 86.726% of the total voting rights.

The voting result was the following:

Vote result

	n° of Votes	% participants in the vote
Votes for	79,192,403	99.097%
Votes Against	0	0.000%
Abstentions	65,000	0.081%
Non-voters	657,000	0.822%
Total	79,914,403	100.000%