

GAROFALO HEALTH CARE S.p.A.

PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article **135-novies** of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24th April 2020 no. 27 and as extended by effect of paragraph 6 of art. 3, D.L. 183/2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

Declaration of the Appointed Representative - Spafid declares that it has no own interest in the proposed resolutions being voted upon. However, in view of (i) the contractual relations existing between SPAFID and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold participations in the Company on behalf of its customers, on a fiduciary basis, in relation to which it will exercise the right to vote at the Shareholders' Meeting on the basis of specific instructions issued by the fiduciaries in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Spafid expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Spafid will not vote for such items.

With reference to the Ordinary General Meeting of **GAROFALO HEALTH CARE S.p.A.** (hereinafter the "Company" or "Garofalo Health Care" or "GHC") to be held on **30 April 2021, at 11:00 a.m., in single call**, at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, as set forth in the notice of the shareholders' meeting published on the Company's website at www.garofalohealthcare.com, in the "Governance /Shareholders' Meeting" section and, in abridged form, in the Italian daily newspaper "Il Sole 24 Ore" on 19 March 2021 and having regard to the Reports on the items on the Agenda made available by the Company (§)

Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.

PROXY FORM

Complete with the information requested at the bottom of the form (§)

I, the undersigned (*party signing the proxy*)

(Name and Surname) (*)

Born in (*)

On (*)

Tax identification code or other identification if foreign (*)

Resident in (*)

Address (*)

Phone No. (**)

Email (**)

Valid ID document (type) (*)
(to be enclosed as a copy)

Issued by (*)

No. (*)

(§) The Company will process the personal data in accordance with the attached information (*)
Mandatory. (**) It is recommended to fill.

Società per Amministrazioni Fiduciarie SPAFID S.p.A.

GAROFALO HEALTH CARE S.p.A.

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VOTING INSTRUCTIONS

intended for the Appointed Representative only - Tick the relevant boxes

The undersigned (3) *(Personal details)*

(indicate the holder of the right to vote only if different - name and surname / denomination)

Hereby appoints Spafid to vote in accordance with the voting instructions given below at Ordinary General Meeting of Garofalo Health Care, to be held on **30 April 2021, at 11:00 a.m., in single call**, at d at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6.

RESOLUTIONS SUBJECT TO VOTING

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.

Proposal of the Board of Directors

Tick only one box **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour:

Against

Abstain

2. Allocation of the net profit. Resolutions thereon.

Proposal of the Board of Directors

Tick only one box **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions *(express preference)*

confirms the instructions

revokes the instructions

In Favour:

Against

Abstain

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3. 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):

3.1 binding vote on the remuneration policy for 2021 set out in the first section of the Report. Resolutions thereon;

Proposal of the Board of Directors Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting
Tick only one box

<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour: _____	<input checked="" type="checkbox"/> Against	<input type="checkbox"/> Abstain
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3.2 consultation on the second section of the report regarding compensation paid in or relating to 2020. Resolutions thereon.

Proposal of the Board of Directors Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting
Tick only one box

<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour: _____	<input checked="" type="checkbox"/> Against	<input type="checkbox"/> Abstain
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4. Long-term incentive plan "2021-2023 Performance Share Plan". Resolutions thereon.

Proposal of the Board of Directors Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting (5)
Tick only one box

<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	<input type="checkbox"/> In Favour: _____	<input checked="" type="checkbox"/> Against	<input type="checkbox"/> Abstain
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GAROFALO HEALTH CARE S.p.A.

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5. Authorisation to purchase and dispose of treasury shares (buy back) 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.

Proposal of the Board of Directors

Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (express preference)

confirms the instructions revokes the instructions In Favour: _____ Against Abstain

6. Appointment of the Board of Directors:

6.1 Establishment of the number of Board members. Resolutions thereon.

Proposal of the Board of Directors

Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (express preference)

confirms the instructions revokes the instructions In Favour: _____ Against Abstain

6.2 Duration of office of the appointed Board of Directors. Resolutions thereon.

Proposal of the Board of Directors

Tick only one box In Favour Against Abstain

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (express preference)

confirms the instructions revokes the instructions In Favour: _____ Against Abstain

GAROFALO HEALTH CARE S.p.A.

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6.3. Appointment of the Board of Directors. Resolutions thereon.

Indicate the number of the chosen list or against / abstained with reference to all the lists

List No. 1 submitted by the majority shareholders Larama98 S.p.A., Maria Laura Garofalo, An.Rama S.p.A.

Tick only one box

List No. 1 **List No. 2** **Against** **Abstain**

List No. 2 submitted by a group of minority shareholders

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour:** _____ **Against** **Abstain**

6.4. Appointment of the Chairman of the Board of Directors. Resolutions thereon.

Vote on the Proposal contained in List 1 submitted by the majority shareholders Larama98 S.p.A., Maria Laura Garofalo, An.Rama S.p.A.

Tick only one box

In Favour **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour:** _____ **Against** **Abstain**

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

Proposal of the Board of Directors

Tick only one box

In Favour **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting

Tick only one box

Modify the instructions (*express preference*)

confirms the instructions **revokes the instructions** **In Favour:** _____ **Against** **Abstain**

GAROFALO HEALTH CARE S.p.A.

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7. Appointment of the Board of Statutory Auditors:

7.1 Appointment of the Statutory Auditors and Alternate Auditors. Resolutions thereon.

Indicate the number of the chosen list or against / abstained with reference to all the lists

List No. 1 submitted by the majority shareholders Larama98 S.p.A., Maria Laura Garofalo, An.Rama S.p.A. *Tick only one box* **List No. 1** **List No. 2** **Against** **Abstain**

List No. 2 submitted by a group of minority shareholders

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting
Tick only one box

confirms the instructions **revokes the instructions** **In Favour:** _____ **Against** **Abstain**

Modify the instructions (express preference)

7.2 Appointment of the Chairperson of the Board of Statutory Auditors. Resolutions thereon.

Item not put to the vote: pursuant to Article 35 of the Articles of Association, the Chairman of the Board of Statutory Auditors is the standing auditor taken from the Minority List.

7.3 Establishment of the relative remuneration. Resolutions thereon.

Proposal of the Board of Directors *Tick only one box* **In Favour** **Against** **Abstain**

If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting
Tick only one box

confirms the instructions **revokes the instructions** **In Favour:** _____ **Against** **Abstain**

Modify the instructions (express preference)

 _____
*(Place and Date) **

*(Signature) **

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DIRECTORS' LIABILITY ACTION

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

Tick only one box

In Favour

Against

Abstain



_____ *(Place and Date) **

_____ *(Signature) **

GAROFALO HEALTH CARE S.p.A.

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INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (subject line "Proxy for GHC 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for GHC 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: "Proxy for GHC 2021 Shareholders' Meeting")

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address confidential@spafid.it or by phone at the following telephone numbers (+39) 02.80687319 – 02.80687335 (during open office hours from 9:00 a.m. to 5:00 p.m.).

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INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA

Pursuant to Regulation EU 2016/679 (hereinafter "**GDPR Regulation**" or "**GDPR**") and current national legislation on data protection (hereinafter, together with GDPR, "**Privacy Legislation**"), Spafid S.p.A. with registered office in Milan, Via Filodrammatici 10 (hereinafter the "**Company**" or "**the Controller**") as data controller, is required to an information notice on the use of personal data.

a) Purpose of the processing and why your personal data is required

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the execution of contractual obligations, arising from the mandate conferred by the Delegator (or his representative) to the Appointed Representative, concerning representation at the Shareholders' Meeting and the expression of the vote; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

b) Legal ground

Legal ground is compliance with laws, execution of contractual obligations or express consent of the data subject.

c) Processing logics

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

d) Categories of data processed

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

e) Communication and dissemination of data

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) the Issuer of financial instruments in relation to which proxy is conferred, for the fulfilments inherent to representation in the shareholders' meeting and the expression of the vote, the recording and updating of the shareholders' register; c) other subjects, in fulfilment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at www.spafid.it - "Privacy" section.

Your personal data might be transmitted outside the European Union only following an adequacy decision by the European Commission or in presence of adequate safeguards under Privacy Regulation (including binding corporate rules and standard data protection clauses).

Personal data processed by the Company are not subject to dissemination.

f) Data retention

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they were processed, therefore taking into account:

- the need to continue to retain personal data collected for the purpose of offering the services agreed with the user or protecting the legitimate interest of the Controller, as described in the abovementioned purposes,
- the existence of specific regulatory or contractual obligations that require data processing and retention for specific periods of time. The Company adopts reasonable measures to guarantee that incorrect personal data are corrected or deleted.

g) Rights of the data subject

Data subjects have the right at any time to obtain from the Controller confirmation as to whether personal data concerning him or her are being processed, and to know the content and source, verify their accuracy or request their integration or update, or correction (artt. 15 and 16 of GDPR).

Moreover, data subjects have the right to request erasure, restriction of processing, withdrawal of consent, data portability and to complain with the supervisory authority and to oppose themselves in any case, on legitimate grounds, to their processing (art. 17 et seq. of GDPR). These rights may be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: privacy_emittenti@spafid.it. The Controller, directly or through designated units, shall process your request and provide you, without undue delay, with the information on the action taken in respect of your request.

h) Controller and Data Protection Officer

The data controller is Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

Società per Amministrazioni Fiduciarie
"SPAFID" S.p.A.

GAROFALO HEALTH CARE S.p.A.

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PROTECTION OF PERSONAL DATA INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to EU Regulation no. 679/2016 (the "**Regulation**") and the national legislation in force regarding the protection of personal data (hereinafter, together with the Regulation, the "**Privacy Policy**"), Garofalo Health Care S.p.A., with registered office in Rome, Piazzale delle Belle Arti no. 6 (the "**Company**"), provides the following information in accordance with the Privacy Policy.

Data Processor

Garofalo Health Care S.p.A., registered office in Rome - Piazzale delle Belle Arti no. 6.

Purposes of processing

Personal data are collected and processed, in compliance with the provisions of the Privacy Policy, for the purposes of verifying the regular constitution of the Shareholder's Meeting, verifying the identity and legitimacy of those present, as well as compliance with further Shareholders' Meeting and company obligations. Failure to provide data may result in exclusion from the Shareholders' Meeting.

Data categories

In relation to the above purposes, the Company processes Personal Data such as, for example purposes only and to be considered exhaustive, personal details (e.g. name, surname, address, date of birth, identity document, tax code).

Legal basis of the processing

Pursuant to Article 6(1)(b) of the Regulation, the legal basis for the processing is fulfilment of the legal obligations with which the Company must comply in order to convene the Shareholders' Meeting.

Means of processing

The processing of personal data for the purposes described above will be carried out mainly by automated methods and with the help of computerised and telematic tools, as well as by filing paper copies, in order to guarantee that the principles and security measures imposed by the Privacy Law are respected.

Data Storage

The personal data provided will be kept, together with the documents produced during the Shareholders' Meeting, in compliance with the principles of proportionality and necessity, in a form that allows the identification of the data subjects for a period of time not exceeding the achievement of the purposes for which they are processed. Audio recordings used for the sole purpose of facilitating the subsequent minutes of the meeting will be destroyed once the minutes have been completed.

Further information is available from the Data Processor.

Recipients and disclosure of personal data

Your personal information may be shared with:

- a) the subjects required to ensure fulfilment of legal and/or regulatory obligations and/or those deriving from EU Regulations (considering that the Company is listed on a regulated market and therefore subject to additional disclosure requirements and obligations);
- b) the persons in charge/users authorised to process company administration, as well as to the administrative and control bodies of the Company; persons authorised by the Company to process personal data in order to carry out activities strictly related to their purposes

Your personal data will not be transferred outside the European Economic Area.

Rights of the Data Subject

Pursuant to Articles 15 et seq. of the Regulation, you have the right to request from the Company, at any time, access to your personal data, correction or deletion of said data, or to object to their processing in the cases provided for in Article 21 of the Regulation. You have the right to request the limitation of processing in the cases provided for in Article 18 of the Regulation, as well as to obtain in a structured, commonly used and machine-readable format data concerning you, in those cases provided for in Article 20 of the Regulation. Requests must be addressed in writing to the Data Processor at its offices in Rome, Piazzale delle Belle Arti 6. You may at any time lodge a complaint with the competent Control Authority (Guarantor for the Protection of Personal Data), pursuant to Article 77 of the Regulation. Garofalo Health Care S.p.A. has appointed a Data Protection Officer, who may be contacted at dpo@garofalohealthcare.com.