

## GAROFALO HEALTH CARE S.p.A.

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended, lastly, by effect of art. 11, paragraph 2 Law 5 March 2024 no. 21.

In accordance with Article 106, paragraph 4, of the Decreto Cura Italia, 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 CFA. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of CFA, as an exception to Article 135-undecies, paragraph 4, of CFA, by signing this proxy form.

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, 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 CFA, Monte Titoli 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, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**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 of CFA, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary and Extraordinary General Meeting of **GAROFALO HEALTH CARE S.p.A.** (hereinafter the "**Company**") to be held at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, 29 April 2024, at 10:00 a.m., on single call, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.garofalohealthcare.com](http://www.garofalohealthcare.com), "Governance/Shareholders' Meeting" section, on 20 March 2024, and, in abridged form, in the Italian daily newspaper "Milano Finanza" and having regard to the Reports on the items on the Agenda made available by the Company(§) with this

### PROXY FORM (Part 1 of 2)

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

|  |                        |   |
|--|------------------------|---|
| <b>I, the undersigned</b> ( <i>party signing the proxy</i> ) | (Name and Surname) (*) |   |
| Born in (*)  | On (*)                 | <b>Tax identification code or other identification if foreign (*)</b> |
| Resident in (*)  | Address (*)            |   |
| Phone No. (**)   | Email (**)             |   |
| Valid ID document (type) (*)<br>(to be enclosed as a copy)   | Issued by (*)          | No. (*)   |

(§) The Company will process the personal data in accordance with the information attached.

(\*) Mandatory. (\*\*) It is recommended to fill.

MONTE TITOLI S.p.A.

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

|  |                                     |  |
|--|-------------------------------------|--|
| (complete only if the shareholder is different from the proxy signatory) | Name Surname / Denomination (*)     |  |
|  | Born in (*)                         | On (*) <span style="float: right;">Tax identification code or other identification if foreign (*)</span> |
|  | Registered office / Resident in (*) |  |

**Related to**

|   |   |
|---|---|
| <b>No. (*)</b> _____ <b>ordinary shares ISIN IT0005345233</b>     | Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____<br>referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____<br>Supplied by the intermediary: _____ |
| <b>n. (*)</b> _____ <b>multiple vote shares ISIN IT0005345266</b> | Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____<br>referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____<br>Supplied by the intermediary: _____ |

**DELEGATES/SUB DELEGATES MONTE TITOLI S.P.A.** with registered office in Milan Piazza degli Affari 6, 20123 Tax Code and number of enrollment in the Register of Companies of Milan 00717010151, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy** *(Personal details)* \_\_\_\_\_

*(indicate the holder of the right to vote only if different from the signatory of this proxy - name and surname of then natura person or denomination of the legal person)*

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of GAROFALO HEALTH CARE to be held in at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, on 29 April 2024, at 10:00 a.m., on single call.

**RESOLUTIONS SUBJECT TO VOTING**

**Ordinary Part**

**1. Financial Statements of Garofalo Health Care S.p.A. as of December 31, 2023. 2023 Report of the Board of Directors. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements as of December 31, 2023 and of the 2023 Consolidated Non-Financial Statement pursuant to Legislative Decree No. 254 of December 30, 2016 and Regulation (EU) No. 2020/852 of June 18, 2020. Resolutions thereon.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*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.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

**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 at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**3. Resolutions on the "Report on the Remuneration Policy and remuneration paid" in accordance with Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (CFA) and Article 84-quater of Consob Regulation No. 11971/1999 (Regulation implementing CFA, concerning the discipline of issuers):**

**3.1 binding vote on the remuneration policy for 2024 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 at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**3.2. non-binding vote on the second section of the Report regarding remuneration paid in, or relating to, 2023. Resolutions thereon.**

Proposal of the Board of Directors

*Tick only one  
box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

**confirms the instructions**       **revokes the instructions**       **In Favour** : \_\_\_\_\_       **Against**       **Abstain**

**4. Long-term incentive plan "2024-2026 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 at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**       **revokes the instructions**       **In Favour** : \_\_\_\_\_       **Against**       **Abstain**

**5. Authorisation to purchase and dispose of treasury shares (buyback) as per and for the purposes of Articles 2357 and subsequent of the Civil Code, 132 of Legislative Decree No. 58 of February 24, 1998 (CFA), 144-bis of Consob Regulation No. 11971/1999 (Issuers' Regulation), 5 of EU Regulation No. 596/2014 (MAR), 3 and 4 of Commission Delegated Regulation (EU) No. 2016/1052, following revocation - for the part not executed - of the previous authorisation to purchase and dispose of treasury shares. Resolutions thereon.**

Proposal of the Board of Directors

*Tick only one box*

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

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*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.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

**6. Appointment of the Board of Directors:**

**6.1. establishment of the number of the Board members;**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**6.2. establishment of the duration of office of the appointed Board of Directors;**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**6.3. appointment of the Board of Directors;**

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

**List No. 1** submitted by the majority shareholders Larama 98 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

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**6.4. appointment of the Chairperson of the Board of Directors;**

Vote on the proposal contained in **List 1** submitted by the majority shareholders Larama 98 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 at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**6.5. determination of the remuneration of the members of the Board of Directors;**

Proposal of the Board of Directors

*Tick only one  
box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*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.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

**7. Appointment of the Board of Statutory Auditors:**

**7.1 appointment of the Statutory Auditors and Alternate Auditors;**

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

**List No. 1** submitted by the majority shareholders Larama 98 S.p.A., Maria Laura Garofalo, An.Rama S.p.A.

*Tick only one box*

**List No. 1**

**Against**

**Abstain**

**List No. 2**

**List No. 2** submitted by a group of minority shareholders

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

**7.2 appointment of the Chairperson of the Board of Statutory Auditors;**

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

**7.3 determination of the relative remuneration.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

## Extraordinary Part

### 1. Amendments to Articles 15, 19, 30 and 36 of the By-Laws. Resolutions thereon.

Proposal of the Board of Directors

*Tick only one  
box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**



\_\_\_\_\_  
(Place and Date) \*

\_\_\_\_\_  
(Signature) \*

**GAROFALO HEALTH CARE S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 24 FEBRUARY 1998 no. 58 ("CFA")

**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) \**

**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 of CFA)**

- 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).

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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 [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for GHC April 2024 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: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for GHC April 2024 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for GHC April 2024 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 CFA 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 Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m.

