



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 and extraordinary shareholders' meeting –
29th of April 2024**

**Summary account of the votes on the items of agenda pursuant to
article 125-quarter, paragraph 2, of Legislative Decree No. 58 of
February 24, 1998**

Item 1 - Ordinary part.

Financial Statements of Garofalo Health Care S.p.A. at December 31, 2023. 2023 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at 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.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 2 - Ordinary part.

Allocation of the net profit. Resolutions thereon.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting right

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The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 3.1 - Ordinary part.

Resolutions on the Remuneration Policy and Report 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 (Issuers' Regulation): binding vote on the remuneration policy for 2024 set out in Section I of the Report. Resolutions thereon

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	80.237.365	97,918%
Against	1.706.447	2,082%
Abstain	0	0,000%
Not voter	0	0,000%

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Total	81.943.812	100%
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Item 3.2 - Ordinary part.

Resolutions on the Remuneration Policy and Report 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 (Issuers' Regulation): consultation on the Section II of the Report regarding remuneration paid in or relating to 2023. Resolutions thereon.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	80.577.365	98,332%
Against	1.366.447	1,668%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 4 - Ordinary part.

Long-term incentive plan “2024-2026 Performance Share Plan”. Resolutions thereon.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote

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In Favour	81.435.175	99,379%
Against	508.637	0,621%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 5 - Ordinary part.

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 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.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 6.1 - Ordinary part.

Appointment of the Board of Directors: establishment of the number of members of the Board of Directors.

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Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 6.2 - Ordinary part.

Appointment of the Board of Directors: establishment of the duration of office of the appointed Board of Directors.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.932.426	99,986%
Against	11.386	0,014%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

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Item 6.3 - Ordinary part.

Appointment of the Board of Directors: appointment of the Board of Directors.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
List 1	72.598.517	88,595%
List 2	9.345.295	11,405%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%

Item 6.4 - Ordinary part.

Appointment of the Board of Directors: appointment of the Chairperson of the Board of Directors.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	79.840.833	97,434%

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Against	0	0,000%
Abstain	2.102.979	2,566%
Not voter	0	0,000%
Total	81.943.812	100%

Item 6.5 - Ordinary part.

Appointment of the Board of Directors: determination of the remuneration of the members of the Board of Directors.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 7.1 - Ordinary part.

Appointment of the Board of Statutory Auditors: appointment of the Statutory Auditors and Alternate Auditors.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

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	no. voting rights	% over rights taking part of the vote
List 1	72.595.483	88,592%
List 2	9.346.692	11,406%
Against	0	0,000%
Abstain	0	0,000%
Not voter	1.637	0,002%

Item 7.3 - Ordinary part.

Appointment of the Board of Statutory Auditors: determination of the relative remuneration.

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	81.943.812	100,000%
Against	0	0,000%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%

Item 1 - Extraordinary part.

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

Shares present at the meeting when the vote was opened no. 80.270.812 equal to 88,992% of the no. 90.200.000 shares making up the share capital. corresponds to no.81.943.812 voting rights equal to 89,192% of 91.873.000 total voting rights

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The voting result was the following:

	no. voting rights	% over rights taking part of the vote
In Favour	76.233.850	93,032%
Against	5.709.962	6,968%
Abstain	0	0,000%
Not voter	0	0,000%
Total	81.943.812	100%