

**GAROFALO HEALTH CARE S.p.A.**  
**DESIGNATED AGENT PROXY/SUB-PROXY FORM FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**in accordance with article 135-novies of Legislative Decree No. 58/1998**

**As allowed by Article 106, paragraph 4 of Decree Law No. 18 of March 17, 2020, participation in the Shareholders' Meeting by those who have the right to vote is allowed exclusively through the Designated Agent pursuant to Article 135-undecies of Legislative Decree no. 58/98. Pursuant to the aforementioned Decree, said Designated Agent may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("CFA"), as an exception to Article 135-undecies, paragraph 4 of the CFA, through signature of this proxy form.**

With reference to the **Ordinary Shareholders' Meeting of GAROFALO HEALTH CARE S.p.A.** called at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, in single call, on **April 29, 2020 at 11 AM**, according to the terms and conditions contained in the call notice published on March 30, 2020 on the company's website (www.garofalohealthcare.com in the *Governance /Shareholders' Meeting* section), and having read the documentation made available by the Company (§)

**with this form**

<b>the undersigned</b> (signature of party granting proxy):		Name(*)	Surname*
Born in (*)	On (*)	Tax number or other identifier if non-Italian (*)	
resident in (*)	Street address (*)		
Telephone (*)	E-mail (**)		
Valid identity document - type (*) (attach copy)	Issued on (*)	Number (*)	
<b>in the capacity of (tick the relevant box)</b>			
<input type="checkbox"/> proxy or attorney with power to sub-delegate <input type="checkbox"/> legal representative (documentation proving representative powers to be attached) <input type="checkbox"/> shareholder with voting rights <input type="checkbox"/> secured creditor <input type="checkbox"/> taker in - <input type="checkbox"/> beneficial owner <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify) .....			
Holder of the shares (if differing)	Name Surname/Name (*)		
	Born in (*)	On (*)	Tax number or other identifier if non-Italian (*)
	Registered office/Resident in (*)		
<b>concerning</b>			
<b>No. _____ of GAROFALO HEALTH CARE S.P.A shares</b>  ISIN IT _____		Registered in securities account <b>(1)</b> No. _____ at Filing intermediary ABI CAB	
as per communication (pursuant to Article 83-sexies of Legislative Decree no. 58/1998) <b>(2)</b> No. _____		prepared by the intermediary:	

**Delegate/sub-delegate Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid")**, with registered office in Milan, Tax Code n. 00717010151, to participate in and represent him/her at the Shareholders' Meeting. The undersigned also declares that his/her right to vote will be exercised by the proxy/sub-proxy in accordance with the specific voting instructions given by the undersigned principal.

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

\_\_\_\_\_  
 (Signature of principal)

By signing this proxy/sub-proxy, the undersigned undertakes to notify Spafid by sending the original or a copy of the original, certifying the conformity of the document to the original which will be communicated to the Company.

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

\_\_\_\_\_  
 (Signature of principal)

Spafid confirms that it has no interest in the proposed resolutions to be voted upon. Considering the contractual relations between Spafid and the Company, and in particular considering the technical assistance to the Shareholders' Meeting and accessory services, to avoid any possible disputes concerning conflicts of interest as per Article 135-decies, paragraph 2, letter f) of Legislative Decree No. 58/1998, Spafid expressly declares that, where circumstances arise that are unknown at the time of issuing the proxy and cannot be communicated to the principal, or in the case of amendment or supplementation of the proposals presented to the Shareholders' Meeting, it shall not express a vote differing from that indicated in the instructions. Where the principal has not supplied specific instructions for said circumstances by completing an appropriate form, the voting instructions set out in the first section will be followed to the fullest extent possible. Where it is not possible to vote according to the instructions provided, Spafid will abstain from voting on the subject in question. If there are no voting instructions on some of the items on the agenda, Spafid will express no vote on those items.

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

(\*) Obligatory

(\*\*) Please complete to enable the principal to be assisted in the best possible way.

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<b>VOTING INSTRUCTIONS</b> <i>(for the proxy only – tick the relevant box)</i>	
The undersigned signatory of this proxy (3) <i>(personal details)</i>	Delegates/sub-delegates Spafid to vote according to the following instructions at the Ordinary Shareholders' Meeting of <b>GAROFALO HEALTH CARE S.p.A.</b> called to meet at the Company's registered office in Rome, Piazzale delle Belle Arti No. 6, in single call, on April 29, 2020, at 11 AM

<b>1. Financial Statements of Garofalo Health Care S.p.A. at December 31, 2019. 2019 Directors' Report. Report of the Board of Statutory Auditors and of the Independent Audit Firm. Presentation of the Consolidated Financial Statements at December 31, 2019 and of the 2019 Consolidated Non-Financial Report pursuant to Legislative Decree No. 254 of December 30, 2016. Resolutions thereon.</b>			
Board of Directors proposal	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting			
<input type="checkbox"/> <b>confirm the instructions</b>	<b>modify the instructions (<u>specify preference</u>)</b>		
<input type="checkbox"/> <b>revoke the instructions</b>	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstaining		

<b>2. Allocation of the net profit for the year; resolutions thereon.</b>			
Board of Directors proposal	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting			
<input type="checkbox"/> <b>confirm the instructions</b>	<b>modify the instructions (<u>specify preference</u>)</b>		
<input type="checkbox"/> <b>revoke the instructions</b>	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstaining		

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<b>3. Appointment of three members of the Board of Directors in accordance with Article 2386 of the Civil Code and allocation of the relative remuneration; resolutions thereon.</b>			
Board of Directors proposal	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
Candidacy for member of the Board of Directors pursuant to Article 126-bis of the CFA proposed by a shareholder group (institutional investors)	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting			
<input type="checkbox"/> <b>confirm the instructions</b>	<b>modify the instructions (<u>specify preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstaining		
<input type="checkbox"/> <b>revoke the instructions</b>			

<b>4. Approval of the Report on the remuneration policy and report as per Article 123-ter of the CFA:</b>
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<b>binding motion on Section I regarding the remuneration policy, drawn up as per Article 123-ter, paragraph 3 of Legislative Decree No. 58 of February 24, 1998;</b>			
Board of Directors proposal	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting			
<input type="checkbox"/> <b>confirm the instructions</b>	<b>modify the instructions (<u>specify preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstaining		
<input type="checkbox"/> <b>revoke the instructions</b>			

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<b>non-binding motion on Section II regarding compensation paid, drawn up as per Article 123-ter, paragraph 4 of Legislative Decree No. 58 of February 24, 1998.</b>			
Board of Directors proposal	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
Proposal to the Shareholders' Meeting (where presented by holder of voting shares and published by the issuer) (proposed by) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining
In the event of unforeseen circumstances, or amendments or integrations to the resolutions put to the Shareholders' Meeting			
<input type="checkbox"/> <b>confirm the instructions</b>	<b>modify the instructions (<u>specify preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstaining		
<input type="checkbox"/> <b>revoke the instructions</b>			

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

\_\_\_\_\_  
 (Signature of principal)

<b>RESPONSIBILITY ACTION</b>		
<b>In the case of voting on the responsibility action proposed in accordance with Article 2393, paragraph 2 of the civil code by shareholders on the approval of the financial statements, the undersigned appoints the Designated Agent to vote as follows:</b>		
<input type="checkbox"/> in favour	<input type="checkbox"/> against	<input type="checkbox"/> abstaining

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

\_\_\_\_\_  
 (Signature of principal)

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**INSTRUCTIONS FOR COMPILATION AND SENDING  
OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

**The vote-holder must request the depositary intermediary to issue the communication for participation at the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree 58/1998)**

- The proxy must be dated and signed by the principal.
- Representation may only be granted for individual Meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be signed by all the co-owners.

1. Specify number of shares held and name of custodian intermediary Found on the account statement provided by the intermediary
2. Specify the number of the Communication for Participation in the Shareholders' Meeting. This will be provided by the custodian intermediary upon request of the vote-holder.
3. Provide the name and surname of the signatory of the Proxy Form and the voting instructions.

**Sending method**

The proxy and related voting instructions must be received together with:

- a copy of a valid identity document of the principal or
- where the principal is a legal person, a copy of a valid identity document of the *pro tempore* legal representative or another party with appropriate powers, together with documentation in proof of such status and powers,

through the following alternative means:

- (i) delivery to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (with the subject "Proxy - GHC 2020 Shareholders' Meeting") of an electronically reproduced copy (PDF) from the principal's certified electronic mailbox or, failing that, from the mailbox of the computer document signed with a qualified electronic or digital signature;
- (ii) in original, by courier or registered mail to the address Spafid S.p.A., Foro Buonaparte n. 10, Milan 20121 (Ref. "Proxy - GHC 2020 Shareholders' Meeting") in advance of a copy reproduced electronically (PDF) by ordinary e-mail to the following address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (with the subject "Proxy - GHC 2020 Shareholders' Meeting"). In such a case, Spafid S.p.A. will accept an electronic copy of the proxy (PDF) only where the principal has declared the consistency of the copy with the original as per page 1.

**The proxy must be received no later than 6PM on the day before the date of the Meeting (and in any case before the beginning of the Meeting). The proxy as per Article 135-novies of Legislative Decree no. 58/1998 and voting instructions are revocable within the above terms.**

For any further clarifications or information please contact Spafid S.p.A. by e-mail at the address [confidential@spafid.it](mailto:confidential@spafid.it) or by telephone (+39) 02 80687331 or (+39) 0280687319 between 9 AM and 5 PM on working days.

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**PERSONAL DATA PROTECTION**  
**DISCLOSURE AS PER. ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679**

We recall that, in accordance with Articles 13 and 14 of Regulation EC 2016/679 and the applicable domestic personal data protection regulation, the data contained in the proxy form will be processed by Spafid S.p.A. - data processor - for the execution of the requirements concerning representation at the Shareholders' Meeting and for voting on behalf of the party conferring proxy to Spafid as the Designated Agent, in accordance with the instructions communicated, and for the fulfilment of the legal, regulatory and EU obligations or of the provisions of the Authority or Supervisory Bodies.

The legal basis concerns the fulfilment of the obligations of law (Article 2370 of the Civil Code and subsequent) and the related and consequent obligations.

This data may be shared with employees and partners of Spafid S.p.A. specifically authorised to process such data or those employed by such parties/authorised staff for the above-indicated purposes: this data can be relayed or communicated to specific parties, including Spafid's group companies, to fulfil a legal obligation, regulation or EU provision or legally binding provisions issued by the Authority or the Supervisory or Control Boards, in addition to purposes strictly related and instrumental to the execution of the contractual obligations regarding representation at the Shareholders' Meeting and the expression of the vote by the party granting proxy to Spafid as the Designated Agent; without the mandatory information indicated, the company may not permit the proxy to attend the Shareholders' Meeting.

The processing of the personal data or of the personal data relating to third parties (e.g. proxies or their replacements) communicated by you (the "Personal Data") shall take place, in compliance with the applicable provisions of the Privacy Regulation, through paper or digital instruments, for purposes strictly related to those indicated and, however, according to means which ensure safety and confidentiality in accordance with the Privacy Regulation.

In relation to the above purposes, Spafid processes Personal Data such as, for example purposes only and to be considered exhaustive, identification details (example name, surname, address, date of birth, identity number, tax number).

The interested party may exercise, at any time, his/her rights to obtain confirmation of the existence or not of personal data concerning him/her, as well as to obtain indications of its content and origin, to verify its accuracy and to request the data be corrected, supplemented or updated (Articles 15 and 16 of the GDPR). In addition, you have the right to request the cancellation, limitation of processing, revocation of consent, portability of data, in addition to the right to lodge a complaint at the control authorities or to oppose in any case, for legitimate reasons, its processing (Article 17 and subsequent of the GDPR).

These rights are exercisable through written communication accompanied by a valid identity document of the interested party, to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The Data Processor is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with registered office in Milan, Via Filodrammatici 10. Spafid has designated as Data Protection Officer, the Mediobanca Group's Data Protection Officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

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**PRIVACY DISCLOSURE**  
**DISCLOSURE AS PER. ARTICLES 13 AND 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](mailto:dpo@garofalohealthcare.com). Garofalo Health Care S.p.A. has appointed a Data Protection Officer, who may be contacted at [dpo@garofalohealthcare.com](mailto:dpo@garofalohealthcare.com).