



## Press Release

### **GAROFALO HEALTH CARE S.P.A.: SHAREHOLDERS' MEETING 2022 AND BOARD OF DIRECTORS' MOTIONS**

#### **BUY-BACK PLAN LAUNCHED**

#### **ORGANISATIONAL STRUCTURE UPDATED**

**Rome, April 29, 2022** – The Shareholders' Meeting of Garofalo Health Care S.p.A. ("GHC"), listed on the Euronext STAR Milan segment of the Italian Stock Exchange, presided by the Chairperson Alessandro Maria Rinaldi, met today in single call, and passed the following motions.

#### **Statutory financial statements at December 31, 2021 and allocation of the profit for the year**

The Shareholders' Meeting, unanimously, approved the Separate Financial Statements at December 31, 2021 and resolved, on the proposal of the Board of Directors, to allocate the profit for the year, amounting to approx. Euro 1,226 thousand, as follows: approx. Euro 61 thousand to the legal reserve, approx. Euro 12 thousand to the provision as per Article 40 of the By-Laws for scientific and/or charitable purposes, and the remaining portion of approx. Euro 1,153 thousand to "Retained earnings".

The Shareholders' Meeting also reviewed the Consolidated Financial Statements at December 31, 2021, in which the Group reported revenues of Euro 283.7 million, up 34.5% on Euro 210.8 million in 2020, Op. EBITDA Adjusted<sup>(1)</sup> of Euro 53.1 million, up 56.0% on Euro 34.0 million in 2020 and a Net Profit of Euro 18.8 million, increasing approx. 60% on Euro 11.8 million in 2020. At December 31, 2021, the Group's Net Financial Position was Euro 142.4 million, with debt of Euro 183.8 million and liquidity of Euro 41.4 million.

#### **2022 Remuneration Policy and 2021 Report**

The Shareholders' Meeting approved Section I of the 2022 Remuneration Policy and Report, which sets out the guidelines for the Company's remuneration policy for the members of the Board of Directors, the members of the Supervisory Board and the General Manager for the year 2022.

The Shareholders' Meeting also resolved in favour of section II of the aforementioned Report, which sets out the remuneration for the year 2021 individually for the Directors, Statutory Auditors and General Manager, and jointly for the other Senior Executives.

#### **Authorisation to purchase and dispose of treasury shares (buy-back)**

The Shareholders' Meeting, unanimously, approved the proposal for a new buy-back plan, subject to revocation of the previous authorisation approved by the Shareholders' Meeting of April 30, 2021. This new plan, in continuity with the previous plan, seeks to: (i) establish a "securities stock" to be allocated where needed to any other share incentive plans, including of a long-term nature, reserved for Directors and/or managers of the Company or its subsidiaries; and (ii) take action, in compliance with the applicable provisions and through intermediaries, to stabilise the share price and ensure normal trading and share prices, countering distortions related to excessive volatility or scarcity of shares.

Subject to the fact that the purchases of treasury shares shall be made in compliance with the terms, conditions and requirements established by the applicable regulation and, where applicable, market practice, the plan approved today establishes that the unitary price for the purchase of the shares is set on a case by case basis for each transaction and however may not be 10% lower or higher than the share price recorded in the trading session before each individual transaction.

<sup>1)</sup> Operating EBITDA Adjusted defined as EBIT + amortisation and depreciation + provisions and write-downs + adjustments (this latter in 2021 totalling approx. Euro 6.1 million, of which Euro 3.1 million due to "extra-Covid costs", approx. Euro 1.8 million due to M&A costs and Euro 1.3 million to management incentive plans). FY 2020 adjustments of Euro 3.5 million concern for Euro 2.6 million "extra-Covid costs", for approx. Euro 0.5 million M&A costs and for Euro 0.4 million management incentive plans. The "extra-Covid costs" are non-recurring costs incurred by the Group to tackle the Covid-19 emergency and concerning expenses for Personal Protective Equipment ("PPE"), swabs / tests, the preparation and management of triage areas and the dedicated distancing pathways



The new authorisation was granted for a period of 12 months starting from the date of the Shareholders' Meeting and shall allow the Company to purchase a total number of treasury shares not exceeding 1,804,000 shares, representing 2.0% of GHC's share capital at today's date, including the treasury shares already held by the Company and totalling 1,276,410 (equal to 1.42% of the share capital)

## **BOARD OF DIRECTORS' MOTIONS**

### **Launch of the Buy-Back Plan**

The Board of Directors, in execution of the authorisation approved by today's Shareholders' Meeting, approved the launch of the Plan for the purchase and disposal of treasury shares (Buy-Back). EQUITA SIM S.p.A. has been appointed as the intermediary to execute the plan. Any subsequent amendments to the above-mentioned buy-back plan will be promptly communicated by the Company.

### **Update of the organisational structure**

The Company informs that Mr. Umberto Suriani, having completed the process of organisational structuring of the Holding undertaken starting from May 2021, will leave the position of General Manager of GHC, effective from June 1, 2022.

This comes at the conclusion of a path to strengthen the Company's management, stepped up also thanks to the contribution of Mr. Suriani over the last year, which saw, among others, the entry of a Risk Manager reporting directly to the Chief Executive Officer and a new Planning and Control Manager reporting to the CFO.

In light of the above and consistently with the current succession plan, the Board of Directors approved the Company's new organisational structure, which provides for the division of the powers and duties currently held by the General Manager between the Chief Executive Officer and the CFO, effective from June 1, 2022.

The Board of Directors and the Board of Statutory Auditors wish to thank Mr. Umberto Suriani for the important contribution made in the last 12 months, which has allowed the transitioning of the management of the Holding towards an organizational structure aligned with the best market practices, with a team of high and solid competences that will allow GHC to successfully continue along its path of organic and external growth.

In compliance with the Instructions to the Regulations of Markets organised and managed by Borsa Italiana, it is communicated that Mr. Suriani holds 3,600 GHC shares. Similarly, in compliance with the requirements set out in the Corporate Governance Code of listed companies, the Company also informs that the termination of the professional relationship as General Manager does not give rise to any indemnity or other benefits.

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The minutes of the Shareholders' Meeting held today shall be made available to the public, according to the legal terms, at the registered office of the Company (Piazzale delle Belle Arti n. 6 – 00196 Rome), on the eMarketSTORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) authorised storage mechanism and on the Company website ([www.garofalohealthcare.com](http://www.garofalohealthcare.com), Governance / Shareholders' Meeting section).

The summary of voting shall be made available on the Company website, in accordance with Article 125-*quater*, paragraph 2, of the CFA, in accordance with law.

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The Executive Officer for Financial Reporting, Luigi Celentano, states in accordance with paragraph 2, Article 154-*bis* of the Consolidated Finance Act that the accounting information in this press release corresponds to the underlying accounting documents, records and entries.



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### **The GHC Group**

The GHC Group, listed on the Euronext STAR Milan segment of the Italian Stock Exchange, is an Italian accredited private healthcare leader operating through 28 healthcare clinics demonstrating excellence, located in Italy's strongest regions and offering a comprehensive range of services covering all areas of healthcare thanks to diversified specialties, the use of cutting-edge technologies and highly-qualified personnel. The Group in fact operates across eight regions in Northern and Central Italy (Piedmont, Lombardy, Veneto, Friuli-Venezia Giulia, Emilia Romagna, Liguria, Tuscany and Lazio), covering in the hospital sector acute admissions, long-term care, post-acute rehabilitations and outpatient services (the "Hospital Sector"), and in the social services and dependency care sector covering residential admissions and district outpatient services (the "Regional and Social-Care Sector").

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### **FOR FURTHER DETAILS:**

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