

GPI SHAREHOLDERS' MEETING APPROVES THE 2022 FINANCIAL STATEMENTS, RESOLVES THE DISTRIBUTION OF A DIVIDEND OF EUR 0.50 PER SHARE AND SUPPLEMENTS THE BOARD OF DIRECTORS

Trento, 28 April 2023

The Shareholders' Meeting of **GPI S.p.A. (GPI:IM)**, a leading company in IT Solutions and Healthcare and Social Services, listed on the EXM market of Borsa Italiana, met today chaired by Fausto Manzana. In compliance with the provisions of Article 106 of Decree Law No. 18 of 17 March 2020, converted into law with Law no. 27 of 24 April 2020, as amended and supplemented, the proceedings were held with the sole participation of the Designated Representative, holder of a total of 22,516,344 ordinary shares out of the 28,906,881 ordinary shares in circulation representing 32,818,006 voting rights equal to 83.70 % of the total 39,208,543 voting rights.

The Shareholders' Meeting **in ordinary session**:

- approved the financial statements as at 31 December 2022, which show a profit for the year of EUR 9,074,033.68 and resolved:
 - to allocate the amount of EUR 453,701.68, corresponding to 5% of the net profit for the year ended 31 December 2022, to the legal reserve;
 - to withdraw from the "Retained earnings reserve" the total amount of EUR 5,784,930.00;
 - to assign as dividend to each of the 28,810,524 outstanding ordinary shares, net of the 96,357 ordinary treasury shares held by the Company as of the date of the Shareholders' Meeting, the amount of Euro 0.50.

The dividend will be paid from 17 May 2023, with an ex coupon date of 15 May 2023 and a record date of 16 May 2023;

- approved the "Section II - Remuneration paid" of the "Report on Remuneration Policy" concerning the fees paid in FY 2022 to the Directors, Statutory Auditors and Top Management;
- appointed and confirmed as members of the Board of Directors the outgoing Directors Giuseppina Di Foggia and Francesco Formica, who had already been co-opted by the Board of Directors last 14 December, and whose term of office will end when the term of the current Board of Directors expires, i.e. with the Shareholders' Meeting to approve the financial statements for FY 2023.

The CVs of the two confirmed directors are available to the public on the website www.gpigroup.com.

None of the aforementioned directors are known to hold shares in the Company.

The composition of the Board of Directors respects the gender balance and continues to have a significant number of independent members (four), in line with best practice.

- renewed, subject to revocation of the resolution adopted by the Ordinary Shareholders' Meeting of 29 April 2022, the authorisation relating to the purchase and disposal of treasury shares, with the so as:
 - (a) to carry out investment and securities portfolio-building transactions;
 - (b) to support the liquidity of the ordinary shares of Gpi in order to favour the regular course of trading and avoid abnormal price movements, as well as to regularise the trend of trading and prices, in response to momentary distortions linked to excessive volatility or low trading liquidity;

- (c) to use treasury shares to service any share incentive plans reserved for directors and employees of the Company and/or its direct or indirect subsidiaries, either by granting purchase options or by allocating shares free of charge (stock option and stock grant plans);
- (d) to acquire treasury shares to be used for capital transactions or other transactions in relation to which it is necessary or even only appropriate to proceed with the purchase, exchange or sale of share packages to be realised through sale, exchange, contribution or other act of disposal and/or use, also following acquisitions and/or commercial agreements with strategic partners.

The authorisation entails the right to purchase, in one or more transactions and to an extent that may be freely determined, a maximum number of ordinary shares of the Company, such as not to exceed the limit of 2.5% of the share capital, taking into account any treasury shares already held in the portfolio or by subsidiaries and in any case within the limits of distributable profits and available reserves resulting at the time the purchases were made.

It is also provided that the purchases are to be made at a price, inclusive of purchase costs, of no less than 15% below and no more than 15% above the official price of GPI's ordinary shares recorded by Borsa Italiana S.p.A. in the stock exchange session preceding the one in which the purchase is made.

The duration of the authorisation to purchase treasury shares is 18 months from today's date, while there are no time limits on the sale, disposal and use of treasury shares in portfolio.

Also note that under the scope of the previous authorisation resolved by the Shareholders' Meeting on 29 April 2022, revoked by that passed today, the Company has not purchased any treasury shares, while in September 2022, as partial payment of the variable part of the price agreed upon at the time of the purchase of the shareholding in Xidera S.r.l., 6,749 treasury shares were sold to the counterparty. As of today, therefore, the Company holds a total of 96,357 treasury shares, equal to approximately 0.333% of the share capital.

The Shareholders' Meeting **in extraordinary session**:

- resolved to amend Articles 6.4, 6.6 (Share Capital and Shares), 13.5, 13.6, 13.7, 13.10, 13.15, 13.17, 17.2 (Board of Directors), 21.6 (Appointment of the Board of Statutory Auditors) and 30.4 of the Articles of Association, according to the 'Proposed Text' in the Board of Directors' Report.

* * *

The Board of Directors' meeting held at the end of the Shareholders' Meeting verified that the newly-elected directors Giuseppina Di Foggia and Francesco Formica met the requirements of independence (the first), integrity and eligibility (both) envisaged by current legislation and the Corporate Governance Code.

In addition, the Board of Directors appointed and confirmed, until the expiry of the Board's term of office, i.e. until the shareholders' meeting called to approve the financial statements as at 31 December 2023:

- Giuseppina Di Foggia **(i)** Chair of the Board of Directors and **(ii)** member of the Control and Risk and Sustainable Development Committee and the Remuneration Committee;
- Francesco Formica member and Chairman of the Strategic Committee.

* * *

MINUTES OF THE SHAREHOLDERS' MEETING

The Minutes of the Shareholders' Meeting will be made available to the public in accordance with the terms and procedures provided for by current legislation, by means of publication at the registered office, on the website at <https://www.gpigroup.com/en/investors/events/> Meetings and on the authorised storage mechanism 1Info (www.1info.it).

The Manager in charge of financial reporting, Federica Fiamingo, declares in accordance with paragraph 2, Article 154-bis of the Consolidated Finance Act that the accounting disclosure contained in this release coincides with the results of the documents, ledgers and accounting records.

GPI GROUP

GPI is the partner of choice for software, technologies and services for healthcare, social services and the public administration. Founded more than 30 years ago in Trento, GPI has grown through significant investments in M&A (in Italy and abroad) and in R&D, carried out in partnership with leading Italian universities and research centres to transfer scientific, technological, functional and process knowledge into the e-health, e-welfare, and well-being sectors.

Also drawing on the solutions and know-how gained from the companies that have joined its ecosystem, the Group has masterfully translated the needs of the healthcare industry into cutting-edge high-tech solutions and new service models that optimise prevention, diagnosis and care processes, improving people's lives.

The offer combines specialised IT expertise with advisory and design capabilities enabling it to operate in a range of business areas: Software, Care, Automation, ICT and Payment services.

The Company reported consolidated revenues of €360.2 million in 2022, with over 7,100 employees at year end, and more than 3,000 customers in over 70 countries.

GPI was listed on Borsa Italiana in 2016 (AIM segment) and moved to the MTA (now EXM) market in 2018.

ISIN ordinary shares: IT0005221517

Press release available at www.gpigroup.com and www.1info.it

CONTACTS

Investor Relations

GPI | Fabrizio Redavid, Lorenzo Giollo | investor.relations@gpi.it | T: +390461381515 | Via Ragazzi del '99, 13 - 38123 Trento

Media Relations

GPI | Daniela Filbier, Enrico Orfano | media.relations@gpi.it | T: +390461381515 | Via Ragazzi del '99, 13 - 38123 Trento

Specialist

Banca Akros | Bruno Mestice | bruno.mestice@bancaakros.it | T. +3902434441 | Viale Eginardo, 29 – 20149 Milan