

GPI SHAREHOLDERS' MEETING APPROVES THE 2023 FINANCIAL STATEMENTS, RESOLVES THE DISTRIBUTION OF A DIVIDEND OF EUR 0.50 PER SHARE AND APPOINTS THE BOARD OF DIRECTORS

Trento, 29 April 2024

The Shareholders' Meeting of GPI (GPI:IM), a company listed on the Tech Leaders segment of the market Euronext Milan, leader in Information Systems and Services for Health and Social Care, met today under the Chair of Fausto Manzana.

In compliance with the provisions of Article 106 of Decree Law No. 18/2020, converted into law with Law No. 27/2020, as amended, the proceedings were held with the sole participation of the Designated Representative, holder of a total of 21,423,808 ordinary shares out of the 28,906,881 ordinary shares outstanding representing 31,888,001 voting rights, equivalent to 80.99% of the total 39,371,074 voting rights.

In particular, **the Meeting resolved:**

1. to approve the financial statements of GPI S.p.A. as at 31 December 2023, which show a profit for the year of €18,810,280;
2. to approve the following allocation of the profit for the year:
 - to the legal reserve, the sum of €568,001.97 until one-fifth of the share capital is reached;
 - to the creation of the "Reserve for gains on non-hedging derivatives" and the "Reserve for unrealised exchange gains" for a total of €9,865,543.79;
 - after withdrawing from available reserves a total of €6,028,527.76, the distribution of a gross dividend of €0.50 per eligible share (net, therefore, of the 96,357 ordinary treasury shares held by the Company).

The dividend will be payable as of 29 May 2024, with ex-dividend date (coupon No. 7) on 27 May 2024 and record date on 28 May 2024;

3. to approve the remuneration policy for the three-year period 2024-2026 and to approve the remuneration paid to directors, statutory auditors and key management personnel in 2023;
4. to set the term of office of the directors at three years and, therefore, to appoint for the three-year period 2024-2026 a Board of Directors composed of 10 directors in the persons of:
 - D'Agnese Luca
 - Fiamingo Federica
 - Manzana Fausto
 - Baldi Francesca ⁽¹⁾
 - Giacomoni Barbara ⁽¹⁾
 - Manzana Dario
 - Manzana Sara
 - Manzana Sergio
 - Rosponi Alessandro ⁽¹⁾
 - Vitale Mario ⁽¹⁾

⁽¹⁾ Independent director (pursuant to the Code of Conduct and Legislative Decree No. 58/1998)

The CVs of the members of the new Board of Directors are available on the Company's website at <https://www.gpigroup.com/investors/governance/>.

A meeting of the Board of Directors will be called in the next few days to appoint company officers and confer the relevant powers.

5. to pay to each member of the Board of Directors, *pro rata temporis* as of the date of appointment and for the entire term of office of the Board of Directors, i.e. for the three-year period 2024-2026, the annual amount of € 20,000 (twenty thousand euros).

In addition, to grant:

- to the Chairperson of the Control and Risk Committee the annual amount of € 22,500 (twenty-two thousand five hundred euros) and to each of the other members the annual amount of € 15,000 (fifteen thousand euros);
 - to the Chairperson of the Remuneration Committee the annual amount of € 15,000 (fifteen thousand euros) and to each of the other members the annual amount of €10,000 (ten thousand);
 - to the Chairperson of the Strategic Committee the annual amount of € 15,000 (fifteen thousand euros) and to each of the other members the annual amount of € 10,000 (ten thousand euros);
6. subject to revocation of the resolution adopted by the Ordinary Shareholders' Meeting of 28 April 2023:
 - to authorise, pursuant to Articles 2357 ff. of the Italian Civil Code and Article 132 of the Consolidated Finance Act, for a period of 18 (eighteen) months, on one or more occasions and at any time, the purchase of ordinary shares of GPI S.p.A. without nominal value in a maximum of 5% of the shares outstanding at the time, considering the treasury shares already purchased and not yet disposed of in execution of the previous resolutions of the Shareholders' Meeting, in compliance with the applicable provisions of the law and regulations, including EU regulations, in force at the time, in order to:
 - (a) carry out investment and securities portfolio-building transactions;
 - (b) 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) 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) 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.
 - (a) proceed, if necessary, with the cancellation, in the forms prescribed by law, of the treasury shares (without par value) purchased or in any case already in the portfolio, also for the purpose of remunerating the shareholders.
 - establish that the purchases are to be made at a price, inclusive of purchase costs, of no less than 20% below and no more than 20% 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 or, as the case may be, the transaction is announced.
 - establish that the purchase transactions will be carried out in the manner indicated in Article 144-bis(1)(a)(b)(c)(d-ter), and paragraph 1-bis, of CONSOB Regulation No. 11971/1999, in accordance with the procedures permitted by the legal and regulatory provisions, including European Union provisions, in force from time to time and without prejudice to Article 132(3) of the Consolidated Finance Act;
 - provide that the purchases referred to in this authorisation shall be within the limits of the distributable profits and available reserves resulting at the time the purchases are made;
 - authorise without time limits, pursuant to Article 2357-ter of the Italian Civil Code, any and all acts of sale, disposal and/or use, of all or part of the treasury shares in the portfolio, including any shares

held therein prior to the effective date of this resolution, even before the completion of the purchases of treasury shares in the maximum amount authorised by this resolution, and at all times in compliance with Article 2357-ter of the Italian Civil Code, on one or more occasions and at any time, on regulated markets or off markets or on blocks. Such acts of sale, disposal and/or use may be carried out for the purposes identified from time to time by the Board of Directors, including, but not limited to, trading activities, or those serving any share incentive plans reserved to directors and/or employees of the Company or of those directly or indirectly controlled by the latter, or in relation to transactions for which it is necessary or appropriate to proceed with the trading or disposal of share packages, including through exchange or contribution, for the acquisition of corporate shareholdings or assets of corporate interest, as well as within the scope of the definition of any agreements with strategic partners, in all cases under the terms and conditions determined by the Board of Directors, it being understood that, in relation to any act of sale, disposal and/or use of treasury shares, any proceeds may be used for further purchases, until the expiry of the term of authorisation by the Shareholders' Meeting, all in compliance with the law, including EU law, and regulations in force at the time;

As of today's date, the Company holds a total of 96,357 treasury shares, equal to approximately 0.333% of the share capital.

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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/investors/eventi/> > 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(2) 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's mission is to make the healthcare systems sustainable through their digitisation, so that everyone can receive high-quality care.

Sustainability and social impact are the guiding principles and play a crucial role in the strategic and investment assessments of the Group, aware that the solutions and services provided to the community have an impact on the quality of life of individuals.

For 35 years, driven by a patient-centric vision, Gpi has been working to support healthcare systems by providing the skills and innovative tools necessary to improve prevention and treatment processes. This is achieved through the strategic use of advanced software, technologies, and cutting-edge services.

The Group's strategy is designed to meet the evolving requirements of the constantly changing healthcare sector and to facilitate entry into international markets.

The unwavering commitment of its 7,600 employees and a customer base of more than 9,000 across 70 countries, yielded €433 million in revenue, an EBITDA of €80 million in 2022.

Gpi S.p.A. is listed on the Euronext Tech Leaders segment of Borsa Italiana, the Italian stock exchange.

ISIN ordinary shares: IT0005221517

This press release is also available at www.gpigroup.com and www.1info.it

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