

## SHAREHOLDERS' MEETING APPROVES THE 2024 FINANCIAL STATEMENTS, RESOLVES ON THE DISTRIBUTION OF A DIVIDEND OF EUR 0.50 PER SHARE, APPOINTS THE BOARD OF STATUTORY AUDITORS AND SUPPLEMENTS THE BOARD OF DIRECTORS

Trento, 29 April 2025

The Shareholders' Meeting of GPI S.p.A. (GPI:IM), a company listed on the Tech Leaders segment of the Euronext Milan market and leader in information systems and services for health and social care, 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 n. 23,093,089 ordinary shares out of the 28,906,881 ordinary shares in circulation representing 41,891,703 voting rights equal to 87.813% of the total 47,705,495 voting rights.

More specifically, the Shareholders' Meeting resolved:

1. to approve the financial statements as at 31 December 2024 of Gpi S.p.A., which show a profit for the year of EUR 86,409,549.00;
2. the distribution of a gross dividend of EUR 0.50 per eligible share (net of the 18,353 ordinary treasury shares held by the Company), for a total of EUR 14,444,264.00 and to allocate the remaining profit for the year of EUR 71,965,285.00 entirely to the extraordinary reserve.

The dividend will be paid from 23 July 2025, with an ex coupon date of 21 July 2025 and a record date of 22 July 2025;

3. the "Section II - Remuneration paid" of the "Report on Remuneration Policy" concerning the fees paid in FY 2024 to the Directors, Statutory Auditors and Top Management;
4. to appoint and confirm as member of the Board of Directors the outgoing Director **Andrea Di Santo**, who had already been co-opted by the Board of Directors last 12 March, and whose term of office will end when the term of the current Board of Directors expires, i.e. with the Shareholders' Meeting to be convened to approve the financial statements for FY 2026;
5. to appoint the Board of Statutory Auditors that will remain in office for the three-year period 2025-2027, i.e. until the Shareholders' Meeting to approve the financial statements as at 31 December 2027. The following were appointed:

• **Raffaele Ripa** (Chairman) and **Roberto Cassader** (Substitute Auditor), drawn from the minority list presented jointly by Algebris Ucits Funds Plc Hi Algebris Italia Eltif; Eurizon Capital S.A. manager of the Eurizon Fund, sub-funds: Italian Equity Opportunities, Equity Italy Smart Volatility; Eurizon Capital SGR S.p.A fund manager: Eurizon Step 70 Pir Italia June 2027, Eurizon Pir Italia Eltif, Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Italian Fund Eltif, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon

Progetto Italia 20, Eurizon Progetto Italia 40; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav Comparto Made in Italy, as well as Alternative Investment Fund Manager of Kairos Alternative Investment S.A. Sicav Renaissance Eltif sub-fund; Mediolanum Gestione Fondi Sgr S.p.A. manager of the funds Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia;

- **Raffaella Piraccini** and **Paolo Caffi** (Statutory Auditors), and **Domenico Sardano** and **Laura Ceci** (Substitute Auditor), drawn from the list jointly submitted by the Shareholders FM S.p.A. and CDP Equity S.p.A.

When submitting the lists, each candidate auditor declared to comply with the independence requirements set out in the Code of Corporate Governance for listed companies.

The CVs of the Statutory Auditors are available to the public on the Company's website at [www.gpigroup.com/en/investors/governance/](http://www.gpigroup.com/en/investors/governance/) - Board of Auditors;

6. to acknowledge, *pro rata temporis* from the date of appointment and for the entire term of office of the Board of Statutory Auditors, i.e., for the three-year period 2025-2027: (i) to the Chairman of the Board of Statutory Auditors annual gross remuneration of EUR 27,000.00; (ii) to each of the Statutory Auditors annual gross remuneration of EUR 18,000.00;
7. subject to revocation of the resolution adopted by the Ordinary Shareholders' Meeting of 29 April 2024:
  - to authorise, in accordance with Articles 2357 *et seq.* of the Italian Civil Code and Art. 132 of the Consolidated Finance Act (TUF), for a period of 18 (eighteen) months from the date of this resolution, on one or more occasions, the purchase of ordinary shares in Gpi S.p.A. without nominal value, in a maximum percentage of 5.00% of the shares in circulation at the time, considering the own shares already purchased and not yet disposed of in accordance with previous shareholders' resolutions, pursuant to applicable provisions of laws and regulations, including at the Community level, in effect over time, so as:
    - (a) to make investments and establish a securities warehouse;
    - (b) to support the liquidity of the ordinary Gpi shares, so as to foster the regular conduct of trading and avoid any abnormal price shifts, as well as to regulate the performance of trades and prices, in the face of temporary distortions linked to excessive volatility or a shortage of liquidity in trades;
    - (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 carry out 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;
    - (e) to 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;
  - to establish that 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;
  - to establish that the purchases will be made in the manner indicated in Article 144-bis, paragraph 1, letters 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 Community provisions, in force over time and without prejudice to Article 132, paragraph 3, of the TUF;

- to establish 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;
- to authorise without time limits, pursuant to Article 2357-ter of the Italian Civil Code, all and any acts of disposal, disposition and/or use, of all or part of the treasury shares in portfolio, including any shares held in portfolio prior to the effective date of this resolution, even prior to the completion of the purchases of treasury shares in the maximum amount authorised by this resolution, and always 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 over time by the Board of Directors, including, merely by way of example, 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 those transactions for which it is necessary or appropriate to exchange or transfer 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 disposal, disposition 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, the Company holds a total of 18,353 treasury shares, equal to approximately 0.0634% of the share capital.

In execution of the foregoing authorisation resolved by the Shareholders' Meeting of 29 April 2024 and revoked by today's Meeting, the Company did not purchase any treasury shares; however, during the first few days of July last year, the Company transferred 78,004 ordinary Gpi shares held in its portfolio to the selling shareholders as a down payment for the last instalment of the payment for the purchase of the shareholding in Tesi Elettronica e Sistemi Informativi S.p.A. S.B.

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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/en/investors/events/>- Meetings and on the authorised storage mechanism "1INFO" [www.1info.it](http://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'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 over 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 € 510 million in revenue, an EBITDA of € 105 million in 2024.

**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](http://www.gpigroup.com) and [www.1info.it](http://www.1info.it)

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