

## **GPI: SHAREHOLDERS' MEETING APPROVES THE 2025 FINANCIAL STATEMENTS, RESOLVES TO DISTRIBUTE A DIVIDEND OF EURO 0.60 PER SHARE**

### **THE BOARD OF DIRECTORS APPROVES THE MERGER BY INCORPORATION INTO GPI S.P.A. OF TESI ELETTRONICA E SISTEMI INFORMATIVI S.P.A. S.B.**

Trento, 29 April 2026

The Shareholders' Meeting of Gpi S.p.A. (GPI:IM), a leading company in software and services supporting the digital transformation of healthcare, listed on the Euronext Milan Tech Leaders market, was held today under the chairmanship of Fausto Manzana.

Pursuant to the provisions of Article 106 of Decree Law No. 18 of 17 March 2020, converted into law by 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 23,574,849 ordinary shares out of the 28,906,881 ordinary shares in circulation representing 42,499,900 voting rights equal to 88.85% of the total 47,831,932 voting rights.

More specifically, the Shareholders' Meeting resolved:

1. to approve the financial statements as at 31 December 2025 of Bim Italia S.r.l. – a company merged into Gpi S.p.A. with effect from 1 January 2026 – showing a profit of EUR 2,865,098;
2. to approve the financial statements as at 31 December 2025 of Gpi S.p.A., which show a profit for the year of EUR 17,467,879.00;
3. to distribute a gross dividend of EUR 0.60 per share entitled (excluding no. 18,353 treasury shares held by the Company), for a total amount of EUR 17,333,116.80, and to allocate the remaining profit of EUR 134,762.20 entirely to the extraordinary reserve.

The dividend will be paid as from 22 July 2026, with an ex-dividend date of 20 July 2026 and a record date of 21 July 2026;

4. to approve the "Section II – Remuneration Paid" of the "Report on the Remuneration Policy" relating to compensation paid in 2025 to Directors, Executives with Strategic Responsibilities, and members of the Board of Statutory Auditors;
5. subject to revocation of the resolution adopted by the Ordinary Shareholders' Meeting of 29 April 2025:
  - 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, for the following purposes:

- (a) to make investments and build up a portfolio of treasury shares;
  - (b) to support liquidity in ordinary Gpi shares, so as to foster the regular conduct of trading and avoid abnormal price movements, as well as to regulate the performance of trades and prices, in the face of temporary distortions linked to excessive volatility or a 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 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 by way of sale, exchange, contribution in kind or any other form 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 trading session preceding the one in which the purchase is made or, as the case may be, the transaction is announced;
  - to establish that 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 from time to 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, outside regulated markets or through block trades. 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, by way of example and without limitation, trading activities, the servicing of any share incentive plans reserved for directors and/or employees of the Company or its direct or indirect subsidiaries, or transactions requiring or making it appropriate to exchange or transfer blocks of shares, including by way of exchange or contribution in kind, for the acquisition of equity investments or assets of interest to the Company, as well as in connection with any agreements with strategic partners. In all cases, such transactions shall be carried out on 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

authorisation granted by the Shareholders' Meeting, all in compliance with the law, including EU law, and regulations in force from time to time;

- to authorise the Board of Directors, and on its behalf the Chairman, the Deputy Chairman and the Chief Executive Officer in office from time to time, acting severally, to establish, on each occasion, the criteria for determining the consideration for the purchase transactions (within the limits set out in point "3" of the resolution above), sale, disposal and/or use of all or part of the treasury shares held in portfolio, taking into account the specific methods actually used to carry out the transaction, the trend in the share price in the period preceding the transaction in question and the best interests of the Company;
- to mandate the Board of Directors, and on its behalf the Chairman, the Deputy Chairman and the Chief Executive Officer in office from time to time, acting severally, to make the appropriate accounting entries resulting from the transactions for the purchase and disposal of treasury shares, in accordance with the applicable legal provisions and accounting standards in force from time to time;
- to grant the Board of Directors, and on its behalf the Chairman, the Deputy Chairman and the Chief Executive Officer in office from time to time, acting severally, the broadest powers necessary or appropriate, including the power to sub-delegate, to carry out purchases of treasury shares, as well as acts of sale, disposal and/or use of all or part of the treasury shares held in portfolio and, in any case, to implement the foregoing resolutions, including the power to grant, suspend and revoke mandates to intermediaries and other operators for the performance of treasury share purchase transactions and acts of sale, disposal and/or use of all or part of the treasury shares held in portfolio, also through proxies, and to carry out all necessary legal requirements, including disclosure requirements.

As of today, the Company holds a total of 18,353 treasury shares, equal to approximately 0.0634% of the share capital.

Under the previous authorisation granted by the Shareholders' Meeting of 29 April 2025, which has now been revoked, the Company did not carry out any treasury share purchases.

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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 [www.gpigroup.com/en/investors/events/](http://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 corresponds to the documented results, books and accounting records.*

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Further to the announcements made on 30 March and 7 April, GPI S.p.A. announces that today the Board of Directors approved the merger by incorporation into Gpi of the wholly owned subsidiary Tesi Elettronica e Sistemi Informativi S.p.A. S.B., as no shareholder request was received within the deadline set out in Article

2505, paragraph 3, of the Italian Civil Code to submit the decision to a specific extraordinary shareholders' meeting. The minutes of the Board of Directors of Gpi, drawn up in the form of a public deed pursuant to Article 2505 of the Italian Civil Code, paragraph 2, of the Italian Civil Code, once filed with the Trento Companies Register, will be made available to the public on the Company's website [www.gpigroup.com/en/investors/investors-documents/](http://www.gpigroup.com/en/investors/investors-documents/) - Mergers and on the authorised storage mechanism "1INFO" ([www.1info.it](http://www.1info.it)).

## 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 7,800 employees and a customer base of more than 9,000 across 70 countries, yielded € 546 million in revenue, an EBITDA of € 118 million in 2025.

**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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