

GPI SHAREHOLDERS' MEETING APPROVES THE 2020 FINANCIAL STATEMENTS, AUTHORISES THE DISTRIBUTION OF A DIVIDEND OF EUR 0.50 PER SHARE AND APPOINTS THE BOARD OF DIRECTORS

Trento, 30 April 2021

The Shareholders' Meeting of **GPI (GPI:IM)**, a company listed on the MTA market and leader in information systems and services for health and social care, met today, chaired by Fausto Manzana. In view of the continuing COVID-19 epidemiological emergency, in compliance with the provisions of Article 106 of Decree Law No. 18 of 17 March 2020, as amended, the proceedings were held with the sole participation of the Designated Representative, holder of a total of 12,732,646 ordinary shares out of the 15,909,539 ordinary shares in circulation representing 22,945,063 voting rights equal to 87.838% of the total 26,121,956 voting rights.

The meeting resolved:

IN EXTRAORDINARY SESSION

- 1) To approve the amendments to articles 5.2, 6.1, 6.2, 6.15, 6.16, 6.17, 6.18, 7.2, 11.6, 13.1, 13.6, and 26.2 of the Articles of Association;

IN ORDINARY SESSION

- 1) To approve the financial statements as at 31 December 2020 of GPI S.p.A., which show a profit for the year of EUR 8,639,256.39;
- 2) To approve the distribution of a gross dividend of EUR 0.50 per share entitled to the dividend from the amount of the 2020 profit (with a payout ratio of approximately 64% of the Group's consolidated profit);
 - To allocate the remaining profit for the year to the "Retained earnings reserve";
 - To establish that the dividend will be paid from 28 July 2021, with an ex-dividend date of 26 July 2021 (coupon nr. 4) and a record date of 27 July 2021.
- 3) To approve the remuneration policy for the three-year period 2021-2023 and to express a favourable opinion on the compensation paid to directors, statutory auditors and executives with strategic responsibilities in 2020;
- 4) To set the term of office of the directors at three years and, therefore, to appoint for the three-year period 2021-2023 a Board of Directors composed of 10 directors in the persons of:
 1. Manzana Fausto Chair
 2. De Santis Paolo (1)
 3. Delon Edda (1)
 4. Manzana Dario
 5. Manzana Sara
 6. Manzana Sergio
 7. Mora Andrea

8. Perricone Antonio
9. Dalla Sega Francesco ⁽¹⁾
drawn from the slate submitted by the majority shareholder FM S.r.l.;
10. Michele Andreas ⁽¹⁾
drawn from the slate submitted by the minority shareholders "La Finanziaria Trentina SpA",
"Mediocredito Trentino - Alto Adige", "Istituto Atesino di Sviluppo SpA".

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

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

- To set at EUR 2,000,000.00 the maximum gross annual compensation payable to the Board of Directors for its entire term of office, including Directors who perform special functions;

- 5) To authorise, pursuant to Articles 2357 and following of the Italian Civil Code as well as Article 132 of the Consolidated Finance Act, the purchase of ordinary own shares for the following purposes:

- (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 shares in circulation at the time, without nominal value, taking into account treasury shares already purchased and not yet sold in execution of resolutions passed by previous Shareholders' Meetings and in any case within the limits of distributable profits and available reserves resulting from the latest regularly approved financial statements.

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.

Purchases may be made according to the following procedures, to be identified at the discretion of the Board of Directors from time to time, and therefore:

- (i) through a public purchase or exchange offer;
- (ii) on regulated markets in accordance with the operating procedures established in the organisation and management regulations of the markets themselves, which do not permit the direct matching of buy orders with predetermined sell orders;
- (iii) through the purchase and sale of derivative instruments traded on regulated markets which provide for the physical delivery of the underlying shares, under the conditions set out in the organisation and management regulation of the market;
- (iv) in the manner established by market practices permitted by CONSOB pursuant to Article 13 of Regulation (EU) No. 596/2014;
- (v) under the conditions set out in Article 5 of Regulation (EU) No 596/2014.

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

As of today, the Company holds a total of 103,106 treasury shares, equal to approximately 0.65% of the subscribed and paid-up share capital.

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.

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EXERCISE OF WARRANTS

Gpi informs its warrantholders that, following the convening of the general shareholders' meeting to approve the financial statements as at 31 December 2020, the exercise of warrants has been suspended, from 10 March 2021 until (and excluding) the ex-dividend date, which will take place on 26 July 2021, in compliance with the provisions of Gpi's Warrant Agreement.

MINUTES OF THE SHAREHOLDERS' MEETING

It is recalled that in compliance with current legislation, the Shareholders' Meeting Minute will be made available at the registered office, on the Company's website <https://www.gpi.it/en/investors/events/> - (Meetings – 2021) and on the authorised storage mechanism "1INFO" (www.1info.it).

⁽¹⁾ Independent Director (pursuant to the Code of Conduct and Legislative Decree no. 58 of 24 February 1998)

THE GPI GROUP (GPI:IM)

GPI is the preferred partner 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 R&D, which it carries out in partnership with leading Italian research centres and universities to share scientific, technological, functional and process knowledge applied to the e-health, e-welfare, 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 EUR 271 million in 2020, with over 6,100 employees at year end and more than 2,400 customers in over 60 countries.

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

ISIN ordinary shares: IT0005221517 - ISIN "Warrant GPI SpA": IT0005221475

Press release available at www.gpi.it and www.1info.it

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