

PRESS RELEASE

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**SHARE CAPITAL INCREASE FULLY SUBSCRIBED
FOR A TOTAL VALUE OF EURO 139,999,962.75**

NOTICE OF CHANGE IN SHARE CAPITAL

**RESIGNATION OF TWO INDEPENDENT DIRECTORS
AND CO-OPTING OF TWO NEW REPLACEMENT DIRECTORS**

GIUSEPPINA DI FOGGIA APPOINTED NEW CHAIRMAN OF THE BOARD OF DIRECTORS

Trento, 14 December 2022

GPI (GPI:IM), a company listed on the Euronext Milan market of the Italian Stock Exchange ("EXM"), leader in Information Systems and Services for Health and Social Care, following up on what was last announced on 1 December and 7 December 2022, hereby reports that today, with the issue of 10,646,385 ordinary shares, the share capital increase with the exclusion of pre-emption rights resolved by the Board of Directors last 1 December in the exercise of the proxy granted to the same by the Extraordinary Shareholders' Meeting of 31 October 2022 and exercised for a total of Euro 139,999,962.75, was completed.

More specifically, the share capital has increased from Euro 8,780,059.60 to Euro 13,890,324.40 and now consists of a total of 28,906,881 ordinary shares.

As a result of the commitments made:

- FM S.r.l. has subscribed 2,661,596 shares for a total outlay of Euro 34,999,987.40;
- CDP Equity S.p.A has subscribed 5,323,193 shares for a total outlay of Euro 69,999,987.95;
- the Other Investors - as identified and coordinated by Banca Finint S.p.A. and meeting the requirements of "professional clients" pursuant to the Intermediaries Regulations adopted by CONSOB with resolution no. 20307 of 15 February 2018 and subsequent amendments - taken as a whole, have subscribed 2,661,596 shares for a total outlay of Euro 34,999,987.40. The placement, managed by Banca Finint as Global Coordinator and Intermonte and TP Icap as Co-Lead Managers, was successfully concluded with full subscription by leading Italian and foreign institutional investors. Consequently, the guarantee commitment granted by Banca Finint S.p.A., Mediocredito Trentino-Alto Adige S.p.A. and SEAC Fin S.p.A. was not exercised.

The new shares:

- have all been deprived of the benefit of enhanced voting rights, which may only be granted after the continuous period of at least 24 months provided for in the Articles of Association, in accordance with the terms and conditions regulated therein;

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- just like the shares in issue today, they are automatically admitted to trading on Euronext Milan pursuant to Article 2.4.1, paragraph 7, of the Stock Exchange Regulations and Article IA.2.1.9, paragraph 3, of the relevant Instructions.

The updated Articles of Association, in force as of today's date, and the certificate, pursuant to Article 2444 of the Italian Civil Code, that the capital increase has been executed, will be filed for registration with the Trento Register of Companies within the terms set forth by law.

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Considering the foregoing, the new breakdown of the share capital is shown in the table below with an express indication of the number of shares in issue and the number of voting rights that can be exercised as at today's date.

<u>ORDINARY SHARES</u>	Updated situation			Previous situation		
	Number of shares making up the capital	Number of voting rights	Unitary nominal value	Number of shares making up the capital	Number of voting rights	Unitary nominal value
Total of which:	28,906,881	39,147,807	Without nominal value	18,260,496	28,501,422	Without nominal value
<u>Ordinary shares</u> ISIN: IT0005221517 (regular dividend: 01/01/2022) current coupon number: 6	18,665,955	18,665,955		8,019,570	8,019,570	
<u>Ordinary shares with increased voting rights</u> ISIN: IT0005441974 (regular dividend: 01/01/2022) current coupon number: 6	10,240,926	20,481,852		10,240,926	20,481,852	

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It is hereby announced that, on the basis of the agreements entered into between CDP Equity S.p.A., on the one hand, and FM S.r.l. and GPI S.p.A, on the other (for information on the shareholders' agreements in force pursuant to such agreements, refer to the following link <https://www.gpi.it/investors/governance/> - Shareholders' Agreements), today the resignation from office submitted in recent days by independent directors Francesco Dalla Sega and Edda Delon, to whom we extend our sincere thanks for the valuable contribution and for the professionalism and independence demonstrated during their term of office on the Board, came into effect.

At the time of resignation, Edda Delon owned 2,515 ordinary shares in GPI, all of which were without the increased voting rights.

The Board of Directors, which met today and took note of the aforementioned resignations, resolved:

- 1) the appointment, by co-optation, of Giuseppina Di Foggia and Francesco Formica as directors of the Company, who will remain in office until the next Shareholders' Meeting;

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- 2) also acknowledging the resignation from the office of Company Chairman of Fausto Manzana (who remains Chief Executive Officer), the appointment of Giuseppina Di Foggia as Chairman of the Board of Directors of GPI S.p.A., also until the next Shareholders' Meeting;
- 3) to take during a forthcoming meeting any decision regarding the integration of the internal Board Committees set up under the Corporate Governance Code, at the same time appointing Michele Andreaus as Chairman of the Controls and Risks and Sustainable Development Committee to replace the outgoing, independent director Edda Delon;
- 4) not to proceed with the identification of a new Lead Independent Director to replace Edda Delon, since the reasons that had originally requested her appointment no longer existed;
- 5) to approve the setting up of the Strategic Committee, made up of four directors in the persons of Fausto Manzana, Michele Andreaus, Paolo De Santis and Francesco Formica, and the related Regulation governing its composition, tasks, powers and functions.

With reference to the newly-elected Directors Giuseppina Di Foggia and Francesco Formica, who attested to the existence of the requirements of independence (the former), integrity and eligibility (both) envisaged by current legislation and the Corporate Governance Code, the Board of Directors also verified the fulfilment of these requirements at today's meeting.

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

Fausto Manzana, CEO of Gpi commented: *«The completion of this transaction marks a new era for Gpi. The resources collected and the partners involved testify to the value of the path that has led us this far and the validity of our industrial project. CDP Equity shared Gpi's vision and chose to support it by providing financial resources and high-level expertise to realise it. The appointment of Giuseppina Di Foggia as Chairman of the Board of Directors of Gpi goes precisely in this direction. Her contribution will be an important building block to overcome the challenges that lie ahead of us».*

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The CVs of the Directors appointed today are available on the Company's website at www.gpi.it, Governance section.

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GPI GROUP

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 €326.9 million in 2021, with over 7,200 employees at year end and more than 2,700 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.gpi.it and www.1info.it

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