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Societa' : DIASORIN

Identificativo Informazione : 202458
Regolamentata

Utenza - Referente : DIASORINN01 - Ulisse Spada - Valerio
Giovanni Vaccarone

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Oggetto : Diasorin S.p.A. - Ordinary Shareholders'
Meeting April 28, 2025 - Notice of call

Testo del comunicato

See attachment.



Notice of Call to the Ordinary Shareholders' Meeting

The shareholders' meeting of Diasorin S.p.A. ("**Diasorin**" or the "**Company**") is called in ordinary session for 28 April 2025, at 3 p.m., at single call, **exclusively by means of telecommunication**.

The Company - in accordance with Article 135-*undecies*.1 of Legislative Decree no. 58/98 ("**Consolidated Finance Law**" or "**TUF**") and Article 9 of the Articles of Association - has decided to invoke the right to establish that **the shareholders' participation at the shareholders' meeting shall take place exclusively through a representative appointed pursuant to Article 135-undecies of the TUF, without physical participation on their part**.

The shareholders' meeting has been called to discuss and resolve on the following

Agenda

1. Financial statements as at 31 December 2024 and allocation of profit for the year:
 - 1.1 Approval of the Financial Statements, subject to examining the management report, for the year ended 31 December 2024; presentation of the Consolidated Financial Statements of the Diasorin Group as at 31 December 2024; related and consequent resolutions;
 - 1.2 Proposed allocation of profit; related and consequent resolutions.
2. Report on the Remuneration Policy and on Fees Paid:
 - 2.1 Approval of the remuneration policy pursuant to Article 123-*ter*, paragraph 3-*ter* of Legislative Decree no. 58/1998;
 - 2.2 Resolutions on "Section Two" of the Report, pursuant to Article 123-*ter*, paragraph 6 of Legislative Decree no. 58/1998.
3. Appointment of the Board of Directors.
 - 3.1 Determination of the number of members of the Board of Directors;
 - 3.2 Determination of the term of office;
 - 3.3 Appointment of the members of the Board of Directors;
 - 3.4 Determination of remuneration.
4. Appointment of the Board of Statutory Auditors.
 - 4.1 Appointment of Standing Auditors and Alternate Auditors;
 - 4.2 Appointment of the Chairman of the Board of Statutory Auditors;
 - 4.3 Determination of remuneration.
5. Resolutions, pursuant to Article 114-*bis* of Legislative Decree no. 58 of 24 February 1998, concerning the establishment of a long-term incentive plan entitled "2025-2028 Equity Awards Plan". Related and consequent resolutions.

6. Resolutions, pursuant to Article 114-*bis* of Legislative Decree no. 58 of 24 February 1998, concerning the establishment of a Stock Option Plan. Related and consequent resolutions.
7. Authorisation for the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-*ter* of the Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998 and related implementing provisions.

Share Capital

As at the date of publication of this notice of call, the subscribed and paid-up share capital is Euro 55,948,257.00 and it is represented by 55,948,257 ordinary shares with a nominal value of Euro 1 each. Each ordinary share gives the right to one vote, except for shares to which enhanced voting rights have been assigned (in the ratio of two voting rights for each share). As at the date of this notice of call, the Company owns 2,056,298 treasury shares, whose voting rights are suspended pursuant to Article 2357-*ter* of the Civil Code. The company's website (<https://int.diasorin.com/it/>, "Group/Governance/Ownership Structures/Share Capital" section) contains detailed information on the amount of the share capital and its composition.

The Articles of Association (Articles 9-*bis*, 9-*ter* and 9-*quater*) regulate the enhanced voting rights, with the consequence that, in compliance with the provisions of Article 120, paragraph 1 of the TUF, the term "share capital" means the total number of voting rights. As a result of the increases in voting rights granted as at the publication date of this notice, the total number of voting rights is no. 88,254,327. For more information, also with reference to the special list pursuant to Article 9-*quater* of the Articles of Association ("**Special List**"), please refer to the Company's website (<https://int.diasorin.com/it/>, "Group/Governance/Ownership Structures/Enhanced Voting Rights" section). The Company, pursuant to Article 9-*quater* of the Articles of Association, will update the Special List (where necessary) by the 5th (fifth) trading day from the end of each calendar month and, in any case, by 16 April 2025, the trading day after the date indicated in Article 83-*sexies*, paragraph 2 of the TUF (so-called record date, i.e. 15 April 2025).

Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is certified by a communication to the Company, made by the intermediary in accordance with its accounting records, in favour of the person who has the right to vote, based on the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the Shareholders' Meeting, i.e. 15 April 2025 (record date); those who become owners of the Company's shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting; the communication from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting (i.e. by 25 April 2025); however, the right to participate and vote remains unchanged if the

communications are received by the Company after said deadline, provided that they are received by the start of the meeting.

Pursuant to Article 135-*undecies*.1 of the TUF and Article 9 of the Articles of Association, the participation in the Shareholders' Meeting of those who have the right to vote is permitted exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the TUF, to whom a proxy must be granted, in the manner and under the conditions indicated below; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, in derogation of Article 135-*undecies*, paragraph 4 of the TUF.

The Directors, the Statutory Auditors, the designated representative and the Notary who will take the minutes of the meeting, as well as the other parties entitled to attend by law who do not hold voting rights, may participate in the Shareholders' Meeting via means of telecommunication, which must also be able to ensure that they can be identified. The Company will provide the individuals concerned with instructions on how to attend the Shareholders' Meeting via means of telecommunication.

The representative designated by the Company pursuant to Article 135-*undecies* of the TUF is Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6, tax code 03638780159, belonging to the Euronext Group, group VAT number 10977060960 (the "**Designated Representative**").

Shareholders who wish to participate in the Shareholders' Meeting must grant the Designated Representative the proxy, with voting instructions on the proposals on the agenda of the Shareholders' Meeting, without costs for the party granting the proxy (save for any shipping costs), through the specific proxy form which can be found, with the relevant instructions for filling-in and transmission, on the Company's website (at [https://int.diasorin.com/it/Group/Governance/Shareholders' Meeting/2025](https://int.diasorin.com/it/Group/Governance/Shareholders%20Meeting/2025) section).

The proxy with voting instructions must be received by the aforesaid Designated Representative - together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the acting legal representative or other person with appropriate powers, together with documentation certifying such person's title and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 11:59 pm on 24 April 2025), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (subject: "Proxy for the DIASORIN APRIL 2025 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address: Monte Titoli S.p.A., - for the kind attention of Register & AGM Services Office, Piazza degli Affari no. 6, 20123 Milan, Ref. "Proxy for the DIASORIN Shareholders' Meeting APRIL 2025", sending in advance a copy reproduced

electronically (PDF) by ordinary email to rd@pec.euronext.com (subject "Proxy for the DIASORIN Shareholders' Meeting APRIL 2025").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 11:59 pm on 24 April 2024).

The aforementioned Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF in derogation of Article 135-*undecies*, paragraph 4 of the TUF, via the specific proxy form available on the Company's website (at [https://int.diasorin.com/it/Group/Governance/Shareholders' Meeting/ 2025](https://int.diasorin.com/it/Group/Governance/Shareholders%20Meeting/2025) section). For the transmission of proxies or sub-proxies, the methods indicated above and stated in the proxy form must be followed.

The aforementioned proxy or sub-proxy must be received by no later than 6 pm on the day before the meeting (or in any case by the opening of the meeting). The proxy pursuant to Article 135-*novies* of the TUF and the related voting instructions may always be revoked by the aforementioned deadline.

For any clarifications on granting the proxy (and specifically on completing the proxy form and voting instructions and their transmission), those entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at the address RegisterServices@euronext.com or at the telephone number (+39) 02.33635810 (9 am to 5 pm on business days).

Shares for which a proxy has been given in whole or in part are calculated for the purposes of determining whether a meeting quorum exists for the Shareholders' Meeting; for proposals for which voting instructions were not given, the shares are not taken into account when calculating the majority and the number of shares required to approve the resolutions.

It is noted that there are no procedures for voting by correspondence or electronically.

Right to ask questions on the agenda items

Pursuant to Art. 135-*undecies*.1, paragraph 3 of the TUF, the right to ask questions as indicated in Art. 127-*ter* of the TUF may only be exercised prior to the Shareholders' Meeting. Shareholders may therefore ask questions on the items on the agenda, prior to the Shareholders' Meeting, by electronic communication sent to the certified e-mail address affarisocietari.pec@legal.diasorin.it.

Only questions strictly relevant to the agenda will be taken into consideration. Such requests must be submitted within seven open market days prior to the date of the Shareholders' Meeting, i.e. by 15 April 2025; the requests must be accompanied by the shareholder's personal details (surname and first name or company name, as applicable, place and date of birth and tax code) and the relevant communication to the Company by the intermediary pursuant to Art. 43, paragraph 1 of the Post-Trading Single Measure of Consob and Bank of Italy of 13 August 2018 ("*Rules on central counterparties, central depositories and centralised management activities*")

(the “**Post-Trading Measure**”); the ownership of the voting right may also be certified after submitting the requests provided that this occurs by the third day following the date indicated in Art. 83-sexies, paragraph 2 of the TUF (*record date*), i.e. by 18 April 2025; however, such communication is not necessary in the event the Company receives the communication from the intermediary required for participation in the Shareholders’ Meeting.

The Company will provide a response to requests received by 15 April 2025, the deadline set forth in Article 127-ter, paragraph 1-bis of the TUF - after verifying their relevance to the items on the agenda of the Shareholders’ Meeting and the legitimacy of the requesting party - at least five days before the Shareholders’ Meeting, and therefore by 23 April 2025, by publishing the responses on the appropriate section of its website ([https://int.diasorin.com/en/](https://int.diasorin.com/en/Group/Governance/Shareholders%20Meeting/2025), “Group/Governance/Shareholders’ Meeting/2025” section), in order to enable those entitled to vote to express their opinion in an informed manner on the items on the agenda. The Company may provide a single response to requests concerning the same topic.

Right to make additions to the agenda and to submit new resolution proposals

Pursuant to Article 126-bis of the TUF, Shareholders who either individually or jointly represent at least one-fortieth of the share capital may request, within 10 days from the publication of this notice (i.e. by 24 March 2025), additions to the list of items to be discussed, indicating in the request the proposed additional items, or they may submit resolution proposals on items already on the agenda. Any additions to the list of items that the Shareholders’ Meeting will discuss following the aforementioned requests or the submission of further proposals are disclosed, in the same ways laid down for the publication of the notice of call, at least 15 days before the date set for the Shareholders’ Meeting, i.e. by 13 April 2025. Additions are not allowed for items on which the Shareholders’ Meeting resolves, in accordance with the law, at the proposal of the Directors or based on a project or report prepared by them other than those referred to in Article 125-ter, paragraph 1 of the TUF. The additions must be received by the Company by the above deadline by registered letter with return receipt sent to the registered office of the Company, Via Crescentino snc, 13040 Saluggia (VC), for the kind attention of *Corporate Legal Affairs*, or by electronic communication to the certified email address affarisocietari.pec@legal.diasorin.it, and must be accompanied by a report on the items that are proposed to be discussed or on the justification for the further proposed resolutions submitted. The entitlement to exercise this right is certified by a communication to the Company by the intermediary authorised pursuant to Article 43, paragraph 1 of the Post-Trading Measure certifying the ownership of the shares by the requesting shareholders with validity on the date of the request itself. At the same time as the publication of the notice of additions or the submission of proposals, the report prepared by the requesting shareholders, accompanied by any assessments of the management body, will be made available to the public, in the same form as the documents relating to the Shareholders’ Meeting.

Right to submit individually proposed resolutions before the Shareholders’ Meeting

In addition to the foregoing, considering that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, persons entitled to participate in the Shareholders' Meeting who intend to make resolution proposals on the items on the agenda are invited to submit them in advance, by 13 April 2025, in the same manner as indicated in the preceding paragraph. Such proposals shall be published on the Company's website by 15 April 2025, in order to allow those entitled to vote to express their opinion in an informed manner also taking into account such new proposals and to allow the Designated Representative to obtain voting instructions on them, if necessary. The requesting party must provide suitable documentation proving the entitlement to participate in the Shareholders' Meeting and the issuing of a proxy to the Designated Representative for participation in the Shareholders' Meeting itself.

Appointment of the Board of Directors

Pursuant to Article 11 of the Articles of Association, the Board of Directors will be appointed, in compliance with the regulations in force on gender balance, based upon lists submitted by the Shareholders in the manner specified below, in which the candidates must be listed with a sequential number.

Only shareholders who, alone or together with others, represent the percentage established by law or regulation are entitled to submit lists. In this regard, it should be noted that, by Executive Determination of the Head of the Corporate Governance Division no. 123 of 28 January 2025, Consob set as the shareholding percentage required for submitting lists for the election of the Company's management body at 1% of the share capital.

The lists must be received in one of the following ways:

- transmission by certified email to affarisocietari.pec@legal.diasorin.it by Thursday 3 April 2025, together with a copy of a valid identity document of those submitting the lists;
- delivery to the registered office in Saluggia (VC), Via Crescentino, snc, for the kind attention of the Legal and Corporate Affairs Department, by 6 pm on Thursday 3 April 2025.

Ownership of the shareholding, as stated above, required to submit the list is certified by the intermediary authorised to keep accounts, which sends to the Company the communication indicated in Article 43 of the Post-Trading Measure, even after the list has been filed, provided that it is at least twenty-one days prior to the date set for the Shareholders' Meeting at single call, i.e. by 6 pm on Monday 7 April 2025. It should be noted that the ownership of said shareholding is determined with regard to the shares registered in favour of the Shareholder on the day on which the lists are filed with the Company.

The lists will be subject to the other forms of publicity established by the laws and regulations in force at the time. In particular, at least twenty-one days prior to the date of the Shareholders' Meeting (Monday 7 April 2025), the lists shall be made available to the public at the Company's registered office, on the Company's website and in any other manner provided for by Consob regulations.

For further information on the composition, procedures and deadlines, as well as on the documentation to be filed for the submission of lists, please refer to what is described in more detail in the Directors' Report on the third item on the agenda, which includes the guidelines expressed by the outgoing Board of Directors on the qualitative and quantitative composition of the Board to be appointed, which shareholders entitled to submit lists are invited to view.

Shareholders who submit: (i) a list containing a number of candidates greater than half of the members to be elected, are asked to make - and send to the certified e-mail address affarisocietari.pec@legal.diasorin.it - their proposals on topics on which no specific proposal has been made by the Directors and, in particular, proposals functional to the process of appointing the management body (determination of the number of members and the duration of the Board of Directors, as well as the annual remuneration), well in advance so that such proposals can be published by the Company at the same time as the lists; (ii) a "minority list", are asked to take into account the recommendations made by Consob with communication no. DEM/9017893 of 26 February 2009.

Appointment of the Board of Statutory Auditors

Pursuant to Article 18 of the Articles of Association, the Board of Statutory Auditors will be appointed, in compliance with the regulations in force on gender balance, based upon lists submitted by Shareholders in the manner specified below.

Only shareholders who, alone or together with others, represent the percentage established by law or regulation are entitled to submit lists. In this regard, it should be noted that, by Executive Determination of the Head of the Corporate Governance Division no. 123 of 28 January 2025, Consob set the shareholding percentage required for the submission of lists for the election of the Company's control body at 1% of the share capital.

The lists must be received in one of the following ways:

- transmission by certified e-mail to affarisocietari.pec@legal.diasorin.it by Thursday 3 April 2025, together with a copy of a valid identity document of those submitting the lists;
- delivery to the registered office in Saluggia (VC), Via Crescentino, snc, for the kind attention of the Legal and Corporate Affairs Department, by 6 pm on Thursday 3 April 2025.

Ownership of the total shareholding held by the Shareholders submitting the list shall be certified by the intermediary authorised to keep accounts, which sends the communication indicated in Article 43 of the Post-Trading Measure, even after the list has been filed, provided that it is at least twenty-one days prior to the date set for the Shareholders' Meeting at single call, i.e. by 6 pm on Monday 7 April 2025. It should be noted that the ownership of said shareholding is determined with regard to the shares registered in favour of the Shareholder on the day on which the lists are filed with the Company.

Pursuant to Article 144-sexies, paragraph 5 of Consob Regulation no. 11971/1999 (the “**Issuers’ Regulation**”), if, by the deadline for submitting lists as indicated above (Thursday 3 April 2025), only one list has been submitted or only lists submitted by shareholders between whom there are significant links pursuant to the laws and regulations in force at the time have been received, lists may be submitted by certified electronic mail to the address affarisocietari.pec@legal.diasorin.it by (and no later than) 11:59 pm on Sunday 6 April 2025, or by delivery to the registered office in Saluggia (VC), Via Crescentino by (and no later than) 6 pm on Friday 4 April 2025 (the “**Deadline Reopening**”); in the event of the Deadline Reopening, the minimum threshold for the submission of lists is reduced to half, i.e. 0.5% of the share capital.

For further information on the composition, procedures and deadlines, as well as on the documentation to be filed for the submission of lists, please refer to what is described in more detail in the Directors’ Report on the fourth item on the agenda, which includes the guidelines expressed by the outgoing Board of Statutory Auditors on the qualitative and quantitative composition of the Board of Statutory Auditors, which shareholders entitled to submit lists are invited to view.

The lists will be subject to the forms of publicity prescribed by the laws and regulations in force at the time. In particular, at least twenty-one days prior to the date of the Shareholders’ Meeting (Monday 7 April 2025), the lists shall be made available to the public at the Company’s registered office, on the Company’s website and in any other manner provided for by Consob regulations.

For further information on the procedures and deadlines, as well as on the documents to be filed for the submission of lists, please refer to what is described in more detail in the Directors’ Report on the fourth item on the agenda and, in general, to the applicable provisions of law and the Articles of Association.

Shareholders who submit: (i) a list containing a number of candidates exceeding half of the members to be elected, are invited to make - and to send to the certified e-mail address affarisocietari.pec@legal.diasorin.it - proposals functional to the process of appointing the control body (remuneration) well in advance so that such proposals can be published by the Company at the same time as the lists; (ii) a “minority list”, are invited to take into account the recommendations made by Consob in its communication no. DEM/9017893 of 26 February 2009.

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The documents relating to the Shareholders’ Meeting, including the reports of the Board of Directors on each item on the agenda, will be made available to the public at the Company’s registered office, on the Company’s website (<https://int.diasorin.com/it/>, “Group/Governance/Shareholders’ Meeting/2025” section) and in accordance with the other procedures and time frames established by the applicable regulations.

In addition, at least 15 days before the date of the Shareholders’ Meeting at single call, i.e. by 13 April 2025, the documents referred to in Article 77, paragraph 2-bis of

the Issuers' Regulation will be filed, with the warning that such filing will be made only at the Company's registered office.

This notice of call is published, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers' Regulation, as well as pursuant to Article 8 of the Articles of Association, on the Company's website <https://int.diasorin.com/it/> ("Group/Governance/Shareholders' Meeting/2025" section), on the authorised storage mechanism "eMarketStorage" (available at www.emarketstorage.com) and, in excerpt, in the "La Stampa" newspaper (on 15 March 2025).

Saluggia, 14 March 2025

For the Board of Directors
signed
The Chairman
Michele Denegri

