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Societa' : DIASORIN

Utenza - referente : DIASORINN01 - Ulisse Spada - Valerio Vaccarone

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Oggetto : Diasorin S.p.A. - Shareholders' Meeting
January 27, 2026 - Notice of call

Testo del comunicato

See attachment.



Notice of Call of the Shareholders' Meeting

The shareholders' meeting of Diasorin S.p.A. ("**Diasorin**" or the "**Company**") is called in ordinary and extraordinary session for 27 January 2026, at 10.00 a.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 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

Ordinary session

1. Authorization for the purchase of treasury shares for the purpose of remunerating shareholders. Related and consequent resolutions.

Extraordinary session

1. Proposal to remove the indication of the nominal value of the shares and simultaneous amendment of Article 5 ("*Share Capital – Shares*") of the Articles of Association. Related and consequent resolutions.
2. Cancellation of treasury shares without reducing the share capital; consequent amendment of Article 5 ("*Share Capital – Shares*") of the Articles of Association. Related and consequent resolutions.

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 2,947,590 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. 88,041,075.

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 19 January 2026, the trading day after the date indicated in Article 83-sexies, paragraph 2 of the TUF (so-called record date, i.e. 16 January 2026).

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. 16 January 2026 (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 22 January 2026); 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 (<https://int.diasorin.com/it/>, “Group/Governance/Shareholders’ Meeting/2026” 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 23 January 2026), 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 JANUARY 2026 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 JANUARY 2026 Shareholders' Meeting", sending in advance a copy reproduced electronically (PDF) by ordinary email to rd@pec.euronext.com (subject "Proxy for the DIASORIN JANUARY 2026 Shareholders' Meeting"). 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 23 January 2026). 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/2026](https://int.diasorin.com/it/Group/Governance/Shareholders%20Meeting/2026)" 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 items on the agenda

Pursuant to Article 135-undecies.1, paragraph 3 of the TUF, the right to ask questions as indicated in Article 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 16 January 2026; 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 Article 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 Article 83-sexies, paragraph 2 of the TUF (record date), i.e. by 19 January 2026; 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 16 January 2026 – after verifying their relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the requesting party – by 22 January 2026, by publishing the responses on the appropriate section of its website (<https://int.diasorin.com/it/>, "Group/Governance/Shareholders' Meeting/2026" 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 1 January 2026), 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 12 January 2026. 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 12 January 2026 (fifteen days before the Shareholders' Meeting), in the same manner as indicated in the preceding paragraph. Such proposals shall be published on the Company's website by 14 January 2026, 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.

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/2026" section) and in accordance with the other procedures and time frames established by the applicable regulations. 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/2026" section), on the authorised storage mechanism "eMarketStorage" (available at www.emarketstorage.com) and, in excerpt, in the "La Stampa" newspaper (on 23 December 2025).

Saluggia, 22 December 2025

For the Board of Directors
The Chairman
Michele Denegri

