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Societa' : DiaSorin

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Informazione
Regolamentata

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Oggetto : DiaSorin S.p.A. – Ordinary Shareholders'
Meeting April 29, 2022 – Notice

Testo del comunicato

Please see the attachment.

Notice of Ordinary Shareholders' Meeting

In the light of the continuing emergency situation determined by the ongoing pandemic, which, among other things, led to the enactment of Decree Law no. 18 of 17 March 2020, converted by Law no. 27 of 24 April 2020, as subsequently extended by paragraph 1 of Article 3 of Law no. 15 of 25 February 2022, conversion into law, with amendments, of Decree Law no. 228 of 30 December 2021, converted with amendments by Law no. 15 of 25 February 2022 (the "**Decree**"), DiaSorin S.p.A. hereby announces that the Ordinary Shareholders' Meeting that is the subject of this notice will be held in such a manner as to ensure compliance with the legislation set forth in the Decree.

In particular, attendance and exercising of the voting rights at the Shareholders' Meeting by those eligible will be allowed exclusively through the representative appointed pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998 (the "**Consolidated Law on Finance**"), according to the instructions provided in the relevant paragraph of this notice.

* * *

Those entitled are called to the Ordinary Shareholders' Meeting to be held on **29 April 2022**, at **11.00 a.m.** in a single call, exclusively by telecommunications means, to discuss and deliberate on the following

Agenda

1. Financial Statements for the year ending on 31 December 2021 and allocation of profit for the year:
 - 1.1 Approval of the Financial Statements, subject to review of the Report on Operations for the year ending on 31 December 2021; presentation of the consolidated Financial Statements of the DiaSorin Group for the year ending on 31 December 2021; related and required resolutions;
 - 1.2 Proposed allocation of profits; Related and required resolutions.
2. Report on the remuneration policy and remuneration 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 the "Second Section" 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 Determining 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 Substitute 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 creation of a long-term incentive plan called "*Equity Awards Plan*". Related and required resolutions.
6. Authorisation to purchase and possess treasury shares, pursuant to the combined provisions of Arts. 2357 and 2357-*ter* of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998 and related implementing provisions.

Share Capital

The Company's subscribed and paid-in share capital amounts to 55,948,257.00 Euros. It is comprised of 55,948,257 common shares, par value 1 Euro each. Each common share conveys the right to cast one vote, exception made for the shares with increased voting rights (in the ratio of two voting rights for each share). As of the date of this notice, the Company holds 1,192,000 treasury shares, the voting rights of which are suspended pursuant to Article 2357-*ter* of the Italian Civil Code. The Company's website (www.diasoringroup.com Section "Governance/Proprietary assets/Share capital and shareholders") contains detailed information on the amount of the share capital and its composition.

The Bylaws (Articles 9-*bis*, 9-*ter* and 9-*quater*) regulate the increased voting rights, with the consequence that, in compliance with the provisions of Article 120, paragraph 1 of the Consolidated Law on Finance, share capital means the total number of voting rights. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to 88,447,003. For further information, please refer to the Company's website (www.diasoringroup.com, Section "Governance/Loyalty Shares"). The Company, pursuant to Article 9-*quater* of the Company's Bylaws, will update the Special List (where necessary) by the 5th (fifth) trading day following the end of each calendar month and, in any case, within the trading day following the date indicated in Article 83-*sexies*, Paragraph 2, of the Consolidated Law on Finance (record date), i.e. by 21 April 2022.

Eligibility to attend the Shareholders' Meeting and exercise the right to vote

Pursuant to Article 83-*sexies* of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. 20 April 2022 (record date); Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by 26 April 2022); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

Pursuant to Article 106, Paragraph 4 of the Law Decree, the intervention in the Shareholders' Meeting of those entitled to vote will be made exclusively through the Designated Representative appointed by the Company pursuant to Article 135-*undecies* of

the Consolidated Law on Finance, to which proxy shall be granted under the following terms and conditions; proxies or sub-proxies may also be granted to the aforementioned Designated Representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4, of the Consolidated Law on Finance.

Directors, Statutory Auditors, the Designated Representative and the notary who will take the minutes, as well as anyone allowed to intervene pursuant to law, other than those who are entitled to vote, may attend the Shareholders' Meeting through telecommunication devices which also guarantee their identification. Instructions for attending the Shareholders' Meeting through telecommunication devices will be communicated by the Company to those interested.

The designated representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance is Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan "**Designated Representative**". Shareholders wishing to attend the Shareholders' Meeting shall give the designated representative a proxy, with voting instructions, on the proposed resolution on the agenda of the Shareholders' Meeting, without expenses for the delegating party (except for any shipping costs). The proxy shall be granted by signing a specific proxy form, available on the company's website (www.diasoringroup.com Section "Governance/Shareholders meetings /2022"), together with the relevant instructions for filling in and transmitting the form.

The proxy form with the voting instructions must be received by the Designated Representative – together with a copy of a currently valid identity document of the proxy giver or, if the proxy giver is a legal person, of the pro tempore legal representative or other person with appropriate powers, together with appropriate documentation to confirm the proxy giver's qualification and powers – by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by 23:59 p.m. on 27 April 2022, using one of the following methods: i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address assemblee@pec.spafid.it (Subject line "Proxy 2022 DIASORIN Shareholders' Meeting") from one's own certified e-mail address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano (Ref. "Proxy 2022 DIASORIN Shareholders' Meeting") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line "Proxy 2022 DIASORIN Shareholders' Meeting").

The proxy and the voting instructions may always be revoked by the same terms.

Shares for which full or partial proxy is granted are calculated for the purpose of determining due constitution of the Shareholders' Meeting; with regard to proposed resolutions for which no voting instructions are given, the shares of the Shareholder concerned are not considered in calculating the majority and the percentage of capital required for the Resolutions to be carried.

Under the Decree, proxies or sub-proxies may also be granted to the designated representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4, of the Consolidated Law on Finance, by signing a specific ordinary proxy form available on the company's website (www.diasoringroup.com, Section "Governance/Shareholders Meetings /2022"). For the

transmission of proxies/sub-proxies, the procedures indicated above and reported in the proxy form must be followed.

The said proxy or sub-proxy shall be received by 6:00 p.m. of the day preceding the Shareholders' Meeting (or anyway prior to the beginning of the meeting proceedings). The proxy pursuant to Article 135-*novies* of the Consolidated Law on Finance and the relevant voting instructions may always be revoked by the same terms.

The Designated Representative will be available for any clarifications and information at the following e-mail address confidential@spafid.it or at the following phone number (+39) 0280687.335-319 (on working days, from 9:00 a.m. to 5:00 p.m.).

No postal or electronic voting procedures are envisaged.

The Company reserves the right to supplement and/or change the above instructions according to any requirements that arise due to the current COVID-19 epidemic emergency and its developments that cannot be foreseen now.

Right to submit questions on the items on the Agenda

Pursuant to Art. 127-*ter* of the Consolidated Law on Finance, Shareholders may ask questions on the items on the agenda before the Meeting, by means of electronic communication to the certified e-mail address affarisocietari.pec@legal.diasorin.it.

Questions must be submitted within seven trading days prior to the date of the Shareholders' Meeting, i.e., by 20 April 2022, and must be accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication by the qualified intermediary pursuant to Article 43 of the new Joint Regulation on post-trading adopted by Banca d'Italia and Consob on 13 August 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") ("**Joint Regulation**") proving the legitimacy of the exercise of such right; ownership of the voting right can also be certified after the submission of the questions, provided that it is within the third day following the date indicated in Art. 83-*sexies*, paragraph 2 of the Consolidated Law on Finance (record date), i.e. by 23 April 2022; however, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting.

The Company will answer questions received no later than 20 April 2022 – the deadline prescribed by Art. 127-*ter*, paragraph 1-bis of the Consolidated Law on Finance – having verified their relevance to the items on the agenda of the and the legitimacy of the submitting party, at least three days before the Shareholders' Meeting, in derogation of the minimum term set by Art. 127-*ter*, paragraph 1-bis of the Consolidated Law on Finance, and therefore before 26 April 2022, publishing the responses on the relevant section of its website (www.diasoringroup.com, "Governance/Shareholders Meeting/2022"), in order to allow eligible parties to vote with full knowledge of the items on the agenda. The Company may provide a joint answer to questions with the same content.

Right to amend and add motions to items in the Meeting's Agenda

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice (i.e. by 26 March 2022) that the Meeting's Agenda be amended, listing on their application the additional

items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders' Meeting as a result of such requests must be publicised in the same manner required for the publication of the Notice of Shareholders' Meeting, at least 15 days before the date of the Shareholders' Meeting (i.e. by 14 April 2022). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders' Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-ter, Paragraph 1, of the Consolidated Law on Finance. Amendments must be received by the Company within the deadline above having been sent by registered letter with advice of receipt to the registered office of the Company, Via Crescentino snc, 13040 Saluggia (VC), FAO the Legal and Corporate Affairs Department, or by e-mail to the certified e-mail address affarisocietari.pec@legal.diasorin.it. Said amendments must be accompanied by a report on the items submitted for discussion or the reason for further resolution proposals submitted. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 43, Paragraph 1, of the Joint Regulation certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

Right to individually submit resolution proposals before the Shareholders' Meeting

In addition to the above, taking into account that attendance at the Shareholders' Meeting is exclusively envisaged through the Delegated Representative, those entitled to attend the Shareholders' Meeting who intend to submit proposals for resolutions on the items on the agenda are invited to submit them in advance, by 4 April 2022, according to the same procedures indicated in the paragraph above. Such proposals will be published on the Company's website by 6 April 2022, in order to allow those entitled to vote to do so in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, also on such proposals. The requesting party must provide suitable documentation proving entitlement to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative for attending in the said Shareholders' Meeting.

Appointment of the Board of Directors

Pursuant to Art. 11 of the Bylaws and in compliance with the pro tempore regulations in force concerning the balance between genders, the Board of Directors will be appointed based on the lists submitted by Shareholders according to the methods described below, in which candidates must be listed with a sequential number.

Only those Shareholders who, alone or together with others, represent the percentage established by law or regulations, are entitled to submit lists. In this regard, it should be noted that, by means of Managerial Resolution of the Head of the Corporate Governance Division no. 60 of 28 January 2022, Consob set the percentage shareholding required to submit lists for the election of the Board of Directors of the Company at 1% of the share capital.

Lists must be received in one of the following ways:

- transmission by certified e-mail to affarisocietari.pec@legal.diasorin.it by Monday, 4 April 2022, together with a copy of a valid identity document of the submitters;
- delivery to the registered office of the Company, in Saluggia (VC), Via Crescentino, snc, for the attention of the Legal and Corporate Affairs Department, by 6.00 p.m. on Monday 4 April 2022.

The ownership of the shareholding required, pursuant to the above, for the purpose of submitting the list is certified by the intermediary authorised to keep accounts by sending the notice provided for by Art. 43 of the Joint Regulation to the Company, also after filing the list, provided that it is sent at least twenty-one days before the date set for the Shareholders' Meeting in single call, i.e. by 6.00 p.m. on Friday 8 April 2022. It should be noted that the ownership of said shareholding is determined with reference to the shares registered in favour of the Shareholder on the date the lists are filed with the Company.

It should also be noted that the Directors must possess the requisites required by law and the Bylaws.

For further information on the procedures and deadlines as well as on the documents to be filed for submission of the lists, reference should be made to the Directors' Report on the third item on the agenda and, in general, to the applicable provisions of the law and the Bylaws.

The lists will be subject to the other forms of publication envisaged by the pro tempore legislation and also regulations in force. In particular, at least twenty-one days prior to the date of the Shareholders' Meeting (Friday 8 April 2022), the lists will be made available to the public at the registered office, on the Company's website and according to the other methods provided for by Consob in its regulation.

Candidates are reminded of the limits concerning the maximum number of offices as director or statutory auditor in other companies, attached to the Regulation adopted by the Board of Directors and included in the explanatory report pursuant to Art. 125-ter of the Consolidated Law on Finance, concerning the third item on the agenda, published on the Company's website (www.diasoringroup.com, Section "Governance/Shareholders' Meeting/2022").

In view of the upcoming renewal, the Board of Directors has expressed its opinion to the Shareholders on the size and composition of the Board to be appointed, which is also contained in the explanatory report on the specific item on the agenda of the Shareholders' Meeting.

Shareholders who submit a "minority list" are also subject to the recommendations made by Consob with communication no. DEM/9017893 of 26 February 2009.

Appointment of the Board of Statutory Auditors

Pursuant to Art. 18 of the Bylaws and in compliance with the pro tempore regulations in force concerning the balance between genders, the Board of Statutory Auditors will be appointed based on the lists submitted by Shareholders according to the methods described below.

Only those Shareholders who, alone or together with others, represent the percentage established by law or regulations, are entitled to submit lists. In this regard, it should be noted that, by means of Managerial Resolution of the Head of the Corporate Governance Division no. 60 of 28 January 2022, Consob set the percentage shareholding required to

submit lists for the election of the Board of Statutory Auditors of the Company at 1% of the share capital.

Lists must be received in one of the following ways:

- transmission by certified e-mail to affarisocietari.pec@legal.diasorin.it by Monday, 4 April 2022, together with a copy of a valid identity document of the submitters;
- delivery to the registered office of the Company, in Saluggia (VC), Via Crescentino, snc, for the attention of the Legal and Corporate Affairs Department, by 6.00 p.m. on Monday 4 April 2022.

Pursuant to Art. 144-*sexies*, paragraph 4-*quater*, of Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), ownership of the total shareholding held by the Shareholders submitting the list is certified by the intermediary authorised to keep accounts sending the communication provided for by Art. 43 of the Joint Regulation, also after filing the list, provided that it is sent to the Company by the intermediary authorised to keep accounts, at least twenty-one days prior to the date set for the Shareholders' Meeting in single call, i.e. by 6.00 p.m. on Friday 8 April 2022. It should be noted that the ownership of said shareholding is determined with reference to the shares registered in favour of the Shareholder on the date the lists are filed with the Company.

Pursuant to Art. 144-*sexies*, paragraph 5 of the Issuers' Regulation, if by the expiry date of the above-mentioned deadline for submitting lists (i.e. Monday 4 April 2022) only one list has been filed, or only lists submitted by shareholders among whom there are significant relations pursuant to the pro tempore law and regulations in force, lists can be submitted until the 3rd (third) day following that date (pursuant to Art. 144-*sexies*, paragraph 5 of the Issuers' Regulations), i.e. by (and no later than) Thursday 7 April 2022 (the "**Extension of the Deadline**"); In the event of Extension of the Deadline, the minimum threshold for submitting lists is halved, i.e. 0.5% of the share capital.

It should also be noted that the Statutory Auditors must possess the requisites required by law and the Bylaws.

For further information on the procedures and deadlines as well as on the documents to be filed for submission of the lists, reference should be made to the Directors' Report on the fourth item on the agenda and, in general, to the applicable provisions of the law and the Bylaws.

The lists will be subject to the forms of advertising envisaged by the pro tempore legislation and also regulations in force. In particular, at least twenty-one days prior to the date of the Shareholders' Meeting (Friday 8 April 2022), the lists will be made available to the public at the registered office, on the Company's website and according to the other methods provided for by Consob in its regulation.

Shareholders who submit a "minority list" are also subject to the recommendations made by Consob with communication no. DEM/9017893 of 26 February 2009.

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The documents pertaining to the Shareholders' Meeting, including the Board of Directors' reports on each item of the agenda, will be made available to the public at the Company

headquarters, on the Company's website (www.diasoringroup.com Section "Governance/Shareholders Meeting/2022") and according to the other procedures and timings required by application regulations.

Moreover, at least 15 days before the date of the Shareholders' Meeting in single call, i.e. by 14 April 2022, the documentation pursuant to Art. 77, paragraph 2-*bis* of the Issuers' Regulations and Art. 15, paragraph 1, letter a) of the Market Regulations adopted with Consob resolution no. 20249/2017 will be filed, with the warning that such filing will be made only at the Company's registered office.

This notice is published, pursuant to Article 125-*bis* of the Consolidated Law on Finance and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's Bylaws, on the Company's website www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2022"), on the authorised central storage mechanism "eMarket Storage" (available on the website www.emarketstorage.com) and, as an extract, in the newspaper "La Stampa" (on 17 March 2022).

Saluggia, 16 March 2022

For the Board of Directors
The
Chairman
Gustavo Denegri

Fine Comunicato n.0957-8

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