

SHAREHOLDERS' MEETING DIASORIN S.p.A.

April 29, 2022



DiaSorin

EXPLANATORY REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

(prepared pursuant to Article 84-ter of Consob Resolution No. 11971/1999, as later amended, and Article 125-ter of Legislative Decree No. 58/1998, as later amended)

DiaSorin S.p.A.
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Tax I.D. and Vercelli Company Register No. 13144290155

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Explanatory Report concerning item No. 1 on the Agenda

1. Financial Statements as at 31 December 2021 and allocation of profit for the year:

1.1 approval of the Financial Statements after examination of the management report for the year ending 31 December 2021; presentation of the Consolidated Financial Statements as at 31 December 2021 of the DiaSorin Group; related resolutions;

1.2 proposal to allocate profit; related resolutions.

The Annual Financial Report as at 31 December 2021 pursuant to Article 154-ter of Legislative Decree 58/1998 (comprising the draft financial statements and the consolidated financial statements as at 31 December 2021, the management report –including the Consolidated Non-Financial Statement pursuant to Articles 3 and 4 of Legislative Decree 254/2016 –the Annual Corporate Governance Report and the certification and reports required by law) will be made available to the public at the Company’s registered office, and will also be published on the *Company's website* www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2022") and on the authorised storage mechanism "eMarketStorage", accessible at www.emarketstorage.com, by 8 April 2022.

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Dear Shareholders,

We invite you to approve the Company's Financial Statements for the year ended 31 December 2021, proposing to allocate the profit for the year, amounting to € 138,848,771, as follows:

- considering that the Legal Reserve has already reached the maximum limit set forth in Article 2430 of the Civil Code, € 57,494,069.85, as a dividend to Shareholders in the amount of €1.05 for each ordinary share outstanding at the ex-dividend date, excluding treasury shares in the portfolio, equal to 1,192,000 ordinary shares;
- the remaining amount, equal to € 81,354,701.15, to the "retained earnings" reserve.

It is also proposed that the dividend be paid from 25 May 2022 with an ex-dividend date of 23 May 2022 in favour of outstanding shares, excluding those in the portfolio. Pursuant to Article 83-terdecies of Legislative Decree 58/1998, subjects that are shareholders at the end of the record date of 24 May 2022 will be entitled to the dividend.

We therefore submit the following draft resolutions for your approval:

Proposed resolution concerning item 1.1 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the management report, acknowledged the consolidated financial statements of the DiaSorin Group as at 31 December 2021, as well as the non-financial statement,

resolves

to approve the financial statements for the year ended 31 December 2021 in their entirety and results”;

Proposed resolution concerning item 1.2 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having heard and approved the information presented by the Board of Directors,

resolves

to approve the allocation of profit for the year, amounting to € 138,848,771, as follows:

- *to Shareholders as a dividend of € 1.05 for each ordinary share in circulation on the ex-dividend date, excluding treasury shares in the portfolio, equal to 1,192,000 ordinary shares (taking into account that the Legal Reserve has already reached the maximum limit set forth in Article 2430 of the Civil Code, € 57,494,069.85, with an ex-dividend date of 23 May 2022 in favour of outstanding shares, excluding shares in the portfolio (ex date); entitlement date for payment pursuant to Article 83-terdecies of Legislative Decree 58/1998 (record date) 24 May 2022 and date for the payment of the dividend 25 May 2022;*
- *the remaining amount, equal to € 81,354,701.15 to the "retained earnings" reserve.*

Saluggia, 16 March 2022

For the Board of Directors

The Chairman
Gustavo Denegri

Explanatory Report concerning item No. 2 on the Agenda

2. Report on the remuneration policy and fees paid:

- 2.1 resolutions on approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree 58/1998;
- 2.2 resolutions on the "Second section" of the report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58/1998.

Dear Shareholders,

the Board of Directors of your Company has called you to the Ordinary Shareholders' Meeting to present to you the Report on the remuneration policy and fees paid (the "**Remuneration Report**"), prepared pursuant to Article 123-ter of the TUF - as most recently amended by Legislative Decree 49/2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (*Shareholders' Right Directive II*), amending Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies with regard to the encouragement of long-term shareholder engagement - and Article 84-quater of Consob Regulation No. 11971/1999 ("**Issuers' Regulation**") and drafted in accordance with Annex 3A, Schedule 7-bis and Schedule 7-ter of the Issuers' Regulation, as last amended.

The Remuneration Report is divided into the following sections:

- Section I illustrates the Company's policy on the remuneration of Directors, Key Executives and, without prejudice to the provisions of Article 2402 of the Civil Code, of members of the Company's Board of Statutory Auditors, having an annual duration, and the procedures for the adoption, review and implementation of this policy, including the measures for avoiding or managing possible conflicts of interest;
In addition, pursuant to Article 84-quater, paragraph 2-bis of the Issuers' Regulation, the remuneration policy described in Section I of the Report:
 - indicates how it contributes to corporate strategy, the pursuit of long-term interests and the sustainability of the Company and is determined taking into account the remuneration and working conditions of the Company's employees;
 - defines the different components of remuneration that may be awarded; where variable remuneration is allocated, establishes clear, comprehensive and differentiated criteria for the award of such remuneration, based on financial and non-financial performance objectives, taking into account criteria relating to corporate social responsibility, where appropriate;
 - specifies the elements of the policy for which, in the presence of exceptional circumstances indicated in Article 123-ter, paragraph 3-bis of the TUF, a temporary exception may be made and the procedural conditions under which the exception may be applied;
- Section II indicates the individual fees of Directors and members of the Board of Statutory Auditors and in aggregate form the remuneration of key executives:
 - the first part, adequately, clearly and comprehensibly indicates each of the items comprising remuneration, including packages provided in the event of termination of office or employment, showing their compliance with the Company's remuneration policy for the year in question and the way in which remuneration contributes to the Company's long-term results;
 - the second part, describes: (i) analytically the fees paid during the financial year for any reason and in any form by the Company and its subsidiaries or associates,

indicating any components of such fees that relate to activities carried out in previous financial years and also highlighting the fees to be paid in one or more subsequent financial years for activities carried out in the reporting year, also indicating, as applicable, an estimated value for components that cannot be objectively quantified in the reporting year; (ii) how the Company has taken into account the vote cast the previous year by the Shareholders' Meeting on Section Two of the Report;

- the third part provides information on the allocation of financial instruments to directors, officers and other employees of DiaSorin and its subsidiaries;
- the fourth part indicates, in accordance with the criteria set out in Annex 3A, Schedule 7-ter of the Issuers' Regulation, the shareholdings held in the Issuer and its subsidiaries by members of the management and control boards, the General Manager and other key executives, as well as spouses who are not legally separated and children (minors), directly or through subsidiaries, trust companies or intermediaries, as recorded in the shareholders' register, communications received and other information obtained from members of the management and control boards, the General Manager and other key executives.

The Remuneration Report will be made available on the Company's *website* www.diasoringroup.com (in the Section "Governance/Shareholders' Meeting /2022"), and on the authorised storage system "eMarketStorage", accessible at www.emarketstorage.com, at least 21 clear days prior to the date of the Shareholders' Meeting as a combined session, i.e. by 8 April 2022.

Shareholders are reminded that, pursuant to Article 123-ter, paragraph 3-bis of the TUF, they will be called on to resolve on Section I of the Remuneration Report in favour or against, with a binding resolution pursuant to Article 123-ter, paragraph 3-ter of the TUF. They will also be called on, pursuant to Article 123-ter, paragraph 6 of the TUF, to resolve on Section II of the Remuneration Report, with a non-binding resolution.

The result of the vote will be made available to the public in accordance with law, pursuant to Articles 123-ter, paragraph 6, and 125-quater, paragraph 2 of the TUF.

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Shareholders are therefore requested to adopt the following resolutions.

Proposed resolution concerning item 2.1 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the policy on remuneration and fees paid, prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/1998,

resolves

to approve – pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree 58/1998 and all other legal and regulatory effects, and therefore with a binding resolution – the remuneration policy."

Proposed resolution concerning item 2.2 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the "second section" of the report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/1998

resolves

to approve – pursuant to Article 123-ter, paragraph 6-ter, of Legislative Decree 58/1998 and all other legal and regulatory effects, and therefore with a binding resolution – the “second section” of the report.”

Saluggia, 16 March 2022

For the Board of Directors

The Chairman
Gustavo Denegri

Explanatory Report concerning item No. 3 on the Agenda

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 members of the Board of Directors;

3.4 determination of fees.

Dear Shareholders,

with the approval of the financial statements for the year ending 31 December 2021, the term of office of the Board of Directors of your Company, appointed by the Ordinary Shareholders' Meeting of 24 April 2019, will end; it is therefore necessary to appoint a new board, after determining the number of members and term of office.

In this respect, the following is noted in particular.

Composition of the Board of Directors

Pursuant to Article 11 of the Articles of Association, the Company is managed by a Board of Directors consisting of 7 to 16 members. The number of members of the Board of Directors, within the aforementioned limits, is established by the Shareholders' Meeting, which also determines its duration, which in any case shall not exceed three financial years.

The Directors' terms of office ends on the date of the Shareholders' Meeting called to approve the financial statements for the last year of their office. Directors may be re-elected.

Directors must meet the requirements of applicable laws in force; a minimum number of Directors, corresponding to the minimum provided for by the above regulations must meet the independence requirements set out in Article 148, third paragraph, of Legislative Decree 58/1998 (the "TUF").

failure to meet the requirements will result in the Director losing office. A Director will not lose his/her position if s/he no longer meets the independence requirement defined above, provided that said requirement is still met by the minimum number of Directors as contemplated by applicable legislation.

Your Company, as a "*large company*" and with "*concentrated ownership*" within the meaning given by the Corporate Governance Code approved by the Corporate Governance Committee, which the Company has declared it endorses (January 2020 version, the "**CG Code**"), is subject to the recommendation of the CG Code whereby independent directors must constitute at least one third of the board¹.

The composition of the Board of Directors must also respect the gender balance pursuant to Article 147-ter, paragraph 1-ter of the TUF, as introduced by Law 120 of 12 July 2011 as

¹ If the quota of independent directors corresponds to a number that is not whole, this number is rounded off, according to the following arithmetical criterion: rounding down to the nearest unit if the decimal number is less than 5; instead, rounding up to the nearest unit, if the decimal number is 5 or more (see Q&A no. 5(1) for the application of the CG Code).

amended. With reference to the term of office of the new management board, at least two-fifths of the Directors must belong to the less represented gender, rounded up to the next unit (Article 144-*undecies* 1, paragraph 3, Consob Regulation no. 11971/1999, the "**Issuers' Regulation**").

System for appointing the Board of Directors on the basis of list voting

Pursuant to Article 11 of the Articles of Association, the Board of Directors shall be appointed, in compliance with applicable regulations in force on gender balance, based on the lists submitted by the Shareholders according to the procedures indicated below, in which the candidates shall be listed with a consecutive number.

Each shareholder, shareholders who are party to a shareholders' agreement pursuant to Article 122 of the TUF, the parent company, subsidiaries and joint ventures pursuant to Article 93 of the TUF, may not submit or participate in the submission of more than one list, even through a third party or trust company, nor may they vote for different lists, and each candidate may appear on only one list, failing which they will not be eligible for election. Endorsements and votes cast in violation of this prohibition shall not be assigned to any list.

We would also like to remind you that Shareholders submitting a "minority list" are subject to the recommendations made by Consob in its communication no. DEM/9017893 of 26 February 2009.

Lists may only be submitted by shareholders who, alone or together with other shareholders, own shares representing at least the percentage of the share capital subscribed at the date of submission of the list, established and published by Consob pursuant to the Issuers' Regulation. In this regard, Consob, with Executive Decision of the Head of the Corporate Governance Division no. 60 of 28 January 2022, established 1% of the share capital as the amount to be held in order to submit lists for the election of the Company's management board.

Pursuant to Article 9-ter, paragraph 4 of the Articles of Association, increased voting rights do not affect other rights, which may be exercised by virtue of owning certain percentages of the capital and likewise, do not affect the determination of the percentages of capital required to submit lists for the election of corporate boards.

The lists shall be filed at the company's registered office in Saluggia, Via Crescentino, snc by 6.00 p.m. on Monday 4 April 2022.

The lists to appoint the Board of Directors may also be filed electronically, sent to the certified email address affarisocietari.pec@legal.diasorin.it, also by Monday 4 April 2022. If the lists are submitted by certified email, a copy of valid ID of the persons submitting the list must also be sent.

The lists must include: **(i)** information on the identity of the shareholders who submitted the lists, indicating the total percentage of shares held; **(ii)** statements in which the individual candidates accept their nomination and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements for their

respective positions; **(iii)** a *curriculum vitae* of the personal and professional characteristics of each candidate, indicating, if applicable, his or her suitability to qualify as independent.

Ownership of the shareholding required for the purposes of submitting the list shall be certified by the intermediary authorised to maintain accounts sending the Company the communication indicated in Article 43 of the Single Provision on post-trading of Consob and the Bank of Italy of 13 August 2018 ("*Regulations on central counterparties, central depositaries and centralised management activities*") even after the filing of the list, provided it is sent to the Company at least twenty-one days before the date set for the Shareholders' Meeting on first call, i.e. by 6.00 p.m. on Friday 8 April 2022. Ownership of this shareholding is determined on the basis of the shares registered in favour of the Shareholder on the day when the lists are filed with the Company.

Lists with a number of candidates equal to or greater than 3 must have candidates belonging to both genders, in accordance with applicable regulations in force on gender balance, and must therefore ensure, as stated, that the least represented gender accounts for at least two fifths of the Directors, rounded up to the next unit.

Lists submitted without complying with the above provisions shall be deemed not to have been submitted.

The lists shall also be subject to other forms of notification contemplated in applicable laws and regulations in force. In particular, at least twenty-one days before the date of the Shareholders' Meeting (Friday 8 April 2022), the lists are made available to the public at the Company's registered office, on the Company's website and in accordance with other procedures contemplated by Consob regulations.

Procedures for appointing the Board of Directors

The election of the Board of Directors shall take place as follows:

- a)** the Directors to be elected, except one, are taken from the list obtaining the highest number of votes, in the progressive order in which they appear on the list;
- b)** the remaining Director is taken from the minority list that is not connected in any way, not even indirectly, with the parties that submitted or voted for the list referred to in point **a)**, and that has obtained the second-highest number of votes, as the first candidate based on the progressive order in which the candidates are indicated on the list.

Without prejudice to the fact that, if the minority list referred to in point **b)** has not obtained a percentage of votes equal to at least half of that required for the list to be submitted, all the Directors to be elected will be taken from the list that has obtained the highest number of votes referred to in point **a)**.

If the election of candidates as above does not ensure the appointment of a number of directors who meet the independence requirements established for statutory auditors in Article 148, paragraph 3, of the TUF, equal to the minimum number established by law in relation to the total number of directors, the non-independent candidate elected as the last in progressive order in the list that received the highest number of votes, as per point **a)** above, shall be replaced by the unelected independent candidate from the same list in progressive

order, or, failing that, by the first independent candidate in progressive order not elected from the other lists, according to the number of votes obtained by each of them. This replacement procedure will take place until the Board of Directors is composed of a number of members meeting the requirements set forth in Article 148, paragraph 3 of the TUF equal to at least the minimum prescribed by law. If this procedure does not produce the aforementioned result, the replacement shall take place by resolution adopted by the shareholders' meeting, with a relative majority, subject to the presentation of the candidates who meet the aforementioned requirements.

In addition, if the election of the candidates, as described above, does not ensure the composition of the Board of Directors in accordance with applicable regulations in force on gender balance, the candidate of the most represented gender elected as the last in progressive order on the list that received the highest number of votes will be replaced by the first candidate of the least represented gender not elected from the same list in progressive order. This replacement procedure will take place until the composition of the Board of Directors complies with applicable regulations in force on gender balance. If this procedure does not produce the aforementioned result, the replacement will take place by resolution adopted by the shareholders' meeting, with a relative majority, subject to the presentation of the candidates who meet the aforementioned requirements.

If only one list is submitted or if no list at all is submitted, the Shareholders' Meeting shall resolve with the majorities provided for by law, without complying with the above procedure, subject to compliance with applicable regulations in force on gender balance.

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The Board of Directors has established in its regulation approved on 16 December 2021 certain limits on the number of positions that may be held as director or auditor in other companies, as set out below ("**Limits on positions held**").

"1. (...) "*Significant Companies*" means:

- (a) *Italian companies with shares listed on Italian or foreign regulated markets;*
- (b) *Italian or foreign companies other than the companies referred to in (a) above, operating in the insurance, banking, securities, asset management or financial sectors²;*
- (c) *Italian or foreign companies, other than the companies referred to in points (a) and (b) above, which individually or as a whole at group level, if they prepare consolidated financial statements, have revenues from sales and services exceeding €200 million.*

2. For *executive directors*³:

(i) *it is not permitted to be an executive director in other Significant Companies (other than DiaSorin);*

² 1 For the purposes of the number of positions held, financial intermediaries referred to in Article 106 of Legislative Decree 385 of 1993 (Consolidated Banking Act - TUB) and undertakings providing investment or collective asset management activities and services pursuant to the TUF are considered to be "financial companies".

³ Excluding directors defined as "executive directors" in accordance with the CG Code, as they hold management positions in companies in the chain of control where the position also concerns the Company.

(ii) the maximum number of non-executive directorships in other Significant Companies (other than DiaSorin) shall not exceed 4.

*3. For **non-executive directors**, the maximum number of directorships or positions of control in other Significant Companies (other than DiaSorin) shall not exceed 6.*

4. For the purposes of calculating positions held

(i) no account is taken of positions held in companies directly or indirectly controlled by the Company, or in companies controlling it;

(ii) no account is taken of positions held in holding companies in which DiaSorin directors hold the majority of voting rights that may be exercised at the shareholders' meeting;

(iii) no account shall be taken of positions held in companies or entities whose sole purpose is to manage the private interests of the DiaSorin director or of his or her spouse who is not legally separated, person bound by a civil union or de facto cohabitation, relative or kin to the fourth degree and that do not require any kind of day-to-day management by the director himself or herself;

(iii) no account is taken of positions held as alternate auditor or as director or auditor in third sector entities (e.g., foundations, including banking foundations, associations, voluntary organisations), consortia, and unlisted cooperatives, nor of positions held as professional in professional companies;

(iv) for the purposes of identifying the companies referred to in point 1(b) above, "revenues from sales and services" means income from ordinary operations (...)".

Lastly, it should be noted that the Company's Board of Directors, in its meeting of 16 March 2022, defined, on the proposal of the Remuneration and Appointment Proposals Committee and taking into account the results of the self-assessment, guidance that identifies the managerial and professional profiles and skills deemed necessary, also considering the Limits on the number of Positions Held, as well as the policy on the diversity of the composition of the Board of Directors and, therefore, diversity criteria such as gender, managerial and professional skills, also of an international nature, and age.

In this respect, the Board decided to make the following recommendations:

- taking into account the size and activity of the Company, a number of Directors not exceeding the current number of 15 (fifteen) is considered appropriate;
- one third of the Directors must meet the independence requirements of Article 148, paragraph 3 of the TUF and the CG Code;
- in accordance with regulations on gender balance, at least two-fifths of the Directors must belong to the least represented gender (rounded up to the next unit);
- as regards diversity policies (Article 123-bis, letter d-bis) of the TUF), it is considered appropriate, also in order to foster the understanding of the Company's organisation and its activities, as well as its efficient governance, that, without prejudice to the legal requirement of gender balance: (a) the board has different aged members; and (b) the training and professional background of the Directors guarantees a balanced combination of profiles and experience, including international experience, suitable to

- ensure the proper performance of their duties;
- each candidate must comply with Limits on the number of Positions held, in order to ensure an adequate amount of time to perform duties diligently;
- as regards the balance between executive and non-executive members, the presence of a Managing Director with extensive management powers and specific experience and expertise in the Company is considered positive.

Term of office and determination of the fees of the Board of Directors

We would also like to remind you that the Ordinary Shareholders' Meeting will be requested to determine the term of office of the new Board of Directors, which in any case will not exceed three financial years, pursuant to Article 11 of the Articles of Association, and to determine the remuneration of the members of the board. In this regard, pursuant to Article 16 of the Articles of Association, the Shareholders' Meeting may determine an overall amount for the remuneration of all directors, excluding those with operational powers. The remuneration of the latter will be determined by the Board of Directors, after consulting with the Board of Statutory Auditors. Alternatively, the Shareholders' Meeting is always entitled to determine an overall amount for the remuneration of all directors, including those holding special positions.

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Finally:

- Shareholders who submit their own lists of candidates for appointment to the Board of Directors are requested to ensure that such lists include all information necessary to enable shareholders to cast their votes in an informed manner, including information about whether the candidates qualify as independent;
- Shareholders submitting a list containing a number of candidates exceeding half of the members to be elected are requested to indicate - and send to the certified email address "affarisocietari.pec@legal.diasorin.it" - proposals for the appointment of the Board of Directors (determination of the number of members and term of office of the Board of Directors, as well as the fees), sufficiently in advance so that such proposals may be published by the Company at the same time as the lists.

Saluggia, 16 March 2022

For the Board of Directors

signed

The Chairman

Gustavo Denegri

Explanatory Report concerning item No. 4 on the Agenda

4. Appointment of the Board of Statutory Auditors:

4.1 appointment of Standing Auditors and Alternate Auditors;

4.2 Appointment of the Chair of the Board of Statutory Auditors;

4.3 determination of fees.

Dear Shareholders,

with the approval of the financial statements for the year ending 31 December 2021, the term of office of the Board of Statutory Auditors of your Company, appointed by the Ordinary Shareholders' Meeting of 24 April 2019, will end; it is therefore necessary to appoint the new Board and its Chair, in compliance with the applicable regulatory and statutory provisions.

In this respect, the following is noted in particular.

Composition of the Board of Statutory Auditors

Pursuant to Article 18 of the Articles of Association, the Board of Statutory Auditors is made up of 3 Standing Auditors and 2 Alternates.

Auditors remain in office for three financial years, up to the date of the Shareholders' Meeting called to approve the financial statements for the third year of office. Auditors may be re-elected.

Auditors must meet the requirements on the limit of positions held, as contemplated by applicable laws.

Persons who cannot be elected or who are ineligible or who do not meet the requirements of professionalism, integrity and independence indicated in applicable legislation, cannot be appointed as auditors and, if already appointed, will be removed from office.

In particular, as regards the requirements of professionalism, in relation to the provisions (where applicable) of Article 1, paragraph 3 of Ministerial Decree 162 of 30 March 2000, with reference to paragraph 2, letters b) and c) of the aforesaid Article 1, it is specified that "matters strictly related to the activities carried out by the Company" mean those relating to the healthcare and medical sector.

At least one of the Standing Auditors and at least one of the Alternate Auditors shall be registered statutory auditors who have carried out statutory auditing for at least three years. Auditors who do not meet this requirement are selected from auditors who have gained overall experience of at least three years in:

- (a) administration or control activities or managerial duties in corporations that have a share capital of not less than two million euros, or;
- (b) professional or tenured university teaching activities in legal, economic, financial and

technical/scientific matters relating to the healthcare and medical sector, or;

(c) managerial functions in public bodies or public administrations operating in the credit, financial and insurance sectors, or in any case in the healthcare and medical sector.

The composition of the Board of Statutory Auditors must also respect the gender balance pursuant to Article 148, paragraph 1-*bis* of the TUF, as introduced by Law no. 120 of 12 July 2011 and subsequently amended, taking into account the provisions of Article 18 of the Articles of Association as specified below.

Without prejudice to obligations of law and the Articles of Association regarding professionalism and gender balance, Shareholders are requested to propose candidates, taking into account the guidance provided by the outgoing Board of Statutory Auditors in the document "*Guidance for Shareholders on the renewal of the Board of Statutory Auditors*" attached to this Report sub 1 ("**Guidance**").

System for appointing the Board of Statutory Auditors on the basis of list voting

Pursuant to Article 18 of the Articles of Association, the Statutory Auditors are appointed by the Ordinary Shareholders' Meeting, based on the list voting system, as explained below.

The list, which bears the names, marked with a progressive number, of one or more candidates, indicates whether the individual nomination is for the position of Standing Auditor, or for Alternate Auditor.

With reference to the aforementioned regulations on gender balance, pursuant to the Articles of Association, lists with a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that the first two candidates for the position of standing auditor and the first two candidates for the position of alternate auditor are of both genders.

Lists may only be submitted by shareholders who, alone or together with other shareholders, own shares representing at least the percentage of the share capital subscribed at the date of submission of the list, established and published by Consob pursuant to the Issuers' Regulation. In this regard, Consob, with Executive Decision of the Head of the Corporate Governance Division no. 60 of 28 January 2022, established 1% of the share capital as the amount to be held in order to submit lists for the election of the Company's board of statutory auditors.

Pursuant to Article 9-ter, paragraph 4 of the Articles of Association, increased voting rights do not affect other rights, which may be exercised by virtue of owning certain percentages of the capital and likewise, do not affect the determination of the percentages of capital required to submit lists for the election of corporate boards.

Each shareholder, as well as shareholders who are party to a shareholders' agreement pursuant to Article 122 of the TUF, and the parent company, subsidiaries and joint ventures pursuant to Article 93 of the TUF, may not submit or participate in the submission of more than one list, even through a third party or trust company, nor may they vote for different

lists, and each candidate may appear on only one list, failing which they will not be eligible for election. Endorsements and votes cast in violation of this prohibition shall not be assigned to any list.

We would also like to remind you that Shareholders submitting a "minority list" are subject to the recommendations made by Consob in its communication no. DEM/9017893 of 26 February 2009.

The lists shall be filed at the company's registered office in Saluggia, Via Crescentino, snc by 6.00 p.m. on Monday 4 April 2022.

The lists to appoint the Board of Statutory Auditors may also be filed electronically, sent to the certified email address affarisocietari.pec@legal.diasorin.it, also by Monday 4 April 2022. If the lists are submitted by certified email, a copy of valid ID of the persons submitting the list must also be sent.

The lists must include, without prejudice to any further provisions, including regulatory provisions in force at the time: (i) information on the identity of the Shareholders who presented them, indicating the overall percentage of the shareholding; (ii) a statement from Shareholders other than those who hold, even jointly, a controlling or relative majority shareholding, certifying the absence of significant connections pursuant to Article 148, paragraph 2 of the TUF and other provisions, including applicable regulatory provisions in force; (iii) exhaustive information on the personal and professional characteristics of each candidate included in the lists; (iv) statements in which the individual candidates accept their nomination and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility and that they meet the requirements of applicable regulations and of the Articles of Association for their respective positions; as well as (v) the list of administration and control positions they may have held in other companies.

A list submitted without complying with the above provisions shall be deemed not to have been submitted.

If, on the expiry date for submitting the lists as indicated above (Monday 4 April 2022), only one list has been filed, or only lists presented by shareholders among whom there are significant connections, pursuant to applicable laws and regulations in force, lists may be submitted up to the 3rd (third) day following that date, pursuant to Article 144-sexies, paragraph 5 of the Issuers' Regulation, i.e. by (and no later than) **Thursday 7 April 2022** (the "**Reopening of the Deadline**"); in the case of Reopening the Deadline, the minimum threshold for submitting the lists is reduced by half, i.e. 0.5% of the share capital.

The lists will also be subject to other forms of notification contemplated in applicable laws and regulations in force. In particular, at least twenty-one days before the date of the Shareholders' Meeting (i.e. Friday 8 April 2022), the lists are made available to the public at the Company's registered office, on the Company's website and in accordance with other procedures contemplated by Consob regulations.

Pursuant to Article 144-sexies, paragraph 4-quater of the Issuer's Regulation, the shareholding owned overall by Shareholders submitting the list shall be certified by the intermediary authorised to maintain accounts sending the Company the communication

indicated in Article 43 of the Single Provision on post-trading of Consob and the Bank of Italy of 13 August 2018 ("*Regulations on central counterparties, central depositaries and centralised management activities*") even after the filing of the list, provided it is sent to the Company at least twenty-one days before the date set for the Shareholders' Meeting on first call, i.e. by 6.00 p.m. on Friday 8 April 2022. Ownership of this shareholding is determined on the basis of the shares registered in favour of the Shareholder on the day when the lists are filed with the Company.

Method of appointment of the Board of Statutory Auditors

Pursuant to Article 18 of the Articles of Association, on the outcome of voting, the following persons will be elected:

- to the position of Statutory Auditor and Chair of the Board of Statutory Auditors, the candidate Statutory Auditor indicated at number 1 (one) of the list that obtained the second-best result and who, pursuant to applicable laws and regulations in force, is not connected, even indirectly, with subjects who submitted or voted the list that obtained the highest number of votes;

- to the position of Standing Auditor, the candidates indicated respectively at number 1 (one) and 2 (two) of the list that obtained the highest number of votes;

- to the position of Alternate Auditors, the candidates indicated at number 1 (one) on the list that obtained the highest number of votes and on the list that obtained the second-best result as per this paragraph.

In the event that two or more lists have received the same number of votes, new voting will take place. In the event of further parity between the lists put to the vote, the list presented by shareholders with the largest shareholding or, subordinately, by the largest number of shareholders, will prevail.

If, with the above procedures, the composition of standing members of the Board of Statutory Auditors does not comply with applicable regulations in force on gender balance, necessary replacements will be made for the candidates for the position of Statutory Auditor of the list that obtained the highest number of votes, according to the progressive order in which the candidates are listed.

If only one list of candidates is presented, the Standing Auditors and Alternate Auditors will be elected from this list, subject to compliance with applicable regulations in force on gender balance.

Determination of the fees of the Board of Statutory Auditors

Finally, it should be noted that, pursuant to Article 18 of the Articles of Association, the Ordinary Shareholders' Meeting will also be called on to determine the fees to be paid to members of the Board of Statutory Auditors for the entire term of office. In this regard, the Shareholders are requested to take into due account the considerations on remuneration made by the outgoing Board of Statutory Auditors and contained in the Board's Guidance (Annex 1 to this Report).

*** **

Finally:

- Shareholders who submit their own lists of candidates for appointment to the Board of Statutory Auditors are requested to ensure that such lists include all information necessary to enable shareholders to cast their votes in an informed manner, including information about the candidate to propose to the Shareholders Meeting for the position of Chair of the Board of Statutory Auditors (when taken from this list);
- Shareholders submitting a list containing a number of candidates exceeding half of the members to be elected are requested to indicate - and send to the certified email address "affarisocietari.pec@legal.diasorin.it" - proposals for the appointment of the Board of Statutory Auditors (fees), sufficiently in advance so that such proposals may be published by the Company at the same time as the lists.

Saluggia, 16 March 2022

For the Board of Directors

signed
The Chairman
Gustavo Denegri

DiaSorin S.p.A.

Via Crescentino snc - 13040 Saluggia (Vicenza)
Tax Code and Vercelli Register of Companies no. 13144290155

GUIDANCE FOR SHAREHOLDERS ON THE RENEWAL OF THE BOARD OF STATUTORY AUDITORS

This document was approved by the outgoing Board of Statutory Auditors during its meeting of 8 March 2022 pursuant to provisions of Rules of Conduct for the Boards of Statutory Auditors of listed companies issued by CNDCEC on 26 April 2018

Dear Shareholders,

This document was approved by the outgoing Board of Statutory Auditors during its meeting of 8 March 2022 pursuant to provisions of Rules of Conduct for the Boards of Statutory Auditors of listed companies issued by CNDCEC on 26 April 2018

Dear Shareholders,

with the approval of the 2021 financial statements, the current Board of Statutory Auditors will end its term of office and therefore, in compliance with the Rules of Conduct Q.1.2. and Q.1.6. of the National Council of Chartered Accountants and Accounting Experts, it is advisable to summarise in a specific document the activities carried out, as well as the time required for each of the activities carried out and the professional resources employed, in order to allow the Shareholders and Statutory Auditors put forward as candidates to assess the adequacy of the proposed fees.

This document is divided into the following sections:

- 1) functions required of the Board of Statutory Auditors of a listed company and development of the activities of the Board of Statutory Auditors;*
- 2) considerations on the ideal qualitative and quantitative composition for the future Board of Statutory Auditors;*
- 3) commitment required of the Board of Statutory Auditors in the three-year period in terms of attendance at meetings and time dedicated in 2021;*
- 4) considerations on the remuneration of the Board of Statutory Auditors;*

5) conclusions.

1. Functions required of the Board of Statutory Auditors of a listed company and development of the activities of the Board of Statutory Auditors

The duties and powers of the Board of Statutory Auditors are governed by Articles 149 to 151 of the TUF, as well as by the provisions of the Civil Code.

In particular, with regard to the TUF:

- (i) Article 149, paragraph 1, letter c-bis) establishes that the Board of Statutory Auditors is obliged to supervise the methods for the actual adoption of the corporate governance rules indicated in the codes of conduct the company publicly declares it observes;*
- (ii) in accordance with Article 151, paragraph 1, auditors may request information on the progress of company operations or on specific business directly from the management and control boards of subsidiaries; and*
- (iii) Article 151, paragraph 2, establishes that each member of the board may individually exercise powers to call board meetings and to request the assistance of employees, except for the power to call the shareholders' meeting, which must be exercised by at least two members of the board of statutory auditors.*

With the European reform on statutory auditing, the legislator intended to strengthen audit quality and in particular consolidate mechanisms for verifying the auditor's independence, giving the Board of Statutory Auditors, in a capacity as the Internal Control and Audit Committee, specific monitoring activities.

Pursuant to Article 19 of Legislative Decree 39/2010, as subsequently amended, the Board of Statutory Auditors is also obliged to:

- (i) inform the management board about the results of statutory auditing and send its report to this board;*

- (ii) *monitor the financial reporting process and submit recommendations/proposals aimed at ensuring integrity;*
- (iii) *check the effectiveness of the quality control, business risk management and internal audit systems, in relation to the audited entity's financial reporting;*
- (iv) *monitor the statutory auditing of the separate and consolidated financial statements, also taking into account any results and conclusions of the quality controls carried out by Consob pursuant to Article 26, §6 of Regulation (EU) 537/2014, where available;*
- (v) *verify and monitor the independence of independent auditors, in particular as regards the provision of services other than auditing of the Company;*
- (vi) *be responsible for the procedure to select the independent auditors and recommend independent auditors to designate pursuant to Article 16 of Regulation (EU) 537/2014.*

The Board of Statutory Auditors approves the performance of non-audit services by the auditor and entities of the related network (Article 5 of Regulation (EU) 537/2014).

Reference is also made to non-financial information, as introduced by Legislative Decree 254/2016, on the basis of which the Board of Statutory Auditors:

- (i) *monitors directors' compliance with the provisions contained in Legislative Decree 254/2016 regarding the preparation of the non-financial statement (Article 3, paragraph 7, Legislative Decree 254/2016);*
- (ii) *notifies the outcome of this supervision to the shareholders' meeting;*
- (iii) *confers with the management board, in the case where, in exceptional circumstances, information that can compromise the company's commercial position may be omitted from the non-financial statement.*

2. The ideal qualitative-quantitative composition for the future Board of Statutory Auditors

Taking into account the sector in which the Company and the Group operates, the complexity of the company organisation, the size and structure of the Group, it is believed that the performance

of the duties assigned to the Board of Statutory Auditors requires specific expertise in the following areas:

- *principles and rules of operation of listed companies;*
- *characteristics and functioning of the sector in which the Company operates;*
- *expertise in financial and extraordinary transactions;*
- *national and international accounting standards;*
- *accounting processes and preparation of the separate and consolidated financial statements;*
- *the impairment testing process and assessments;*
- *an ability to supervise the adequacy and actual functioning of the organisational structure, with regard to risk management, internal audit and financial reporting processes;*
- *risk management;*
- *sustainability;*
- *statutory auditing.*

In particular, expertise and experience in listed companies are essential, especially in Groups, including those with an international presence. It is important the members of the board of statutory auditors have different backgrounds and collectively cover the areas of expertise indicated.

As a result of the self-assessment process conducted annually, the Board of Statutory Auditors in office meets all the areas of expertise referred to above. The Board also positively assessed its composition in terms of gender diversity, skills and professionalism, as well as professional experience.

3. Commitment required of the Board of Statutory Auditors in the three-year period in terms of attendance at meetings and time dedicated in 2021

The following table summarises the number of meetings attended by the Board of Statutory Auditors in 2019, 2020 and 2021:

Board or committee meeting	2019	2020	2021
	no.	no.	no.
Board of Statutory Auditors	13	13	14
Board of Directors	7	5	9 *
Risk Management and Sustainability Committee	6	5	3
Related Parties Committee	1	1	2
Appointments and Remuneration Committee	2 (Appointments) - 1 (Remuneration) - 1 (Appointments and Remuneration)	4	4
Shareholders' Meetings	1	1	2
total	32	29	34

* During the year ended 31 December 2021, the Board of Directors held 9 meetings, an increase over previous years, in light of the actions necessary to deal with the pandemic situation underway and the extraordinary acquisition of the US company Luminex.

Quantitative commitment for 2021

Considering only the hours of attendance at meetings and excluding the time dedicated to auditing, the total number of hours' commitment of the Board of Statutory Auditors for 2021 can be estimated at approximately 187, including the time spent at ordinary and extraordinary shareholders' meetings of the year.

Meeting hours totalled approximately 35 for meetings of the Board of Statutory Auditors (2.5 hours on average each), approximately 9 for meetings of the Risk Management and Sustainability Committee (3 hours on average each), approximately 4 for the meetings of the Appointments and Remuneration Committee (1 hour on average each), approximately 1 for the meetings of the Related Parties Committee (0.5 hours each) and approximately 20 for the meetings of the Board of Directors and Shareholders' Meetings:

	<i>Hours of meetings of the Board of Statutory Auditors</i>	<i>Hours of meetings of the Risk Management and Sustainability Committee</i>	<i>Hours of meetings of the Appointments and Remuneration Committee</i>	<i>Hours of meetings of the Related Parties Committee</i>	<i>Hours of meetings of the Board of Directors and Shareholders' meetings</i>
Chair	35	3.5	4	1	20
Auditor	35	2.5	2	1	20
Auditor	35	3.5	3	1	20
Total	105	9.5	9	3	60

The commitment required of statutory auditors also involves the prior analysis of documentation made available before each board and committee meeting.

The time spent by the auditors to prepare for meetings, although not analytically quantifiable, is a significant part of their commitment, and is added to the time of the actual meetings.

The Board of Statutory Auditors, in carrying out its supervisory function, was not assisted by company employees.

4. Considerations on the remuneration of the Board of Statutory Auditors

The annual fee of each Statutory Auditor approved by the Shareholders' Meeting of the Company on 26 April 2019 is equal to €30 thousand and the annual fees of the Chairman of the Board of Statutory Auditors is equal to €40 thousand.

The Board deems its overall remuneration adequate for the complexity of its appointment and commitment to participating in the meetings of corporate boards.

In any case, it should be noted that recent analysis showed the Italian market is paying considerable attention to cases of fees paid to members of Boards of Statutory Auditors that are not fully adequate with the increasing commitment required of them in compliance with applicable regulations.

In this regard, the Board reports that the Company did not request an assessment of the adequacy of the Board's remuneration by a specialised company.

The fee of the Board of Statutory Auditors that the Shareholders' Meeting will resolve on, should be effectively commensurate with the growing commitment required of the Board, also in terms of necessary continual updates, and the duties and responsibilities of the auditors. This is also a clear and unequivocal recommendation of the Corporate Governance Code (published in January 2020), of the Rules of Conduct for the Boards of Statutory Auditors of listed companies (published in April 2018) and of authoritative representatives of the Supervisory Authority.

5. Conclusions

In conclusion, in terms of the professional expertise of members of the Board of Statutory Auditors, it is hoped and considered appropriate that the new Board also has expertise and experience in the relevant areas referred to in §3 with suitable knowledge of the principles and operating rules of listed companies; in conclusion, for an ideal qualitative/quantitative composition of the future Board of Statutory Auditors of DiaSorin, the analysis of assessments of both the current and future structure of the board confirms an opinion, shared with the Board, of maintaining the current mix of expertise and professionalism, even in the event of a change in its composition.

Taking into account the comparative analysis of the fees of members of the Board of Statutory Auditors and of Board Directors who are members of the Risk Management and Sustainability Committee, the reminders on the adequacy of the remuneration of the statutory auditors contained in the letters of the Chairman of the Corporate Governance Committee of 3 December 2021 and 22 December 2020, the continually increasing range of duties and greater commitments required of the Board in light of legal developments of the last few years, it is hoped that the company, as regards the adequacy of fees, takes into account, in its related assessment the fees paid to members of the Board of Statutory Auditors and submitted to the approval of the Shareholders' Meeting, also considering recent regulations that have extended the duties and responsibilities of the Board of Statutory Auditors.

The outgoing Board of Statutory Auditors hopes that the "guidance" brought to the attention of the Shareholders' Meeting may be considered as concrete help in the process to select candidates

to hold the position of Statutory Auditor and Chair of the new Board of Statutory Auditors, and also for the purposes of defining adequate fees for these positions.

Milan, 08 March 2022

The Board of Statutory Auditors

The Chairman Monica Mannino

Statutory Auditor Ottavia Alfano

Statutory Auditor Matteo Sutera

Explanatory Report concerning item No. 5 on the Agenda

Resolutions, pursuant to Article 114-bis of Legislative Decree 58 of 24 February 1998, on the establishment of a long-term incentive plan called the “Equity Awards Plan”. Related resolutions.

Dear Shareholders,

we submit for your approval an incentive and loyalty plan called the "*Equity Awards Plan*" (the "*Equity Plan*" or the "**Plan**") for the managers of DiaSorin SpA ("**DiaSorin**" or the "**Company**") and other DiaSorin Group companies (as defined below), pursuant to Article 114-bis of Legislative Decree 58/1998 (the "**TUF**"), to be implemented through the assignment (without a consideration) of rights (the "**Rights**") which (if accrued upon the fulfilment of the conditions, as well as the procedures and terms provided for in the Plan) grant the right to receive (without a consideration) ordinary treasury shares in the Company's portfolio, at a ratio of 1 (one) share, with regular dividend rights, for every 1 (one) Right accrued, as better specified below.

DiaSorin ordinary treasury shares will therefore be used for the Plan, subject to purchase under the authorisation pursuant to Article 2357 of the Civil Code granted, on a case-by-case basis, by the Shareholders' Meeting of the Company.

For any further information on the Equity Plan, please refer to the information document prepared pursuant to Article 84-bis of Consob Regulation 11971/1999 (the "**Issuers' Regulation**") and in compliance with Annex 3A of the Issuers' Regulation made available to the public, together with this Report, in accordance with law.

1. Reasons to adopt the Equity Plan

The purpose of the Equity Plan is to ensure the retention of beneficiaries through a consistency with market best practices, to reward the contribution of beneficiaries in creating shareholder value and foster a culture of merit based on the role and value of each beneficiary.

The adoption of the Equity Plan is also motivated by the need to harmonize the incentive tools used by the Group, in the light of the acquisition of Luminex Corporation and reflect the Group's growing international expansion.

The proposal to adopt the Plan was made by the Board of Directors, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee.

2. Recipients of the Equity Plan

As stated in the Introduction, the Equity Plan is for managers of the Company and the companies (Italian or foreign) it directly or indirectly controls pursuant to Article 93 of the TUF, or that qualify as subsidiaries in compliance with the accounting standards applicable from time to time, or included in the scope of consolidation (the "**Subsidiary Companies**" or "**Subsidiaries**" and, together with DiaSorin, the "**DiaSorin Group**").

More specifically, the Plan is for the Vice Presidents, Senior Directors, Directors and other key employees of the DiaSorin Group (jointly, the "**Recipients**") who, on the date of assignment of the Rights (the "**Assignment Date**"), are employed by the Company or Subsidiaries (or in any case have a comparable working relationship pursuant to legislation applicable to the Company or its Subsidiaries from time to time) (the "**Relationship**").

The Rights covered by the Plan may be assigned only to the Beneficiaries who will be identified from Recipients by the Board of Directors or by the person(s) delegated for this purpose by the Board of Directors.

3. Purpose and method of implementing the Equity Plan

The Plan is divided into 4 (four) Rights assignment cycles (the “**Assignment Cycle**” or “**Cycle**”), each of which has a four-year vesting period (“**Vesting Period**”). The Vesting Period is in turn divided into 4 (four) tranches, corresponding to each reference year included in the Vesting Period (the “**Tranche**”). The Vesting Period of each Cycle starts from the date of verification (the “**Verification Date**”) of the number of Rights accrued based on the conditions indicated in the Plan being met (the “**Accrued Bonus**”).

During the Plan validity, an annual assignment of the Rights may be made in each of the financial years 2022 (first Cycle), 2023 (second Cycle), 2024 (third Cycle) and 2025 (fourth Cycle). The assignment of the Rights in an Assignment Cycle is purely discretionary and does not give the Beneficiary any right to receive further assignments in the remaining Cycles of the Plan.

With reference to each Assignment Cycle, once the conditions set out in the Plan for the vesting of the Rights have been verified on the Verification Date, the DiaSorin ordinary shares will be assigned during the Vesting Period, with a quantity for each Tranche equal to 25% of the Accrued Bonus.

More specifically, the Plan consists of the free assignment to Beneficiaries of the Rights to receive, as applicable, performance shares (the “**Performance Shares**”) and/or restricted share units (“**Restricted Share Units**”) on the basis of the so-called pay opportunity of each Beneficiary, as follows.

For Beneficiaries who are Vice Presidents of the DiaSorin Group:

- (a) a part of the Rights, amounting to 50% of the pay opportunity, carries the right to receive (without a consideration) Performance Shares, in the case of achieving a certain percentage of the annual performance target identified below, and maintenance of the Employment Relationship;
- (b) another part of the Rights, amounting to the remaining 50% of the Pay Opportunity, carries the right to receive (without a consideration) Restricted Share Units, if the Employment Relationship is maintained.

The following is noted:

(i) the annual performance target to which the accrual of the Rights referring to the Performance Shares is subject in each Assignment Cycle, is the consolidated EBIT of the Group as resulting from the consolidated financial statements relating to the first year of each reference Cycle, adjusted by any amortisation of intangible assets arising from business combinations, extraordinary asset or liability items (e.g. extraordinary non-recurring operations and operations not foreseen in the budget), and neutralised by the impact of the exchange rate, as approved by the Remuneration and Appointment Proposals Committee;

(ii) the number of accrued Rights that carry the right to receive the Performance Shares in each Assignment Cycle, will be determined, on the Verification Date, according to the extent to which the performance target is actually achieved, by calculating the linear interpolation.

For Beneficiaries who are Senior Directors, Directors and other key employees of the DiaSorin Group (“**Other Beneficiaries**”), the Rights (100% of the pay opportunity) carry the right to receive (without a consideration) Restricted Share Units, in the case that the Relationship is maintained.

The number of Rights to be assigned to each Beneficiary will be calculated on the basis of the normal value of DiaSorin ordinary shares, determined pursuant to Article 9 of Presidential

Decree 917/1986, i.e. based on the arithmetic mean of the prices recorded in the month preceding the Assignment Date, taking into consideration the average of exchange rates of the same period.

All the Rights assigned in each Assignment Cycle will accrue at the end of the first financial year included in the same Cycle, following the Board of Director's approval of the Group's consolidated financial statements for the relevant financial year and subject to the conditions indicated in the Plan being met (to verify on the Verification Date), and therefore, for:

- Beneficiaries who are Vice Presidents of the DiaSorin Group, the achievement (or failure to achieve) the performance target and maintenance of the Relationship; and
- Other Beneficiaries, the maintenance of the Relationship.

As stated above, DiaSorin ordinary shares (corresponding, depending on the Beneficiary, to the number of Performance Shares and/or Restricted Shares Units received) will be assigned during the Vesting Period at the respective Allocation Dates, with a quantity, for each Tranche, equal to 25% of the Accrued Bonus.

It is proposed to assign 300,000 ordinary shares (equal to approximately 0.54% of the current share capital of DiaSorin) as the maximum total number of DiaSorin ordinary shares to be used for the Equity Plan.

It should be noted that the Equity Plan has a clawback provision, and contains rules on Rights owing to Beneficiaries in the event of termination of employment relationship in the case of a so-called "bad leaver" or a so-called "good leaver", all in accordance with standard incentive plan practices.

The Equity Plan will not receive any support from the special Fund for encouraging worker participation in companies, pursuant to Article 4, paragraph 112 of Law 350 of 24 December 2003.

4. Duration of the Equity Plan

The duration of the Equity Plan will be from approval by the Ordinary Shareholders' Meeting (convened for 29 April 2022 as a combined session) until the delivery date of the shares referring to the last Tranche included in the Vesting Period of the fourth Assignment Cycle.

The Plan has an acceleration mechanism to accrue Rights on the occurrence of certain events.

5. Limits on the transfer of Rights and Shares

Each Right will be assigned in a personal capacity to each Beneficiary and may not be transferred by deed inter vivos or be subject to restrictions or be the subject of other acts of disposal for any reason whatsoever.

There are no restrictions on the transfer of the Company's ordinary shares assigned following the accrual of the Rights.

*** **

Dear Shareholders,

in consideration of the above, we invite you to adopt the following resolutions:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined and approved the Explanatory Report of the Board of Directors,

resolves

- (i) to approve, pursuant to and for the purposes of Article 114-bis of Legislative Decree 58/1998, the establishment of a new incentive and loyalty plan called the "Equity Awards Plan"

with the characteristics (including the conditions and requirements for implementation) indicated in the Report of the Board of Directors and in the Information Document prepared pursuant to Article 84-bis of Consob resolution 11971/1999 (attached to the same Report under letter “A”), giving the Board the mandate to adopt the related regulation;

(ii) to grant the Board of Directors all necessary or appropriate powers to implement the "Equity Awards Plan", including in particular but not limited to all powers to identify the beneficiaries and determine the number of rights to be assigned to each of them, proceed with assignments to beneficiaries, as well as deal with all activities, obligations, formalities and communication necessary or appropriate for the purposes of the management and/or implementation of the plan, with the right to delegate their powers, duties and responsibilities regarding the performance and adoption of the plan to the Chairman, the Deputy Chairman and/or the Chief Executive Officer, even severally."

Saluggia, 16 March 2022

For the Board of Directors

signed

The Chairman

Gustavo Denegri

ANNEX "A"

DIASORIN S.P.A.

INFORMATION DOCUMENT ON THE INCENTIVE PLAN CALLED THE "EQUITY
AWARDS PLAN" SUBMITTED FOR THE APPROVAL OF THE ORDINARY
SHAREHOLDERS 'MEETING OF DIASORIN S.P.A. CONVENED FOR 29 APRIL 2022

Saluggia, 16 March 2022

DEFINITIONS

The following definitions are used throughout this Information Document.

Other Beneficiaries	The Beneficiaries who are Senior Directors, Directors and other key employees of the DiaSorin Group;
Ordinary Shareholders' Meeting	the ordinary shareholders' meeting of the Company called for 29 April 2022 as a combined session, to resolve, among other things, on the proposal to adopt the Plan;
Shares	the ordinary shares of DiaSorin listed on the Euronext - Milan market, to be assigned (without a consideration) to the Beneficiaries pursuant to the Plan and therefore, as applicable, the Performance Shares and/or the Restricted Share Units;
Bad Leaver	Termination of the Relationship due to (i) dismissal of the Beneficiary; (ii) voluntary resignation of the Beneficiary not justified by the occurrence of one of the events mentioned in points (i) and (iii) of the definition of Good Leaver;
Beneficiary	the subjects, identified by the Board of Directors from among the Recipients of the Plan, to whom the Rights are assigned;
Termination of the Relationship	the termination for any reason whatsoever of the Relationship between the Beneficiary and the Company or the Subsidiary;
Cycle or Assignment Cycle	each of the four cycles of assignment of the Rights that may be undertaken by the Board during the validity of the Plan and which include the Vesting Period whose duration (four years) starts from the Verification Date. More specifically, during the Plan validity, an annual assignment of the Rights may be made in each of the financial years 2022 (first Cycle), 2023 (second Cycle), 2024 (third Cycle) and 2025 (fourth Cycle). The assignment of the Rights in an Assignment Cycle is purely discretionary and does not give the Beneficiary any right to receive further assignments in the remaining Cycles of the Plan;
Remuneration and Appointment Proposals Committee	the Remuneration and Appointment Proposals Committee of the Company;
Board or Board of Directors	the acting Board of Directors in office of the Company or its delegates;

Subsidiaries or Subsidiary Companies	each of the companies (Italian or foreign) directly or indirectly controlled pursuant to Article 93 of the TUF, or that qualify as subsidiaries in compliance with the accounting standards applicable from time to time, or included in the scope of consolidation, that one or more Beneficiaries has a Relationship with;
Assignment Date	with reference to each Beneficiary, the date of the resolution of the Board of Directors concerning the assignment of the Rights in each Cycle;
Allocation Date	indicates, with reference to each Beneficiary, each of the Allocation dates included in the Vesting Period of each Cycle;
Verification Date	for each Cycle, the date of verification of the number of Rights accrued pursuant to the provisions of the Plan and the Regulations of the Plan (i.e. the Accrued Bonus);
Recipient	the subjects who the Plan is for, i.e. the Vice Presidents and Other Beneficiaries (i.e. the Senior Directors, Directors and other key employees) of the Group as holders of the Relationship;
DIASORIN or Company	DIASORIN S.p.A. with registered office in Saluggia (Vercelli), Via Crescentino snc;
Right	each conditional right, free and non-transferable by inter vivos deed, to receive, according to the terms and conditions set out in the Plan, 1 Free Share (and therefore, depending on the case, 1 Performance Share and/or 1 Restricted Share Unit);
Information Document	this information document drawn up pursuant to Article 84- <i>bis</i> of the Issuers' Regulation and consistently, also in the numbering of the related Sections, with the indications contained in Schedule 7 of Annex 3A of the Issuers' Regulations;
EBIT	the operating result before the deduction of financial charges and taxes (Earnings Before Interest and Taxes);
Euronext – Milan	the stock market organised and managed by Borsa Italiana S.p.A. (Euronext Group);
Good Leaver	Termination of the Relationship due to (i) physical or mental incapacity (due to illness or injury) of the Beneficiary which involves a period of inability to work exceeding 6 (six) months; (ii) death of the Beneficiary; (iii) retirement of the Beneficiary;

Group or Group	DiaSorin	DIASORIN together with the Subsidiaries;
Target number of Performance Shares		With reference only to the Vice Presidents, for each Cycle, the number of Shares expected to be allocated to each of them, on achieving 100% of the Performance Target under the terms and conditions set out in the Plan by the Plan regulations referring to the Vice Presidents;
Performance Target		the annual performance target to which the accrual of the Rights to receive Performance shares in each Assignment Cycle, as provided for by the Plan and Plan regulations referred to the Vice Presidents is subject, i.e. EBIT as resulting from the consolidated financial statements of the Group approved by the Board of Directors relating to the first year of each reference Cycle, adjusted by any amortisation of intangible assets arising from business combinations, extraordinary asset or liability items (e.g. extraordinary non-recurring operations and operations not foreseen in the budget), and neutralised by the impact of the exchange rate, as approved by the Remuneration and Appointment Proposals Committee;
Pay Opportunity		for each Beneficiary, the monetary amount on the basis of which the number of Rights to be assigned is defined;
Vesting period		for each of the four Cycles of the Plan, the four-year period, starting from the Verification Date, divided into 4 (four) Tranches, during which the Shares are assigned, of an amount, for each Tranche, equal to 25% of the Accrued Bonus, according to the terms and on the occurrence of the conditions provided for by the Plan and Plan Regulations. To clarify: (i) the Vesting Period of the first Cycle of the Plan corresponds to the financial years 2023, 2024, 2025 and 2026, (ii) the Vesting Period of the second Cycle of the Plan corresponds to the financial years 2024, 2025, 2026 and 2027 and (iii) the Vesting Period of the third Cycle of the Plan corresponds to the financial years 2025, 2026, 2027 and 2028 and (iv) the Vesting Period of the fourth Cycle of the Plan corresponds to the financial years 2026, 2027, 2028 and 2029;
Performance Shares		the Company's ordinary Shares allocated from time to time during the Vesting Period to the Vice Presidents if they achieve the Performance Target and the Relationship is maintained up to the Allocation Date, as applicable, under the terms and conditions set out

	in the Plan;
Plan or Equity Plan	the proposal for the adoption of the incentive and loyalty plan called the “Equity Awards Plan”, for Recipients, approved by the DIASORIN Board of Directors, and which will be submitted for the approval of the Ordinary Shareholders' Meeting pursuant to Article 114-bis of the TUF;
Accrued Bonus	the number of Rights actually accrued based on the occurrence of the conditions set out in the Plan and Plan Regulations;
Relationship	the employment relationship existing between the individual Beneficiary with the Company or with the Subsidiaries (or in any case a comparable working relationship pursuant to legislation applicable from time to time);
Restricted Shares Units	the Company's ordinary Shares allocated from time to time during the Vesting Period to Beneficiaries if the Relationship is maintained up to the Allocation Date, as applicable, under the terms and conditions set out in the Plan;
Issuers' Regulation	Consob regulation 11971/1999 as subsequently amended;
Plan Regulations	jointly (i) the regulation concerning the definition of the criteria, procedures and terms for implementing the Plan with reference to the Vice Presidents and (ii) the regulation concerning the definition of the criteria, procedures and terms for implementing the Plan with reference to the Other Beneficiaries, both approved by the Board of Directors, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee, subject to the approval of the Plan by the Ordinary Shareholders' Meeting;
Sell to Cover	the right granted to each Beneficiary to authorise the Company to sell a portion of the Shares allocated in order to build up the provision relating to withholding taxes payable by them;
Tranche	with reference to each Vesting Period, each of the 4 (four) tranches, corresponding to each reference year included in the Vesting Period;
TUF	Legislative Decree 58/1998 as subsequently amended;
Vice Presidents	Beneficiaries who are Vice Presidents of the DiaSorin Group.

FOREWORD

This Information Document, drawn up pursuant to Article 84-bis of the Issuers' Regulation and consistent, also in the numbering of the related Sections, with the indications contained in Schedule 7 of Annex 3A of the Issuers' Regulation, concerns the proposal for the adoption of the incentive and loyalty plan called "Equity Awards Plan" – approved by the Board of Directors on 16 December 2021, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee – which will be submitted for the approval of the Ordinary Shareholders' Meeting of the Company called for 29 April 2022 as a combined session.

At the date of this Information Document, the proposed adoption of the Equity Plan had not yet been approved by the Ordinary Shareholders' Meeting and therefore:

- (i) this Information Document is drawn up exclusively on the basis of the content of the proposed adoption of the Plan approved by the Board;
- (ii) any reference to the Plan contained in this Information Document must be understood as referring to the proposed adoption of the Plan.

The Plan is to be considered of "particular *importance*" pursuant to Article 114-bis, paragraph 3, of the TUF and Article 84-bis, paragraph 2, of the Issuers' Regulation, since the potential Beneficiaries of the Rights that the Board of Directors (or person(s) delegated for this purpose by the Board) may assign, include some persons who hold positions on the management boards of Subsidiaries, it being understood that these persons are potential Beneficiaries of the Plan, due to their employment relationship (or in any case a comparable working relationship pursuant to legislation applicable from time to time) (i.e. the relationship with the Subsidiaries).

The Plan is not a stock option plan; therefore, in this Information Document, the sections of Annex 3A, Schedule 7 of the Issuers' Regulations that refer to said incentive plans have been omitted.

1. RECIPIENTS OF THE PLAN

1.1 Indication of the names of the recipients who are members of the board of directors or of the management board of the issuer of financial instruments, of companies controlling the issuer and of companies controlled directly or indirectly by the latter.

The potential Beneficiaries of the Plan include certain persons who are members of the management boards of the Subsidiaries, to whom Rights could be assigned by virtue of their employment relationship (or in any case a comparable working relationship pursuant to legislation applicable from time to time) (*i.e.* the Relationship) with the Subsidiaries.

1.2 Categories of employees or external staff of the issuer of financial instruments and of the parent or subsidiary companies of that issuer.

The Plan is for persons who, at the Assignment Date, have an employment relationship with the Company or its Subsidiaries (or in any case a comparable working relationship pursuant to legislation applicable from time to time) (*i.e.* the Relationship).

Under the Plan, the Board of Directors (or subject(s) delegated for this purpose by the Board, is given a mandate to identify the individual Beneficiaries within the category of Recipients.

1.3 Indication of the names of the subjects benefitting from the plan, who belong to the following groups:

a) *general managers of the issuer of financial instruments;*

Not applicable.

b) *other key executives of the issuer of financial instruments that is not of a "minor size", pursuant to Article 3, paragraph 1, letter f), of Regulation no. 17221 of 12 March 2010, in the event that during the year they received overall remuneration (obtained by adding monetary remuneration and remuneration based on financial instruments) greater than the highest overall remuneration among that assigned to the members of the board of directors, or the management board, and to the general managers of the issuer of financial instruments;*

Not applicable.

c) *natural persons controlling the issuer of shares, who are employees or who collaborate with the issuer of shares;*

Not applicable.

1.4 Description and numerical indication, separated by categories:

a) *key executives other than those indicated in letter b) of paragraph 1.3;*

Not applicable.

c) *any other categories of employees or external staff for whom differentiated characteristics of the plan have been envisaged (for example, executives, middle managers, office staff, etc.)*

The Plan provides for the following:

- Beneficiaries who are Vice Presidents are assigned Rights to receive in part Performance Shares (50% of the Pay Opportunity) and in part Restricted Share Units (the remaining 50% of the Pay Opportunity), while
- Other Beneficiaries are assigned Rights to receive Restricted Share Units, as further explained in Section 2.2.

2. REASONS TO ADOPT THE PLAN

2.1 The objectives to be achieved through the allocation of the plans

The purpose of the Equity Plan is to ensure the retention of beneficiaries through a consistency with market best practices, to reward the contribution of beneficiaries in creating shareholder value and foster a culture of merit based on the role and value of each beneficiary.

The adoption of the Equity Plan is also motivated by the need to harmonize the incentive tools used by the Group, in the light of the acquisition of Luminex Corporation and reflect the Group's growing international expansion.

Under the Plan, each Beneficiary is assigned a number of Rights based on the respective Pay Opportunity. More specifically, for Beneficiaries who are Vice Presidents, the Plan assigns Rights to receive in part as Performance Shares (50% of the Pay Opportunity) and in part as Restricted Share Units (the remaining 50% of the Pay Opportunity), while for the Others Beneficiaries, the Plan assigns Rights to receive Restricted Share Units (100% of the Pay Opportunity), as further explained in Section 2.2.

With reference to each Assignment Cycle, once the conditions set out in the Plan for the vesting of the Rights have been verified on the Verification Date, the actual allocation of 100% of the Shares accrued – for Performance Shares based on the result achieved and after verification that the Relationship has been maintained, and for Restricted Share Units subject only to verification that the Relationship has been maintained – will take place during the Vesting Period, with a

quantity for each Tranche equal to 25% of the Accrued Bonus (see Section 4.2 below). This period was considered the most suitable for achieving the incentive and loyalty targets of the Plan.

2.2 Key variables, also in the form of performance indicators, considered for the purpose of allocation plans based on financial instruments

The Plan consists of the free assignment to Beneficiaries of the Rights which (if accrued upon the fulfilment of the conditions, as well as the procedures and terms provided for in the Plan and Plan Regulations) grant the right to receive, without a consideration, the Company's Shares, at a ratio of 1 (one) Share, with regular dividend rights, for every 1 (one) Right accrued (except for any adjustments referred to in Section 3.3).

The Rights covered by the Plan may be assigned only to the Beneficiaries who will be identified from Recipients by the Board of Directors or by the person(s) delegated for this purpose by the Board of Directors.

In particular, the Plan provides for the following.

Vice Presidents

For Beneficiaries of the Plan who are Vice Presidents, the Equity Plan consists of the free assignment to said of Rights to receive Shares based on the Pay Opportunity of each of them, as follows:

- (a) a part of the Rights, amounting to 50% of the Pay Opportunity, carries the right to receive (without a consideration) Performance Shares, in the case of achieving a certain percentage (95%) of the Performance Target by the Company, and the Employment Relationship being maintained (up to the Verification Date and up to each of the Allocation Dates);
- (b) another part of the Rights, amounting to the remaining 50% of the Pay Opportunity, carries the right to receive (without a consideration) Restricted Share Units, if the Employment Relationship is maintained (up to the Verification Date and up to each of the Allocation Dates).

More specifically, the Performance Target to which the accrual of the Rights referring to the Performance Shares is subject in each Assignment Cycle, is the consolidated EBIT of the Group as resulting from the consolidated financial statements relating to the first year of each reference Cycle, adjusted by any amortisation of intangible assets arising from business combinations, extraordinary asset or liability items (e.g. extraordinary non-recurring operations and operations not foreseen in the budget), and neutralised by the impact of the exchange rate, all as approved by the Remuneration and Appointment Proposals Committee.

Therefore, the number of Performance Shares to be assigned to each Vice President under the terms and conditions set forth in the Plan and Plan regulations referring to said Vice Presidents, on the basis of the Target Number of Performance Shares, will be determined on the Verification Date, according to the extent to which the Performance Target is actually achieved by the Company, by calculating the linear interpolation, it being understood that, in any case, the total number of Performance Shares assigned to each Vice President cannot exceed 130% of his/her Target number of Performance Shares.

Other Beneficiaries

For Beneficiaries who are Senior Directors, Directors and other key employees of the DiaSorin Group, the Rights (100% of the Pay Opportunity) carry the right to receive (without a consideration) Restricted Share Units, in the case that the Relationship is maintained (up to the Verification Date and up to each of the Allocation Dates).

2.3 Elements underlying the determination of the amount of remuneration based on financial instruments, or the criteria for its determination

With reference to each Cycle, the Board may approve only one annual assignment. At the individual Assignment Dates, the Board of Directors will identify the individual Beneficiaries, the number of Rights to be assigned to each of them with reference to the applicable Cycle, based on the Pay Opportunity of each of them, as well as the terms and conditions for the vesting of the Rights and for the allocation and delivery of the Shares, in accordance with the provisions of the Plan and Plan Regulations.

The number of Rights assigned to the Beneficiaries in each Assignment Cycle is determined on a discretionary basis, taking into account, in addition to the significance of the organisational position held by the Beneficiaries concerned, market benchmarks, as well as the Company's interest in calibrating long-term incentives as part of its strategies

The assignment of the Rights in an Assignment Cycle is purely discretionary and does not give the Beneficiary any right to receive further assignments in the remaining Cycles of the Plan.

2.4 The reasons behind any decision to assign compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or, parent companies or third-party companies with respect to the group to which they belong; in the event that the aforementioned instruments are not traded on regulated markets, information on the criteria used to determine the value attributable to them

Not applicable, as the Plan is based on the assignment of Rights which carry the right to receive Shares in the Company.

2.5 Evaluations regarding significant tax and accounting implications affecting the definition of the plans

There are no significant accounting or tax implications that have affected the definition of the Plan.

2.6 Support for the plan, from the Special Provision, to encourage staff take-up, pursuant to Article 4, paragraph 112 of law 350 of 24 December 2003

The Plan is not assisted by a Special Provision encouraging staff take-up, pursuant to Article 4, paragraph 112 of Law 350 of 24 December 2003.

3. APPROVAL PROCESS AND TIMING OF THE ASSIGNMENT OF OPTIONS

3.1 Scope of powers and functions delegated by the shareholders' meeting to the board of directors for the purpose of implementing the plan

The Ordinary Shareholders' Meeting will be requested to resolve on and approve the Plan, also granting the Board of Directors all necessary or appropriate powers to implement the Plan, including in particular but not limited to all powers to adopt the Plan regulations, identify the Beneficiaries and determine the number of Rights to be assigned to each of them, proceed with assignments to Beneficiaries, as well as deal with all activities, obligations, formalities and communication necessary or appropriate for the purposes of the management and/or

implementation of the Plan, with the right to delegate their powers, duties and responsibilities regarding the performance and adoption of the Plan, as further described in Section 3.2 below.

3.2 Indication of persons in charge of plan administration and their function and competencies

The Board of Directors will be responsible for the performance of the Plan, appointed by the Ordinary Shareholders' Meeting to manage and implement the Plan.

Under the Plan, the Board may delegate its powers, duties and responsibilities regarding the performance and adoption of the Plan to the Chief Executive Officer.

Without prejudice to provisions on verifying the achievement of the Performance Target (see Section 2.2 above), the Remuneration and Appointment Proposals Committee – where requested and within the limits established by law, regulations and/or by the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee – may have advisory functions regarding the implementation of the Plan, being assisted, for this purpose, by the Chief Executive Officer and the Human Resources Department.

On 16 December 2021, the Board, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee, resolved, subject to the approval of the Equity Plan by the Ordinary Shareholders' Meeting, to approve the Plan Regulations and give the Chief Executive Officer the widest-ranging powers to ensure, under the terms and according to the procedures provided for by applicable legislation, the fulfilment of all obligations envisaged by the Plan Regulations.

3.3 Any existing procedures for the review of the plans also in relation to any changes in the basic targets

The Board of Directors has the power to stop the Plan and, with the support of the Human Resources Department, has the right to make any changes or additions to the Plan or the Plan Regulations that it deems useful or necessary in order to achieve the Plan targets to a better extent, having regard to the interests of the Beneficiaries, implementing the most appropriate methods, without prejudice to the competency of the Shareholders' Meeting with reference to the Plan pursuant to Article 114-bis of the TUF.

In the case of extraordinary or unforeseeable events – by way of example but not limited to, extraordinary operations regarding the Company's capital, such as capital reductions for losses due to the cancellation of shares, increases in the Company's capital, with or without a consideration, options offered to shareholders, mergers or spin-offs – the Board of Directors may, under the Plan, adjust the number of Shares due to the Beneficiaries in relation to the Rights, assigned and/or accrued, under which no Shares have yet been assigned and make all amendments and additions to the Plan deemed necessary or appropriate to keep the substantial and economic contents of the Plan and its purposes unchanged, within the limits permitted by applicable legislation in force.

In order to make the above adjustments and amendments, the Board of Directors will proceed according to rules commonly accepted by financial market practices; specific written notification will be given to the Beneficiaries of the aforementioned adjustments.

Without prejudice to the competency of the Shareholders' Meeting with reference to the Plan pursuant to and for the purposes of Article 114-bis of the TUF, the Board of Directors may also:

(i) approve the modification, cancellation and replacement of the Rights and of accrued Rights held by the Beneficiaries with the consent of the Beneficiaries, so that the result corresponds to the best interest of the Company in accordance with the targets of the Plan;

(ii) waive one or more provisions of the Plan in the case of exceptional circumstances (possibly in compliance with provisions in the policy on remuneration and fees paid, adopted by the Company, where applicable), giving written notice to the Beneficiaries concerned. By way of example only, it may resolve (a) to immediately accrue, all or in part, the Rights, even aside from the circumstances described in Paragraphs 4.2 and 4.8; (b) with reference only to the Vice Presidents: (x) in the event of a significant revision of business plan targets, including but not limited to acquisitions, sales of companies or business units, which require a new approval of the same business plan by the Board of Directors, the latter will have the right to approve any changes to the Performance Target, in order to adapt them to the changes made in the business plan; (y) the adjustment of the relevant Performance Target, also aside from the above cases, in order to guarantee, in the interest of the Vice Presidents, a situation that is substantially fair compared to that previously in place in the case that extraordinary and/or unforeseeable situations or circumstances arise that may significantly affect the results and/or the perimeter of the Group or, more generally, the parameters underlying the Performance Target, for the sole purpose of maintaining the objectives of the Plan to continually align corporate targets with the targets underlying the incentive systems of the Vice Presidents, without prejudice, in any case, to regulations on transactions with related parties, where applicable.

Clawback provision

Under the Plan, in cases where, within the term of 3 years from the relevant Allocation Date, the Board of Directors establishes that the Beneficiary (i) has acted fraudulently or with gross negligence to the detriment of the Group, (ii) has violated obligations of loyalty towards the Group, (iii) has behaved in a way that results in significant financial loss for the Group or (iv) has behaved contrary to the law and/or company regulations, the Board of Directors, reserves the right to obtain (a) the return of the Shares from the Beneficiary, minus a number of Shares of a value corresponding to the tax, social security and welfare charges connected with the assignment of the Shares, or if the Shares have already been sold, (b) the return of the sale value from the Beneficiary, minus the amount corresponding to the tax, social security and welfare charges connected with the assignment of the Shares, also by offsetting the Beneficiary's severance pay and/or fees, as applicable.

3.4 Description of the procedures used to determine the availability and assignment of the financial instruments on which the plans are based

The Plan consists of the free assignment to Beneficiaries of the Rights which (if accrued upon the fulfilment of the conditions, as well as the procedures and terms provided for in the Plan) grant the right to receive, without a consideration, the Company's Shares, at a ratio of 1 (one) Share, with regular dividend rights, for every 1 (one) Right accrued (except for any adjustments referred to in Paragraph 3.3 above).

The Beneficiaries will therefore not be required to pay any amount to the Company either for the Assignment or for the Allocation.

A maximum of 300,000 DiaSorin ordinary shares (equal to approximately 0.54% of the current share capital of DiaSorin) will be used for the Equity Plan.

The Company will make the Shares due to the Beneficiary available to said on the basis of the Rights accrued in each Assignment Cycle no later than 30 June of each year (the Allocation Date). The Shares that will be assigned pursuant to the Plan will have regular dividend rights and the same characteristics as the Company's shares outstanding at the relevant Allocation Date and will therefore have coupons outstanding at that date.

The Company offers Beneficiaries the Sell to Cover procedure for the sale of assigned Shares on the market, as an alternative to the direct payment to the Company by the beneficiaries of withholdings taxes payable by them.

3.5 The role played by each director in determining the characteristics of the aforementioned plans; any recurrence of situations of conflicts of interest for the directors concerned

The characteristics of the Plan to be submitted to the Ordinary Shareholders' Meeting for approval pursuant to and for the purposes of Article 114-bis of the TUF, were determined collectively by the Board, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee.

3.6 For the purposes of the requirements of Article 84-bis, paragraph 1, the date of the decision taken by the competent board to propose the approval of the plans by the shareholders' meeting and any proposal of any remuneration committee.

The Board approved the Plan on 16 December 2021, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee of 9 December 2021.

3.7 For the purposes of the requirements of Article 84-bis, paragraph 5, letter a), the date of the decision taken by the competent board regarding the assignment of instruments and any proposal of any remuneration committee put to the board.

Not applicable, because at the date of the Information Document, the Beneficiaries within the category of Recipients had not yet been identified.

3.8 The market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets

As of 16 December 2021, the date of approval of the Plan by the Board of Directors, the official price of the ordinary shares of DiaSorin was equal to €178.15. As of 9 December 2021, when the Remuneration and Appointment Proposals Committee gave its favourable opinion, the official price of DiaSorin ordinary shares was equal to €178.

3.9 In the case of plans based on financial instruments traded on regulated markets, what are the terms and conditions according to which the issuer takes into account, in identifying the timing of the assignment of the instruments to implement the plans, the possible time coincidence between:

(i) said assignment or any decisions taken in this regard by the remuneration committee, and

(ii) the distribution of any relevant information pursuant to Article 17 of Regulation (EU) no. 596/2014; for example, if such information is:

a. not already public and capable of positively influencing market prices, or

b. already public and capable of negatively influencing market prices.

Pursuant to the Plan, the Rights are assigned to the Beneficiaries without a consideration. The Rights, once accrued under the terms and conditions established in the Plan Regulations, carry the right to receive Shares, without a consideration. For information on the criteria for determining the number of Rights to be assigned, reference is made to Sections 2.2 and 2.3 above.

4. THE CHARACTERISTICS OF THE ASSIGNED INSTRUMENTS

4.1 Description of the structures of compensation plans based on financial instruments

As illustrated in paragraph 2.2. above, the Plan consists of the free assignment to Beneficiaries of the Rights which (if accrued upon the fulfilment of the conditions, as well as the procedures and terms provided for in the Plan) grant the right to receive, without a consideration, the Company's Shares, at a ratio of 1 (one) Share, with regular dividend rights, for every 1 (one) Right accrued (except for any adjustments referred to in Section 3.3).

4.2 Indication of the period of the plan's actual implementation, also with reference to any different cycles envisaged

The Plan is divided into 4 (four) Rights Assignment Cycles, each of which has a four-year Vesting Period during which the Shares, once the conditions set out in the Plan have been verified, are assigned, with a quantity for each Tranche equal to 25% of the Accrued Bonus.

The Vesting Period of each Cycle starts from the Verification Date. To clarify: (i) the Vesting Period of the first Cycle of the Plan corresponds to the financial years 2023, 2024, 2025 and 2026, (ii) the Vesting Period of the second Cycle of the Plan corresponds to the financial years 2024, 2025, 2026 and 2027 and (iii) the Vesting Period of the third Cycle of the Plan corresponds to the financial years 2025, 2026, 2027 and 2028 and (iv) the Vesting Period of the fourth Cycle of the Plan corresponds to the financial years 2026, 2027, 2028 and 2029.

With reference to each Cycle, an annual assignment of the Rights may be made in each of the financial years 2022 (first Cycle), 2023 (second Cycle), 2024 (third Cycle) and 2025 (fourth Cycle). The assignment of the Rights in an Assignment Cycle is purely discretionary and does not give the Beneficiary any right to receive further assignments in the remaining Cycles of the Plan.

At the individual Assignment Dates, the Board of Directors will identify the individual Beneficiaries, the number of Rights to be assigned to each of them with reference to the applicable Cycle, based on the Pay Opportunity of each of them, as well as the terms and conditions for the vesting of the Rights and for the allocation and delivery of the Shares, in accordance with the provisions of the Plan and Plan Regulations.

The number of Rights to be assigned to each Beneficiary will be calculated on the basis of the normal value of the Shares, determined pursuant to Article 9 of Presidential Decree 917/1986, i.e. based on the arithmetic mean of the prices recorded in the month preceding the Assignment Date, taking into consideration the average of exchange rates of the same period.

All the Rights assigned in each Assignment Cycle will accrue at the end of the first financial year included in the same Cycle, following the Board of Director's approval of the Group's consolidated financial statements for the relevant financial year and subject to the conditions indicated in the Plan being met (to verify on the Verification Date).

With reference to each Assignment Cycle, once the conditions set out in the Plan for the vesting of the Rights have been verified on the Verification Date, the actual allocation of 100% of the Shares accrued – for Performance Shares based on the result achieved and after verification that the Relationship has been maintained, and for Restricted Share Units subject to verification that the Relationship has been maintained – will take place during the Vesting Period, with a quantity for each Tranche equal to 25% of the Accrued Bonus.

The Rights of each Assignment Cycle that have not accrued pursuant to and for the purposes of the Plan will automatically lapse and will not be effective or valid.

The Company will make the Shares due to the Beneficiary available to said on the basis of the Rights accrued in each Assignment Cycle no later than 30 June of each year (the Allocation Date). The Shares that will be assigned pursuant to the Plan will have regular dividend rights and the same characteristics as the Company's shares outstanding at the relevant Allocation Date and will therefore have coupons outstanding at that date.

According to the Plan and Plan Regulations, if, after the relevant Assignment Date:

- (a) a change of control takes place pursuant to Article 93 of the TUF, even if this does not result in the obligation to launch a takeover bid;
- (b) a public purchase offer or a public exchange offer concerning the Company's shares is launched; or
- (c) resolutions are passed on transactions which may result, even indirectly, in the permanent withdrawal of shares being listed on regulated markets (delisting) or resolutions and/or commitments are made that make the delisting certain, said circumstances will constitute an acceleration event for the purposes of the vesting of Rights assigned in each Assignment Cycle and not yet accrued at the date of occurrence of the circumstance, provided that, at that time, the Relationship between the Beneficiary and the Company or, as applicable, the Subsidiary exists.

4.3 Plan period

Without prejudice to Section 4.2 above, the duration of the Equity Plan will be from approval by the Ordinary Shareholders' Meeting until the delivery date of the Shares referring to the last Tranche included in the Vesting Period of the fourth Assignment Cycle.

4.4 The maximum number of financial instruments, also in the form of options, assigned in each tax year in relation to the persons identified by name or to the indicated categories

At the date of the Information Document, the Plan had not yet been approved by the Ordinary Shareholders' Meeting and Beneficiaries within the category of Recipients had not yet been identified.

The Plan provides for the assignment to Beneficiaries of a maximum of 300,000 Rights, which give the right to receive a maximum of 300,000 Shares.

The Plan does not provide for a maximum number of Rights to be assigned in a tax year.

4.5 The procedures and clauses for implementing the plan, specifying whether the actual allocation of the instruments is subject to the occurrence of conditions or the achievement of certain results, including performance results; descriptions of these conditions and results

As regards the procedures and clauses for implementing the Plan, reference is made to the provisions in individual points of this Information Document (and in particular to Sections 2.2 and 2.3 above).

4.6 The indication of any availability restrictions on assigned instruments or on instruments deriving from the exercise of options, with particular reference to the terms within which subsequent transfer to the same company or to third parties is permitted or prohibited

Under the Plan, each Right will be assigned in a personal capacity to each Beneficiary and may not be transferred by deed inter vivos or be subject to restrictions or be the subject of other acts of disposal for any reason whatsoever. If the Beneficiary violates the above provision, the Rights (including accrued Rights) shall be considered as having lapsed, with no effect or validity.

There are no restrictions on the transfer of the Shares assigned following the accrual of the Rights.

4.7 The description of any termination conditions in relation to the allocation of plans, if the recipients carry out hedging operations that allow for the neutralisation of any prohibitions on the sale of assigned financial instruments, also in the form of options, or of the financial instruments resulting from the exercise of such options

Not applicable.

4.8 Description of the effects determined by the termination of the employment relationship

Under the Plan, the accrual of the Rights of the Beneficiaries is subject to the Relationship being maintained from the Assignment Date up to each Allocation Date included in the Vesting Period.

The Regulations of the Plan govern the treatment of the Rights assigned in the event of Termination of the Relationship as follows.

In the event of Termination of the Relationship following a Bad Leaver hypothesis during the applicable Vesting Period, or in any case before the allocation of the Shares on each Allocation Date, the Beneficiary will permanently lose in full the right to receive all the Shares due, as per the Rights accrued up to that moment and not yet assigned.

In the event of termination of the Relationship following a Good Leaver hypothesis during the applicable Vesting Period, or in any case before the delivery of the Shares on each Allocation Date, the Beneficiary (or his/her heirs) will retain the right to receive a pro-rata quantity of Shares corresponding to the pro-rata of the Rights to receive Shares assigned (even if not yet accrued) before the date of Termination of the Relationship.

Finally, in the event the Relationship is transferred to another company of the Group and/or in the event of termination of the Relationship and the concurrent establishment of a new Relationship within the Group, in a capacity as Beneficiary, said will retain all rights assigned by the Plan, since this case does not constitute a hypothesis of Termination of the Relationship which is significant for the purposes of the Plan. On the contrary, in the event that a change of control occurs, this is understood as a transfer, by the Company, to third parties of the Subsidiary to which the Beneficiary belongs.

4.9 Indication of any reasons to cancel the plans

Except as indicated in the previous Sections of the Information Document, there are no other reasons to cancel the Plan.

4.10 Reasons relating to a possible "redemption" by the company of the financial instruments covered by the plans, prepared pursuant to Articles 2357 and following of the Civil Code; the beneficiaries of the redemption, indicating whether intended only for particular categories of employees; the effects of the termination of the employment relationship on said redemption

There are no "redemption" clauses adopted by the Company for the Rights covered by the Plan and Shares, without prejudice to the provisions in Section 3.3 above with reference to the so-called clawback provision.

4.11 Any loans or other concessions intended to be granted for the purchase of the shares pursuant to Article 2358, paragraph 8 of the Civil Code

Not applicable.

4.12 Indication of assessments on the expected cost for the company at the date of the related assignment, as may be determined based on the terms and conditions already defined, by overall amount and in relation to each instrument of the plan

Not applicable, as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

4.13 Indication of any dilutive effects on the capital determined by the compensation plans

Since the Plan does not provide for the issue of new shares, there are no dilutive effects on the Company's share capital.

4.14 Any limits envisaged for the exercise of the right to vote and for the assignment of property rights

Not applicable.

4.15 In the event that the shares are not traded on regulated markets, all useful information for a complete assessment of the value attributable to them.

Not applicable as the Shares are listed on Euronext-Milan.

4.24 Remuneration plans based on financial instruments (table)

Not applicable.

Explanatory Report concerning item No. 6 on the Agenda

6. Authorisation to purchase and dispose 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 58 of 24 February 1998 and related implementing provisions.

Dear Shareholders,

you have been called to the Ordinary Shareholders' Meeting to examine and approve the proposal to authorise the purchase and disposal of ordinary shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or also the "**Company**"), pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 (the "**TUF**") and related implementing provisions.

By resolution adopted on 22 April 2021, this Shareholders' Meeting authorised the purchase and disposal of ordinary shares of the Company. This purchase authorisation has a duration of 18 months from the date of the aforementioned resolution and, therefore, will expire during the 2022 financial year, while authorisation to the disposal has been granted without time limits.

It appears appropriate that the Company be given the right to proceed with the purchase of treasury shares even after the deadline indicated above, for the purposes referred to in Section 1 below.

It is therefore proposed to Shareholders to resolve on a new authorisation to purchase and dispose of treasury shares according to the terms illustrated in this Report.

1. Reasons for authorising the purchase and disposal of treasury shares.

The purpose of the request for authorisation to purchase and dispose of treasury shares is to give the Company a useful strategic investment opportunity within the scope of the purposes contemplated in Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "**MAR**") and practices admitted by Consob pursuant to Article 13 of the MAR where applicable, and in particular the purposes illustrated below.

More specifically, this authorisation to purchase treasury shares is required in order to enable the Board of Directors to dispose of treasury shares to be allocated (*to*) the holders of the equity-linked *bonds issued by the Company, as an alternative to the shares resulting from the capital increase approved by the Shareholders' Meeting on 4 October 2021, in the event of exercise of the conversion right in accordance with the provisions of the equity-linked loan regulation and (ii) for incentive and loyalty plans adopted by the Company. DiaSorin also reserves the right to allocate the shares covered by this authorisation, or in any case already in the Company's portfolio, to serve the other purposes permitted by current legal provisions in the interest of the Company, as better specified in section 6 below.*

2. Maximum number, class and nominal value of the shares to which the authorisation refers.

Authorisation is required for the purchase, even on several occasions, of ordinary shares of the Company with a nominal value of Euro 1.00, with regular dividend rights, up to a maximum total amount of 1,500,000 ordinary shares, equal to 2.68% of the Company's share capital, of which 1,200,000 ordinary shares intended for the equity-linked loan and 300,000 ordinary shares for the incentive and loyalty plans adopted by the Company.

It is therefore proposed to give the Board of Directors a mandate to identify the amount of shares to be purchased in relation to each purchase programme within the scope of the purposes indicated in the previous section, prior to the launch of the programme, in compliance with the maximum limit referred to above.

3. Useful information for the purpose of a complete assessment of compliance with the provision provided for by Article 2357, paragraph 3 of the Civil Code.

At the date of this Report, the share capital of DiaSorin amounted to Euro 55,948,257.00 (fully subscribed and paid-up), divided into 55,948,257 ordinary shares with a par value of Euro 1.00.

At the date of this Report, the Company held 1,192,000 treasury shares in its portfolio, equal to 2.1305% of the share capital. The companies controlled by the Company do not hold DiaSorin shares.

As indicated above, the authorisation to purchase treasury shares is requested for a maximum of 1,500,000 ordinary shares, equal to 2.68% of the Company's share capital, altogether lower than the limit of the fifth part of the share capital referred to in Article 2357, paragraph 3 of the Civil Code, without prejudice to the fact that purchases of treasury shares must be considered as authorised, and therefore shall be restricted, pursuant to Article 2357, paragraph 1 of the Civil Code, exclusively within and not over the limit of distributable profit and the available reserves resulting from the last financial statements (including interim financial statements) duly approved at the time of carrying out the transaction, taking into account the consideration actually paid by the Company for the aforementioned purchases.

On the occasion of the purchase and sale of treasury shares, the necessary accounting entries will be recorded, in compliance with the provisions of the law and applicable accounting standards.

4. Duration for which authorisation is requested.

The authorisation to purchase treasury shares is required for the period of 18 months from the date of the related resolution of the Shareholders' Meeting. The Board of Directors may at its discretion proceed with the authorised transactions on one or more occasions and at any time, to an extent and in times freely determined in compliance with applicable regulations, in stages deemed appropriate in the interest of the Company. Authorisation to dispose of own shares is requested without time limits.

5. Minimum and maximum consideration of the treasury shares to be purchased

The Board of Directors proposes that purchases of treasury shares be made in compliance with the conditions relating to trading set out in Article 3 of Delegated Regulation (EU) 2016/1052 ("**Regulation 1052**") implementing the MAR and, therefore, at a consideration that is not higher than the highest price between the price of the last independent transaction and the price of the highest current independent offer on the trading venues where the purchase is made, it being understood that the unit consideration cannot in any case be lower than a minimum of 15% and not higher than a maximum of 15% compared to the official price of the DiaSorin share of the stock exchange session preceding each individual purchase transaction.

6. Methods through which purchases and disposals will be made.

The Board of Directors proposes that purchases be made in the manner established in applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the TUF, in compliance with the conditions relating to trading referred to in Article 3 of Regulation 1052 and in the stages deemed appropriate in the interest of the Company.

The Board of Directors also proposes to authorise the use pursuant to Article 2357-ter of the Civil Code, at any time, in whole or in part, on one or more occasions, of the treasury shares purchased on the basis of this proposal or in any case already in the Company's portfolio: (i) for the convertible bonds issued by the Company, under the terms and conditions established by the same, as well as for incentive and loyalty plans adopted by the Company, with the right of the Board to allocate the shares in the portfolio for the aforementioned uses according to the needs of the Company; and/or (ii) through disposal of the same on the regulated market Euronext Milan or outside said market, possibly also through the sale of rights in rem and/or in personam, including, by way of example, loans on securities, with the terms, methods and conditions of disposal of treasury shares deemed most appropriate in the interest of the Company, in order to achieve the purposes referred to in this Report, in compliance with applicable provisions of law and regulations in force.

The disposal of treasury shares in the portfolio will in any case be carried out in compliance with current laws and regulations on the trading of listed securities, including the practices admitted by Consob pursuant to Article 13 of the MAR, where applicable, and may take place in one or more stages, as deemed appropriate in the interest of the Company.

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Dear Shareholders,

in consideration of the above, we invite you to adopt the following resolutions:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the report of the Board of Directors,

resolves

(A) to authorise the purchase and disposal of ordinary treasury shares for the purposes indicated in the Report of the Board of Directors attached to these minutes, and therefore:

1. to authorise, pursuant to and for the purposes of Article 2357 of the Civil Code, the purchase, on one or more occasions, for a period of eighteen months from the date of the resolution of the Ordinary Shareholders' Meeting, of ordinary shares of the Company up to a maximum amount of 1,500,000 ordinary shares, at a consideration not lower than a minimum of 15% and not higher than a maximum of 15% compared to the official price of the DiaSorin S.p.A. share of the stock exchange session preceding each individual purchase transaction, in compliance with the conditions relating to trading, established in Article 3 of Delegated Regulation (EU) 2016/1052; at any time the maximum number of treasury shares held for the purposes of adopting this resolution shall not exceed the maximum limit established by applicable legislation in force, also taking into account the shares of the Company that may be owned by the companies controlled by it;

2. to give a mandate to the Board of Directors, and on its behalf, to the Chairman and the Chief Executive Officer, also separately, to identify the amount of shares to be purchased in relation to each purchase programme, within the scope of the purposes indicated above, prior to the start of the programme, and to proceed with the purchase of shares in the manner established in the applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the TUF, in compliance with the conditions relating to the listing referred to in Article 3 of Delegated Regulation (EU) 2016/1052 and in the stages deemed appropriate in the interest of the Company, assigning the widest-ranging powers for the execution of the purchase transactions referred to in this resolution and any other formalities relating thereto, including the possible appointment of intermediaries authorised pursuant to law and with the right to appoint special attorneys-in-fact;

3. to authorise the Board of Directors, and on its behalf the Chairman and acting Chief Executive Officer, separately, so that, pursuant to and for the purposes of Article 2357-ter of the Civil Code, they may dispose, at any time, in whole or in part, on one or more occasions, of the ordinary shares purchased on the basis of this resolution, or in any case already in the Company's portfolio, without time limits, even before having used the purchases through (i) the allocation of said for the convertible bonds issued by the Company, under the terms and conditions established by said, as well as incentive and loyalty plans adopted by the Company, and/or (ii) the sale of the same on the Euronext Milan regulated market or outside said market, also through the assignment of rights in rem and/or in personam, including, by way of example, loans on securities, in compliance with applicable provisions of law and regulations in force and in order to achieve the purposes referred to in the resolution, according to the terms, methods and conditions of disposal of the treasury shares deemed most appropriate in the interest of the Company, assigning the widest-ranging powers for the execution of the transactions referred to in this resolution and any other formalities relating thereto, including the possible appointment of intermediaries authorised pursuant to law and with the right to appoint special attorneys-in-fact. The disposal of treasury shares in the portfolio will in any case be carried out in compliance with current laws and regulations on the trading of listed securities, including the practices admitted by Consob pursuant to Article 13 of the MAR, where applicable, and may take place in one or more stages, as deemed appropriate in the interest of the Company. The authorisation referred to in this point (B) 3) is granted without time limits and must be considered issued also with reference to the treasury shares already owned by DiaSorin S.p.A. at the date of this resolution;

(C) to provide, in accordance with the law, that the purchases referred to in this authorisation are contained within the limits of distributable profits and available reserves resulting from the last financial statements (including interim financial statements) approved at the time of carrying out the transaction and that, on the occasion of the purchase and sale of treasury shares, the necessary accounting entries are recorded, in compliance with applicable provisions of law and accounting standards.”

Saluggia, 16 March 2021

For the Board of Directors

The Chairman
Gustavo Denegri