



SPAFID CONNECT

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Oggetto : Shareholders' Meeting June 10, 2020

Testo del comunicato

Vedi allegato.

Milan, June 10, 2020 – DIASORIN S.P.A. – THE ORDINARY SHAREHOLDERS' MEETING:

- approved the statutory financial statements at December 31, 2019 and the ordinary dividend distribution for an aggregate amount of € 52,053,023.20;
- approved the Remuneration Policy and the “Second Section” of the Report on the Remuneration Policy and fees paid pursuant to Article 123-ter of Legislative Decree No. 58/1998;
- established a new Stock Options Plan pursuant to Article 114-bis of Legislative Decree No. 58/1998;
- authorized the purchase and disposal of treasury shares, in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998, for the implementation, among others, of the said Stock Option Plan.

The Ordinary Shareholders' Meeting, convened today under the chairmanship of Gustavo Denegri, was attended by shareholders representing 89.438% of the voting rights, recorded the Group's results and approved the statutory financial statements at December 31, 2019, the appropriation of the year's net profit and the ordinary dividend distribution motion.

The Group's results at December 31, 2019 are the following:

- Revenues € 706.3 million, increased by 5.5% at current exchange rate compared to 2018 driven by CLIA immunodiagnostic tests net of Vitamin D and molecular diagnostic tests. Growth was offset by the expected decline in Vitamin D, ELISA and instrument sales. Impact on sales of foreign exchange rates was positive of about € 12.0 million. Revenue grew at constant exchange rate at 3.8%.
- EBITDA € 276.8 million, increased by 8.4% at current exchange rate compared to 2018 and equal to 39.2% of revenues. Increase in profitability mainly driven by the upward trend in the Gross Profit, following an increase of specialty sales and a favorable geographical and channel mix. Net of both the exchange rate effect and some one-off costs in Q4'19, among which those relating to the manufacturing facility closure in South Africa, EBITDA increased by 7.6%, equal to 39.6% of Group Revenues.
- EBIT € 217.9 million, equal to 30.8% of Group revenues, increased by 6.5% compared to 2018
- Net Profit € 175.7 million, increased by 11.1% compared to 2018

The Shareholders' meeting then reviewed and approved the statutory financial statements at December 31, 2019 ended with revenues of € 395.1 million, increased by 8.5% compared to 2018, a net profit of €113.6 million with an increase of 13.5% compared to 2018 mainly due to:

- Increase in dividends received from subsidiaries;
- Income taxes of € 14.2 million (€ 19.5 million in 2018), with a 11.1% tax rate, as FY 2019 continued

to benefit from the 2017 agreement with Italian Tax Authority over the Patent Box Regime.

The Shareholders' meeting also approved a motion to distribute an ordinary dividend of € 0.95 per share outstanding (net of treasury shares), with June 15 2020 as coupon no. 15 date, June 16, 2020 as record date and payment date from June 17, 2020 onwards.

The same Shareholders' meeting, pursuant to Article 123-ter of Legislative Decree No. 58/1998, approved, with a binding resolution, the Remuneration Policy to be adopted for governance and control Bodies Members, General Managers and Strategic Executives, and the related implementation procedures, as well as, with a not binding resolution, the "Second Section" of the Report on the Remuneration Policy and fees paid.

Today Shareholders' meeting also approved, pursuant to Article 114-bis of the Legislative Decree No. 58/1998, the establishment of a new stock option plan named "DiaSorin S.p.A. 2020 Stock Option Plan" reserved for executives and employees of DiaSorin S.p.A. and the companies that it controls directly or indirectly ("2020 Plan") delegating to the Board of Directors the task of adopting the applicable Regulations. The Plan, which will have a duration of three years, calls for grants of up to 150,000 options (conveying the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option), awarded free of charge to the Plan's beneficiaries. The characteristics of the 2020 Plan (including its terms and implementation requirements) are described in the Explanatory Report of the Board of Directors and the Information Memorandum prepared in accordance with Article 84-bis of the Issuers' Regulation, no. 11971/1999, which are available on the Company website.

The same Shareholders' Meeting resolved upon a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A., in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998, for use in connection with the 2020 Plan, under the terms and conditions established by the Plan itself, as well as for other purposes permitted by law, including their use to serve other Stock Option Plans adopted by the Company under the terms and conditions established by the Plans themselves, or through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations.

The authorization to purchase, in one or more instalments, a maximum no. 100.000 Company's common shares, equal to 0.178% of the Company's share capital, has been granted over a period of 18 months counting from the date of the Shareholders' Meeting resolution. The authorizations to dispose of the treasury shares have been granted without time limits. At the date of this press release, DiaSorin holds no. 1.155.601 treasure shares, equal to 2.065% of the Company's share capital.

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For further information regarding the aforementioned shareholders' resolutions, reference should be made to the Explanatory Reports presented by the Board of Directors available on the Company's website and to the minutes of the Shareholders' meeting that will be published within the legal deadline on the Company's website in Section Governance/Information for Shareholders/Shareholders Meetings and Board/2020.

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