



SPAFID
CONNECT

Informazione Regolamentata n. 0957-10-2021	Data/Ora Ricezione 19 Marzo 2021 17:36:34	MTA
--	---	-----

Societa' : DiaSorin
Identificativo : 143866
Informazione
Regolamentata
Nome utilizzatore : DIASORINN01 - Fava
Tipologia : 1.1
Data/Ora Ricezione : 19 Marzo 2021 17:36:34
Data/Ora Inizio : 19 Marzo 2021 17:36:35
Diffusione presunta
Oggetto : DiaSorin S.p.A. - Notice of Shareholders'
Meeting April 22, 2021

Testo del comunicato

Vedi allegato.

Notice of Shareholders' Meeting

In light of the continuing public emergency caused by the current coronavirus pandemic which led, among other things, to the issue of Law Decree no. 18/2020 converted with amendments by Law no. 27/2020 introducing some exceptional measures applicable to the shareholders' meetings of listed companies, as extended by effect of Article 3, paragraph 6 of Law Decree 183/2020, converted into law with amendments by Law no. 21 of 26 February 2021 (the “Decree”), DiaSorin S.p.A. hereby announces that the Ordinary and Extraordinary Shareholders' Meeting indicated in this notice of call shall take place in such manner as to ensure compliance with the provisions of the Decree.

Eligible shareholders are invited to attend an Ordinary and Extraordinary Shareholders' Meeting scheduled at **3:00 p.m.**, on **April 22, 2021**, exclusively through telecommunication devices and, if necessary, at 3:00 p.m., on April 23, 2021, on second call, to discuss and vote on the following

Agenda

Ordinary Part

1. **Statutory Financial Statements at December 31, 2020 and appropriation of the year's net profit:**
 - 1.1 motion for the approval of the Statutory Financial Statements, having examined the Report on Operations for the year ended December 31, 2020; presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2020; related and required resolutions;
 - 1.2 motion for the appropriation of the net profit; related and required resolutions.
2. **Report on the Remuneration Policy and fees paid:**
 - 2.1 approval of the remuneration policy pursuant to Article 123-ter, Paragraph 3-ter of Legislative Decree No. 58/1998;
 - 2.2 resolution on the “Second Section” of the report, pursuant to Article 123-ter, Paragraph 6 of Legislative Decree No. 58/1998.
3. **Establishment of a Stock Option Plan pursuant to Article 114-bis of Legislative Decree No. 58/1998. Related and required resolutions.**
4. **Authorization to the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions. Related and required resolutions.**

Extraordinary part

1. **Proposal to amend Articles 3 (Purpose), 8 (Shareholders' Meeting), 9-bis (Increased voting right), 11 (Board of Directors), and 18 (Board of Statutory Auditors) of the Company's Bylaws. Related and required resolutions.**

Share Capital

The Company's subscribed and paid-in share capital amounts to 55.948.257,00 Euros. It is comprised of 55.948.257 common shares, par value 1 Euro each. Each common share conveys the right to cast one vote, exception made for the shares with increased voting rights (in the ratio of two voting rights for each share). As of the date of this Notice, the Company held 1.183.812 treasury shares whose voting rights are suspended pursuant to Article 2357-ter of the Italian Civil Code. The Company's website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Total Shareholders' basis") contains detailed information on the amount of the share capital and its composition.

The Extraordinary Shareholders' Meeting of April 28, 2016 approved the insertion in the Bylaws (Articles 9-bis, 9-ter and 9-quater) of the increased voting rules, with the result that, pursuant to Article 120, paragraph 1, of the Legislative Decree 58/1998 (the "**Consolidated Law on Finance**"), the total number of voting rights shall be considered as share capital. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to No. 83,839,503. For more information, please refer to the Company's website (www.diasoringroup.com, Section "Governance/ Loyalty Shares"). The Company, pursuant to Article 9-quater of the Company's Bylaws, will update the Special List (where necessary) by the 5th (fifth) trading day following the end of each calendar month and, in any case, within the trading day following the date indicated in Article 83-sexies, Paragraph 2, of the Consolidated Law on Finance (record date), i.e. by April 4, 2021.

Reduction of risks related to the health emergency - Eligibility to attend the Shareholders' Meeting and exercise the right to vote, attendance at the Shareholders' Meeting and granting of the proxy to the Designated Representative

Pursuant to Article 83-sexies of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e. April 13, 2021 (record date). Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e. by April 19, 2021); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

Pursuant to Article 106, Paragraph 4 of the Law Decree, the intervention in the Shareholders' Meeting of those entitled to vote will be made exclusively through the Designated Representative appointed by the Company pursuant to art 135-undecies of the Consolidated Law on Finance, to which proxy shall be granted under the following terms and conditions; proxies or sub-proxies may also be granted to the aforementioned Designated Representative, pursuant to Article 135-novies of the Consolidated Law on Finance and notwithstanding the Article 135-undecies, Paragraph 4, of the Consolidated Law on Finance.

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

through telecommunication devices will be communicated by the Company to those interested.

The Designated Representative appointed by the Company pursuant to art 135-*undecies* of the Consolidated Law on Finance is Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan. Shareholders wishing to attend the Shareholders' Meeting shall give the Designated Representative a proxy, with voting instructions, on the proposed resolutions on the agenda of the Shareholders' Meeting, without expenses for the delegating party (except for any shipping costs).

The proxy shall contain voting instructions on all or some of the proposed resolutions on the agenda and be valid only for those proposed resolutions in relation to which voting instructions have been granted.

The proxy shall be granted by signing a specific proxy form, available on the company's website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"), together with the relevant instructions for filling in and transmitting the form.

The proxy form shall be received by said Designated Representative by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second call (i.e. by 11:59 p.m. on April 20, 2021 or, should the Shareholders' Meeting be held on second call, by 11:59 p.m. on April 21, 2021) using the following alternative procedures: i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (Subject line "Proxy 2021 DIASORIN Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano (Ref. "Proxy 2021 DIASORIN Shareholders' Meeting") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line "Proxy 2021 DIASORIN Shareholders' Meeting").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second call (i.e. by 11:59 p.m. on April 20, 2021 or, should the Shareholders' Meeting be held on second call, by 11:59 p.m. on April 21, 2021) in the manner described above.

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

Under the abovementioned Decree, proxies or sub-proxies may also be granted to the Designated Representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4, of the Consolidated Law on Finance, by signing a specific ordinary proxy form available on the company's website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"). For the transmission of proxies/sub-proxies, the procedures indicated above and reported in the proxy form must be followed.

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

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

No postal or electronic voting procedures are envisaged.

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

Right to submit questions on the items on the Agenda

Pursuant to Article 127-ter of the Consolidated Law on Finance, shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting. Questions must be submitted by e-mail sent to the following certified email address: affarisocietari.pec@legal.diasorin.it. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted and the Company will provide a joint answer to questions with the same content. Questions must be received by seven trading days prior to the Shareholders' Meeting date, i.e. by April 13, 2021 accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication by the qualified intermediary pursuant to Article 43 of the new Joint Regulation on post-trading adopted by Banca d'Italia and Consob on August 13, 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") ("**Joint Regulation**") proving the legitimacy of the exercise of such right; the legitimacy of the voting right can be confirmed even after the submission of questions, by the third day following the date indicated in Article 83-sexies, Paragraph 2, of the Consolidated Law on Finance (*record date*), i.e. by April,16 2021; however, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting. The Company will answer questions having verified their relevance to the items on the agenda and the legitimacy of the submitting party, through publication on its website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"), waiving the minimum term provided by art. 127-ter, paragraph 1- bis, of the Consolidated Law on Finance, at least three days prior to the Shareholders' Meeting, i.e. by April 19, 2021.

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

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice (i.e. by March 29, 2021) that the Meeting's Agenda be amended, listing on their application the additional items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders' Meeting as a result of such requests must be publicized in the same manner required for the publication of the Notice of Shareholders' Meeting, at least 15 days before the date of the Shareholders' Meeting (i.e. by April 7, 2021). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders' Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-ter, Paragraph 1, of the Consolidated Law on Finance. Amendments, delivered within the deadline and at the address mentioned above, must be sent to the Company by an e-mail communication sent to the following certified email address: affarisocietari.pec@legal.diasorin.it, and they must be accompanied by a report on the items submitted for discussion or the reason for further resolution proposals submitted. The right to exercise this right is attested by a communication to the Company by the qualified

intermediary pursuant to Article 43, Paragraph 1, of the Joint Regulation certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

Power to individually submit motions of resolutions before the shareholders' meeting

In addition to the above, taking into account that the attendance to the Shareholders' Meeting is allowed exclusively through the Designated Representative, those entitled to participate in the Shareholders' Meeting which intend to submit motions of resolutions on the items on the agenda are invited to submit them beforehand, by April 7, 2021, with the same manners set out in the previous paragraph. Such motions will be made available to the public on the website of the Company by April 9, 2021, in order to allow those entitled to vote consciously also taking into account such new motions and allow the Designated Representative to collect voting instructions also on those. The requiring shareholder shall provide suitable documentation proving the legitimacy to participate in the Shareholders' Meeting and the granting of the proxy to the Designated Representative for the participation in the same Meeting.

*** **

The documents pertaining to the Shareholders' Meeting will be made available to the public on the Company's *website* (www.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2021") and according to the other procedures envisaged by Consob regulations, as follows:

- simultaneously with the publication of the present notice, the Explanatory Reports of the Board of directors concerning all the items of the agenda of the ordinary part and the Information Memorandum on the Stock Option Plan prepared pursuant to Article 84-*bis* of the Issuers' Regulation and the Explanatory Report of the Board of directors concerning the sole item of the agenda of the extraordinary part;
- at least 21 days before the date of the Shareholders' Meeting on first call (i.e. by March 31, 2021: (i) the Annual Financial Report as at December 31, 2020 pursuant to Article 154-*ter* of the Consolidated Law on Finance - including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2020, the Report on Operations (including the Consolidated non-financial statement as at December 31, 2020 pursuant to Article 3 of Legislative Decree no. 254/2016), the Annual Corporate Governance Report and the certifications and report provided by law; (ii) the Report on the Remuneration Policy and fees paid prepared pursuant to Article 123-*ter*, of the Consolidated Law on Finance and 84-*quater* of the Issuers' Regulation, as referred to item no. 2 on the agenda;
- at least 15 before the date of the Shareholders' Meeting on first call, (i.e. by April 7, 2021), the documents required by Article 77, paragraph 2-*bis* of the Issuers' Regulation and by Article 15, paragraph 1, lett. A) of the Regulations of the Markets adopted with CONSOB Resolution No. 20249/2017 will be filed, with the warning that such filing shall take place only at the Company's registered office.

This notice is published, pursuant to Article 125-bis of the Consolidated Law on Finance and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's Bylaws, on the Company's website www.diasoringroup.com (Section "Governance/Information for Shareholder/Shareholders' Meeting and board/2021"), on the authorized central storage mechanism "eMarket Storage" (available on the website www.emarketstorage.com) and, as an extract, in the newspaper "*La Stampa*" (on March 20, 2021).

*** **

Due to COVID-19 emergency, the Company recommends that Shareholders exercise their right to vote using of the forms of remote communication indicated in this notice.

Finally, the Company reserves the right to supplement and/or modify the content of this notice should it become necessary consequently to the evolution of the current health emergency situation.

Saluggia, March 19, 2021

For the Board of Directors

The Chairman
Gustavo Denegri

Fine Comunicato n.0957-10

Numero di Pagine: 8