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2021

Testo del comunicato

Vedi allegato.

DIASORIN S.P.A. SHAREHOLDERS' MEETING 2021

THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF DIASORIN S.P.A.:

- APPROVED THE STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2020 AND THE ORDINARY DIVIDEND DISTRIBUTION FOR AN AGGREGATE AMOUNT OF € 54,709,445.00;
- 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 OPTIONS PLAN;
- APPROVED THE PROPOSED AMENDMENTS TO ARTICLES 3 (PURPOSE), 8 (SHAREHOLDERS' MEETING), 9-BIS (INCREASED VOTING RIGHTS), 11 (BOARD OF DIRECTORS) AND 18 (BOARD OF STATUTORY AUDITORS) OF THE BY-LAWS

April 22, 2021 - DiaSorin S.p.A. (FTSE MIB: DIA) announces that the Ordinary and Extraordinary Shareholders' Meeting, convened today under the chairmanship of Gustavo Denegri and attended by shareholders representing 88.498% of the voting rights, acknowledged the Group's results and approved the statutory financial statements at December 31, 2020, the appropriation of the year's net profit and the ordinary dividend distribution motion.

The Group's results at December 31, 2020 are the following:

- Revenues at €881.3, increased by 24.8% at current exchange rate compared to 2019. Despite the lockdown measures imposed in 2020, DiaSorin registered growth in the molecular business (+313.4% at CER), largely driven by the test for COVID-19 diagnosis, in CLIA business, net of Vitamin D (+11.0% at CER) and in instrument sales (+10.0% at CER). In 2020, the exchange rate effect on turnover was negative for € 15.5 million. At CER, revenues increased by 27.0%.
- EBITDA at € 385.3 million, increased by 39.2% at current exchange rates compared to 2020, and equal to 43.7% of revenues. Higher profitability reflects the sales growth, the operating leverage generated by high volumes of tests for SARS-CoV-2 and the containment of operating expenses. Net of the exchange rate effect, EBITDA grew 41.7% and was equal to 43.7% of revenues.
- EBIT at € 324.2 million, equal to 36.8% of revenues, increased by 48.8% compared to 2019.
- Net Profit at €248.3 million, increased by 41.3% compared to 2019.

The Shareholders' meeting also reviewed and approved the Statutory Financial Statements at December 31, 2020 ended with revenues of €471.0 million, with an increase of 19.2% compared to 2019, a net profit of € 164.2 million, with an increase of 44.5% compared to 2019 mainly due to the COVID-19 test sales and also supported by an increase in dividends received from subsidiaries.

Income taxes, at €28.3 million (€14.2 million in 2019) with a tax rate of 14.7%, increased compared to 2019 mainly because of a lower incidence of dividends on the pre-tax profit and of a lower economic contribution for the utilization of intangibles (i.e. *Patent Box*).

Additionally, the Shareholders' meeting approved a motion to distribute an ordinary dividend of € 1.00 per share outstanding (net of treasury shares), with May 24, 2021 as coupon No. 16 date, May 25, 2021 as record date and payment date from May 26, 2021 onwards.

The same shareholders' meeting, pursuant to Article 123-ter of Legislative Decree No. 58/1998, approved, with a binding resolution, the Remuneration Policy for Directors, Statutory Auditors, General Managers and Executives with Strategic Responsibilities, and the related implementation procedures, as well as, with a non-binding resolution, the "Second Section" of the Report on the Remuneration Policy and fees paid.

Today's 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. 2021 Stock Option Plan" reserved for executives and employees of DiaSorin S.p.A. and the companies that it controls directly or indirectly ("2021 Plan") delegating to the board of Directors the task of adopting the applicable Regulations. The Plan, which will have a duration of 3 years, calls for grants of up to 300,000 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 2021 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 Group 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 2021 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. 300,000 Company's common shares, equal to 0.536% 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. 1,238,812 treasury shares, equal to 2.214% of the Company's share capital.

The Shareholders' Meeting during its following extraordinary session, approved the proposed amendments to articles 3 (Purpose), 8 (Shareholders' Meeting), 9-bis (Increased voting rights), 11 (Board of Directors) and 18 (Board of Statutory Auditors) of the By-Laws.

The proposed amendments aim, on the one hand, to make the By-laws more functional for the Company's and the Group's current organizational requirements and to simplify the procedure for convening the Shareholders' Meeting, and on the other hand, to adjust the Bylaws in accordance with the legal and regulatory provisions in force from time to time on gender balance in relation to the composition of the Board of Directors and Board of Statutory Auditors and to make it consistent with



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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 Group's website and to the minutes of the Shareholders' Meeting that will be published within the legal deadline on the Group's website in the section "Governance/Information for Shareholders/Shareholders Meetings and Board /2021".

For additional information, please contact:

Riccardo Fava

Corporate Vice President Communication & Investor Relations

Tel: +39.0161.487988

riccardo.fava@diasorin.it

Emanuela Salvini

Investor Relator

Tel: +39.0161.487567

emanuela.salvini@diasorin.it

About DiaSorin

Headquartered in Italy and listed at the Italian Stock Exchange in the FTSE MIB Index, DiaSorin is a global leader in the In Vitro Diagnostic (IVD) field, with 26 companies, 4 branches, 5 manufacturing facilities and 5 research and development centers.

For over 50 years, the Company has been developing, producing and marketing reagent kits used by diagnostic laboratories worldwide.

The extensive diagnostic testing offer, made available through continuous investments in research, positions DiaSorin as the player with the broadest range of specialty tests available within the diagnostic market, and identifies the Group as the "Diagnostic Specialist".

More info at www.diasoringroup.com

Fine Comunicato n.0957-28

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