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Oggetto : DiaSorin S.p.A. - Extraordinary  
Shareholders' Meeting October 4, 2021 -  
Notice

*Testo del comunicato*

Please see the attachment.



The Diagnostic Specialist

### Notice of Extraordinary 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 of March 17, 2020 converted with amendments by Law no. 27 of April 24, 2020, as subsequently deferred by Art. 6 of Law Decree 105/2021 (the "Decree"), DiaSorin S.p.A. hereby announces that the 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.

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

\* \* \*

Eligible shareholders are invited to attend an Extraordinary Shareholders' Meeting scheduled at **11:00 a.m.**, on **Monday October 4, 2021**, in Milan, Via Agnello, 18, at Studio Notarile Marchetti, in a single call, to discuss and vote on the following

#### Agenda

1. Authorisation of the convertibility of the equity-linked bond issue called "*€500,000,000 Zero Coupon Equity Linked Bonds due 2028*" and a divisible capital increase, excluding pre-emptive rights, to service the said bond issue, by issuing ordinary shares. 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 1,166,778.00 treasury shares whose voting rights are suspended pursuant to Article 2357-*ter* of the Italian Civil Code. The Company's website ([www.diasoringroup.com](http://www.diasoringroup.com) Section "Governance/Information for Shareholders/Share capital and shareholders") 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. Due to the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to No. 83,871,612. For more information, please refer to the Company's website ([www.diasoringroup.com](http://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 September 24, 2021.

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

Pursuant to Article 83-*sexies* of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. September 23, 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 (i.e. by September 29, 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 notary who will take the minutes, as well as anyone allowed to intervene pursuant to law, other than those who are entitled to vote, may attend the Shareholders' Meeting through telecommunication devices which also guarantee their identification. Instructions for attending the Shareholders' Meeting through telecommunication devices will be communicated by the Company to those interested.

The designated representative appointed by the Company pursuant to 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 resolution on the agenda of the Shareholders' Meeting, without expenses for the delegating party (except for any shipping costs). The proxy shall be granted by signing a specific proxy form, available on the company's website ([www.diasoringroup.com](http://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 with the voting instructions must be received by the designated representative – together with a copy of a currently valid identity document of the proxy giver or, if the proxy giver is a legal person, of the pro tempore legal representative or other person with appropriate powers, together with appropriate documentation to confirm the proxy giver's qualification and powers – by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by 11:59 p.m. on September 30, 2021, using one of the following methods: i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Subject line "Proxy 2021 DIASORIN Shareholders' Meeting") from one's own certified e-mail address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano (Ref. "Proxy 2021 DIASORIN Shareholders' Meeting") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy 2021 DIASORIN Shareholders' Meeting").

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

Shares for which full or partial proxy is granted are calculated for the purpose of determining due constitution of the Shareholders' Meeting; with regard to proposed resolutions for which no voting

instructions are given, the shares of the Shareholder concerned are not considered in calculating the majority and the percentage of capital required for the Resolutions to be carried.

Under the Decree, proxies or sub-proxies may also be granted to the designated representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4, of the Consolidated Law on Finance, by signing a specific ordinary proxy form available on the company's website ([www.diasoringroup.com](http://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 e-mail address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following phone number (+39) 0280687.335-319 (on working days, from 9:00 a.m. to 5:00 p.m.).

No postal or electronic voting procedures are envisaged.

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

#### **Right to submit questions on the items on the Agenda**

Pursuant to 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 letter to DiaSorin S.p.A., Via Crescentino snc, 13040 Saluggia (VC), FAO the Legal and Corporate Affairs Department, or by e-mail to the certified e-mail address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it).

Questions must be submitted by September 23, 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; however, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting.

The Company will answer questions received no later than September 23, 2021 – the deadline prescribed by Art. 127-*ter*, paragraph 1-bis of the Consolidated Law on Finance – having verified their relevance to the items on the agenda and the legitimacy of the submitting party, at least four days before the Shareholders' Meeting, in derogation of the minimum term set by Art. 127-*ter*, paragraph 1-bis of the Consolidated Law on Finance, and therefore before September 30, 2021, publishing the responses on the relevant section of its website ([www.diasoringroup.com](http://www.diasoringroup.com), "Governance/Information for Shareholders/Shareholders meetings and board/2021"), in order to allow eligible parties to vote with full knowledge of the items on the agenda. The Company may provide a joint answer to questions with the same content.

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

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice (i.e. by September 11, 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 September 19, 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 must be received by the Company within the deadline above having been sent by registered letter with advice of receipt to the registered office of the Company, Via Crescentino snc, 13040 Saluggia (VC), FAO the Legal and Corporate Affairs Department, or by e-mail to the certified e-mail address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). Said amendments must be accompanied by a report on the items submitted for discussion or the reason for further resolution proposals submitted. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 43, Paragraph 1, of the Joint Regulation certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

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The documents pertaining to the Shareholders' Meeting, including the Board of Directors' report on the agenda item, will be made available to the public at the Company headquarters, on the Company's website ([www.diasoringroup.com](http://www.diasoringroup.com) Section "Governance/Information for Shareholders/Shareholders meetings and board/2021") and according to the other procedures and timings required by application regulations.

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](http://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](http://www.emarketstorage.com)) and, as an extract, in the newspaper "La Stampa" (on September 2, 2021).

Saluggia, September 1, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*

Fine Comunicato n.0957-52

Numero di Pagine: 6