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CONNECT

Informazione Regolamentata n. 0957-63-2021	Data/Ora Ricezione 27 Ottobre 2021 16:34:39	Euronext Milan
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Informazione
Regolamentata
Nome utilizzatore : DIASORINN01 - Spada - Vaccarone
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Data/Ora Ricezione : 27 Ottobre 2021 16:34:39
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Diffusione presunta
Oggetto : ISSUANCE OF THE "PHYSICAL
SETTLEMENT NOTICE"

Testo del comunicato

Please see attachments.



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IN CANADA, FOR DISTRIBUTION ONLY TO INVESTORS THAT ARE NOT INDIVIDUALS, THAT ARE BOTH AN "ACCREDITED INVESTOR" AND A "PERMITTED CLIENT" AND THAT ARE RESIDENT IN ONTARIO, QUEBEC, BRITISH COLUMBIA OR ALBERTA.

ISSUANCE OF THE "PHYSICAL SETTLEMENT NOTICE"

Saluggia, 27th October 2021 – Following the resolution adopted by the extraordinary meeting of shareholders, held on 4th October 2021, DiaSorin S.p.A. (FTSE MIB: DIA) (the "**Company**") hereby gives notice that it transmitted to the bondholders of the equity-linked bond named "*€500 million Zero Coupon Equity Linked Bonds due 2028*", issued for an aggregate nominal amount of Euro 500,000,000 on 5th May 2021 and due on 5th May 2028 (the "**Bonds**"), the "*Physical Settlement Notice*" – delivered through Euroclear Bank SA/NV and Clearstream Banking, S.A. – as a result of which, and effective as of 19th November 2021 (the "*Physical Settlement Date*"), the bondholders will be granted with the right to convert the abovementioned bonds into ordinary shares of the Company in accordance with the "*Terms and Conditions*" of the Bonds.

For further information

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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 and is active since 2021 in the Life Science business. For over 50 years, the Company has been developing, producing and marketing reagent kits used by diagnostic laboratories worldwide. The Group operates in 5 continents through 45 companies, 4 branches, 10 manufacturing facilities and 9 research and development centres. The extensive diagnostic testing and Life Science 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.



Inside information notice under MAR

This announcement relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation (EU) No. 596/2014) ("MAR").

Important Information

The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

No action has been taken by the Issuer, the Sole Global Coordinator and Joint Bookrunners or any of their respective affiliates that would permit an offering of the Bonds, or the ordinary shares notionally underlying the Bonds (together, the "Securities") or possession or distribution of this announcement or any offering or publicity material relating to the Securities in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Company and the Sole Global Coordinator and Joint Bookrunners to inform themselves about, and to observe, any such restrictions.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States, its territories and possessions, Australia, Japan, South Africa or in any other jurisdiction where to do so would be unlawful or require registrations or other measures. This announcement is for general information only and does not form part of an offer to sell securities or the solicitation of any offer to buy securities in the United States or in any jurisdiction in which such offer or sale would be unlawful.

The Securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or under the applicable securities laws of any state or other jurisdiction of the United States. The Securities may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States absent registration under the Securities Act, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Securities have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Securities referred to in this announcement or the accuracy or adequacy of this announcement. There will be no public offering of the Securities in the United States. This announcement should not be viewed by any persons resident or physically located in the United States.

CANADA - Selling restrictions - The securities have not been and will not be qualified for sale to the public under applicable Canadian securities laws. Any offer and sale of the securities in Canada will be made on a private placement basis only pursuant to an exemption from the requirement that the Issuer prepares and files a prospectus under applicable Canadian securities laws. Each person in Canada who initially acquires any securities or to whom any offer of securities may be made will be deemed to have represented, acknowledged and agreed that they are (a) resident in the province of Ontario, Québec, Alberta or British Columbia; (b) an "accredited investor" within the meaning of section 1.1 of National Instrument 45-106—*Prospectus Exemptions* ("NI 45-106") or Subsection 73.3(1) of the *Securities Act* (Ontario), as applicable, and are either purchasing the securities as principal for its own account, or are deemed to be purchasing the securities as principal for their own account in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (c) not created or used solely to purchase or hold the securities as an accredited investor under NI 45-106; (d) a "permitted client" within the meaning of National Instrument 31-103—*Registration Requirements, exemptions and ongoing registrant obligations* ("NI 31-103"); and (e) entitled under applicable Canadian securities laws to purchase the securities without the benefit of a prospectus under such securities laws.

This announcement and the offering of the Bonds (the "Offering") are only addressed to, and directed at persons in member states of the European Economic Area (the "EEA") who are qualified investors ("Qualified Investors") within the meaning of Article 2 of Regulation (EU) 2017/1129. In addition, in the United Kingdom (the "UK"), this announcement and the Offering are only addressed to and directed at persons who are qualified investors within the meaning of Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA") who are also: (i) persons who have professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). This announcement and its contents must not be acted upon or relied upon (1) in the UK, by persons who are not relevant persons or (2) in any member state of the EEA, by persons who are not Qualified Investors. Any investment or investment activity to which this announcement relates is available only to (1) relevant persons in the UK and (2) Qualified Investors in any member state of the EEA, and will be engaged in only with such persons.

Prohibition of Sales to EEA Retail Investors - This announcement is not being distributed to and the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client,

as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**EU MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Prohibition of Sales to UK Retail Investors - This announcement is not being distributed to and the Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the EUWA; or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MiFID II product governance / Professional investors and ECPs only target market - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties and professional clients only, each as defined in EU MiFID II; and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

UK MIFIR product governance / Professional investors and ECPs only target market - Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution of the Securities to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Securities.

ITALY - Selling restrictions - The offering of the Bonds has not been registered with the *Commissione Nazionale per le Società e la Borsa* (CONSOB) pursuant to Italian securities legislation and, accordingly, the Issuer and any of the Joint Bookrunners has represented and agreed that, save as set out below, (i) it has not made and will not make an offering (or "*offerta al pubblico*") of any Bonds in the Republic of Italy, and (ii) sales of the Bonds in the Republic of Italy shall be effected in accordance with all Italian securities, tax and exchange control and other applicable laws and regulations; as such, no Bonds have been or may be offered, sold or delivered, nor copies of any offering material relating to any Bonds have been or may be distributed or otherwise made available in the Republic of Italy, except (a) to qualified investors ("*investitori qualificati*"), as defined pursuant to Article 2 (e) of Regulation (EU) No. 1129 of 14 June 2017 (the "**EU Prospectus Regulation**") and any applicable provision of Legislative Decree No. 58 of 24 February 1998, as amended or any other relevant implementing regulations; or (b) in other circumstances which are exempted from the rules on public offerings pursuant to EU Prospectus Regulation, Article 34-ter of Consob regulation No. 11971 of 14 May 1999, as amended from time to time, and all the applicable Italian laws and regulations. Any offer, sale or delivery of the Bonds or distribution of copies of offering material relating to the Bonds in the Republic of Italy will be made (i) by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Legislative Decree No. 58 of 24 February 1998, the Italian Legislative Decree no. 385 of 1st September 1993 ("**Consolidated Banking Act**") and Consob Regulation no. 20307 of 15 February 2018, all as amended from time to time; (ii) in compliance with Article 129 of the Consolidated Banking Act, as amended from time to time, and the implementing guidelines of the Bank of Italy, as amended from time to time; and (iii) in compliance with any other applicable laws and regulations or requirement imposed by Consob, the Bank of Italy or any other Italian authority.



The Diagnostic Specialist

PRESS RELEASE ○○○

The Joint Bookrunners are acting exclusively for the Issuer and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering, the Joint Bookrunners and any of their affiliates may take up a portion of the Securities in the Offering and/or may acquire Securities as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Securities and other securities of the Issuer, and/or their group or related investments in connection with the Offering or otherwise.

In addition, the Joint Bookrunners and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Joint Bookrunners and any of their affiliates may from time to time acquire, hold or dispose of Securities and/or other securities or derivative positions in such securities. The Joint Bookrunners and their affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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