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Oggetto : DIASORIN S.P.A. SHAREHOLDERS'
MEETING 2022

Testo del comunicato

Vedi allegato.

DIASORIN S.P.A. SHAREHOLDERS' MEETING 2022

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

- APPROVED THE STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2021 AND THE ORDINARY DIVIDEND DISTRIBUTION FOR AN AGGREGATE AMOUNT OF € 57,494,069.85;
- APPROVED THE REMUNERATION POLICY AND THE 'SECOND SECTION' OF THE REPORT ON REMUNERATION POLICY AND REMUNERATION PAID PURSUANT TO ARTICLE 123-TER OF LEGISLATIVE DECREE 58/1998;
- APPOINTED THE BOARD OF DIRECTORS FOR THE YEARS 2022-2024;
- APPOINTED THE BOARD OF STATUTORY AUDITORS FOR THE YEARS 2022-2024;
- APPROVED PURSUANT TO ARTICLE 114-BIS OF LEGISLATIVE DECREE NO. 58/1998 THE CREATION OF A NEW LONG-TERM INCENTIVE PLAN BASED ON THE ASSIGNMENT OF COMPANY SHARES CALLED EQUITY AWARDS PLAN;
- APPROVED THE AUTHORIZATION TO PURCHASE AND DISPOSE OF UP TO 1.5 MILLION OWN SHARES, PURSUANT TO THE COMBINED PROVISIONS OF ARTICLES 2357 AND 2357-TER OF THE ITALIAN CIVIL CODE, AS WELL AS ARTICLE 132 OF LEGISLATIVE DECREE 58/1998 AND RELATED IMPLEMENTING PROVISIONS;

April 29, 2022 - DiaSorin S.p.A. (FTSE MIB: DIA) announces that the Ordinary Shareholders' Meeting, convened today under the chairmanship of Gustavo Denegri and attended by shareholders representing 90.293% of the voting rights, acknowledged the Group's results and approved the statutory financial statements at December 31, 2021, the appropriation of the year's net profit and the ordinary dividend distribution motion.

The Group's results at December 31, 2021 are the following

- Revenues at € 1,237.7 million, increased by 40.4% at current exchange rate compared to 2020. On a like for like basis¹ and at current exchange rates, growth in revenues was equal to +18.3%, ex-COVID revenues grew by 13.9%, while sales of SARS-CoV-2 serology and molecular diagnostic tests at € 342.1 increased by 28.6%. Luminex, a company that joined the Group on July 14, 2021 and was consolidated as from the acquisition date, contributed € 195.0 million to Group revenues.
- EBITDA at € 515.5 million, increased by 33.8% at current exchange rates compared to 2021 and equal to 41,7% of revenues.
- EBIT at € 419.5 million, equal to 33,9% of revenues, increased by 29,4% compared to 2020.
- Net Profit at € 310.7 million, increased by 25.1% compared to 2020.

The Shareholders' meeting also reviewed and approved the Statutory Financial Statements at December 31, 2021, ended with (i) revenues at € 583.1 million, with an increase of 23,8% compared to 2020, mainly due to the COVID-19 test sales, and (ii) a net profit at € 138.8 million, declining by 15.4% compared to 2020 due to lower dividends received from subsidiaries, financial costs of the convertible bond and non-recurring charges related to the Luminex acquisition.

Additionally, the Shareholders' meeting approved a motion to distribute an ordinary dividend for a total amount of € 57,494,069.85 equal to € 1.05 on each share outstanding, before tax withholdings, with the exception of treasury shares, with May 23, 2022 coupon date, May 24, 2022 record date and May 25, 2022 payment date

In compliance with Article 123-ter of Legislative Decree 58/1998, the same Shareholders' Meeting

¹ Like-for-like basis = net of Luminex, consolidated as from the acquisition date

approved, with a binding resolution, the Company's policy on the remuneration of the members of the management and control bodies, general managers and executives with strategic responsibilities. It also approved the procedures used to adopt, review and implement this policy, which is valid for one year, and, with a non-binding resolution, it approved the 'Second Section' of the Report on remuneration Policy and Remuneration Paid in 2021.

The Shareholders' Meeting, having resolved, in compliance with the Articles of Association, the number of members, term of office and remuneration, also appointed the Company's Board of Directors, which will remain in office until the approval of the Financial Statements at 31 December 2024. The members of the Board of Directors are Michele Denegri, Giancarlo Boschetti, Stefano Altara, Carlo Rosa, Chen Menachem Even, Franco Moschetti and Diego Pistone, André Michel Ballester (Independent Director), Roberta Somati (Independent Director), Francesca Pasinelli (Independent Director), Fiorella Altruda (Independent Director), Monica Tardivo (Independent Director), Tullia Todros (Independent Director), Luca Melindo and Giovanna Pacchiana Parravicini (Independent Director). They are drawn from the single list submitted by the shareholder IP Investimenti e Partecipazioni S.r.l. (holder, at the date of submission, of a 43.957% stake in the share capital), which received 88.796% of the votes represented at the Shareholders' Meeting.

The Shareholders' Meeting also appointed the Board of Statutory Auditors and determined their remuneration. The Board of Statutory Auditors will remain in office for the three years 2022-2024 until approval of the financial statements at 31 December 2024. It comprises the Standing Auditors Monica Mannino – appointed Chairman and drawn from the minority list submitted by a group of asset management companies and institutional investors mentioned by name on the list filed (holders, at the date of submission of the list, of a total stake equal to 0.691% of the share capital) – Ottavia Alfano and Matteo Michele Sutera, the latter two drawn from the majority list submitted by the main shareholder IP Investimenti e Partecipazioni S.r.l., which received 73.761% of the votes represented at the Shareholders' Meeting.

Except for the Directors Carlo Rosa, Chen Menachem Even, Giancarlo Boschetti, to the best of the Company's knowledge none of the other Directors and/or Statutory Auditors hold any investments in the Company. The CVs of the Directors and Statutory Auditors are available as annexes to the lists published on the website www.diasoringroup.com, "Governance" Section, "Shareholders' Meeting", "2022".

The Shareholders' Meeting also approved, pursuant to Article 114-bis of Legislative Decree No. 58/1998 the establishment of the Equity Awards Plan, a new long-term incentive plan based on the distribution of the Company's shares. The plan's features (including the conditions and requirements for its implementation) are described in the Board of Directors Explanatory Report and in the information document drafted pursuant to Article 84-bis of Issuers' Regulation no. 11971/1999, available, inter alia, on the Company's website.

The same Shareholders' Meeting resolved to authorize the purchase and disposal of up to a maximum of 1.5 million own shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree 58/1998 and related implementing provisions, of which 1.2 million shares are to service the equity-linked bond called '€500 million Zero Coupon Equity Linked Bonds due 2028' and 0.3 million shares to service the Company's incentive and loyalty plans. The shares authorized, or in any case already held in the Company's portfolio, may also be used to serve other legally permitted purposes in the interest of the Company, as better specified in the Board of Directors' Explanatory Report available, inter alia, on the Company's website. Please note that the authorization to purchase own shares was granted for eighteen months from the date of the shareholders' resolution, and the authorization to dispose of them was granted without time limits. At the date of this press release, DiaSorin holds 1,232,000 own shares in its portfolio, equal to 2.2020% of share capital

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", "Shareholders' Meeting", "2022".

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BOARD OF DIRECTORS' MEETING AND RESOLUTIONS ON CORPORATE GOVERNANCE

At the end of the Shareholders' Meeting, the new Board of Directors met and appointed Michele Denegri as Chairman, Giancarlo Boschetti as Deputy Chairman and confirmed Carlo Rosa (General Manager of DiaSorin) as the Company's Chief Executive Officer, conferring the respective mandates and powers.

Having noted the declarations of the Directors who declared they meet the independence requirements and taking into account the information available to it, the Board of Directors was satisfied, with the favorable opinion of the Board of Statutory Auditors, that the Directors André Michel Ballester, Roberta Somati, Francesca Pasinelli, Fiorella Altruda, Monica Tardivo, Tullia Todros and Giovanna Pacchiana Parravicini meet the independence requirements of current legislation. Regarding this matter, please note that the Board of Directors considered it appropriate not to apply Recommendation no. 7, letter e) of the Corporate Governance Code to Director Somati. In the Company's interest, the Board deemed it appropriate to continue to avail itself of the high level of professionalism and experience of this Director and therefore preferred a figure of substance in its evaluation of the composition of the administrative body and its Committees.

On the other hand, the Directors Carlo Rosa and (by virtue of the management positions held at DiaSorin) Chen Menachem Even qualify as Executive Directors.

During the Board of Directors' meeting, the Board of Statutory Auditors, pursuant to the requirements of Recommendation no. 9 of the Corporate Governance Code, confirmed the fulfilment of the independence requirement for the Standing Auditors, as the Board verified on today's date. The Board of Statutory Auditors informed that it considered it appropriate to disregard Recommendation no. 7, letter e) of the Corporate Governance Code, regarding Standing Auditor Ottavia Alfano, as she is highly professional. There are no relationships that could or appear to be such as to compromise her independence of judgement and unbiased appreciation of the work of management, thus favoring a figure of substance when assessing the Board of Statutory Auditors.

The Board also confirmed the creation of the following committees:

REMUNERATION AND APPOINTMENT PROPOSALS COMMITTEE

Roberta Somati, Chairman (non-executive and independent director)

Giancarlo Boschetti (non-executive director)

Giovanna Pacchiana Parravicini (non-executive and independent director)

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

André Michel Ballester, Chairman (non-executive and independent director)

Franco Moscetti (non-executive director)

Roberta Somati (non-executive and independent director)

RELATED PARTY TRANSACTIONS COMMITTEE

Roberta Somati, Chairman (non-executive and independent director)

André Michel Ballester (non-executive and independent director)

Giovanna Pacchiana Parravicini (non-executive and independent director)



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The Board also appointed André Michel Ballester to the post of Lead Independent Director of the Company and confirmed, until revocation, Ulisse Spada as Secretary of the Company's Board of Directors.

Finally, following the expiry of the term of office of the previously constituted Supervisory Board, the Board of Directors confirmed Ezio Maria Simonelli (Chairman), Matteo Michele Sutera and Ulisse Spada as members of the Company's Supervisory Board pursuant to Legislative Decree 231/2001. The Supervisory Board will remain in office until the financial statements' approval as of 31 December 2024.

As Financial Reporting Officer, Piergiorgio Pedron declares - pursuant to paragraph 2, Article 154-bis of Legislative Decree no. 58/1998 - that the accounting information contained in this communication corresponds to the documentary results, books and accounting records.

For additional information, please contact:

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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 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 43 companies, 4 branches, 10 manufacturing facilities and 9 research and development centers. 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

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Numero di Pagine: 6