

<p>Informazione Regolamentata n. 0957-12-2023</p>	<p>Data/Ora Ricezione 27 Marzo 2023 16:30:12</p>	<p>Euronext Milan</p>
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Societa' : DIASORIN

Identificativo : 174086

Informazione
Regolamentata

Nome utilizzatore : DIASORINN01 - Ulisse Spada - Valerio
Giovanni Vaccarone

Tipologia : 3.1

Data/Ora Ricezione : 27 Marzo 2023 16:30:12

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Diffusione presunta

Oggetto : DiaSorin S.p.A. - Ordinary Shareholders'
Meeting April 28, 2023 - Notice

Testo del comunicato

See attachment.

Notice of Ordinary Shareholders' Meeting

The Shareholders of DiaSorin S.p.A. are hereby convened for the Ordinary Shareholders' Meeting to be held on **28 April 2023**, at **12.00** a.m., in a single call, in Milan, Via Agnello, 18, at Studio Notarile Marchetti.

The Company - in accordance with the provisions of Article 106 of Law Decree no. 18/2020 converted into Law no. 27/2020 and subsequent amendments/integrations ("**Decree**") - has decided to provide that **the Shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/98 ("Consolidated Law on Finance"), without physical participation of the shareholders.**

The procedures for holding the Shareholders' Meeting may be completed, amended and communicated with a reasonable prior notice.

The Meeting is convened to discuss and resolve upon the following:

Agenda

1. Financial Statements for the year ending on 31 December 2022; proposal on the allocation of profit for the year and dividend distribution:
 - 1.1 Approval of the Financial Statements, subject to review of the Report on Operations for the year ending on 31 December 2022; presentation of the consolidated Financial Statements of the DiaSorin Group for the year ending on 31 December 2022; related and required resolutions;
 - 1.2 Proposed on the allocation of profit for the year and dividend distribution; related and required resolutions.
2. Report on the remuneration policy and remuneration paid:
 - 2.1 Approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree no.58/1998;
 - 2.2 Resolutions on the "Second Section" of the report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree no. 58/1998.
3. Resolutions, pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998, concerning the creation of a Stock Options Plan. Related and required resolutions.
4. Authorisation to purchase and possess treasury shares, pursuant to the combined provisions of Arts. 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree no. 58 of 24 February 1998 and related implementing provisions.

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 holds 2.430.372 treasury shares, the voting rights of which are suspended pursuant to Article 2357-ter of the Italian Civil Code. The Company's website (www.diasoringroup.com Section "Governance/Ownership Structure/Loyalty Shares") contains detailed information on the amount of the share capital and its composition.

The Bylaws (Articles 9-bis, 9-ter and 9-quater) regulate the increased voting rights, with the consequence that, in compliance with the provisions of Article 120, paragraph 1 of the Consolidated Law on Finance, share capital means the total number of voting rights. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to 88.456.525. For further information, please refer to the Company's website (www.diasoringroup.com, Section "Governance/Ownership Structure/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 20 April 2023.

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. 19 April 2023 (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 25 April 2023); 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 Article 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. The Company will provide instructions for attending the Shareholders' Meeting through telecommunication devices to those interested.

The designated representative appointed by the Company pursuant to Article 135-undecies of the Consolidated Law on Finance is Monte Titoli S.p.A., with registered office in Milan, Piazza Affari 6 ("**Designated Representative**"). 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 Section "Governance/Shareholders meeting/2023"), 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 23:59 p.m. on 26 April 2023, using one of the following methods: i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (Subject line "Delega Assemblea DIASORIN 2023") 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: Monte Titoli S.p.A. – Attention of Register & AGM Services Office, Piazza degli Affari n. 6, 20123, Milan (Ref. "Delega Assemblea DIASORIN 2023") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to rd@pec.euronext.com (subject line "Delega Assemblea DIASORIN 2023").

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, Section "Governance/Shareholders Meeting/2023"). 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 RegisterServices@euronext.com or at the following phone number (+39) 02.33635810 (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 Art. 127-ter of the Consolidated Law on Finance, Shareholders may ask questions on the items on the agenda before the Meeting, by means of electronic communication to the certified e-mail address affarisocietari.pec@legal.diasorin.it.

Questions must be submitted within seven trading days prior to the date of the Shareholders' Meeting, i.e., by 19 April 2023, and must be 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 13 August 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") ("**Joint Regulation**") proving the legitimacy of the exercise of such right; ownership of the voting right can also be certified after the submission of the questions, provided that it is within the third day following the date indicated in Art. 83-sexies, paragraph 2 of the Consolidated Law on Finance (record date), i.e. by 22 April 2023; 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 19 April 2023 – 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 of the and the legitimacy of the submitting party, at least three 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 25 April 2023, publishing the responses on the relevant section of its website (www.diasoringroup.com, "Governance/Shareholders Meeting/2023"), 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 6 April 2023) 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 publicised 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 13 April 2023). 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), to the attention of the Legal and Corporate Affairs Department, or by e-mail to the certified e-mail address 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.

Right to individually submit resolution proposals before the Shareholders' Meeting

In addition to the above, taking into account that attendance at the Shareholders' Meeting is exclusively envisaged through the Delegated Representative, those entitled to attend the Shareholders' Meeting who intend to submit proposals for resolutions on the items on the agenda are invited to submit them in advance, by 3 April 2023, according to the same procedures indicated in the paragraph above. Such proposals will be published on the Company's website by 5 April 2023, in order to allow those entitled to vote to do so in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, also on such proposals. The requesting party must provide suitable documentation proving entitlement to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative for attending in the said Shareholders' Meeting.

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The documents pertaining to the Shareholders' Meeting, including the Board of Directors' reports on each item of the agenda, will be made available to the public at the Company headquarters, on the Company's website (www.diasoringroup.com Section "Governance/Shareholders Meeting/2023") and according to the other procedures and timings required by application regulations.

Moreover, at least 15 days before the date of the Shareholders' Meeting in single call, i.e. by 13 April 2023, the documentation pursuant to Art. 77, paragraph 2-*bis* of the Issuers' Regulations and Art. 15, paragraph 1, letter a) of the Market Regulations adopted with Consob resolution no. 20249/2017 will be filed, with the warning that such filing will be made 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/Shareholders' Meeting/2023"), on the authorised central storage mechanism "eMarket Storage" (available on the website www.emarketstorage.com) and, as an extract, in the newspaper "La Stampa" (on 28 March 2023).

Saluggia, 27 March 2023

For the Board of Directors
The Chairman
Michele Denegri

Fine Comunicato n.0957-12

Numero di Pagine: 7