



REPORT ON THE REMUNERATION POLICY

for the year 2024 and Remuneration
paid in the year 2023
Diasorin S.p.A.

(drawn up pursuant to Article 123-ter of the Consolidated Finance
Act [TUF] and Article 84-quater of the Issuers' Regulation)

CHAIRMAN OF THE REMUNERATION AND NOMINATING COMMITTEE OF DIASORIN S.P.A.

Dear Shareholders,

An intense and complex year has recently come to a close, and as Chairman of Diasorin's Remuneration and Nominating Committee, I am pleased to introduce the Report on Compensation Policy for financial year 2024 and remuneration paid in financial year 2023.

The following pages aim to give you an overview, combining the complexities and challenges of the past year and the corporate culture, whose values and models are implemented in the Remuneration Policy, reaffirming that the guiding principles of our Remuneration Policy, are essential indicators of the philosophy and approach that inspire Diasorin's business and its people.



The last three years have been particularly challenging. Diasorin has had great opportunities, but also entirely unexpected scenarios due to the pandemic, which has irreversibly changed our world in many ways, and the acquisition of Luminex. Diasorin has succeeded in fully achieving its goals by playing a strategic role in developing various products and thus demonstrating its natural entrepreneurial character. This is also thanks to the acquisition of Luminex, which has made Diasorin a completely new, much stronger and more global company, with about 50% of its employees and turnover in North America, a solid presence in Europe, and growing potential in China.

In the different geographical areas, the Diasorin Group is active in the following sectors:

- **Immunodiagnostics**, a business area in which we confirm our leadership;
- **Molecular diagnostics**, an area in which we are expanding our presence;
- **Life Science**, a sphere of action in which we add our innovative presence.

In this context, the HR Team and Management continued with passion, steadfastness and determination, the path of cultural integration also through a shared reinterpretation of the Company's values.

This path, which confirmed Diasorin's DNA characterized by entrepreneurial spirit and managerial quality, led to the implementation in 2023 of the "Social" activities envisaged in the 2023-2025 ESG plan approved in December 2022 by the Company's Board of Directors.

The Company's "**Social**" plan is based on a concept that has always been an integral part of the Company's culture: Diasorin is and wants to be a meritocratic enterprise, where Merit is the North Star that guides the actions of each person who works at Diasorin to grow, develop their talents, achieve the career path they desire and deserve, and be rewarded, appropriately with respect to their contribution to the company's results, without any discrimination.

On this basis, the Principles of Merit were defined, which describe the strategy of managing and caring for people, inspired by the character, values and specificity of Diasorin's corporate culture.

Diasorin Group's Management and Human Resources Team have expressed the **concept of Merit in three fundamental principles**:

- **attracting, engaging and retaining key strategic resources** as well as aligning the actions of management and all employees with the goal of creating value for our stakeholders;
- **rewarding employee performance and commitment** based on individual contribution to achieving business results by promoting the creation of motivated and effective teams;
- **ensuring that every employee has an equal opportunity** to improve their skills and grow by fostering diversity and inclusion.

The principles of merit create an inclusive and positive work environment aimed at fostering creativity and innovation, valuing individual contribution and facilitating skills development, in a context where diversity is an asset and a foundation for Diasorin's sustainable success over time.

Indeed, operating as a Diagnostic Specialist means making **caring for people the founding value and essence of one's business**. This translates in the marketplace into technological excellence and expertise and speed in execution, but it also has an internal value, a positive spillover effect on all the people working in the company to achieve the best possible results.

In this spirit, we will continue to work to renew our Total Rewards strategy so that it can further improve Diasorin's Employee Value Proposition and, as a result, support achieving our business goals.

I conclude by thanking you once again for your willingness to engage in dialogue and the interest you have always taken in our Remuneration Report.

On behalf of myself and my colleagues on the Remuneration and Nominating Committee, I hope that you can find in the following pages the energy that drives the people in Diasorin toward the constant pursuit of excellence, aware that their work touches human lives in every part of the world, improves their health, and, through correct diagnosis, gives new perspectives.

Roberta Somati

Chairman of the Remuneration
and Nominating Committee of Diasorin S.p.A.

THREE FUNDAMENTAL MERIT PRINCIPLES



attracting,
engaging
and retaining
key strategic
resources

1



rewarding
employee
performance
and
commitment

2



ensuring
that every
employee
has an equal
opportunity

3

INTRODUCTION: DIASORIN 3.0

Over the past three years, Diasorin has worked with determination and passion to integrate Luminex into the Group and to create a single company. We have invested in consolidating Luminex's leadership, modernizing production facilities - to make processes more efficient - and cultural integration.

Diasorin 3.0 is an American-European company operating on all continents with a greater degree of roundness than in the past. Solutions in the area of molecular diagnostics and life science solutions have been added to the wide range of diagnostic tests in the area of immunodiagnosics, which is Diasorin's historical heritage.

Diasorin thus consolidates its position year after year as the player with the widest range of specialty solutions available in the diagnostics and healthcare sector.

All this was possible thanks to the contribution of the people in the Diasorin Group who supported the Company and enabled successfully completing the integration projects from the business, organizational, managerial, and cultural perspectives.



Diasorin Group employees

as of 31 December 2023



Healthcare

Diasorin Group turnover

as of 31 December 2023
by region



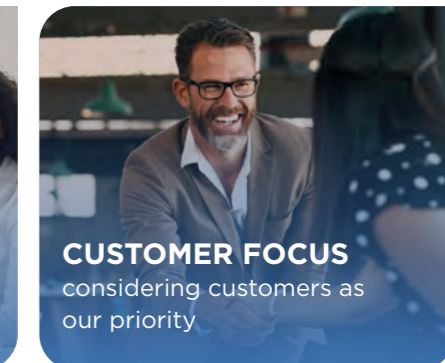

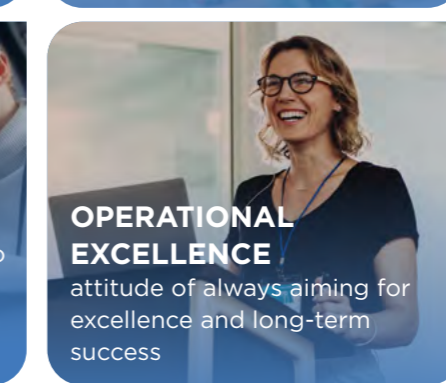
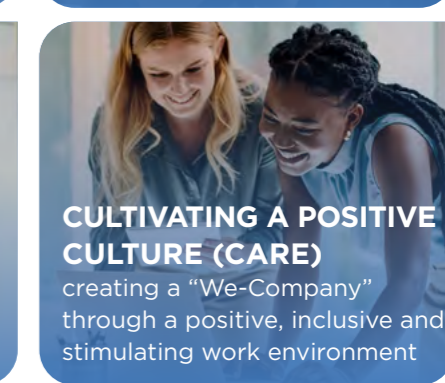


 **49%**
North America

 **51%**
Rest of the World

With specific reference to cultural integration activities, the HR team and Management have continued the path of cultural integration with passion, steadfastness and determination, including through the reinterpretation of the Company's values.

This path distinguishes Diasorin's DNA and has led to the definition of the Diasorin Leading Values, which, in continuity with the company's history, stand out for the following characteristics:

 <p>RESULTS DRIVEN constant commitment to achieve results</p>	 <p>ACCOUNTABILITY taking responsibility and acting with integrity</p>	 <p>CUSTOMER FOCUS considering customers as our priority</p>
 <p>INNOVATION (CRITICAL THINKING) transformation of new ideas into solutions and services aimed at creating value for patients and customers</p>	 <p>OPERATIONAL EXCELLENCE attitude of always aiming for excellence and long-term success</p>	 <p>CULTIVATING A POSITIVE CULTURE (CARE) creating a "We-Company" through a positive, inclusive and stimulating work environment</p>

In addition, during 2023 the Diasorin Group was engaged in the implementation of the 2023-2025 ESG Plan, approved by the Company's Board of Directors on the 1st of December 2022, which formalizes and looks at the Group's sustainability strategy.

The Plan includes several objectives in the environmental, social and governance fields, in line with our values:

<p>Environment the Group's commitment to reduce our environmental impact through actions to improve our energy performance and implementation of actions to reduce carbon dioxide emissions, in line with the 2030 Agenda Objectives for Sustainable Development;</p>	<p>Social the definition and implementation of merit principles in line with the new configuration of the Group following the acquisition of Luminex and based on Diasorin's culture and values. The main objective of the merit principles is to promote talent within the Group, while ensuring equal opportunities regardless of gender, status, race, religion or any other form of discrimination;</p>	<p>Governance a key element of our three-factor approach to sustainability is our corporate governance system, inspired by our founding principles of transparency and compliance. Among the various new elements introduced, the Plan provides for specific areas of intervention in the field of Human Resources, which will be implemented in the coming years (for more information, see Chapter 2 of the Non-Financial Statement).</p>
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With reference to the above, it should be noted that during 2023, all the **Environmental, Social** and **Governance** objectives in the Plan set for the year were achieved.

With regard to compensation matters included within the “Social” field, Diasorin has based its policy on the principle of meritocracy, an element that represents the “thread” of continuity between the Company’s past, present and future.

Indeed, Diasorin aims to provide equal opportunities to all employees and to reward them appropriately with respect to their contribution in achieving the company’s results, without any discrimination.

On this basis, the Principles of Merit were defined, which describe the people management and development strategy inspired by Diasorin’s DNA.

Merit is based on three basic principles:

- attracting, engaging and retaining key strategic resources as well as aligning the actions of management and all employees with the goal of creating value for our stakeholders;
- rewarding employee performance and commitment based on individual contribution to achieving company results by promoting the creation of successful teams;
- ensuring that each employee has equal opportunities to improve their skills and grow, by fostering diversity and inclusion.

The Principles of Merit will be applied in practice during 2024 and 2025, through management empowerment and the implementation of projects led by the Human Resources Team, with the aim of defining the backbone that links processes to company policies, in the first instance to Performance policies, and then expanding to the areas of Compensation and Personnel Selection and Development.



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INTRODUCTION

This Report on Remuneration Policy and Fees Paid (the “**Remuneration Report**” or the “**Report**”) has been prepared pursuant to Article 123-ter of the Consolidated Finance Act and Article 84-quater of the Issuers’ Regulations and has been drawn up in accordance with Annex 3A, Schedule 7-bis and Schedule 7-ter of the Issuers’ Regulation, as last amended.

The Remuneration Report is divided into the following sections:

Section I - in compliance with Article 123-ter of the Consolidated Finance Act - illustrates the policy of Diasorin S.p.A. (the “**Company**”, or “**Diasorin**”) on the remuneration of Strategic Executives (without prejudice to the provisions of Article 2402 of the Italian Civil Code, with reference to the members of the Company’s Board of Statutory Auditors), having an annual duration (the “**Policy**”), and the procedures for the adoption, review and implementation of this policy, including the measures for avoiding or managing potential conflicts of interest;

Section II, by name, for the remuneration paid to the Directors, to the members of the Board of Statutory Auditors of the Company and in aggregate form for the remuneration paid to the Other Strategic Executives of Diasorin:

1. provides an appropriate, clear and comprehensible representation of each component of the remuneration, including payments on leaving office or termination of employment relationship, highlighting its consistency with the Policy in the reference year and the manners through which remuneration contributes to the Company’s long-term results and sustainable success;
2. illustrates in detail the remuneration paid in the reporting Year, for whatever reason and in whatever form, by the Company and its subsidiaries or associates, highlighting components of such remuneration that relate to work carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the Year, indicating where appropriate an estimate for components that may not be quantified in the Year to which the report refers.

In addition, Section II contains information on the interests held in Diasorin and its subsidiaries by members of the corporate governance bodies and by the Company’s Other Strategic Executives, as well as by their spouses and minor children, directly or through subsidiaries, trust companies or third parties, in accordance with the provisions of Article 84-quater of the Issuers’ Regulation.

The Report is made available to the public at the Company’s registered office in Saluggia (VC), via Crescentino snc, as well as on the Website, section “Group,” “Governance,” “Shareholders’ Meeting”, “2024.”

SECTION I

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1.1. NEW IN THE 2024 REMUNERATION POLICY REPORT

Taking into account the voting results of the 2024 Shareholders' Meeting, the dialogue and engagement activities with asset managers and the financial community, as well as the relevant elements that Diasorin intends to further strengthen, with a view to continuously aligning itself with market best practices, the main changes introduced in the 2024 Report are summarized below.

Policy Content	Pag.	Communication elements of the report	Pag.
More evidence of 2023 MBO targets of GM/CEO and CCO, measurement mechanism, weight, accruable incentives.	22	Outcome of the Shareholders' Meeting voting on Section I and Section II of the Report and description of the internal sharing process.	21

In drafting the Remuneration Policy for the financial year 2024, Diasorin took into account the insights gained from discussions with the financial community and asset managers.

In particular:

- the presence of a qualitative ESG target in the CEO's/General Manager's 2024 MBO Plan was confirmed (for more references see Section 1.8);
- the presence of a qualitative ESG target in the 2024 MBO Plan of the CCO and two Other Strategic Executives was confirmed (for more references, see Section 1.8);
- because the LTI Plan - Cash Bonus, which expired in 2022, was not renewed, a diversification of targets of the incentive plans was preferred, no longer providing for the coexistence of different incentive systems based on them.



1.2. OUTCOME OF THE SHAREHOLDERS' MEETING VOTING

Diasorin attaches great importance to the views expressed by each stakeholder and encourages opportunities for discussion with its shareholders, potential investors, analysts and other financial market participants.

To this end, the Company analyzed the voting results expressed by its shareholders in relation to Section I and Section II, the voting indications expressed by the main proxy advisors, and in post-Shareholders' Meeting phase by some shareholders.

Compared to past years, engagement activities with a number of proxy advisors were also initiated to identify areas for improvement in the Policy and to provide even greater disclosure with respect to issues of interest to investors.

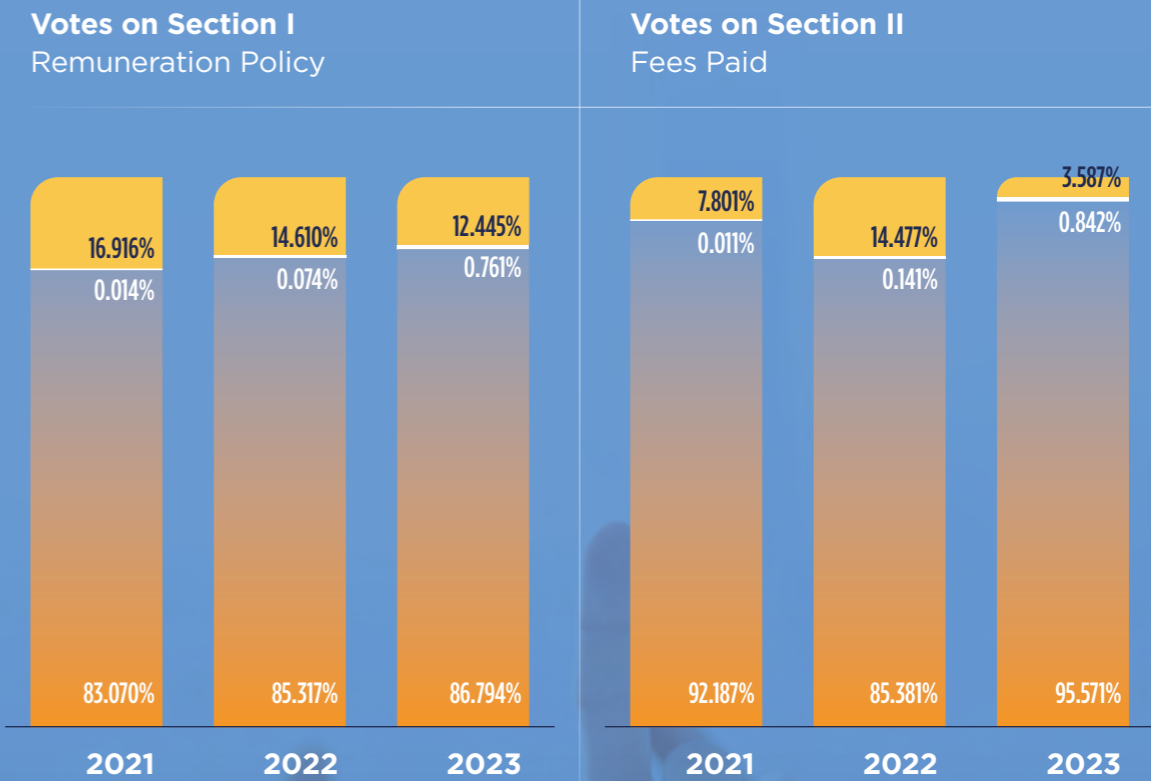
Furthermore, the Company has made itself available to support proxy advisors in line with their policies by verifying the accuracy of the analyses carried out on the Company's published corporate disclosure prior to the publication of the relevant voting recommendations.

The results of the pre- and post-shareholders' meeting engagement activities were shared internally with the Remuneration Committee, the Corporate HR department, the Corporate Legal department, and the Communication, IR & ESG department, as well as with top management.

The Shareholders' Meeting held on 28 April 2023 passed a favorable and binding resolution on Section I of the Policy relating to the year 2023, with 86.794% of the votes represented at the meeting in favor (+1.477% compared to the 2022 Shareholders' Meeting). With respect to Section II concerning the remuneration paid in financial year 2022, it expressed an advisory view with 95.571% of the votes represented at the Shareholders' Meeting in favor (+10.19% compared to the 2022 Shareholders' Meeting).



The trend of the voting results on Sections I and II of the published Remuneration Reports from 2021 to 2023 is presented below.



SYMBOLS LEGEND

● In favor | ● Abstainers/Non-voters | ● Against

The analysis of the Shareholders' Meeting votes was complemented by an examination of the feedback received from certain asset managers during the usual dialogue activities with the financial community, including organizing a number of conference calls, with the aim of further understanding the views expressed by them on the 2023 Remuneration Policy.

The dialogue provided the Remuneration Committee and the corporate bodies involved with insights into the views of investors and, more generally, the market on the characteristics of the Policy.

EXECUTIVE SUMMARY

REMUNERATION POLICY 2024

Component	Purpose and features	Implementation
Fixed remuneration (Gross annual salary [RAL])	It rewards leadership, managerial, professional and technical skills required by the role.	<p>Assessment of compensation positioning on the basis of performance, experience, level of responsibility, internal consistency with respect to the evolution of the organization, and market benchmark carried out in 2022 with the support of specialized consultancy companies.</p> <p>RAL (gross annual salary):</p> <ul style="list-style-type: none"> • CEO/GM: € 972,000 • CCO: € 510,000 • Other Strategic Executives: € 800,000¹ <p>It should be noted that the remuneration received by the CEO/GM is exclusively for the position of General Manager. The position of chief Executive Officer is unpaid.</p>
Short-term variable remuneration (MBO)	Encourages the achievement of strategic and financial objectives as well as the adoption of behavior consistent with the corporate leadership model.	<p>Assignment of individual objectives linked to the Group Performance Management Process (P.M.P. Lead).</p> <p>CEO/GM:</p> <ul style="list-style-type: none"> • Target: € 680,400 (equal to 70% of fixed salary) • Payout range: 0%-130% of <i>Target</i> • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: Corporate Sustainability Reporting Directive (weight 10% of target accrued incentive) <p>CCO:</p> <ul style="list-style-type: none"> • Target: €357,000 (equal to 70% of fixed salary) • Payout range: 0%-130% of <i>Target</i> • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: Corporate Sustainability Reporting Directive (weight 10% of target accrued incentive) <p>Other Strategic Executives:</p> <ul style="list-style-type: none"> • <i>Target</i>: 50% of fixed salary • Payout range: 0%-130% of <i>Target</i> • KPI: as the case may be, (i) Group Ebit; (ii) Corporate Sustainability Reporting Directive (iii) other qualitative and quantitative targets linked to individual responsibilities. <p><i>Claw back clause</i></p>

¹ Please refer to the definition of Other Strategic Executives. Until the financial year ended 31 December 2023, Other Strategic Executives included also Mr. Ugo Gay, who held the position of CEO and General Manager of Diasorin Italia S.p.A. Given that Mr. Gay no longer qualifies as Other Strategic Executive, the data provided in Section I of the Report does not include his remuneration.

Component	Purpose and features	Implementation
Long-term variable remuneration (LTI: <i>Stock option</i>)	Promotes the sustainability of value creation in the medium- to long-term period for Stakeholders by fostering the engagement, alignment of interests and sense of belonging of key personnel.	CEO and CCO and Other Strategic Executives: 2023 Stock Options Plan: number of options granted in accordance with the role held and on the basis of market practices.
Fringe benefits	An integral part of the remuneration package, they are characterized by their predominantly welfare and social security nature or by their being instrumental to the activity carried out.	Determined in compliance with the provisions of collective bargaining contracts and national and company regulations. CEO, CCO and Other Strategic Executives: <ul style="list-style-type: none"> • Supplementary health insurance • Supplementary pension fund • Company car
Indemnity	Severance pay aimed at protecting the interests of the company and of Strategic Executives.	Provide for pre-established severance indemnities in favor of some Strategic Executives. The criterion for determining the indemnity was defined by the Board, on the proposal of the Remuneration Committee. In the case of the CEO/GM it may vary in the amount of 24 or 36 months' salary, in some residual cases, in line with Italian market practices. In all other cases, severance indemnities may not exceed 24 months' salary.

1.3. THE GUIDING PRINCIPLES OF THE REMUNERATION POLICY

The Company's Policy illustrated in this Report runs for one year and is implemented with the support of the Remuneration Committee and based on the following Principles of Merit:

- attracting, engaging and retaining key strategic resources as well as aligning the actions of management and all employees with the goal of creating value for the shareholders and other stakeholders;
- rewarding employee performance and commitment based on individual contribution to achieving company results by promoting the creation of successful teams;
- ensuring that each employee has equal opportunities to improve their skills and grow, by fostering diversity and inclusion.



The remuneration policy for all Group employees, including Strategic Executives, is based on the core philosophy of **Meritocracy**, which aims to support employees and through initiatives to improve their well-being and retention, thus supporting:

The Diasorin Culture

the sustainable success of the Diasorin Group goes hand in hand with the aspirations and full development of its people. Leaders operating at all levels of the Group are given the task of striving for excellence and cultivating a system of relationships within the corporate community, including through personal growth work and the promotion of skills that exist within the organization or are necessary for its development. In this way, managerial action concretely expresses the company culture and becomes a visible, consistent, inspiring model and example for all internal and external stakeholders.

Diversity and Inclusion

the Company is committed to recognizing, valuing and promoting the unique talents of all our current and future employees. Business processes are therefore aimed at creating a diverse and inclusive working environment, a goal that can also be achieved through the use of innovative technologies that facilitate connections between people located all over the world. The aim is to stimulate emotional intelligence in everyone and ensure free space for expression, enhancing strengths and encouraging sharing, creativity and innovation.

In this journey, special efforts are made for creating a positive and rewarding employee experience. Ultimately, these actions aim to reinforce the sense of belonging and passion with which we strive to fulfill our mission as “the Diagnostic Specialist.”

1.4. POLICY AND PROCEDURES APPLIED

The implementation of the remuneration policy for all Group employees, including Strategic Executives, is based on values and conduct that reflect the corporate culture, through a clear, fair and easily communicated remuneration methodology and tools. Therefore, the Policy of Strategic Executives has been developed consistently with that of other Group employees, even though there is no direct connection between them (due to different strategic responsibilities depending on the role held and the fact that unattainability of the work performance achieved and expected by Strategic Executives makes them not comparable with the work performance of other employees).

Consistently with the Group's strategic vision, this Policy is composed of tools and rationales applied to the Company's entire workforce and confirms the principle through which the Company's growth goes hand in hand with the growth of the individuals who work for it. The Policy also expresses the Company's commitment to pursue, through remuneration, its sustainable development.

Beginning in FY 2023, Diasorin's commitment to sustainability was intensified, for instance by supporting the development of the local communities in which the Group operates through a series of initiatives. These projects are part of the broader management of Corporate Social Responsibility (CSR) and are developed along three main lines of action: projects whose objectives include developing a passion for science, supporting individual talent and achieving a positive impact on the environment and people.

In order to further increase the positive effect of the projects developed in the area of nurturing talent and fostering the value of science, in July 2020 the Diasorin Foundation was established, of which Diasorin S.p.A. is the sole lender. The Foundation, created to continue the development of the Mad for Science project, aims to invest in the combination of science and young people, supporting students and teachers, encouraging young people to approach science (especially life sciences), stimulating interest in these disciplines and rewarding their talent. Two projects are currently underway: Mad for Science, aimed at secondary school students, and Mad for Science for Teachers, launched in 2022 and dedicated to science teachers from the competition-winning schools to support both theoretical and experimental laboratory training. The Foundation is therefore tangible proof of Diasorin's commitment to younger generations and the world of education, advancing scientific culture, pooling together intelligence and creativity that contribute to Sustainability, and developing projects that enable students and teachers to participate actively and consciously in the world of science, in line with the United Nations 2030 Agenda and the current challenges of our society, which sees science increasingly involved in ensuring the health of people and the environment.



Regarding the growth and development of its people, the Diasorin Group has always been committed to investing in training.

Given the high technical-scientific profile of its employees, the development of measures to maintain and reinforce skills and knowledge is crucial to Diasorin's business.

In addition, the annual Performance Management process, which is globally standardized and based on the Diasorin Group culture, encourages a continuous dialogue between managers and employees on their contribution to the company's growth and the behavior required to achieve the objectives set. This approach makes it possible to fairly promote the growth of employees and define individual development plans characterized by qualified and inclusive training that may represent an opportunity to enhance talent of each employee.

In this regard, to reinforce the above approach, during 2023, the Human Resources team worked to make some improvements to the Performance process, which will be implemented from 2024. It is specifically noted that all employees at the Group level will be evaluated through the same matrix, which takes into account goals and conduct in line with the Diasorin Leading Values, and through the same process in a single information platform. This aims to promote fairness and consistency in assessments. As a result of the integration with Luminex and with the intent of enhancing mutual dialogue and sense of responsibility within the organization, a formal time for employee self-assessment was also added to the Performance process.

The evaluations resulting from the 2024 Performance Process will be the basis for remuneration actions and Merit processes relating to the following financial year.

This renewed performance system is aimed at increasing the recognition of Merit in the Group's retribution policy, which accompanies individual professional development by recognizing the individual's contribution to the company's results. This approach will be applied in the 2024 salary review.

With reference to the 2023 financial year, the salary review process implemented globally was based on the following guidelines:

- **Performance:** identification of top performers or employees in key positions. Specifically for 2023, the group focused on rewarding employees with key roles within strategic projects and employees who were considered to be points of reference for operations.
- **Behavior:** rewarding employees with excellent performance results and soft skills assessed in line with corporate culture.
- **Talent and potential:** focus on talented individuals who have demonstrated the potential to take on roles of increasing complexity and managerial responsibility in the next three to five years.
- **Gender equity:** particular attention is paid to aligning Group remuneration according to criteria of equity with respect to role, seniority, ability and merit, regardless of gender.



The acquisition, development and well-being of employees is confirmed to be the critical success factor for the implementation of the Diasorin Group long-term strategy. The company has therefore committed to implementing a People Strategy aimed at distinctive and meaningful growth:

Leadership

Promoting loyalty of those who hold "key" positions in the Group and enhancing the mix of skills, sensitivity, business acumen, experience to achieve common and shared objectives.



Engagement

Maintaining and cultivating belongingness according to the corporate strategy, through a strong identification in the Company mission as "the Diagnostic Specialist".



Talent

Safeguarding the Company's competitiveness on the labor market to enrich the company with new skills and invest in the development of resources, not only for short-term business purposes, but also with sustainability objectives as well as long-term growth.



The current Policy of Diasorin is divided into categories: it distinguishes a different remuneration policy for the CEO/General Manager and the CCO, the non-executive members of the Board of Directors, the Other Strategic Executives and the members of the Board of Statutory Auditors.

The Policy adopted by Diasorin is differentiated for the CEO/General Manager, the CCO and the Other Strategic Executives, and is made up of a fixed and a variable component, structured through incentives linked to the company's profitability and aimed at Management retention. It is also implemented through the establishment of specific company incentive plans that provide for the grant of Stock options and/or other Long-Term Incentive plans.

The Company's Policy - and, in particular, the variable component of the remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives - contributes to the achievement of the Company's strategic objectives and the pursuit of the Company's long-term interests and sustainability.

The contribution to corporate strategy is provided through:

- i. the pursuit of a loyalty and incentive policy for the Group's key employees who are recipients of stock options and/or other Long Term Incentive plans, by involving them in the corporate make-up and retaining their specific skills in the Company, by rewarding them in relation to the Company's economic results and future development;
- ii. greater involvement of Shareholders who, in addition to the resolutions already falling under their remit on remuneration², are now called upon to express their binding vote on the Policy, described in Section I of this Report, which sets out each of the items that make up the remuneration of Directors and Other Strategic Executives and which therefore has a different and broader content than the resolutions mentioned above.

It was also verified that the Diasorin Group's Remuneration make-up was aligned with the strategic plan and with the objectives of sustainability, innovation and motivation of the new corporate scope.

During the 2023 Financial Year, the Human Resources Department implemented the second cycle of the New Equity Plan dedicated to the Diasorin Group management, excluding Strategic Executives.

In line with the best practices in the US and European markets, the Equity Plan, based on the free allocation of financial instruments of the Company, is based on a mix of instruments (performance share and restricted share units) and pursues the following aims:

- i. retention of key Group personnel;
- ii. value creation, rewarding the contribution of the senior management team to the creation of shareholder value;
- iii. culture of merit, developing an individualized pay opportunity proposal that is fair based on the manager's role and value.

² Specifically, these are the resolutions referred to in Article 2364, Paragraph 1, point 3) of the Italian Civil Code on determining the compensation of directors and statutory auditors, in Article 2389 of the Italian Civil Code "Directors' compensation" and in Article 2402 of the Italian Civil Code on the annual remuneration of statutory auditors.

In accordance with the provisions of the Related Parties Regulation, as implemented in Diasorin's Procedure for Related-Party Transactions³, the approval of the Policy by the Shareholders' Meeting exempts the Company from applying the aforementioned procedure in the resolutions of the Board of Directors concerning the remuneration of Directors and Other Strategic Executives.

The above provided that:

- i. the company has adopted a Policy approved by the Shareholders' Meeting;
- ii. a committee made up exclusively of non-executive executives or directors, the majority of whom are independent, was involved in drawing up the Policy;
- iii. the remuneration awarded is identified in accordance with this Policy and quantified on the basis of criteria that do not involve discretionary assessments.

The Policy described in Section I of this Report has been amended, compared to the Policy approved by Diasorin's Shareholders' Meeting on 28 April 2023, to provide evidence of the integration of the Group's Sustainability initiatives, the indications received from institutional investors and asset managers, with the aim of fostering the alignment of behaviour to achieve sustainable growth in the medium to long term. Please refer to sections 1.1. and 1.2. for more information.



³ The procedure is available on the Company's website www.Diasoringroup.com, in the section "Governance/Governance Documents/Corporate Procedures".

1.5. CORPORATE BODIES OR PARTIES INVOLVED IN THE DRAFTING, APPROVAL AND REVIEW, IF ANY, OF THE REMUNERATION POLICY, SPECIFYING THEIR RESPECTIVE ROLES, AND CORPORATE BODIES OR PARTIES RESPONSIBLE FOR THE PROPER IMPLEMENTATION OF THE POLICY

The Policy is defined following a formalized process involving:

- i. The Shareholders' Meeting;
- ii. The Board of Directors;
- iii. The Remuneration and Nominating Committee;
- iv. The Board of Auditors;
- v. The Group Human Resources Department;
- vi. Independent Experts

i. SHAREHOLDERS' MEETING

On the subject of remuneration, the Shareholders' Meeting:

- determines the total annual remuneration of the members of the Board of Directors⁴ for the entire term in office;
- determines the compensation of the members of the Board of Auditors;
- expresses, in accordance with Article 123-ter of the Consolidated Finance Act, (i) a binding vote on Section I of the Report with the frequency required by the duration of the Policy (i.e., annually) and in any case on the occasion of amendments to the Policy and (ii) a non-binding advisory vote on Section II of the Report, relating to the implementation of the Policy of the previous year, on an annual basis.

If the Shareholders' Meeting does not approve the Policy, the Company will be required to pay the remuneration in accordance with the most recent Policy approved by the Shareholders' Meeting or, failing that, in accordance with current practices. On the occasion of the next Shareholders' Meeting to approve the financial statements, the Company will have to submit a new Policy to the Shareholders' vote.

ii. BOARD OF DIRECTORS

The Board of Directors:

- appoints a Remuneration Committee, with investigative, advisory and proposing functions, on matters concerning remuneration and fees paid;
- consistently with the Policy, it determines the remuneration of Directors who perform special tasks, within the total amount resolved by the Shareholders' Meeting pursuant to Article 2389, Paragraph 3 of the Italian Civil Code subject to the opinion of the Board of Statutory Auditors, and upon the proposal or after hearing the opinion of the Remuneration Committee;
- identifies Other Strategic Executives;
- determines the remuneration of Strategic Executives in accordance with the Policy;
- drafts any remuneration plans based on shares or other financial instruments for directors, employees and associates, including Strategic Executives, submits them to the approval of the Shareholders' Meeting pursuant to Article 114-bis of the Consolidated Finance Act and oversees their implementation.
- sets out the Policy, upon proposal of the Remuneration Committee, sees to its implementation, as well as its possible review, and approves the Remuneration Report, submitting them to the subsequent vote of the Shareholders' Meeting, which is binding with reference to Section I and advisory with reference to Section II.

As provided for in paragraph 3-bis of Article 123-ter of the Consolidated Finance Act, a temporary deviation from the Policy approved by the Shareholders' Meeting is allowed in exceptional circumstances, i.e., when the deviation from the Policy is necessary for the pursuit of the long-term interests and sustainable success of the Company as a whole or to ensure its ability to operate in the market. On this point, please refer to the following paragraph "Elements of the policy that can be waived under exceptional circumstances" of this Section I.

⁴ Pursuant to Articles 2364, Paragraph 1, point 3) and 2389, Paragraph 3 of the Italian Civil Code and Article 16 of the Bylaws.

iii. REMUNERATION COMMITTEE

The Company's Board of Directors, in accordance with the provisions of the Stock Exchange Regulations and the Corporate Governance Code, appoints from among its number a Remuneration and Nominating Committee, which is entrusted with the functions provided for by the Corporate Governance Code regarding remuneration.

The Committee consists of three non-executive Directors, the majority of whom meet the independence requirements set out in the Corporate Governance Code, with the Chairman chosen from among the independent Directors.

The Committee

- submits to the Board (or to the Chief Executive Officer, as the case may be) proposals, or expresses opinions, on the remuneration of executive Directors and other Directors vested with special tasks, of Other Strategic Executives, as well as on the performance targets to be set for the variable part of remuneration, verifying, in particular, that the targets are actually achieved. The process of calculating whether the targets set are reached is carried out by the Committee with the support of the competent corporate functions;
- periodically assesses the adequacy and overall consistency of the Policy for Directors and Other Strategic Executives and monitors its actual application;
- assists the Board in the formulation of the Policy;
- examines in advance the Report on the Policy and fees paid, which will be approved by the Board of Directors and made available to the public in advance of the Annual Shareholders' Meeting.

MEMBERS OF THE COMMITTEE AND ROLE		no. 5 meetings held
Roberta Somati - President		50 minutes average duration of each meeting
Giovanna Pacchiana Parravicini Member	Giancarlo Boschetti Member	100% percentage of participation

The Remuneration Committee in office since 29 April 2022 is composed of Directors Roberta Somati (Independent Director) as Chairman, Giovanna Pacchiana Parravicini (Independent Director) and Giancarlo Boschetti (Non-Executive Director)⁵.

⁵ For more details on the composition and functioning of the Committee, please see the "Report on Corporate Governance and Ownership Structures" prepared pursuant to Article 123-bis of the Consolidated Finance Act and published annually by the Company on its website in the section "Group," "Governance," "Shareholders' Meeting," "2024."

Ms. Roberta Somati has long and authoritative professional experience in the field of economics and finance, as well as in-depth knowledge of business organizations in different sectors. Ms. Giovanna Pacchiana Parravicini has extensive experience in labor law and remuneration policies. Mr. Giancarlo Boschetti, in addition to his experience in general management and finance, brings deep knowledge of the Company, its organization and the business in which it operates.

In order to avoid or manage potential conflicts of interest, the members of the Board of Directors abstain from voting on resolutions concerning their own remuneration, except in circumstances where the assessments concern the remuneration of all Directors.

As mentioned above, the Board of Directors is responsible for the implementation of the Policy, with the power to delegate to the Chairman of the Board of Directors or to the Chief Executive Officer of the Company *pro tempore* in office, subject to the involvement of the Remuneration Committee in the cases provided for by the policy.

iv. BOARD OF STATUTORY AUDITORS

On the subject of remuneration, the Board of Statutory Auditors expresses its opinions required by regulations concerning, in particular, the remuneration of Directors holding with special offices pursuant to Article 2389, Paragraph 3 of the Italian Civil Code, verifying their consistency with the Policy. The Chairman of the Board of Statutory Auditors regularly attends the meetings of the Remuneration and Nominating Committee.



v. THE GROUP HUMAN RESOURCES DEPARTMENT

The challenge for the Group's Human Resources is to accompany and support the evolution of the corporate culture by developing a People Strategy that not only takes into account the nature and diversity of the Group, but is also capable of managing it in an inclusive manner, finding global and local solutions to make the most of the Culture of Merit.

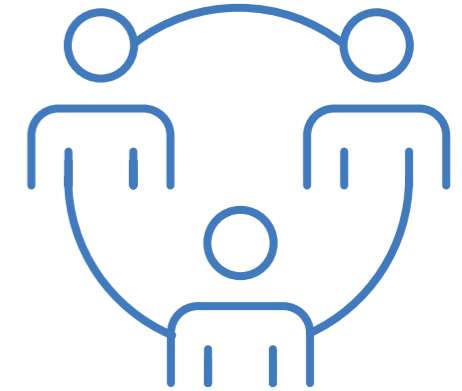
In line with the Corporate Culture, the HR team supports the sustainable success of Diasorin and the growth of its people, who, with dedication and passion, contribute to achieving the company's goals. In this context and in keeping with the inspiring principles of the Policy, the Human Resources Department works in close liaison with the Remuneration Committee, in order to translate the inspiring principles into concrete action, helping to attract, motivate and retain key personnel and, at the same time, aligning the interests of management with the primary objective of promoting the pursuit of sustainable success, to the benefit and in the interest of shareholders and all other stakeholders. With this in mind, projects aimed at implementing the Principles of Merit within the organization have been planned for 2024 and 2025.

In conjunction with the company departments concerned and in compliance with the company's organizational evolution, the Human Resources Department is responsible for:

- contributing to the evolution of corporate culture by valuing Merit and supporting management in concrete implementation within the organization;
- ensuring the update, implementation and governance of Performance, Compensation and Talent Management processes at Group level;
- proposing updates to the Policy and associated instruments by verifying their impact and safeguarding their governance;
- ensuring the implementation of a structured and effective Performance Management system and the consequent connection to remuneration actions aimed at recognizing the merit of the Management and of each employee;
- working with the Remuneration Committee in the development of indicators, benchmarking analyses useful for evaluating key roles and for estimating remuneration components in line with market best practices;
- supporting the Management in the application of Remuneration Policies at Group level by monitoring their consistency, including through objective tools for comparison with the external and internal market;
- supporting the management in issues related to organization, and employee management and development;



- attracting talents from the market by enhancing their skills against the reference market;
- ensuring an effective onboarding process for new colleagues with the ultimate aim of cultivating a sense of belonging;
- developing individual and teamworking skills in the different geographical regions in which the Group operates in order to contribute to creating and maintaining an environment conducive to business and innovation;
- contributing to a fair vision of the company's entire workforce, with the aim of promoting and managing organic and harmonious Personnel Policies in relation to the different professional levels of the company.



vi. INTERVENTION BY INDEPENDENT EXPERTS

Diasorin defines its policies and reviews the remuneration structure also on the basis of analyses carried out with the assistance of consultants, using market benchmarks based on companies in the sector that are considered comparable both in terms of size and business affinity (the so-called "peer group"), monitoring trends and best practices in the Italian and global market.

In 2022, the Company used Mercer for methodological support and market benchmarks on the remuneration of the CEO/General Manager and Other Strategic Executives. Spencer Stuart, a leading international executive search firm, was also asked to provide a second opinion on the market positioning of the remuneration packages of the above individuals, taking into account the so-called substitutability criterion. For more information on these benchmark analyses, which were shared with the Remuneration Committee on 5 December 2022 and whose assessments were taken into account also in the preparation of the 2024 remuneration policy, please refer to Section 1.8 below.



1.6. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to Article 16 of the By-Laws, the Directors are entitled to an annual remuneration – which is decided by the Ordinary Shareholders' Meeting that appoints them – and to reimbursement of expenses incurred in connection with their office.

The Shareholders' Meeting may set a total amount as remuneration for all of the Directors, except for those who have been delegated to perform operational functions, whose remuneration is determined by the Board of Directors with the input of the Board of Statutory Auditors. Alternatively, the Shareholders' Meeting may exercise its right to set a total amount as remuneration for all of the Directors, including those entrusted with special tasks.

The emoluments for board service, established cumulatively by the Shareholders, are then allocated by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, taking into account the roles and offices held, and only provide for fixed components for term in office and the various offices. This is without prejudice to any special appointments pursuant to Article 2389, Paragraph 2 of the Italian Civil Code.

The Chairman and the Deputy Chairman of the Board of Directors receive a specific remuneration for their position.

Directors who serve as Chairman or member of the Remuneration Committee, the Control, Risks and Sustainability Committee and Related-Party Committee receive a further ad hoc compensation in addition to the Director remuneration.

Non-executive Directors receive only fixed remuneration and do not participate in any incentive plans adopted by the Company, and specifically they are not eligible for Stock Options Plans.

The members of the Board of Directors are covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, *Directors' & Officers' Liability*).

The Board of Directors receives annual emoluments for service approved by the Company's Shareholders' Meeting at the time of appointment (most recently held on 29 April 2022), based on the proposals submitted by the Shareholders. In particular, the Shareholders' Meeting resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding € 1,200,000.00 giving mandate to the Board of Directors to assign individual compensations to individual directors.

The Board of Directors during the meeting held on 29 April 2022 and 6 May 2022 assigned individual compensation from the total set by the Shareholders' Meeting, as shown in the figure:

Post Held	Annual compensation
Chairman of the Board of Directors	€ 400,000.00
Deputy Chairman of the Board of Directors	€ 150,000.00
Non-executive Director	€ 40,000.00
Chairman of the Board committee	€ 10,000.00*
Member of the Board committee	€ 5,000.00*

* In addition to the above remuneration, there is the remuneration received as Director.

The Policy does not provide for remuneration for persons who are members of the Board of Directors and who already receive remuneration as a result of their employment relationship with the Company as executives. The directors who do not receive remuneration as executives of the Company are the current Chief Executive Officer Mr. Carlo Rosa, formerly the sole recipient of remuneration as CEO/General Manager, and Mr. Chen Menachem Even, formerly the recipient of remuneration as CCO of the Company.

1.7. REMUNERATION OF THE MEMBERS OF CONTROL BODIES

Post Held	Annual compensation
Chairman of the Board of Statutory Auditors	€ 50,000.00
Statutory Auditor	€ 40,000.00

Pursuant to Article 2402 of the Italian Civil Code the remuneration of members of the Board of Statutory Auditors is determined by the Shareholders' Meeting at the time of their appointment for the entire term of their office in a fixed annual amount. The Statutory Auditors are also entitled to reimbursement of expenses incurred in the course of their duties.

The members of the Board of Statutory Auditors are also covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, *Directors' & Officers' Liability*).

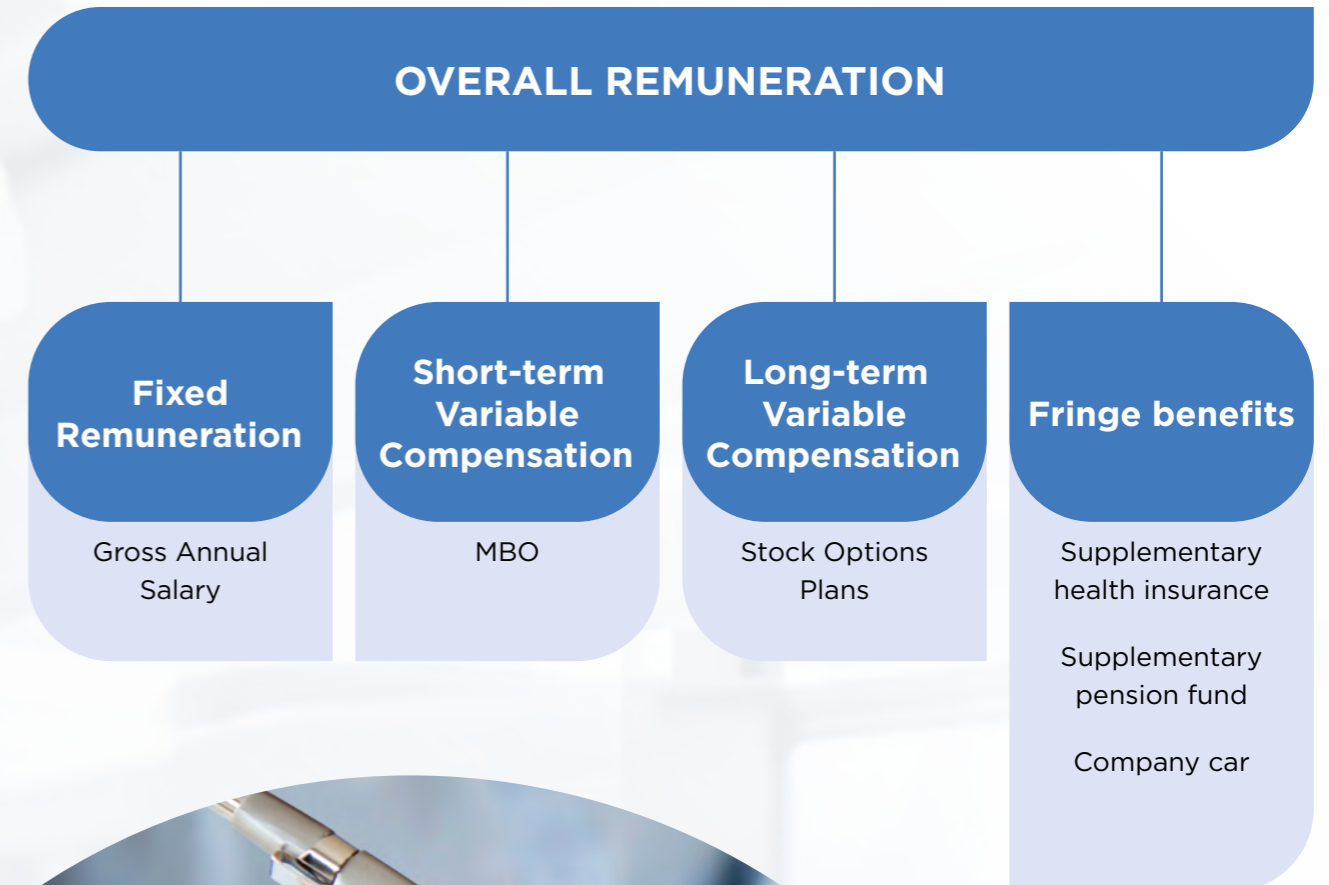
It should be noted that the Shareholders' Meeting of 29 April 2022, which resolved on the renewal of the auditing body, set the remuneration of the Chairman of the Board of Statutory Auditors at € 50,000 and of the Standing Auditors at € 40,000. These fees, which are higher than those envisaged for the 2019-2021 term of office, have been determined taking into account the sector in which the Company operates, its evolution in size and the increasing complexity of its processes.

1.8. REMUNERATION OF THE CEO/GENERAL MANAGER, CCO AND OTHER STRATEGIC EXECUTIVES

Principles of the Policy of the CEO/General Manager, CCO and Other Strategic Executives.

The Remuneration Policy for the CEO/General Manager, the CCO and the Other Strategic Executives follows the principle of “pay per performance” and is aimed at the closest alignment of the remuneration paid to the individual Strategic Executive, their market value and the interests of the Company. This Policy is based on an in-depth assessment carried out by the Remuneration Committee and by the competent corporate functions, also through a benchmarking analysis aimed at verifying the competitiveness of the remuneration offer by: (i) comparing the remuneration of the Strategic Executives with the remuneration for the corresponding functions in other companies deemed comparable; (ii) comparing the pay mix with market practices, in order to assess the balance between the fixed remuneration and the short- and long-term variable components.

In particular, in order to carry out the aforementioned activity, with the support of the independent consultant Mercer and the international executive search firm Spencer Stuart, two comparative analyses with the Italian and European reference market were carried out in 2022 on the remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives. Remuneration measures, where applicable, were implemented as of 1 January 2023 (see Section II of this Report for more details).



CEO/GM pay mix

The graph above shows the CEO/General Manager's pay mix in 2024 calculated assuming the achievement of target results. There have been no changes since financial year 2023.



⁶ The pay mix was determined using the fair value of the 2023 Stock Option Plan, taking into account the number of options granted during 2023.

CCO pay mix

The graph below shows the CCO's pay mix in 2024 calculated assuming the achievement of target results. There have been no changes since financial year 2023.



⁷ The pay mix was determined using the fair value of the 2023 Stock Option Plan, taking into account the number of options granted during 2023.

Short-term variable compensation - MBO

The total annual remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives consists of:

- a fixed part linked to the role, individual skill level and personal responsibilities, subject to possible revisions in order to commensurate with any changes in the scope of responsibilities and delegations at Group level, and
- by a variable part (*Variable Incentive or Target Bonus*), established in relation to management results, a key objective for the value creation task assigned to Strategic Executives.

The variable component of remuneration linked to the MBO (excluding the fair value of equity compensation) is, net of any statutory increases, equal to 70% of gross annual remuneration for the CEO/General Manager and the CCO and 50% for the Other Strategic Executives.

This *Target Bonus*, which constitutes the short-term variable part (MBO) of the total annual remuneration, is paid in a single instalment, normally in March, after the Board of Directors' approval of the management results for the previous year, certified and approved by the competent corporate and audit functions. Please refer to Section 1.10 below for more information on this.

The payment of the variable annual remuneration is subject to a claw-back mechanism that may be activated by the Company (i) if the degree to which the performance targets were achieved has been calculated based on incorrect or false data and the differences between the data used and the adjusted data have not allowed bonuses or part of bonuses to accrue; (ii) in the event of violation of the Code of Ethics.

Lastly, it should be noted that Diasorin has exercised its right to protect the confidentiality of additional information deemed commercially sensitive by not disclosing forward-looking data whose disclosure could be prejudicial. This is also in line with Consob's guidelines on the subject, which reserve *"the right for companies to omit such information [targets achieved in comparison] where necessary for the protection of commercially sensitive information or unpublished forecast data."*

Below are some illustrative diagrams of the structure and weight of the various objectives assigned within the MBO 2024 to the CEO/General Manager and the CCO.

It should be noted that consistently with previous years, also in 2024 ESG targets related to the implementation of the 2023-2025 ESG Plan were assigned to the CEO/GM, the CCO and the Other Strategic Executives.

CEO and General Manager Mr. Carlo Rosa

Below is a table summarizing the composition of the 2024 MBO of the CEO/General Manager and related accruable incentive.

Type	Parameter	Measurement mechanism	Weight (%)	Accrued incentive (€)	
Economic and financial objectives	Group EBIT	Reconciliation scale between target and payout	90%	Threshold (95%)	306,180 (50% target)
				Target (100%)	612,360 (100% target)
				Stretch (115%)	796,068 (130% target)
ESG goal	Corporate Sustainability Reporting Directive	on/off	10%	Target (on / off)	68,040

CCO Mr. Chen Menachem Even

Type	Parameter	Measurement mechanism	Weight (%)	Accrued incentive (€)	
Economic and financial objectives	Group EBIT	Reconciliation scale between target and payout	90%	Threshold (95%)	160,650 (50% target)
				Target (100%)	321,300 (100% target)
				Stretch (115%)	417,690 (130% target)
ESG goal	Corporate Sustainability Reporting Directive	on/off	10%	Target (on / off)	35,700

Long-term variable remuneration - Stock Option Plans

The General Manager, CCO and Other Strategic Executives participate in the Company's Stock Option Plans, aimed at retaining them and rewarding them on the basis of the Company's growth in value (in terms of the valuation of the Diasorin share price on the market), by setting a vesting period for the options granted.

The 2016, 2017, 2018, 2019, 2020, 2021 and 2023 Stock Option plans are currently in force. The Plans do not contain provisions for the retention in portfolio of financial instruments after their acquisition; moreover, the exercise of the options is not subject to the achievement of performance targets⁸.

⁸ For further details, please refer to Section II, Part III of this Report, as well as to the Information Documents published on the Company's website int.diasorin.com in the Section "Company/Governance/Remuneration/Information Documents Incentive Plans".

Consistent with the respective regulations, there are no individual allocation limits, the total amount of stock options allocated to each beneficiary are defined by the Board of Directors, subject to the opinion of the Remuneration Committee if the beneficiaries qualify as Strategic Executives.

Other benefits

The Chief Executive Officer and CEO/General Manager, the CCO and Other Strategic Executives are covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, *Directors' & Officers' Liability*).

They are also beneficiaries, like the other Diasorin managers, of a company car, according to the company car allocation policy of the Company. Like all other employees, they are also beneficiaries of a company welfare plan - Flexible Benefit under which they are allowed, in compliance with the current rules of the Income Tax Consolidation Act, to choose, within a predefined budget, the options closest to their individual needs. Please refer to Section 1.11 for more details on this.

1.9. COMPARISON WITH THE REFERENCE MARKET FOR THE REMUNERATION OF THE CEO/GENERAL MANAGER, CHIEF COMMERCIAL OFFICER AND OTHER STRATEGIC EXECUTIVES

The acquisition of Luminex in 2021 resulted in a significant growth in size and increased complexity of the business, as well as a significant increase in the level of internationalization, with a focus on North America.

As a result of this evolution, the Company decided in 2022 to commission two benchmark analyses from two leading consulting firms, Mercer and Spencer Stuart, in order to evaluate the remuneration policy for the CEO/General Manager, the CCO and the other strategic executives of the Group, based on best market practices, the expectations of the main investors and Proxy Advisors and the recommendations of the Corporate Governance Code. The analyses covered both the composition of the packages and their relative levels of competitiveness in order to enable their evaluation and, where necessary, to identify possible proposals for their development. The benchmarks were carried out according to the different methodologies applied by the advisors.

For more details about the methodology, panel, and outcomes of the benchmark analyses, please refer to the Report on the Remuneration Policy for the year 2023 and remuneration paid in the year 2022.

In light of the benchmark assessments carried out and the remuneration positioning, in 2022 the Committee deemed it appropriate to define proposals for adjusting the remuneration packages of the CCO and certain Other Strategic Executives.

1.10. PROCEDURE FOR THE MANAGEMENT OF THE SHORT-TERM VARIABLE PART (MBO) OF THE ANNUAL SALARY OF THE CEO/GENERAL MANAGER, THE CCO AND THE OTHER STRATEGIC MANAGERS

For the CEO/General Manager and the CCO, as well as for the Other Strategic Executives, the target parameter for determining the variable part (Target Bonus) is the budget EBIT approved by the Board of Directors, possibly adjusted for extraordinary items of assets and liabilities.

The amount of the variable bonus upon achieving 100% of the budget targets is 70% of the gross annual fixed remuneration for 2023.

The variable bonus may change in relation to the annual final results compared to the budget, up to a maximum payout, in the event of over-achievement, of 130% of the target bonus in the event of results of 115% or better than the assigned budget targets.

In particular, the access threshold for the bonus is set at 95% of the budget EBIT. If the final results are lower, the bonus is not paid. The achievement of 95% of the target entails the recognition of a variable amount equal to half the target bonus; for performance between 95% and 100%, the bonus varies linearly, while for performance above 100% and up to 115%, the bonus is increased by twice the percentage by which the target was exceeded.

The variable bonus is paid to the CEO/General Manager, the CCO and the Other Strategic Executives in a lump sum, based on the final balance certified by the competent corporate and audit functions and approved by the Board of Directors.

The final calculation of the targets is subject to verification by the Remuneration Committee, which, on an annual basis, is called upon to adjust the EBIT result by the non-recurring asset or liability items (i.e., non-recurring events and transactions not considered in the budget). In the calculation of the targets, the Committee is supported by the competent corporate functions.

The procedure for the management of the variable portion of the annual remuneration allows the Company and its subsidiaries to reclaim, in whole or in part, the variable components of the remuneration that was paid (or to hold deferred payments), as determined on the basis of data which subsequently proved to be manifestly misstated.

With reference to the reporting year 2024, the variable component of remuneration is linked both to performance targets of a financial nature and to business targets linked to strategic projects. In particular, it should be noted that also for the 2024 financial year, with a view to aligning top management with the sustainable success of the company, a qualitative ESG objective is envisaged for the CEO/General Manager, the CCO and all Other Strategic Executives, linked to (EU) Directive 2022/2464 (i.e., Corporate Sustainability Reporting Directive).

1.11. FRINGE BENEFITS

With reference to the Company's policy on fringe benefits⁹, the award of these benefits to the General Manager, CCO and Other Strategic Executives, takes place in accordance with the Company Procedure or the relevant National Collective Bargaining Agreement: in particular, as regards company cars, the Policy in force at Diasorin provides for the assignment of company cars to employees classified as Executives.

The General Manager, CCO and Other Strategic Executives are covered by insurance, welfare and pension schemes, in line with those required by Law, Collective Agreements and Supplementary Agreements; a supplementary health coverage is also provided.

1.12. SEVERANCE INDEMNITY

The Policy provides that benefits in the event of termination of office or termination of employment are regulated under the contractual relationships in place with the General Manager, CCO and Other Strategic Executives.

Agreements pursuant to Article 123-bis, paragraph 1, letter i) of the Consolidated Finance Act exist between the Company and (i) the General Manager Mr. Carlo Rosa (who, in addition to being a Company employee, also holds the position of Chief Executive Officer), (ii) the CCO Mr. Chen M. Even (who, in addition to being a Company employee, also holds the position of Executive Director of the Company), and (iii) Mr. Piergiorgio Pedron, Strategic Executive and Senior Corporate V.P. & Chief Financial Officer.

In particular, the aforementioned three agreements provide for predetermined severance indemnities for these Strategic Executives.

Severance Indemnity of the General Manager Mr. Carlo Rosa

It should be noted that the criterion for determining Mr. Carlo Rosa's indemnity as General Manager was determined by the Board, on the proposal of the Remuneration Committee, as 24 months' salary in the event of termination without just cause by the Company of the employment contract pursuant to the relevant National Collective Bargaining Agreement (CCNL), and as 36 months' salary, also in the event of termination of Mr. Carlo Rosa's employment due to the residual cases of the splitting of the position of General Manager from that of Chief Executive Officer, change in shareholder pursuant to Article 93 of the Consolidated Finance Act, repeated breach of the employment contract by the Company and substantial change of duties without an agreement between the parties. It should be noted that the monthly indemnity payments are calculated in accordance with the criteria set out in Article 2121 of the Italian Civil Code.

The recognition of an indemnity that in the residual cases mentioned above may exceed 24 months' salary is justified in light of the strategic role held by Mr. Carlo Rosa and is substantially in line with remuneration practices in the Italian market.

⁹ Excluding Stock Options.

Severance Indemnity of the CCO Mr. Chen Menachem Even

As regards Mr. Chen Menachem Even, the indemnity in the amount of 24 months' salary is due in the event of his resignation or dismissal without just cause, in the event of repeated breach of the employment contract by the Company, substantial change of job duties without a prior agreement, or if the employment relationship ceases following a change in the Company's majority shareholders pursuant to Article 93 of the Consolidated Finance Act.

Severance Indemnity of the Strategic Executive Mr. Piergiorgio Pedron

In addition, with reference to the Chief Financial Officer Mr. Piergiorgio Pedron, qualified as Other Strategic Executive, the indemnity in the amount of 24 months' salary is due, except in the event of just cause, in the event that the termination of the employment relationship is an initiative of the Company due to a substantial change in the Company's majority shareholders pursuant to Article 93 of the Consolidated Finance Act.

Effects of termination of the relationship on the rights assigned within the scope of the share-based incentive plans or cash payouts are governed by the Stock Option Plan regulation applicable in the

Non-competition agreements

There are no agreements providing for compensation for non-competition commitments.



1.13. ELEMENTS OF THE REMUNERATION POLICY THAT CAN BE WAIVED IN EXCEPTIONAL CIRCUMSTANCES

In exceptional circumstances, the Company may waive the elements of the Remuneration Policy as set out below.

It should be noted that “*exceptional circumstances*” means those situations in which the derogation from the Policy is necessary for the pursuit of long-term interests and the Sustainability of the Company as a whole or to ensure its ability to remain on the market such as, by way of example and not limited to:

- i. the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Company or the sectors and/or markets in which it operates, which significantly affect the results of the Company;
- ii. substantial changes in the organization of the business activity, either of objective nature (such as extraordinary transactions, mergers, divestments, etc.) or of a subjective nature, such as changes in the Top Management structure;
- iii. the need to replace, due to unforeseen circumstances, a chief executive officer and having to negotiate a remuneration package quickly, where the constraints contained in the approved Policy could limit the company’s ability to attract managers with the most appropriate professional skills to manage the company;
- iv. significant changes in the scope of the company’s activity during the term of the Policy, such as the sale of a company/business unit on whose activity the performance objectives of the Policy were based, or the acquisition of a significant business not considered when preparing the Policy.

Derogations will be subject to prior review by the Remuneration Committee and to the application of the rules set out in the Procedure for Related-party Transactions, where applicable.

Without prejudice to the above, with reference to the variable remuneration scheme for the General Manager, CCO and Other Strategic Executives, a derogation may be made in order to take into account the aforementioned exceptional circumstances and only to the extent that this is instrumental to the pursuit of the aforementioned interests:

- the award of one-off cash bonuses;
- the payment of special indemnities;
- a change in the ratio between fixed and variable components of remuneration;
- the modulation of the performance objectives to which variable remuneration is linked and the frequency with which they are set, along with criteria used to assess said objectives.

Any exceptions will be disclosed in the subsequent Report on Remuneration Policy and Remuneration Paid, together with the reasons why the Group has provided for such a procedure.

It should be noted that there were no departures from the remuneration policy in the Financial Year 2023.



SECTION II

SECTION II

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This Section, by name, for the remuneration paid to the Directors, to the members of the Board of Statutory Auditors and in aggregate form for the remuneration paid to the Other Strategic Executives:

in part one, (i) supplies an appropriate, clear and comprehensible representation of each component of the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy followed by the Company in the reference year and the manners through which remuneration contributes to the Company's long-term results; (ii) provide information on any exemption of the Remuneration Policy applied under exceptional circumstances; (iii) illustrates how the Company took into account the vote cast the previous year by the Shareholders' Meeting on Section Two of the Remuneration Report;

in part two, illustrates in detail the remuneration paid in the reporting year for whatever reason and in whatever form by the Company and its subsidiaries or associates, highlighting components of such remuneration that relate to work carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the reporting year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers;

in part three, provides information on the allocation of financial instruments to directors, officers and other employees of Diasorin and its subsidiaries;

in part four, indicates, in accordance with the criteria set out in Annex 3A, Schedule 7-ter, the interests held in the Company and its subsidiaries by members of the corporate governance bodies, by the General Manager and by the Company's Other Strategic Executives, as well as by their spouses and minor children, directly or through subsidiaries, trust companies or third parties, as shown in the shareholders' ledger, in the communications received and in other information collected from the members of the corporate governance bodies, from the General Manager and from the Other Strategic Executives.

Pursuant to the provisions of Annex 3A, Schedule 7-bis of the Issuers' Regulation, the Company provides aggregate information on the remuneration received by Other Strategic Executives, other than the General Manager and Chief Commercial Officer, as there are no Other Strategic Executives who during the reporting year have received total remuneration (obtained by summing cash remuneration and share-based remuneration) greater than the highest total remuneration paid to the members of the corporate governance bodies, as well as to the General Manager.

With reference to agreements providing for indemnities in the event of early termination of employment, again pursuant to Annex 3A, Schedule 7-bis of the Issuers' Regulation, the Company also provides the relevant information with reference to Strategic Executives.

It should be noted that the auditing firm PricewaterhouseCoopers S.p.A. has verified - in accordance with Article 123-ter, Paragraph 8-bis of the Consolidated Finance Act - the preparation by the Board of Directors of this Section of the Remuneration Report.



Executive Summary - 2023 Remuneration Policy Fees Paid

Component	Purpose and features	Implementation
Fixed remuneration (Gross annual salary [RAL])	It rewards leadership, managerial, professional and technical skills required by the role.	<p>Assessment of the compensation profile on the basis of performance, experience, level of responsibility, internal consistency with respect to the evolution of the organization, and market benchmarks carried out with the support of specialized consultancy company.</p> <p>RAL (Gross annual salary)¹⁰:</p> <ul style="list-style-type: none"> • CEO/GM: € 972,000 • CCO: € 510,000 • Other Strategic Executives: € 1,160,000 <p>It should be noted that the remuneration received by the CEO/GM is exclusively for the position of General Manager. The position of chief Executive Officer is unpaid.</p>
Short-term variable remuneration (MBO)	Encourages the achievement of strategic and financial objectives as well as the adoption of behavior consistent with the corporate leadership model.	<p>Assignment of individual objectives linked to the Group Performance Management Process (P.M.P. Lead).</p> <p>CEO/GM:</p> <ul style="list-style-type: none"> • Target: € 680,400 (equal to 70% of fixed salary) • Payout range: 0%-130% of Target • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: 2023 ESG Strategic Plan (weight 10% of target accruable incentive) <p>CCO:</p> <ul style="list-style-type: none"> • Target: €357,000 (equal to 70% of fixed salary) • Payout range: 0%-130% of Target • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: 2023 ESG Strategic Plan (weight 10% of target accruable incentive) <p>Other Strategic Executives:</p> <ul style="list-style-type: none"> • Target: 50% of fixed salary • Payout range: 0%-130% of Target • KPI: as the case may be, (i) Group Ebit; (ii) 2023 ESG Strategic Plan (iii) other qualitative and quantitative targets linked to individual responsibilities. <p><i>Claw back clause.</i></p>

¹⁰ As a result of benchmark analyses explained in detail in section 1.9. of the Report (to which reference is made), the Remuneration Committee proposed to increase the gross annual remuneration of the CCO and Other Strategic Executives for the year 2023. This increase was approved during the Shareholders' Meeting approval of the 2023 Remuneration Policy.

Component	Purpose and features	Implementation
Long-term variable remuneration (LTI: Stock option)	Promotes the sustainability of value creation in the medium- to long-term period for Stakeholders by fostering the engagement, alignment of interests and sense of belonging of key personnel.	CEO and CCO and Other Strategic Executives: 2023 Stock Options Plan: number of options granted in accordance with the role held and on the basis of market practices.
Fringe benefits	An integral part of the remuneration package, they are characterized by their predominantly welfare and social security nature or by their being instrumental to the activity carried out.	<p>Determined in compliance with the provisions of collective bargaining contracts and national and company regulations.</p> <p>CEO, CCO and Other Strategic Executives:</p> <ul style="list-style-type: none"> • Supplementary health insurance • Supplementary pension fund • Company car
Indemnity	Severance pay aimed at protecting the interests of the company and of Strategic Executives.	Provide for pre-established severance indemnities in favor of some Strategic Executives. The criterion for determining the indemnity was defined by the Board, on the proposal of the Remuneration Committee. In the case of the CEO/GM it may vary in the amount of 24 or 36 months' salary, in some residual cases.



PART ONE

ITEMS THAT MAKE UP THE REMUNERATION

2. Implementation of the 2023 Remuneration Policy

The following is a description of compensation paid during 2023 in favor of members of the governing bodies, the Chief Executive Officer and General Manager, the Chief Commercial Officer as well as, in aggregate form, the Other Executives with Strategic Responsibilities.

The implementation of the 2023 Remuneration Policy was consistent with the general principles referred to in the resolutions passed by the Board of Directors, as well as with the market benchmarking carried out in 2022.

2.1. Remuneration of the members of the Board of Directors

The Board of Directors receives annual emoluments for service approved by the Company's Shareholders' Meeting at the time of appointment, based on the proposals submitted by the Shareholders.

The Shareholders' Meeting of 29 April 2022 resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding € 1,200,000.00 giving mandate to the Board of Directors to assign individual compensations to individual directors.

The Board of Directors during the meeting held on 29 April 2022 and 6 May 2022 assigned individual compensation from the total set by the Shareholders' Meeting, as shown in the figure:

Post Held	Annual compensation
Chairman of the Board of Directors	€ 400,000.00
Deputy Chairman of the Board of Directors	€ 150,000.00
Non-executive Director	€ 40,000.00
Chairman of the Board committee	€ 10,000.00*
Member of the Board committee	€ 5,000.00*

* In addition to the above remuneration, there is the remuneration received as Director.

The Policy does not provide for remuneration for persons who are members of the Board of Directors and who already receive remuneration as a result of their employment relationship with the Company as executives. The persons concerned are the current Chief Executive Officer Mr. Carlo Rosa, who already receives remuneration as General Manager of the Company, and Mr. Chen M. Even, who already receives remuneration as CCO of the Company.

2.2. Remuneration of the members of control bodies

The compensation of the Chairman of the Board of Statutory Auditors and the individual Statutory Auditors was determined by the Shareholders' Meeting of 29 April 2022. The Shareholders' Meeting attributed the following annual compensation, as shown in the figure:

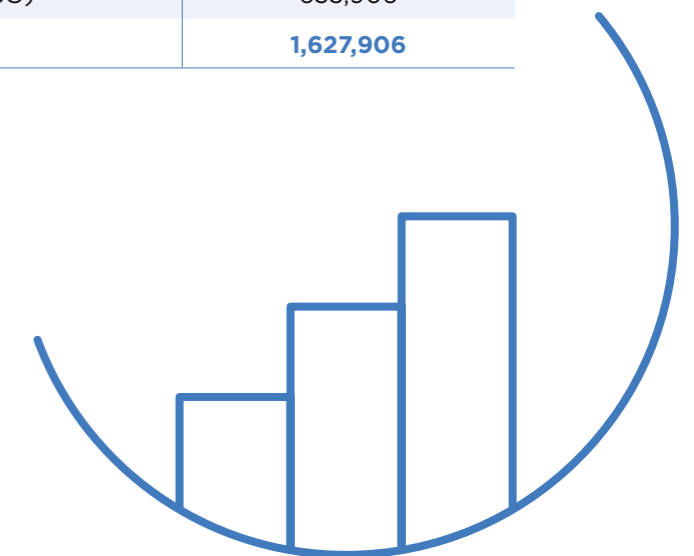
Post Held	Annual compensation
Chairman of the Board of Statutory Auditors	€ 50,000.00
Statutory Auditor	€ 40,000.00

2.3. Remuneration of the General Manager and CCO

Summary of the 2023 Remuneration of the General Manager and the CCO

The following table shows the remuneration for the reporting year received by the General Manager, who also holds the position of Chief Executive Officer of Diasorin.

2023 Remuneration - General Manager	
Remuneration item	Compensation received (€)
Gross annual salary (fixed component)	972,000
Short-term variable compensation (MBO)	655,906
Total	1,627,906



The following table shows the remuneration for the reporting year received by the Chief Commercial Officer, who also holds the position of Director of Diasorin.

2023 Remuneration - CCO	
Remuneration item	Compensation received (€)
Gross annual salary (fixed component)	510,000
Short-term variable compensation (MBO)	344,148
Total	854,148

Below is an aggregate of the remuneration for the year received by the Other Strategic Executives.

2023 Remuneration - Other Strategic Executives	
Remuneration item	Compensation received (€)
Gross Annual Remuneration (Fixed Component)	1,160,000.00
Short-term variable compensation (MBO)	588,112
Total	1,718,112

Fixed remuneration

The Chairman of the Board of Directors and the Chairman of the Remuneration Committee, based on the market analysis and the proposal of the Human Resources Department and following review by the Remuneration Committee, granted, as of 1 January 2023, an increase in the fixed remuneration of the CCO of +8.1% and an increase in short-term variable remuneration (70% of the gross annual salary). Considering the above-described change in remuneration, the fixed remuneration for the financial year received:

- by the General Manager, who also holds the position of CEO, unchanged from financial year 2022, amounted to € 972,000.12.
- by the CCO, amounted to € 510,000.
- By the Other Strategic Executive, an aggregate amount equal to € 1,160,000.

2023 MBO

During 2023, Diasorin recorded excellent economic-financial and operational performance, which enabled the achievement of the economic-financial performance targets underlying the short-term incentive plans (MBO 2023).

The following table shows, for each of the KPIs assigned to the General Manager and the CCO, the level of performance achieved with respect to the target and the relevant incentive accrued.

2023 MBO statement - General Manager					
KPI	Weight	Accrued incentive (€)		Performance vs target	Accrued Incentive (€)
Group EBIT	90%	Threshold (95%)	581,742	99.6%	587,866
		Target (100%)	612,360		
		Stretch (115%)	796,068		
2023-2025 ESG Strategic Plan	10%	Target (on/off)	68,040	on (100%)	68,040

2023 MBO Consolidation - CCO					
KPI	Weight	Accrued incentive (€)		Performance vs target	Accrued Incentive (€)
Group EBIT	100%	Threshold (95%)	305,235	99.6%	308,448
		Target (100%)	321,300		
		Stretch (115%)	417,300		
2023-2025 ESG Strategic Plan	10%	Target (on/off)	35,700	on (100%)	35,700

Stock Options Plans

We set out below the increase in current Stock Option Plans in which the CEO/General Manager, the CCO, and Other Strategic Executives participate.

2018 Stock Options Plan

In May 2018, pursuant to the 2018 Plan (as described below) the following assignments were made:

- To the CEO/General Manager 140,000 Options at a price of € 76,2368 each, exercisable between 2 January 2023 and 2 January 2025¹¹. The assumed value of the options granted is € 2,164,708, of which € 71,290 accrued in the reporting Year.
- To the CCO 120,000 Options at a price of €76,2368 each, exercisable between 2 January 2023 and 2 January 2025. The assumed value of the options granted is €1,855,464, of which €61,105 accrued in the reporting Year.

It should be noted that the grants under the 2018 Stock Option Plan vested in January 2023, as better summarized in Table 2 in the Appendix.

¹¹ It should be noted that in 2023 the Board of Directors resolved, subject to the favorable opinion of the Remuneration Committee, to extend to two years the exercise period for beneficiaries of the 2018 Stock Option Plan who do not qualify as leavers under the regulations of the aforementioned Plan, consistent with the two-year duration of the exercise periods provided for all other Stock Option Plans.

2023 Stock Options Plan

In May 2023, the following assignments were made pursuant to the 2023 Plan (as described below):

- To the CEO/General Manager 120,000 Options at a price of €98.52 each, exercisable between 10 May 2026 and 10 May 2028. The assumed value of the options granted is € 663,863, fully accrued in the reporting year.
- To the CCO 100,000 Options at a price of €98.52 each, exercisable between 10 May 2026 and 10 May 2028. The assumed value of the options granted is € 553,219, fully accrued in the reporting year.

Please refer to Part Three of this Section II for information regarding current Stock Option plans in which Other Strategic Executives and/or employees participate.

Fringe Benefit

The Fringe Benefit values for the year 2023 amount to €5,998.56 for the General Manager and €5,678.18 for the Chief Commercial Officer and €13,254.40 for Other Strategic Executives.

Comparison of annual change in remuneration of the Chief Executive Officer, Chief Commercial Officer, Company results and average employee remuneration.

Below is a comparison of the annual change for the last five years:

- total remuneration of each of the persons for whom the information in this Section II of the Report is provided by name, and therefore of the General Manager Mr. Carlo Rosa and the Chief Commercial Officer Mr. Chen M. Even;
- net profit of the Company;
- the gross annual salary, based on full-time employees, of employees other than those whose remuneration is set out by name in this Section II of the Report.

	2019	2020	2021	2022 ²	2023
Compensation General Manager	€ 1,334,380.51	€ 1,504,536.30	€ 1,825,221.7	€ 1,825,221.7	€ 1,627,906
	6,06%	12,75%	21%	0%	- 10,81%
Compensation Chief Commercial Officer	€ 643,853.46	€ 726,901.02	€ 885,498.48	€ 885,498.48	€ 854,148
	6.20%	12.94%	22%	0%	3.54%
Net profit of the Company¹	€ 175,735	€ 246,628	€ 310,732	€ 240,110	€ 158,508
	11.13%	40.34%	26%	-22.73%	33.98%
Average employee remuneration 31 December	€ 50,215.66	€ 52,673.62	€ 52,174.01	€ 91,847.95	€ 91,008.7
	4.67%	4.89%	-0.94%	+76.04%	-0.91%

¹ Net profit of Diasorin Group. The percentages refer to the change from the previous year.

² Average remuneration of employees as of 31 December 2022, after completion of the redefinition of the corporate structure, referring to Diasorin S.p.A. alone.

For completeness, the following is specified.

The remuneration paid during the reporting year is consistent, in its amount and in the items composing it, with the Policy set out by the Company and approved by the Shareholders' Meeting on 28 April 2023.

During the reporting year, no indemnities and/or other benefits were granted to Directors and Other Strategic Executives of the Company due to termination of office or employment.

Pursuant to Article 84-*quater* of the Issuers' Regulation, in compliance with the provisions of Annex 3A, Schedule 7-*bis* of the said Regulation, the remuneration paid during the reporting year to the members of the Board of Directors and Board of Statutory Auditors, to the General Manager and, in aggregate, to the Other Strategic Executives, which are consistent with the Policy approved by the Shareholders' Meeting on 28 April 2023, are reported below.

PART TWO

ANALYTICAL REPRESENTATION OF FEES PAID DURING THE YEAR


TABLE 1
Fees paid to the members of the Board of Directors in office in financial year 2023

First and last name	Post Held	Period in which the office was held	Expiry of office	Fixed remuneration (Euro)	Remuneration for participation in committees (Euro)	Non-equity variable remuneration		Fringe Benefits	Other compensation	Total (Euro)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonuses and other incentives	Share of profits ⁷					
Michele Denegri	President	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	400,000.00	-	-	-	-	-	400,000.00	-	-
Carlo Rosa ¹	Chief Executive Officer	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	-	-	-	-	-	-	-	-	-
Giancarlo Boschetti ²	Deputy Chairman	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	155,000.00	-	-	-	-	-	155,000.00	-	-
Chen M. Even ¹	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	-	-	-	-	-	-	-	-	-
André M. Ballester ³	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	55,000	-	-	-	-	-	55,000	-	-
Stefano Altara	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Fiorella Altruda	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Luca Melindo	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Franco Moschetti ⁴	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	45,000.00	-	-	-	-	-	45,000.00	-	-
Francesca Pasinelli	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Giovanna Pacchiana Parravicini ⁵	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	50,000.00	-	-	-	-	-	50,000.00	-	-
Diego Pistone	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Roberta Somati ⁶	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	65,000.00	-	-	-	-	-	65,000.00	-	-
Monica Tardivo	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Tullia Todros	Director	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000.00	-	-	-	-	-	40,000.00	-	-

- 1 Receives compensation exclusively as a Company Executive. No compensation is provided for service on the Board of Directors.
- 2 Member of the Remuneration and Nominating Committee.
- 3 Chairman of the Control, Risks and Sustainability Committee and Member of the Related-Party Transactions Committee.
- 4 Member of the Control, Risks and Sustainability Committee.
- 5 Member of the Remuneration and Nominating Committee and of the Related-Party Transactions Committee.
- 6 Chairman of the Remuneration and Nominating Committee and member of the Related-Party Transactions Committee.
- 7 No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.



Fees paid to the members of the Board of Statutory Auditors in office in financial year 2023

First and last name	Post Held	Period in which the office was held	Expiry of office	Fixed remuneration (Euro)	Remuneration for participation in committees	Non-equity variable remuneration		Fringe Benefits	Other compensation	Total (Euro)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonuses and other incentives	Share of profits ¹					
Monica Mannino	President	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	50,000	-	-	-	-	-	50,000	-	-
Ottavia Alfano	Statutory Auditor	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000	-	-	-	-	-	40,000	-	-
Matteo Michele Sutura	Statutory Auditor	01/01/2023 12/31/2023	Approval of financial statements as at 12/31/2024	40,000	-	-	-	-	15,000	55,000	-	-

¹ No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

Remuneration paid to General Managers, the CCO and Other Strategic Executives*

First and last name	Post Held	Period in which the office was held	Expiry of office	Fixed remuneration ¹ (Euro)	Remuneration for participation in committees	Non-equity variable compensation (Euros)		Fringe Benefits ² (Euro)	Other compensation	Total (Euro)	Fair Value of equity remuneration (Euro)	Termination of office or employment indemnity
						Bonuses and other incentives ³	Share of profits ^{**}					
Carlo Rosa	General Manager	Year 2023	-	972,000	-	655,906	-	5,998.56	-	1,633,904.56	735,152	-
Chen M. Even	Strategic Executive	Year 2023	-	510,000	-	344,148	-	5,678.18	-	859,826.18	614,324	-
Other Executives	-	Year 2023	-	1,160,000	-	558,112	-	13,254.40	-	1,731,366.4	1,535,811	-

* The persons considered here, in addition to the CEO Mr. Carlo Rosa and the CCO Mr. Chen Menachem Even, both members with Board of Directors, are the Other Strategic Executives which until 31 December 2023 included Mr. Stefano Ronchi, Mr. Ugo Gay, and Mr. Piergiorgio Pedron; the remuneration of these last three Executives is shown as an aggregate amount under "Other Executives."

** No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

¹ Fixed remuneration as an employee, gross of social security contributions and taxes payable by the employee, excluding mandatory collective social security contributions payable by the company and provision for severance pay. Fixed remuneration includes the gross annual salary without bonuses, as at 31 December 2023 (therefore, if a Strategic Executive is hired or appointed during the year, the actual payment to be considered should be: that from their hiring or appointment plus the thirteenth month's pay).

² It is the value of the fringe benefits (consistent with a taxable amount approach). Consequently, fringe benefits refer to the Company car benefit.

³ Remuneration amounts vested during the year for objectives achieved in the year itself, against monetary incentive plans, paid in March 2024.

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PART THREE

INFORMATION ON THE GRANT OF FINANCIAL INSTRUMENTS TO DIRECTORS, EXECUTIVES AND OTHER EMPLOYEES OF DIASORIN S.P.A. AND ITS SUBSIDIARIES

The Stock Option Plans currently in force are detailed below, namely the 2016 Plan, the 2017 Plan, the 2018 Plan, the 2019 Plan, the 2020 Plan, the 2021 Plan and the 2023 Plan, as well as the incentive plan called the “Equity Awards Plan” approved by the Shareholders’ Meeting of 29 April 2022.

Diasorin S.p.A. 2016 Stock Option Plan

1. Target subjects

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of Diasorin and its subsidiaries (“Beneficiary/ies”).

2. The characteristics of the instruments

The 2016 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date ¹²	Exercise period
V	Other employees		3.7.2018	4,699*	€ 70.0517	€ 68.85	3.8.2021-3.8.2024
VI	Other employees		11.7.2018	2,000	€ 82.4239	€ 79.57	11.8.2021-11.8.2024
VII	Other employees		3.14.2019	10,000	€ 86.0448	€ 85.80	3.15.2022-3.17.2025

* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to the 2016 Plan.

There are no loans or other facilities from the Company for the purchase of the shares.

In the event of termination of the employment relationship, the following rules will apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date¹³. Options that cannot be exercised become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2016 Plan for the reporting year is zero.

¹² The market price refers to the closing value of the trading day on which grant was approved.

¹³ For the sake of clarity, the following example is formulated: if the Good Leaver hypothesis occurs after 12 months from the grant date and the initial exercise date is 36 months from the Grant Date, the Beneficiary will be entitled to exercise one third of the Options assigned.

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Diasorin S.p.A. 2017 Stock Options Plan

1. Target subjects

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of Diasorin and its subsidiaries (“Beneficiaries”).

2. The characteristics of the instruments

The 2017 Plan is a *Stock Option* Plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
VI	Other employees		6.10.2019	5,000	€ 95.3515	€ 102.00	6.13.2022-6.13.2024
VII	Other employees		7.31.2019	52,500	€ 102.6159	€ 105.00	8.1.2022-8.1.2024
VIII	Other employees		11.6.2019	25,000	€ 99.5983	€ 104.30	11.7.2022-11.7.2024
IX	Other employees		12.19.2019	19,632*	€ 119.2837	€ 117.60	12.20.2022-12.20.2024
X	Other employees		3.11.2020	5,000	€ 110.4394	€ 113.00	3.13.2023-3.13.2025
XI	Other employees		5.13.2020	20,000	€ 156.44	€ 172.50	5.15.2023-5.15.2025
XII	Other employees		7.30.2020	29,492*	€ 173.2803	€ 167.50	7.31.2023-7.31.2025

* Net of options lapsed for Bad Leaving or Good Leaving hypothesis pursuant to the 2017 Plan.

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date¹⁴. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2017 Plan, equal to € 409.433 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁴ See note no. 10.

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Diasorin S.p.A. 2018 Stock Option Plan

1. Target subjects

Senior executives with management functions pursuant to the Appendix to the Related Parties Regulation, including Mr. Carlo Rosa (Chief Executive Officer and General Manager) and Mr. Chen M. Even (Director and Strategic Executive), Mr. Piergiorgio Pedron, Mr. Stefano Ronchi and Mr. Ugo Gay, Strategic Executives, as well as other key employees of Diasorin and its subsidiaries (the “Beneficiaries”).

2. The characteristics of the instruments

The 2018 Plan is a *Stock Option Plan*.

On 8 May 2018, the Board of Directors resolved to grant options to the Chief Executive Officer Mr. Carlo Rosa and the Director Mr. Chen M. Even in their capacity as General Manager and Chief Commercial Officer of the Company, respectively. In the occasion of the above resolution, the CEO Mr. Carlo Rosa and the Director Mr. Chen M. Even abstained from voting as they are Beneficiaries of the 2018 Plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	5.8.2018	140,000	€ 76.2368	€ 76.35	1.2.2023-1.2.2025
	Chen M. Even	Strategic Executive		120,000			
	Other Strategic Executives			200,000			
	Other employees			75,000			

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- if the employment relationship is ended before the Options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded Options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date¹⁵. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2018 Plan, equal to € 323,839 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁵ See note no. 4.

*** **

Diasorin S.p.A. 2019 Stock Options Plan

1. Target subjects

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of Diasorin and its subsidiaries (“Beneficiaries”).

2. The characteristics of the instruments

The 2019 Plan is a *Stock Option Plan*.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		7.30.2020	8,878	€ 173.2803	€ 167.50	7.31.2023-7.31.2025
II	Other employees		11.11.2020	86,122*	€ 189.0455	€ 172.40	11.13.2023-11.13.2025
III	Other employees		11.11.2021	5,000	€ 186.1457	€ 185	11.12.2024-11.12.2026

* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to the 2019 Plan.

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- in the event of the termination of the relationship, before the exercise of the Options, due to a good leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded Options proportionately to the length of their employment relationship after the grant date as against the length of time running between the grant date and the first exercise date¹⁶. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2019 Plan, equal to € 1,121,245 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁶ See note no. 4.



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Diasorin S.p.A. 2020 Stock Options Plan

1. Target subjects

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of Diasorin and its subsidiaries (“Beneficiaries”).

2. The characteristics of the instruments

The 2020 Plan is a *stock option* plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		11.11.2020	18,878	€ 189.0455	€ 172.40	11.13.2023-11.13.2024
II	Other employees		12.21.2020	15,000	€ 169.9500	€ 171.70	12.22.2023-12.23.2024
III	Other employees		03.11.2021	51,346*	€ 168.4550	€ 144.30	03.12.2024-03.12.2025
V	Other employees		07.30.2021	40,000	€164.2300	€ 171.15	07.31.2024-07.31.2025
VI	Other employees		11.11.2021	11,122	€ 186.1457	€ 185	11.12.2024-11.12.2026
VI	Other employees		12.01.2022	3,654	€ 131.37	€ 131.75	12.02.2025-12.02.2027

* Net of options lapsed for Good Leaving and Bad Leaving situations pursuant to 2020 Plan.

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- in the event of the termination of the relationship, before the exercise of the Options, due to a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded Options proportionately to the length of their employment relationship after the grant date as against the length of time running between the grant date and the first exercise date¹⁷. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2020 Plan, equal to € 1,637,322 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁷ See note no. 4.

*** **

Diasorin S.p.A. 2021 Stock Options Plan

iii. Target subjects

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of Diasorin and its subsidiaries (“Beneficiaries”).

iv. The characteristics of the instruments

The 2021 Plan is a *Stock Option* Plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		11.11.2021	48,878	€ 186.1457	€ 185	11.12.2024-11.12.2026
II	Other employees		05.06.2022	50,000	€ 129.70	€ 120.65	05.06.2022-05.07.2025
III	Other employees		12.01.2022	36,346	€ 131.73	€ 131.75	12.02.2025-12.02.2027
IV	Other Strategic Executives		5.9.2023	168,563	€ 98.52	€ 102.20	05.10.2026-05.10.2028

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- in the event of the termination of the relationship, before the exercise of the Options, due to a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded Options proportionately to the length of their employment relationship after the grant date as against the length of time running between the grant date and the first exercise date¹⁸. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2021 Plan, equal to € 2.297.358 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁸ See note no. 4.

Diasorin S.p.A. 2023 Stock Options Plan

1. Target subjects

Senior executives with management functions pursuant to the Appendix to the Related Parties Regulation, including Mr. Carlo Rosa (Chief Executive Officer and General Manager) and Mr. Chen M. Even (Director and Strategic Executive), Mr. Piergiorgio Pedron, Mr. Stefano Ronchi and Mr. Ugo Gay, Strategic Executives, as well as other key employees of Diasorin and its subsidiaries (the “Beneficiaries”).

2. The characteristics of the instruments

The 2023 Plan is a *Stock Option* Plan.

It should be noted that on 9 May 2023, the Board of Directors approved options to be awarded to the CEO Mr. Carlo Rosa and Director Mr. Chen M. Even in their capacity as General Manager and Chief Commercial Officer of the Company, respectively. In the occasion of the above resolution, the CEO Mr. Carlo Rosa and the Director Mr. Chen M. Even abstained from voting as they are Beneficiaries of the 2023 Plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full Name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	5.9.2023	120,000	€ 98.52	€ 102.02	05.10.2026-05.10.2028
	Chen M. Even	Strategic Executive		100,000			
	Other Strategic Executives			81,437			
	Other employees			0			

There are no loans or other facilities from the Company for the purchase of the shares.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. in the event of the termination of the relationship, before the exercise of the Options, due to a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded Options proportionately to the length of their employment relationship after the grant date as against the length of time running between the grant date and the first exercise date¹⁹. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2023 Plan, equal to € 1,252,692 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

¹⁹ See note no. 4.

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Equity Awards Plan Details

1. Target subjects

The Equity Awards Plan (the “Plan”) is intended for persons who, as of the Grant Date (as defined in the Information Document pursuant to Article 84-*bis* of the Issuers’ Regulation, published on the Issuer’s website at <https://int.Diasorin.com/en/company/governance/remuneration/docs-plans>), are employed by the Company or its subsidiaries.

The Plan provides for the Board of Directors (or persons delegated by the Board of Directors) to be mandated to identify individual beneficiaries.

Potential beneficiaries of the Plan include those persons who serve as members of the administrative bodies of subsidiaries, who may be granted rights to receive shares in the Issuer by virtue of their existing employment relationship.

The plan, which is not intended for persons qualifying as Strategic Executives, provides that:

- beneficiaries who are Vice Presidents are assigned Rights to receive in part performance shares (from 50% of the pay opportunity) and in part Restricted Share Units (the remaining 50% of the pay opportunity);
- the Other Beneficiaries (as defined in the above-mentioned Information Document) are assigned rights to receive Restricted Share Units (for 100% of the pay opportunity).

2. The characteristics of the instruments

The Plan provides for the free assignment to the Beneficiaries of the rights that (if vested upon fulfilment of the conditions, as well as in accordance with the terms and conditions set forth in the Plan) entitle them to receive, free of charge, from the Company ordinary shares of Diasorin S.p.A. listed on the Euronext - Milan market in the ratio of 1 Action for each no. 1 right accrued.

The beneficiaries will therefore not be required to pay any amount to the Company, neither for the assignment of the rights nor for the allocation of the shares.

The Plan is divided into no. 4 (four) rights assignment cycles, each of which has a four-year vesting period during which the shares, once the conditions set out in the plan have been verified, are assigned, with a quantity for each tranche equal to 25% of the accrued bonus.

The vesting period of each cycle starts from the verification date. For the sake of clarity, the vesting period of the first cycle of the Plan corresponds to the financial years 2023, 2024, 2025, and 2026. With reference to each Cycle, one annual assignment of the Rights may be made in each of the financial years 2022 (first cycle), 2023 (second cycle), 2024 (third cycle) and 2025 (fourth cycle).

The number of rights to be assigned to each beneficiary will be calculated on the basis of the normal value of the shares, determined in accordance with Article 9 of Presidential Decree 917/1986, i.e. based on the arithmetic mean of the prices recorded in the month preceding the grant date, taking into consideration the average of exchange rates of the same period.

All the Rights assigned in each assignment cycle will accrue at the end of the first financial year included in the same cycle, following the Board of Director's approval of the group's consolidated financial statements for the relevant financial year and subject to the conditions indicated in the Plan being met (to verify on the verification date).

The CEO, who has been specifically delegated by the Board, has decided to allocate the rights indicated in the table below.

Assignment cycle	Full Name	Post	Assignment date	Rights assigned at 12/31/2023	Market price of the shares at the grant date ²⁰	Vesting period	Rights vested at 12/31/2023
I	Other employees		05.06.2022	40,057*	€ 120.65	5.06.2022-5.06.2026	14,312
II	Other employees		05.05.2023	68,031	€ 104.45	05.05.2023-05.05.2027	0

* Net of rights lapsed due to Good Leaving or Bad Leaving situations under the Plan.

There are no loans or other facilities from the Company for the purchase of the shares.

Under the Plan, the accrual of the rights of the beneficiaries is subject to the relationship being maintained from the grant date up to each allocation date included in the vesting period.

In the event of termination as a result of:

- a Bad Leaver hypothesis during the applicable vesting period, or in any case before the allocation of the shares on each allocation date, the beneficiary will permanently lose in full the right to receive all the shares due, as per the rights accrued up to that moment and not yet assigned;
- a Good Leaver hypothesis during the applicable vesting period, or in any case before the allocation of the shares, the Beneficiary (or their successors) will retain the right to receive a pro-rata quantity of shares corresponding to the pro-rata of the rights to receive Shares assigned (even if not yet accrued) before the date of termination of the relationship.

The overall cost of the Plan, equal to € 3,139,652²¹ for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

²⁰ The market price refers to the closing price on the trading day on which grant was approved.

²¹ It should be noted that the overall cost shown does not include € 200,000 for the acceleration of the Equity Awards Plan for some employees pertaining to the Flow Cytometry business, sold to Cytex Biosciences, Inc on 28 February 2023.



For more information on Stock-option Plans in favor of members of the Board of Directors, Other Strategic Executives - including the General Manager - and other executives and employees of Diasorin and its subsidiaries, pursuant to Article 84-*bis* of the Issuers' Regulation, please refer to the relevant documents made available on the Company's website at <https://int.Diasorin.com/it/>, under the Section "Group/Governance/Remuneration/Information Documents Incentive Plans."

TABLE 2

Stock-options granted to members of the Board of Directors, General Managers and other Strategic Executives

			Options held at the beginning of the year			Options assigned during the year						Options exercised during the year			Options expired during the year****	Options held at the end of the year	Options for the year	
First and last name	Post Held	Plan*	Number of options	Exercise price (€)	Potential exercise period (from-to)	Number of options	Exercise price (€)	Potential exercise period (from-to)	Fair value on grant date	Grant date	Market price of the shares at the grant of the options (€)**	Number of options	Exercise price (€)	Market price of the shares at the exercise date (€)***	Number of options	Number of options	Fair value (€)	
Carlo Rosa	General Manager	2018 Plan 04/23/2018	140,000	76.2368	01/02/2023-01/02/2025	---	---	---	---	---	---	---	---	---	---	140,000	71,290	
		2023 Plan 04/28/2023	---	---	---	120,000	98.5248	05/10/2026-05/10/2028	0	05/09/2023	102.2	---	---	---	---	---	120,000	663,863
Chen Even	Strategic Executive	2018 Plan 04/23/2018	120,000	76.2368	01/02/2023-01/02/2025	---	---	---	---	---	---	---	---	---	---	120,000	61,105	
		2023 Plan 04/28/2023	---	---	---	100,000	98.5248	05/10/2026-05/10/2028	0	05/09/2023	102.2	---	---	---	---	---	100,000	553,219
Other Strategic Executives		2018 Plan 04/23/2018 (3)	300,000	76.2368	01/02/2023-01/02/2025	---	---	---	---	---	---	100,000	76,2368	91,4100	---	200,000	152,764	
		2021 Plan 04/22/2021 (2)	---	---	---	168,563	98.5248	05/10/2026-05/10/2028	0	05/09/2023	102.2	---	---	---	---	168,563	932,522	
		2023 Plan 04/28/2023 (2)	---	---	---	81,437	98.5248	05/10/2026-05/10/2028	0	05/09/2023	102.2	---	---	---	---	81,437	450,525	
Other employees	2016 Plan 04/28/2016 (3)		4,699	70.0517	03/08/2021-03/08/2024	---	---	---	---	---	---	---	---	---	---	4,699	-	
			2,000	82.4239	11/08/2021-11/08/2024	---	---	---	---	---	---	---	---	---	---	---	2,000	-
			10,000	86.0448	03/15/2022-03/17/2025	---	---	---	---	---	---	---	---	---	---	---	10,000	-
	2017 Plan 04/27/2017 (20)		5,000	82.4239	11/08/2021-11/08/2023	---	---	---	---	---	---	---	5,000	82.4239	115.6	---	0	-
			5,000	95.3515	06/13/2022-06/13/2024	---	---	---	---	---	---	---	---	---	---	---	5,000	-
			52,500	102.6159	08/01/2022-08/01/2024	---	---	---	---	---	---	---	---	---	---	---	52,500	-
			25,000	99.5983	11/07/2022-11/07/2024	---	---	---	---	---	---	---	---	---	---	---	25,000	-
			19,632	119.2837	12/20/2022-12/20/2024	---	---	---	---	---	---	---	---	---	---	4,632	15,000	-
			5,000	110.4394	03/13/2023-03/13/2025	---	---	---	---	---	---	---	---	---	---	---	5,000	11,912
			20,000	156.44	05/15/2023-05/15/2025	---	---	---	---	---	---	---	---	---	---	---	20,000	140,506
			29,492	173.2803	07/31/2023-07/31/2025	---	---	---	---	---	---	---	---	---	---	---	29,492	257,015
	2018 Plan 04/23/2018 (2)	102,781	76.2368	01/02/2023-01/02/2024	---	---	---	---	---	---	---	27,781	76.2368	90.96	---	75,000	38,680	
	2019 Plan 04/24/2019 (11)		8,878	173.2803	07/31/2023-07/31/2025	---	---	---	---	---	---	---	---	---	---	---	8,878	77,368
			86,122	189.0455	11/13/2023-11/13/2025	---	---	---	---	---	---	---	---	---	---	---	86,122	964,156
			5,000	186.1457	11/12/2024-11/12/2026	---	---	---	---	---	---	---	---	---	---	---	5,000	79,721
	2020 Plan 06/10/2020 (12)		18,878	189.0455	11/13/2023-11/13/2025	---	---	---	---	---	---	---	---	---	---	---	18,878	211,344
			15,000	169.95	12/22/2023-12/23/2025	---	---	---	---	---	---	---	---	---	---	---	15,000	217,574
			56,346	168.4550	03/12/2024-03/12/2026	---	---	---	---	---	---	---	---	---	---	10,539	45,807	257,147
			5,000	145.5000	05/15/2024-05/15/2026	---	---	---	---	---	---	---	---	---	---	5,000	0	60,414
			40,000	164.2300	07/31/2024-07/31/2026	---	---	---	---	---	---	---	---	---	---	---	40,000	644,526
		11,122	186.1457	11/12/2024-11/12/2026	---	---	---	---	---	---	---	---	---	---	---	11,122	177,331	
		3,654	131.37	12/02/2025-12/02/2027	---	---	---	---	---	---	---	---	---	---	---	3,654	37,888	
2021 Plan 04/22/2021 (10)		45,091	186.1457	11/12/2024-11/12/2026	---	---	---	---	---	---	---	---	---	---	---	45,091	718,937	
		50,000	129.7000	05/07/2025-05/07/2027	---	---	---	---	---	---	---	---	---	---	---	50,000	269,026	
		36,346	131.7335	12/02/2025-12/02/2027	---	---	---	---	---	---	---	---	---	---	---	36,346	376,872	
Compensation to the company preparing the financial statements			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
Compensation from subsidiaries and affiliates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	
Total			1,222,541			470,000						132,781			14,632	1,545,128	7,456,803	

* Name of the Plan, date of approval by the Shareholders' Meeting. The number of beneficiaries, including any good leavers and excluding bad leavers, as at 31 December 2022 is shown in brackets.

** Official closing price of the shares on the grant date.

*** Weighted average of the official closing price of the shares at the date of each year.

**** Options not exercised or lapsed due to Good Leaving or Bad Leaving situations under the relevant Stock Option Plan.

TABLE 3B

Cash incentive plans benefiting members of the Board of Directors, General Managers and other Strategic Executives.

A Last and First Name	B Post Held	(1) Bonus of the year (€) *			(2) Bonuses from previous years (€)			(3) Other Bonuses (€)
		Payable/ Paid ²²	Deferred	Deferral period	No longer payable	Payable/ Paid	Still Deferred	
Carlo Rosa	General Manager	655,906	-	-	-	-	-	-
Chen M. Even	Director CCO	344,148	-	-	-	-	-	-
Other Strategic Executives	Strategic Executives ²³	558,112	-	-	-	-	-	-
Totale		1,558,166	-	-	-	-	-	-

*All compensations listed will be disbursed by the company preparing the financial statements. No compensation is due by subsidiaries or affiliated companies.

Note: Please note that the table above reflects all types of cash incentive plans, including both short-term and medium/long-term plans.

²² Payment in March 2024 on 2023 targets.

²³ The aggregate figure includes the following Other Strategic Executives: Mr. Stefano Ronchi, Mr. Piergiorgio Pedron and Mr. Ugo Gay.

PART FOUR INTERESTS HELD BY MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND OTHER STRATEGIC EXECUTIVES

Scheme no. 7-ter

Scheme with information about the equity interests held by members of corporate governance bodies, General Managers and Strategic Executives

Members of the Board of Directors Interests held in the company Diasorin S.p.A.

FIRST AND LAST NAME	INVESTE COMPANY	NUMBER OF SHARES HELD AT THE END OF 2022	NUMBER OF SHARES BOUGHT IN 2023	NUMBER OF SHARES SOLD 2023	NUMBER OF SHARES HELD AT THE END OF 2023
Michele Denegri	Diasorin S.p.A.	0	0	0	0
Carlo Rosa	Diasorin S.p.A.	4,679,214	0	0	4,679,214
Giancarlo Boschetti	Diasorin S.p.A.	0	0	0	0
Chen M. Even	Diasorin S.p.A.	2,350,000	0	0	2,350,000
André Michel Ballester	Diasorin S.p.A.	0	0	0	0
Stefano Altara	Diasorin S.p.A.	0	0	0	0
Fiorella Altruda	Diasorin S.p.A.	0	0	0	0
Luca Melindo	Diasorin S.p.A.	1,500	0	0	1,500
Franco Moscetti	Diasorin S.p.A.	0	0	0	0
Francesca Pasinelli	Diasorin S.p.A.	0	0	0	0
Giovanna Pacchiana Parravicini	Diasorin S.p.A.	0	0	0	0
Diego Pistone	Diasorin S.p.A.	0	0	0	0
Roberta Somati	Diasorin S.p.A.	0	0	0	0
Monica Tardivo	Diasorin S.p.A.	0	0	0	0
Tullia Todros	Diasorin S.p.A.	0	0	0	0

Other Interests held in the Diasorin Group's companies

FIRST AND LAST NAME	INVESTE COMPANY	NUMBER OF SHARES HELD AT THE END OF 2022	NUMBER OF SHARES BOUGHT IN 2023	NUMBER OF SHARES SOLD 2023	NUMBER OF SHARES HELD AT THE END OF 2023
Carlo Rosa	Diasorin SA (Francia)	1	0	1	0
Chen M. Even	Diasorin Mexico SA de CV (Mexico)	1	0	0	1
	Diasorin SA/NV (Belgium)	1	0	1	0
	Diasorin Iberia SA (Spain)	1	0	0	1

Members of the Board of Statutory Auditors Interests held in the company Diasorin S.p.A.

FIRST AND LAST NAME	INVESTE COMPANY	NUMBER OF SHARES HELD AT THE END OF 2022	NUMBER OF SHARES BOUGHT IN 2023	NUMBER OF SHARES SOLD 2023	NUMBER OF SHARES HELD AT THE END OF 2023
Monica Mannino	Diasorin S.p.A.	0	0	0	0
Ottavia Alfano	Diasorin S.p.A.	1,500	0	0	1,500
Matteo Michele Sutura	Diasorin S.p.A.	0	0	0	0
Romina Guglielmetti	Diasorin S.p.A.	0	0	0	0
Cristian Tundo	Diasorin S.p.A.	0	0	0	0

Executives with Strategic Responsibilities

FIRST AND LAST NAME	INVESTE COMPANY	NUMBER OF SHARES HELD AT THE END OF 2022	NUMBER OF SHARES BOUGHT IN 2023	NUMBER OF SHARES SOLD 2023	NUMBER OF SHARES HELD AT THE END OF 2023
Dirigenti con Responsabilità Strategiche*	Diasorin S.p.A.	2,500	100,000**	100,000**	2,500

* The table refers to the aggregating category of significant Company parties, as per Annex of the Related Parties Regulations, in the reference year of this report. Transactions executed by Messrs. Rosa and Even are not included because they are shown in the table for members of the Board of Directors, even though they qualify as Strategic Executives.

** Purchase and subsequent sale transaction resulting from the exercise of stock options granted under the 2018 Plan.

GLOSSARY



Other Strategic Executives:

persons identified by the Board of Directors, other than members of the Board and the Board of Statutory Auditors, who, pursuant to the Annex to the Related Parties Regulation and the reference made therein to the accounting standard IAS 24, have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities. The Other Strategic Executives currently identified are Mr. Stefano Ronchi, Senior Corporate V.P. Human Resources, Mr. Piergiorgio Pedron, Senior Corporate V.P. & Chief Financial Officer. Until the financial year ended 31 December 2023, Other Strategic Executives included also Mr. Ugo Gay, who held the position of CEO and General Manager of Diasorin Italia S.p.A. Given that Mr. Gay no longer qualifies as Other Strategic Executive, the data provided in Section I of the Report does not include his remuneration.

Shareholders' Meeting:

the Shareholders' Meeting of Diasorin S.p.A.

CCO or Chief Commercial Officer:

the Chief Executive Officer of the Company, Mr. Carlo Rosa.

CCO or Chief Commercial Officer:

the Chief Commercial Officer of the Company, Mr. Chen Menachem Even, who also serves as a member of the Board of Directors.

Corporate Governance Code:

the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., available at www.borsaitaliana.it.

Civil Code:

the Italian Civil Code.

Remuneration Committee or Committee:

the Company's Remuneration and Nominating Committee.

Board or Board of Directors:

the Board of Directors of the Company.

Diasorin or Company:

the company, issuer of the shares, to which the Report refers.

CEO/General Manager:

the General Manager and Chief Executive Officer of the Company, Mr. Carlo Rosa. It should be noted that Mr. Rosa receives remuneration solely on account of his position as General Manager

Strategic Executives:

members of the Board of Directors and the Board of Statutory Auditors, the General Manager, and Other Strategic Executives who, pursuant to the Annex to the Related Parties Regulation, have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities.

Reporting Year:

the reporting year to which Section II of this Remuneration Report refers as defined herein, i.e. reporting year 2023.

Group or Diasorin Group:

Diasorin, with the (Italian or foreign) companies directly or indirectly controlled from time to time by the Company pursuant to Article 93 of the Consolidated Finance Act or which qualify as subsidiaries in accordance with the accounting standards applicable from time to time or included in the scope of consolidation.

MBO:

the short-term variable incentive tool aimed at guiding, monitoring and rewarding employees' performance results, linking variable remuneration to individual performance results, in line with Diasorin's strategy and annual business objectives.

Diasorin Leadership Model:

the document that presents Diasorin's corporate culture and inspires managerial actions on a daily basis, allowing the Company's strengths to be identified and promoting its continuous development. The Leadership Model combines and balances the entrepreneurial spirit with the portfolio of managerial skills and underpins the process to foster and develop talent. The main objectives of the Leadership Model are to create a common language that encourages the sharing of Diasorin's management style, to clearly set out expectations regarding objectives and results, to facilitate recruitment procedures by sharing with candidates the values and characteristics required, to structure a methodology for assessing non-technical skills, and to foster a culture of evaluation and merit.

Equity Plan or Equity Awards Plan:

the long-term incentive plan for the Group's Vice Presidents, Senior Directors and Directors, as well as to selected best performers identified from time to time, which provides for the free assignment to the beneficiaries of rights to receive, free of charge, Diasorin shares, the amount of which is determined according to the pay opportunity principle of each beneficiary of the Plan and is commensurate to the responsibilities and value of the individual manager. For further information, please refer to the relevant Information Document prepared pursuant to Article 84-bis of the Issuers' Regulation, published on the Company's website in the section "Governance", "Remuneration", "Information Documents Incentive Plans".

2016 Plan:

the "Diasorin S.p.A. 2016 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 28 April 2016.

2017 Plan:

the "Diasorin S.p.A. 2017 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 27 April 2017.

2018 Plan:

the "Diasorin S.p.A. 2018 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 23 April 2018 for the purpose of retaining key executives of the Diasorin Group.

2019 Plan:

the "Diasorin S.p.A. 2019 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 24 April 2019.

2020 Plan:

the "Diasorin S.p.A. 2020 Stock Option Plan", approved by the ordinary Shareholders' Meeting of the Company on 10 June 2020.

**2021 Plan:**

the “Diasorin S.p.A. 2021 Stock Options Plan”, approved by the ordinary Shareholders’ Meeting of the Company on 22 April 2021.

2023 Plan:

the “Diasorin S.p.A. 2023 Stock Options Plan,” approved by the ordinary Shareholders’ Meeting of the Company on 28 April 2023.

Policy:

the policy of Diasorin on the remuneration of Directors and Strategic Executives illustrated in Section I of the Remuneration Report.

Chairman of the Board of Directors:

the Chairman of the Board of Directors, Mr. Michele Denegri.

Stock Exchange Regulations:

the Market Regulations organized and managed by Borsa Italiana S.p.A.

Issuers’ Regulation:

Consob Regulation No. 11971 of 14 May 1999, as amended.

Related Parties Regulation:

Consob Regulation No. 17221 of 12 March 2010 on related party transactions, as amended.

Remuneration Report or Report:

the report on remuneration policy and fees paid that listed companies are required to prepare pursuant to Article 123-ter of the Consolidated Finance Act.

Website:

the website of the Diasorin Group at URL <https://int.Diasorin.com/it>.

Sustainability:

synonymous with ESG (Environment, Social, Governance). Environment: concerns the protection of the environment, which includes risks such as climate change, CO₂ emissions, air and water pollution, deforestation; Social: refers to attention to a broader audience of stakeholders and includes diversity and inclusion policies, education, human rights, labor standards and civil society relations; Governance: takes a snapshot of corporate governance practices, including the remuneration policies of the management and supervisory bodies, the General Manager and the Other Strategic Executives, the composition of the Board of Directors, the control procedures, the behavior of top management and the company in terms of compliance with the law and ethics. For more details see the “*Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016*” published by the Company.

Sustainable success:

the objective that guides the Board of Directors’ actions and that is embodied in the creation of long-term value for the benefit of Shareholders, taking into account the interests of other stakeholders relevant to the Company.

Consolidated Finance Act:

Legislative Decree No. 58 of 24 February 1998 (Consolidated Finance Act), as subsequently amended.

Deputy Chairman of the Board of Directors:

the Deputy Chairman of the Board of Directors, Mr. Giancarlo Boschetti.

Analytical Index by Topic (Consob Resolution No. 21623 of 10 December 2020)

Consob Resolution	Information required	Reference in the report (paragraph)
	With reference to members of the management bodies, general managers and other strategic executives, the section must contain at least the following information, to be explained in a clear and comprehensible way:	
a)	corporate bodies or parties involved in the drafting , approval and review, if any, of the remuneration policy , specifying their respective roles, and corporate bodies or parties responsible for the proper implementation of the policy;	1.5.
b)	the possible involvement of a remuneration committee or any other committee competent in the matter, describing its composition (with the distinction between non-executive and independent directors), its powers and modus operandi, and any additional measures to avoid or manage conflicts of interest;	1.5.(iii)
c)	how the company took into account the remuneration and working conditions of its employees when determining its remuneration policy ;	1.4.
d)	the names of any independent experts involved in the preparation of the remuneration policy;	1.9.
e)	the aims pursued by the remuneration policy , the principles underlying it, its duration and, in the event of a revision, a description of the changes from the remuneration policy last submitted to the shareholders' meeting and how such revision takes into account the votes and views expressed by the shareholders at that meeting or subsequently ;	1.1. 1.5.
f)	the description of the policies on fixed and variable remuneration components , with particular regard to the indication of the relative proportion within the total remuneration and distinguishing between short-term and medium to long-term variable components;	1.8.
g)	The policy followed with regard to fringe benefits ;	1.11.
h)	with reference to the variable components, a description of the financial and non-financial performance objectives, where appropriate taking into account criteria relating to corporate social responsibility, on the basis of which they are assigned, distinguishing between short-term and medium- to long-term variable components, and information on the link between the change in performance and the change in remuneration;	1.8.
i)	the criteria used to assess the achievement of performance objectives underlying the award of shares, options, other financial instruments or other variable components of remuneration, specifying the extent of the variable component to be paid according to the level of achievement of the objectives ;	1.8.
j)	information aimed at highlighting the contribution of the remuneration policy , and in particular the policy on variable remuneration components, to the corporate strategy, the pursuit of long-term interests and the sustainability of the company;	1.8.

Consob Resolution	Information required	Reference in the report (paragraph)
k)	the vesting periods , any deferred payment systems, with an indication of the deferral periods and the criteria used to determine such periods and, if any, the ex post correction mechanisms of the variable component (<i>malus</i> or claw-back of variable compensation);	1.8.
l)	information on whether there are any provisions for retaining the financial instruments in the portfolio after their acquisition, with an indication of the retention periods and the criteria used to determine these periods;	1.8.
m)	the policy on benefits in the event of termination of office or termination of employment , specifying: i) the duration of any employment contracts and further agreements, the notice period , if applicable, and what circumstances give rise to the right; ii) the criteria for determining the remuneration due to directors , general managers and, at an aggregate level, to strategic executives, distinguishing, where applicable, the components attributed by virtue of the office of director from those relating to employment relationships, as well as the components for any non-competition undertakings. If these fees are expressed on a per annum basis, indicate in detail the components of that annuity (fixed, variable, etc.); iii) the link , if any, between such remuneration and the company's performance ; iv) the effects , if any, of the termination of the relationship on the rights granted under share-based or cash incentive plan ; v) any provision for granting or retaining non-monetary benefits to the persons or for entering into consultancy contracts for a period after the termination of the relationship;	1.12.
n)	information on the presence of any insurance , or social security or pension coverage , other than compulsory insurance;	1.6. 1.7. 1.8.
o)	any remuneration policy followed with reference to (i) independent directors, (ii) participation in committees, and (iii) holding specific offices (chairman, deputy chairman, etc);	1.6.
p)	whether the remuneration policy was defined using the remuneration policies of other companies as a reference , and if so, the criteria used for the selection and designation of those companies;	1.9.
q)	the elements of the remuneration policy from which, in exceptional circumstances, derogations may be made and, without prejudice to the provisions of Regulation No. 17221 of 12 March 2010, any further procedural conditions under which the derogation may be applied.	1.13.
	With regard to the members of the supervisory bodies, without prejudice to the provisions of Article 2402 of the Italian Civil Code, the section describes any criteria for determining remuneration. If the outgoing board of statutory auditors, with a view to the shareholders' proposal to the shareholders' meeting concerning the remuneration of the board of statutory auditors, has provided the company with details on the quantification of the commitment required to perform the task, the section contains a summary of such details.	N/A





Diasorin S.p.A.

www.diasorin.com

