

Informazione Regolamentata n. 0957-5-2025	Data/Ora Inizio Diffusione 28 Gennaio 2025 07:17:11	Euronext Milan
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Societa' : DIASORIN

Identificativo Informazione : 200753
Regolamentata

Utenza - Referente : DIASORINN01 - Ulisse Spada - Valerio
Giovanni Vaccarone

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Oggetto : Diasorin S.p.A. - Extraordinary Shareholders'
Meeting February 28, 2025 - Notice of call

Testo del comunicato

See attachment.



Notice of call of Extraordinary Shareholders' Meeting

Diasorin S.p.A. ("**Diasorin**" or the "**Company**") is called in extraordinary session for 28 February 2025, at 11:00, in single call, **exclusively by means of telecommunications**.

The Company - in compliance with article 135-*undecies*.1 of Legislative Decree no. 58/98 (Consolidated Finance Act, hereinafter "**TUF**") and article 9 of the Company's by-laws ("**By-Laws**") – has decided to make use of the right to provide that **the participation of Shareholders in the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to article 135-*undecies* of the TUF, without in person attendance on their part.**

The Shareholders' Meeting has been called to discuss and resolve on the following

Agenda

1. Proposal to enhance the increased voting rights mechanism currently in place (amendment to Articles 9-*bis* and 9-*ter* of the By-Laws); related and ancillary resolutions.

Share Capital

As of the date of publication of this notice of call, the subscribed and paid-up share capital is EUR 55,948,257.00 and is represented by 55,948,257 ordinary shares with a nominal value of EUR 1 each. Each ordinary share gives the right to one vote, except for the shares to which enhanced voting rights have been assigned (in the ratio of two voting rights for each share). As of the date of this notice of call, the Company owns no. 2, 056,298 treasury shares, whose voting rights are suspended pursuant to Article 2357-*ter* of the Italian Civil Code. The company's website (<https://int.diasorin.com/it/>, Section "Group/Governance/Ownership Structures/Share Capital") contains detailed information on the amount of the share capital and its composition.

The Articles of association (Articles 9-*bis*, 9-*ter* and 9-*quater*) regulate enhanced voting rights, with the consequence that, in compliance with the provisions of Article 120, paragraph 1, of the TUF, share capital shall mean the total number of voting rights. Following the enhanced voting rights assigned on the date of publication of this notice of call, the total number of voting rights is equal to 88,316,827. For more information, also with reference to the special list under article 9-*quater* of the Articles of association ("**Special List**"), please refer to the Company's website (<https://int.diasorin.com/it/>, Section "Group/Governance/Ownership Structures/Enhanced Voting Rights"). The Company, pursuant to article 9-*quater* of the Articles of association, will update the Special List (where necessary) by the 5th (fifth) trading day from the end of each calendar month and, in any case, by 20 February 2025, the following trading day on the date indicated in Article 83-*sexies*, paragraph 2, of the TUF (the so-called record date, *i.e.* 19 February 2025).

Entitlement to participate and vote at the Shareholders' Meeting

Pursuant to Article 83-*sexies* of the TUF, the entitlement to participate in the Shareholders' Meeting and to exercise the right to vote is certified by a communication to the Company, carried out by the intermediary in accordance with its accounting records, in favour of the person who has the right to vote, based on the evidence relating to the end of the accounting day of the seventh trading day preceding the date set for the Shareholders' Meeting, *i.e.* 19 February 2025 (record date); those who become owners of the Company's shares only after that date will not be entitled to participate and vote at the Shareholders' Meeting; the communication from the intermediary must be received by the

Company by the end of the third trading day preceding the date set for the Shareholders' Meeting (i.e. by 25 February 2025); however, the right to participate and vote remains unchanged if the communications are received by the Company after said deadline, provided that they are received by the start of the meeting.

Pursuant to Article 135-*undecies*.1 of the TUF and Article 9 of the By-Laws, the participation in the Shareholders' Meeting of those who have the right to vote is permitted exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of the TUF, to whom a proxy must be granted, in the manner and under the conditions indicated below; the aforementioned designated representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, in derogation of Article 135-*undecies*, paragraph 4, of the TUF.

The Directors, Statutory Auditors, the designated representative and the Notary who will take the minutes of the meeting, as well as the other parties entitled to attend by law who do not hold voting rights, may participate in the Shareholders' Meeting via means of telecommunication, which must also be able to ensure that they can be identified. The Company will provide the individuals concerned with instructions on how to attend the Shareholders' Meeting via means of telecommunication.

The representative designated by the Company pursuant to Article 135-*undecies* of the TUF is Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari n. 6, Tax Code n. 03638780159, belonging to the Euronext Group, group VAT number 10977060960 (the "**Designated Representative**").

Shareholders who wish to participate in the Shareholders' Meeting must grant the Designated Representative the proxy, with voting instructions on the proposals on the agenda of the Shareholders' Meeting, without costs for the party granting the proxy (save for any shipping costs), through the specific proxy form available, with the relevant instructions for filling-in and transmission, on the Company's website (at <https://int.diasorin.com/it/>, Section "Group/Governance"/Shareholders' Meeting/2025").

The proxy with the voting instructions must be received by the aforesaid Designated Representative - together with a copy of a currently valid identity document for the person granting the proxy or, if the person granting the proxy is a legal person, for the pro tempore legal representative or other person with appropriate powers, together with documentation attesting such person's title and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., by 11:59 p.m. of 26 February 2025), by one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (subject: "Proxy for the DIASORIN FEBRUARY 2025 Shareholders' Meeting") from the person's own certified e-mail address (or, failing that, from the person's ordinary e-mail address, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); or (ii) transmission of the original, by courier or registered mail with acknowledgement of receipt, to the address: Monte Titoli S.p.A., - to the kind attention of Register & AGM Services Office, Piazza degli Affari no. 6, 20123 Milan, Ref. "Proxy DIASORIN Shareholders' Meeting FEBRUARY 2025", anticipating a copy reproduced electronically (PDF) by ordinary email to rd@pec.euronext.com (subject "Proxy DIASORIN Shareholders' Meeting FEBRUARY 2025").

The proxy and voting instructions may be revoked before the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., by 11:59 p.m. of 26 February 2025).

Pursuant to the Decree, the aforementioned Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF in derogation of Article 135-*undecies*, paragraph 4, of the TUF, via the specific proxy form available on the Company's website (at <https://int.diasorin.com/it/>, Section "Group/Governance/Shareholders' Meeting/ 2025"). For the

transmission of proxies or subproxies, the methods indicated above and reported in the proxy form must be followed.

The aforementioned proxy or sub-proxy must be received no later than 6.00 pm on the day before the meeting (or in any case by the opening of the meeting). The proxy pursuant to Article 135-*novies* TUF and the related voting instructions are always revocable within the aforementioned deadline.

For any clarifications on granting the proxy (and specifically on completing the proxy form and the voting Instructions and their transmission), those entitled to participate in the Shareholders' Meeting may contact Monte Titoli by e-mail at the address RegisterServices@euronext.com or at the telephone number (+39) 02.33635810 (9:00 a.m. to 5:00 p.m. on business days).

Shares for which a proxy has been given in whole or in part, are calculated for the purposes of determining whether a meeting quorum exists for the Shareholders' Meeting; for proposals for which voting instructions were not given, the shares are not taken into account for purposes of calculating a majority and the number of shares required to approve the resolutions.

Please note that there are no procedures for voting by correspondence or electronically.

Right to ask questions on the agenda items

Pursuant to Article 127-*ter* of the TUF, Shareholders can ask questions on the items on the agenda before the Shareholders' Meeting, by electronic communication to the certified email address affarisocietari.pec@legal.diasorin.it.

Only questions strictly relevant to the agenda will be taken into consideration. Questions must be submitted by and no later than seven trading days prior to the date of the Shareholders' Meeting, i.e. by 19 February 2025; the questions must be accompanied by the shareholder's personal data (surname and name or company name in the case of an entity or company, place and date of birth and tax code) and the relevant communication to the Company by the intermediary pursuant to Article 43, paragraph 1, of the Single measure on post-trading of Consob and the Bank of Italy of 13 August 2018 ("*Regulation of central counterparties, central securities depositories and centralised management*") (the "**Measure on Post Trading**"); the entitlement to the right to vote can also be certified after sending the questions as long as it is within the third day following the date indicated in Article 83-*sexies*, paragraph 2, of the TUF (*record date*), i.e. by 22 February 2025; however, this communication is not necessary in the event that the Company receives from the intermediary the communication necessary for participation in the Shareholders' Meeting.

For questions received by 19 February 2025, the deadline set by Article 127-*ter*, paragraph 1-*bis* of the TUF, the Company, having verified their relevance to the matters on the agenda of the Shareholders' Meeting and the entitlement of the requesting party, will respond, at least three days before the Shareholders' Meeting, and therefore by 25 February 2025, publishing the answers on the appropriate section of its website (<https://int.diasorin.com/it/>), Section "Group/Governance/Shareholders' Meeting /2025), in order to enable those entitled to vote in an informed manner on the items on the agenda. The Company may provide a single answer to questions on the same topic.

Right to make additions to the agenda and submitting new resolution proposals

Pursuant to Article 126-*bis* of the TUF, Shareholders who either individually or jointly represent at least one-fortieth of the share capital may request, within 10 days from the publication of this notice (i.e. by 7 February 2025), additions to the list of items to be discussed, indicating in the request the proposed additional items, or they may submit resolution proposals on items already on the agenda. Any additions to the list of items that the Shareholders' Meeting will have to discuss following the aforementioned requests or the presentation of further proposals are disclosed, in the same ways prescribed for the publication of the notice of call, at least 15 days before the date set for the

Shareholders' Meeting, i.e. by 13 February 2025. Additions are not allowed for items on which the Shareholders' Meeting resolves, in accordance with the law, at the proposal of the Directors or based on a project or report prepared by them other than those referred to in Article 125-ter, paragraph 1, of the TUF. The additions must be received by the Company within the above deadline by registered letter with return receipt sent to the registered office of the Company, Via Crescentino snc, 13040 Saluggia (VC), att. *Corporate Legal Affairs*, or by electronic communication to the certified email address affarisocietari.pec@legal.diasorin.it, and must be accompanied by a report on the items which are proposed to be discussed or on the justification for the further proposed resolutions presented. Entitlement to exercise this right is certified by a communication to the Company by the intermediary authorized pursuant to Article 43, paragraph 1, of the Measure on Post Trading certifying the ownership of the shares by the requesting shareholders with validity on the date of the request itself. At the same time as the publication of the notice of additions or the submission of proposals, the report prepared by the requesting shareholders, accompanied by any assessments of the management body, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

Right to individually submit proposed resolutions before the Shareholders' Meeting

Pursuant to Article 135-undecies.1, paragraph 2, of the TUF, in addition to the foregoing, taking into account that participation in the Shareholders' Meeting can exclusively be exercised through the Designated Representative, the parties entitled to participate in the Shareholders' Meeting who intend to formulate proposed resolutions on the items on the agenda may present them, by 13 February 2025, with the same methods indicated in the previous paragraph. Such proposals will be published on the Company's website by 15 February 2025, to allow those entitled to vote in an informed manner taking into account such new proposals and to allow the Designated Representative to collect voting instructions, if any, on the same. The party making the request must provide suitable documentation proving the entitlement to participate in the Shareholders' Meeting and the issuing of a proxy to the Designated Representative for participation in the Shareholders' Meeting itself.

Withdrawal Right

The proposed resolution under the agenda concerns the enhancement of the increased voting rights. If approved, such proposed resolution will legitimize the exercise of the right of withdrawal by the Company's shareholders who did not participate in the adoption of the relevant resolution, pursuant to Article 127-quinquies of the TUF. Therefore, such shareholders will be entitled to exercise the right of withdrawal within 15 (fifteen) days from the date of the registration of the resolution of the Shareholders' Meeting with the competent Companies' Register; such date will be made known by means of a notice published on the Company's website (<https://int.diasorin.com/it/>), Section "Group/Governance/Shareholders' Meeting /2025) and in at least one daily newspaper with national circulation, as well as at the authorized storage mechanism "eMarket STORAGE" of Teleborsa S.r.l.

In this regard, it is hereby announced that the unit liquidation value of the Company's ordinary shares, in relation to which the right of withdrawal should be exercised, has been determined to be Euro 103.05. The liquidation value of the Company's ordinary shares has been determined, in the absence of statutory exceptions, by making exclusive reference to Article 2437-ter, paragraph 3, of the Italian Civil Code, which provides for the calculation of the arithmetic average of the closing prices of the Company's ordinary shares during the six months preceding the date of publication of this notice of call.

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The documentation relating to the Shareholders' Meeting, including the reports of the Board of Directors relating to each item on the agenda, will be made available to the public at the registered office, on the Company's website (<https://int.diasorin.com/it/>), Section

“Group/Governance/Shareholders’ Meeting/2025”) and with the other methods and according to the timeframe established pursuant to the applicable legislation.

This notice of call is published, pursuant to Article 125-*bis* of the TUF and Article 84 of the Issuers’ Regulation, as well as under article 8 of the Articles of Association, on the Company’s website <https://int.diasorin.com/it/> (Section “Group/Governance/Shareholders’ Meeting/2025”), on the authorized storage mechanism “eMarketStorage” (available on the website www.emarketstorage.com) and, in an extract, in the newspaper “La Stampa” (on 28 January 2025).

Saluggia, 28 January 2025

On behalf of the Board of Directors

signed

The Chairman

Mr. Michele Denegri

