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| <p>Informazione<br/>Regolamentata n.<br/>0957-11-2025</p> | <p>Data/Ora Inizio Diffusione<br/>28 Febbraio 2025 11:29:40</p> | <p>Euronext Milan</p> |
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Societa' : DIASORIN

Identificativo Informazione Regolamentata : 201849

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

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Oggetto : The Extraordinary Meeting of Shareholders approves the enhancement of the increased voting rights mechanism

*Testo del comunicato*

See attachment.

## THE EXTRAORDINARY MEETING OF SHAREHOLDERS APPROVES THE ENHANCEMENT OF THE INCREASED VOTING RIGHTS MECHANISM

**Saluggia, Italy – 28 February 2025** – The extraordinary meeting of shareholders of Diasorin S.p.A. (FTSE MIB: DIA) (“Diasorin” or the “Company”), held today, approved the amendment to the by-laws proposed by the board of directors of the Company on 27 January 2025 to enhance the increased voting rights mechanism (amendment to articles 9-*bis* and 9-*ter* of the by-laws).

The aforesaid amendment to the by-laws shall be effective as of the date of registration of the resolution of the extraordinary meeting with the competent companies’ register; completion of the registration of the minutes of the extraordinary meeting will be announced by the Company pursuant to the applicable law and regulations.

With the adoption of an enhanced increased voting rights mechanism, Diasorin aims at promoting a capital structure capable of supporting the Company’s path of further global growth in the long-term, in a highly competitive market, characterized by continuous technological innovation.

In this way, in fact, the Company could pursue possible further relevant growth opportunities, also by external lines, such as, for instance, acquisitions or strategic alliances to be realised through the issuance of new shares or share exchanges with third parties, as well as more effectively foster a solid shareholder base with a long-term investment horizon.

It is hereby reminded that shareholders who did not participate in the adoption of the resolution (i.e., those shareholders who did not attend the meeting or who attended the meeting but voted against the proposed resolution or abstained from voting) will be entitled to exercise their right of withdrawal pursuant to Article 2437-bis of the Italian Civil Code as of the date of registration of the resolution with the competent companies’ register; the effectiveness of the aforesaid amendment to the by-laws has been set to cease (and hence the enhancement of the increased voting rights mechanism and the withdrawal right shall be ineffective) upon the fulfillment of any of the following conditions subsequent:

- (i) the amount in cash (if any) to be paid by Diasorin to withdrawing shareholders exceeds, in total, the amount of Euro 100 million; and/or
- (ii) the positive difference (if any) between (x) the unitary price of Diasorin’s shares in relation to which the withdrawal right has been exercised (equal to Euro 103.05) and (y) the unitary closing price of Diasorin’s shares on the last day of the offer period, multiplied by the number of Diasorin’s shares subject to withdrawal which must be purchased by Diasorin, exceeds, in total, the amount of Euro 5 million;

it being understood, in any case and for the sake of clarity, that the aggregate amount in cash (if any) to be paid by Diasorin to withdrawing shareholders will be calculated net of the amounts due by the shareholders and the holders of convertible bonds

exercising their option and pre-emption rights pursuant to Article 2437-quater of the Italian Civil Code.

In any case, the Company may waive one or both the above conditions subsequent, even if they are fulfilled.

The new Company's by-laws, as amended by today's extraordinary meeting of shareholders, will be made available to the public at Diasorin's registered office, on the authorized storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website (<https://int.diasorin.com/it>, Section "Group/Governance/Governance documents/By-Laws") by the terms provided by law.

The summary report of the votes cast and the minutes of the extraordinary meeting of shareholders will be made available by the terms provided by applicable laws and regulations.

Further information relating to the exercise of the withdrawal right by shareholders who did not participate in the adoption of the resolution on the enhancement of the increased voting rights mechanism (i.e. shareholders absent, abstaining and dissenting) will be provided pursuant to applicable laws and regulations.

#### **About DiaSorin**

Headquartered in Italy and listed at the Italian Stock Exchange in the FTSE MIB Index, DiaSorin is a global leader in the In Vitro Diagnostic (IVD) field and is active since 2021 in the Life Science business. For over 50 years, the Company has been developing, producing and marketing reagent kits used by diagnostic laboratories worldwide.

The Group operates in 5 continents through 35 companies, 4 branches, 10 manufacturing facilities and 9 research and development centers. The extensive diagnostic testing and Life Science offer, made available through continuous investments in research, positions DiaSorin as the player with the broadest range of specialty tests available within the diagnostic market, and identifies the Group as the "Diagnostic Specialist".

More info at [www.diasorin.com](http://www.diasorin.com)

#### **FOR ADDITIONAL INFORMATION, PLEASE CONTACT:**

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