

<p>Informazione Regolamentata n. 0957-14-2025</p>	<p>Data/Ora Inizio Diffusione 3 Marzo 2025 19:25:16</p>	<p>Euronext Milan</p>
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Societa' : DIASORIN

Identificativo Informazione Regolamentata : 201971

Utenza - Referente : DIASORINN01 - Ulisse Spada - Valerio Vaccarone

Tipologia : 3.1

Data/Ora Ricezione : 3 Marzo 2025 19:25:16

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Oggetto : Notice to shareholders - Resolution by the extraordinary shareholders' meeting - Information regarding the exercise of the withdrawal right

Testo del comunicato

See attachment.



DIASORIN S.P.A.

Share capital: Euro 55,948,257.00 fully subscribed and paid-in

Registered office in Via Crescentino s.n.c., Saluggia (VC)

Companies' register of Vercelli: tax code and registration no. 13144290155

NOTICE TO SHAREHOLDERS

RESOLUTION BY THE EXTRAORDINARY SHAREHOLDERS' MEETING OF DIASORIN S.P.A. APPROVING THE PROPOSAL TO ENHANCE THE INCREASED VOTING RIGHTS MECHANISM ADOPTED BY THE COMPANY

INFORMATION REGARDING THE EXERCISE OF THE WITHDRAWAL RIGHT

Whereas:

- the extraordinary shareholders' meeting of Diasorin S.p.A. ("**Diasorin**" or the "**Company**") held on 28 February 2025 (the "**Meeting**") approved the proposal to enhance the increased voting rights mechanism adopted by the Company (the "**Resolution**");
- on 3 March 2025 the abovementioned Resolution was registered with the companies' register of Vercelli (the "**Registration Date**");
- shareholders who are entitled and did not participate in the approval 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) have the right to withdraw pursuant to applicable law;

it is hereby announced that entitled shareholders may exercise the withdrawal right, without no obligation to do so, pursuant to applicable law and the documentation relating to the Meeting. In fact, please note that withdrawal by shareholders who did not participate in the approval of the Resolution is a right and not an obligation (and therefore they can decide whether they wish to exercise it or not).

Withdrawal price

The withdrawal price payable to shareholders exercising the withdrawal right has been determined in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code and is equal to Euro 103.05 for each Diasorin share.

Procedure for exercising the withdrawal right

In compliance with the provisions of Article 127-bis, paragraph 2, of the Italian Legislative Decree no. 58 of 24 February 1998 ("**TUF**"), all shareholders on whose behalf shares were registered after the date indicated in Article 83-sexies, paragraph 2, of TUF to grant entitlement to attend the Meeting (*i.e.*, after the record date on 19 February 2025), but prior to opening of the Meeting, shall be considered as falling within the shareholders who did not participate in the approval of the Resolution and, therefore, shall be entitled to exercise the withdrawal right.

Pursuant to Article 2437-bis of the Italian Civil Code, entitled shareholders may exercise the withdrawal right, in relation to some or all of Diasorin shares held, by sending notice via registered mail to Spafid S.p.A., in Foro Buonaparte 10, 20121 Milan, no later than 15 calendar days after the Registration Date and, therefore, no later than 18 March 2025 (the "**Notification of Withdrawal**").

The Notification of Withdrawal – substantially consistent with the form that has been made available on the Company's website – will have to be addressed to "Diasorin S.p.A c/o Spafid S.p.A., Foro Buonaparte 10, 20121 Milan" and must provide (i) the personal details of the withdrawing shareholder; (ii) the number of shares for

which the withdrawal right is exercised; (iii) the details of the intermediary with whom the shares in relation to which the withdrawal right is being exercised are deposited (the “**Intermediary**”).

Furthermore, under penalty of inadmissibility of the exercise of the withdrawal right, withdrawing shareholders must also request the Intermediary to transmit an appropriate communication to Diasorin pursuant to Article 43, paragraph 1, of the post-trading consolidated decree of CONSOB and Banca d'Italia of 13 August 2018, as subsequently amended (the “**Communication**”) certifying that the withdrawing shareholder was the holder of such shares prior to the Meeting until the date of the Communication, and that such shares are free of pledges or other encumbrances.

In the event that the shares for which the withdrawal right is exercised are subject to pledges or encumbrances, the Notification must be accompanied by a statement from the pledgee (or the beneficiary of the encumbrance) whereby it gives its irrevocable and unconditional consent to the release of the shares from the pledge and/or the encumbrance, as well as to the settlement of the shares for which the withdrawal right is exercised, in accordance with the instructions received by the withdrawing shareholder.

The Intermediary must send the Communication via certified e-mail to emittenti@pec.spafid.it and must ensure that Diasorin shares for which the withdrawal right is exercised remain unavailable until the settlement price is paid.

The withdrawing shareholders are responsible for (i) ensuring that the information provided in the Notification of Withdrawal is complete and correct and (ii) transmitting such Notification to Spafid S.p.A. no later than 18 March 2025, as indicated above: the Company accepts no responsibility in this respect. Notifications sent after the above deadline, or lacking the necessary information, and/or lacking the above Communication within and no later than 18 March 2025, or in any case timely, will not be accepted.

Settlement of the shares for which the withdrawal right has been exercised

In the event that one or more shareholders of Diasorin exercise the withdrawal right, the settlement procedure shall be performed in compliance with the provisions of Article 2437-*quater* of the Italian Civil Code.

Should this be the case, Diasorin will offer the shares in relation to which the right of withdrawal has been exercised in option to the other shareholders, as well as to holders of convertible bonds issued by Diasorin, and it will communicate the procedure for the exercise of such option right, together with any appropriate information relating to the settlement of such shares, in the notice to be filed with the companies' register of Vercelli and published in a daily newspaper.

It is hereby reminded that, should the conditions subsequent set out in the Resolution (the “**Conditions**”), namely

- (i) the cash amount, if any, to be paid by Diasorin to the withdrawing shareholders, exceeds, in total, the amount of Euro 100,000,000.00; and/or
- (ii) the positive difference between (x) the unitary price for the purpose of the withdrawal settlement to be paid to the withdrawing shareholders (equal to Euro 103.05) and (y) the closing price of Diasorin shares on the last day of the offer period, multiplied by the number of Diasorin shares subject to withdrawal which must be purchased by Diasorin, exceeds in total the amount of Euro 5,000,000.00,

be fulfilled (and not waived by Diasorin), the effectiveness of the enhancement of the increased voting rights mechanism shall cease, and consequently the settlement of the shares for which the withdrawal right was exercised shall not take place.

Diasorin will provide prompt notice on the fulfilment (or on the waiver, as the case may be) of the Conditions (or even only one of them) pursuant to applicable law.

Unavailability of the shares subject to withdrawal

Shareholders are reminded that, in accordance with Italian mandatory provisions of law, the exercise of the withdrawal right is not revocable and that shares in relation to which the withdrawal right has been exercised

are blocked (and hence not transferable nor negotiable) from the date of the exercise of the withdrawal right until the transfer of such shares or the fulfilment (in the absence of waiver) of one or both of the Conditions.

Saluggia, 3 March 2025

This notice will be published in the 5 March 2025 edition of the daily newspaper "La Stampa"

Fine Comunicato n.0957-14-2025

Numero di Pagine: 5