

Report on the Remuneration Policy

for the year 2025 and remuneration paid in the year 2024 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)



Lettera del Presidente

Dear Shareholders,

As Chairman of Diasorin's Remuneration and Nominating Committee, I am pleased to introduce the Report on Compensation Policy for the 2025 financial year and remuneration paid in the 2024 financial year.

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 few years have been particularly challenging. Diasorin has succeeded in fully achieving its goals by playing a strategic role in developing various products and thus demonstrating its natural entrepreneurial character.

Specifically, in the different geographical areas, the Diasorin Group has continued to be active in the following sectors:

- **Immunodiagnosics**, 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 have worked with passion, perseverance and determination to strengthen the corporate culture.

Diasorin's culture is unique and strong, and has been one of the key success factors since the management buyout in 2000. However, maintaining and strengthening the culture and way of working together cannot be accomplished without a concrete commitment. Today, Diasorin is a completely new, much more global company. If we consider the scale and growth rate of its businesses, the pace of innovation required in each of them, and the

number of people hired in recent years, the Company's transformation process is quite unusual and likely to put to the test even the strongest of corporate cultures. The Diasorin Group's mission has remained the same: to improve people's health and quality of life through excellent diagnostic tests that best support medical decisions. Diasorin is firmly convinced that the ability to realise its mission and achieve success depends on the skills and contribution of all employees.

Operating as a Diagnostic Specialist in fact 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. This path confirms Diasorin's DNA, characterised by a strong entrepreneurial spirit.

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.

Introduction

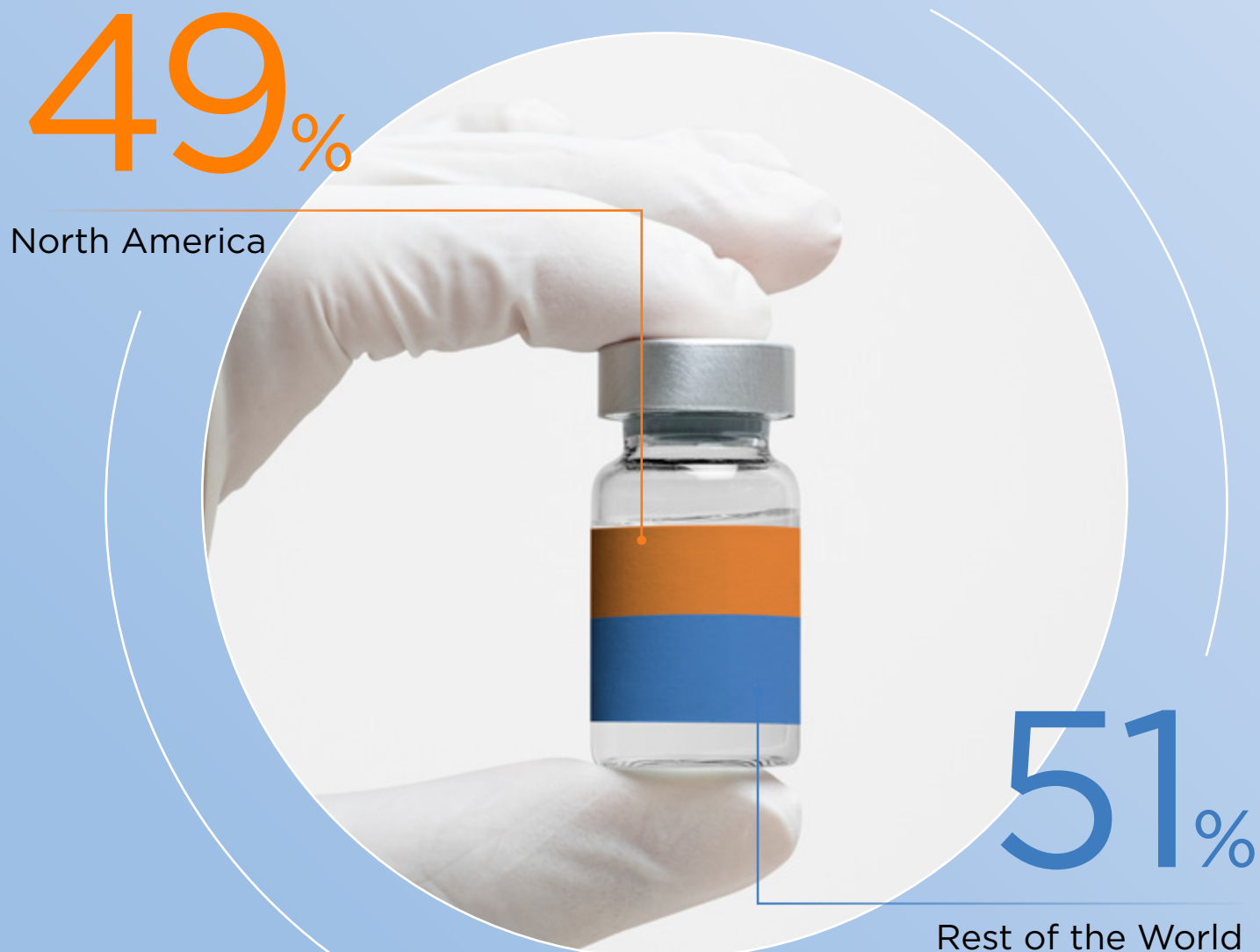
Diasorin is now an American-European company operating on all continents with a high degree of roundness. Solutions in the area of molecular diagnostics and life science solutions have been added in the years to the wide range of diagnostic tests in the area of immunodiagnosics, which is Diasorin's historical 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 the successful completion of integration projects from the business, organisational, managerial and cultural perspectives.

Diasorin Group employees

as of 31 December 2024



Diasorin Group turnover

as of 31 December 2024
by region



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.



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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”, “2025”.





Section I

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1.1. New in the 2025 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 2025 Report are summarised below.

Policy Content	Page
Proposal to adopt the new share-based incentive plan called "2025 Equity Awards Plan" potentially also addressed to individuals qualifying as Other Strategic Executives	18
Inclusion of new ESG targets, also of a quantitative nature, in the MBO 2025 incentive for Strategic Executives	37

In drafting the Remuneration Policy for the 2025 financial year, Diasorin took into account the insights gained from discussions with the financial community and asset managers.

In particular:

- the presence of a sustainability objective, structured into quantitative and qualitative sub-objectives, in the 2025 MBO Plan of the CEO/General Manager was confirmed (for more references, see Section 1.8);
- the presence of a sustainability objective, structured into quantitative and qualitative sub-objectives, in the 2025 MBO Plan of the CCO and two Other Strategic Executives was confirmed (for more references, see Section 1.8);



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 analysed 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.

In continuity with 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* 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.

In the presence of significant changes in investor voting *policies*, the results of the pre- and post-shareholders' meeting *engagement* activities are shared 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 24 April 2024 passed a favourable and binding resolution on Section I of the Policy relating to the year 2024, with 86.421% of the votes represented at the meeting in favour (-0.373% compared to the 2023 Shareholders' Meeting). With respect to Section II concerning the remuneration paid in the 2023 financial year, it expressed an advisory view with 96.205% of the votes represented at the Shareholders' Meeting in favour (+0.634% compared to the 2023 Shareholders' Meeting).

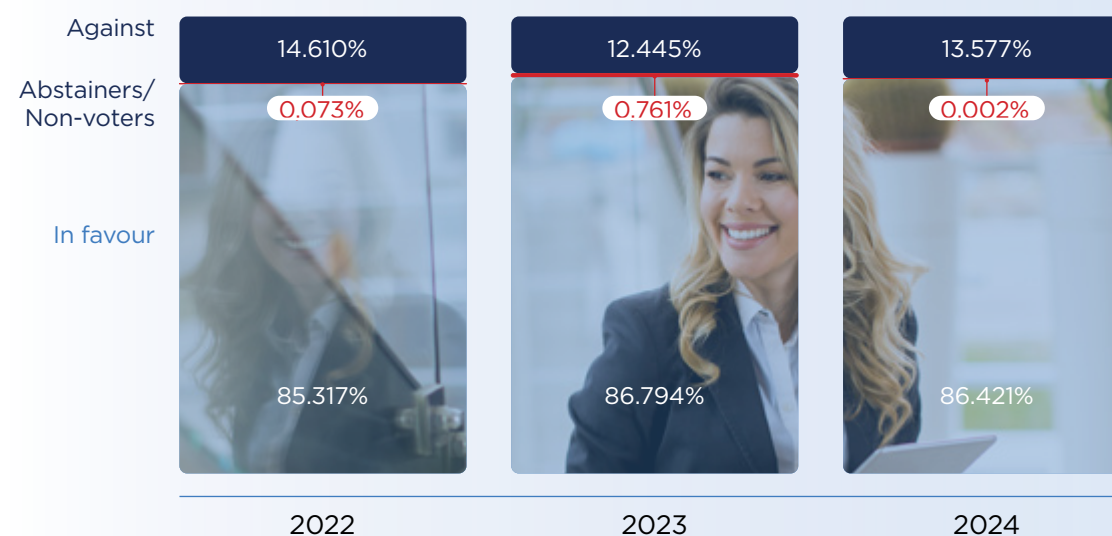
The trend of the voting results on Sections I and II of the published Remuneration Reports from 2022 to 2024 is presented below.



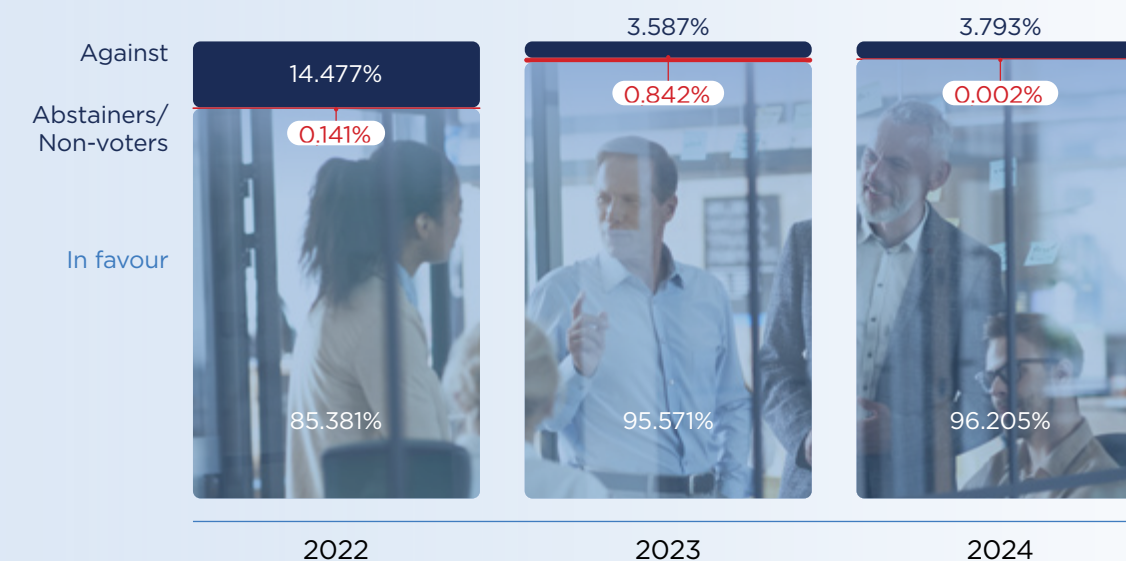
The analysis of the Shareholders' Meeting votes was complemented by an examination of the feedback received from certain asset managers during the usual dialogue activities with the financial community, launched from December 2024, including organising a number of *conference calls*, with the aim of further understanding the views expressed by them on the 2024 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.

Votes on Section I - Remuneration Policy



Votes on Section II - Fees Paid



Executive Summary

2025 Remuneration Policy

Component	Purpose and features	Implementation
Fixed remuneration (Gross annual salary [RAL])	It rewards <i>leadership</i> , managerial, professional and technical skills required by the role.	<p>Assessment of compensation positioning on the basis of <i>performance</i>, experience, level of responsibility, internal consistency with respect to the evolution of the organisation, and market <i>benchmark</i> carried out in 2022 with the support of specialised consultancy companies.</p> <p>RAL (GROSS ANNUAL SALARY):</p> <ul style="list-style-type: none"> • CEO/GM: € 1,100,000 • CCO: € 560,000 • Other Strategic Executives: € 760,000¹ <p>It should be noted that the remuneration received by the CEO/DG is only for the office 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 behaviour consistent with the corporate <i>Leadership</i> model.	<p>Assignment of individual objectives linked to the Group <i>Performance Management Process</i> (P.M.P. Lead).</p> <p>CEO/GM:</p> <ul style="list-style-type: none"> • Target: € 770,000 (equal to 70% of fixed salary) • Payout range: 0%-130% of the Target • KPIs: (i) Group EBIT (weight 90% of target accrued incentive); (ii) sustainability objective of 2025 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of target accrued incentive) <p>CCO:</p> <ul style="list-style-type: none"> • Target: € 392,000 (equal to 70% of fixed salary) • Payout range: 0%-130% of the Target • KPIs: (i) Group EBIT (weight 90% of target accrued incentive); (ii) sustainability objective of 2025 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of target accrued incentive) <p>Other Strategic Executives:</p> <ul style="list-style-type: none"> • Target: 60% of fixed salary • Payout range: 0%-130% of the Target • KPIs: (i) Group EBIT (weight 90% of target accrued incentive); (ii) qualitative and quantitative sustainability objectives of 2025 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of target accrued incentive) <p><i>Claw back</i> clause</p>

¹ Please refer to the definition of Other Strategic Executives.

Component	Purpose and features	Implementation
Long-term variable compensation (2025 Stock Option Plans and Equity Plan)	Promotes the sustainability of value creation in the medium- to long-term period for Shareholders in the implementation of the “ <i>pay for performance</i> ” principle, fostering the <i>engagement</i> , alignment of interests and the sense of belonging of key personnel.	<p>CEO and CCO and Other Strategic Executives:</p> <p>2023 and 2025 Stock Options Plan: number of options granted in accordance with the role held and on the basis of market practices</p> <p>2025 Equity Plan: number of shares granted in accordance with the role held and on the basis of market practices. It should be noted that approximately 50% of the pay opportunity is allocated in the form of Restricted Share Units, the actual allocation of which is linked to the achievement of a performance target</p>
Fringe benefits	An integral part of the remuneration package, they are characterised 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 favour 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.

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 in fact 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 organisation 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.

Strengthening the culture and way of working can only be achieved through a concrete commitment. Today, Diasorin is in fact a global company and considering the size and growth rate of the business, the pace of innovation required and the number of people hired in recent years, the Company's transformation process is remarkable. However, the Diasorin Group's mission remains the same: to improve people's health and quality of life through excellent diagnostic tests that best support medical decisions.

In this context, the Company is firmly convinced that the ability to realise its mission and achieve success depends on the skills and contribution of all employees.

Therefore, special energy is put into creating a positive and rewarding *employee experience* with the aim to reinforce the sense of belonging and passion with which we strive to fulfil 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 a clear, fair and easily communicated remuneration methodology and tools aimed at balancing retention requirements with the pay-for-performance principle. 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). In particular, the performance targets identified for Strategic Executives are uniformly applied and reported also in relation to the incentive systems applied to eligible employees.

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. Three projects are currently underway:

- Mad for Science, a national competition now in its ninth year for secondary school students
- Mad for Science for Teachers, launched during the 2021-22 school year and dedicated to science teachers nationwide to support both theoretical and experimental in-lab training
- Face to Face with Research, launched in the school year 2023-24 and created in cooperation with the Telethon Foundation, which enables students from schools that won the Mad for Science competition to meet scientists for the purpose of orientation towards scientific careers.

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.

The Group is also working on the definition of a *Diasorin Leadership Academy*, dedicated to all persons with a managerial role within the organisation.

The *Diasorin Leadership Academy* will cover several topics during 2025, including, but not limited to, unconscious *bias*, *feedback* and *coaching*.

In addition to what is indicated above, the annual *Performance Management* process, which is globally standardised 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 behaviour required to achieve the objectives set. This approach makes it possible to fairly promote the growth of employees and define individual development plans characterised

by qualified and inclusive training that may represent an opportunity to enhance talent of each employee.

With the innovations made to the Performance process as of 2024, all employees at the Group level are 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. With the intent of enhancing mutual dialogue and the sense of responsibility within the organisation, a formal time for employee self-assessment is also present in the Performance process.

The performance system is aimed at increasing the recognition of Merit in the Group's retribution policy, which accompanies individual professional development by recognising the individual's contribution to the Company's results.

This approach is applied in the salary review. More specifically, the process implemented globally is based on the following guidelines:

- Evaluation resulting from the **Performance Process**, with particular reference to:
 - Targets:** identification of top performers in terms of achieving assigned targets.
 - Behaviour:** rewarding employees with excellent performance results and soft skills assessed in line with corporate culture.
- **Capacity for growth and development:** focus on talented individuals who have demonstrated the potential to take on roles of increasing complexity and managerial responsibility in the coming years.
- **Remuneration equity:** particular attention is paid to aligning Group remuneration according to criteria of equity with respect to role, seniority, ability and merit

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 labour 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, while based on the principles illustrated above, is differentiated according to the category of recipients, envisaging 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 applicable to the CEO/General Manager, the CCO and the Other Strategic Executives 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 or shares issued

by the Company (such as the Equity Plan) and/or other Long-Term Incentive plans. The short-term variable component and the Equity Plan are partly linked to the achievement of performance targets.

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) the implementation of the “pay for performance” principle, through the provision of financial performance targets in short-term incentive instruments (MBOs) and within the 2025² Equity Plan.

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 2024 Financial Year, the Human Resources Department implemented the third cycle of the New *Equity* Plan approved by the 2022 Shareholders' Meeting, 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 individualised *pay opportunity* proposal that is fair based on the manager's role and value.

With a view to increasing alignment with the “pay for performance” principle, the Board of Directors of 14 March 2025 proposed to the Shareholders' Meeting to approve a new Equity Plan, also aimed at persons qualifying as Other Strategic Executives.

In accordance with the provisions of the Related Parties Regulation, as implemented in Diasorin's³ Procedure for Related-Party Transactions, 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.

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 formalised 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



² The 2025 Equity Plan will be submitted for approval to the Shareholders' Meeting on 24 April 2025, called, among other things, to approve the Report.

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

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 Auditor;
- 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.

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		3 meetings held
Roberta Somati Chair		30 minutes average duration of each meeting
Giovanna Pacchiana Parravicini Member	Giancarlo Boschetti Member	100% percentage of participation

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

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.

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



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", "2025".

In conjunction with the company departments concerned and in compliance with the Company's organisational 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 organisation;
- 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 organisation, 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 2025 remuneration policy in relation to the CEO/GM remuneration package, please refer to Section 1.9 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 or the Equity Plan.

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.

The Board of Statutory Auditors, as a result of its self-assessment process, considered its remuneration to be overall adequate for the complexity of the office and the commitment made in attending the meetings of the corporate bodies, while pointing out that recent analyses have revealed, in the Italian market, a great deal of attention to the profiles of the remuneration paid to control body members, which is not fully adequate with respect to the growing commitment required by the regulations in force.

For further information, please refer to the orientation prepared by the Board of Statutory Auditors in view of the appointment of the new control body, published as an attachment to the Explanatory Reports pursuant to Article 125-ter of the Consolidated Finance Act on the Website in the "Group", "Governance", "Shareholders' Meeting", "2025" Section.

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.

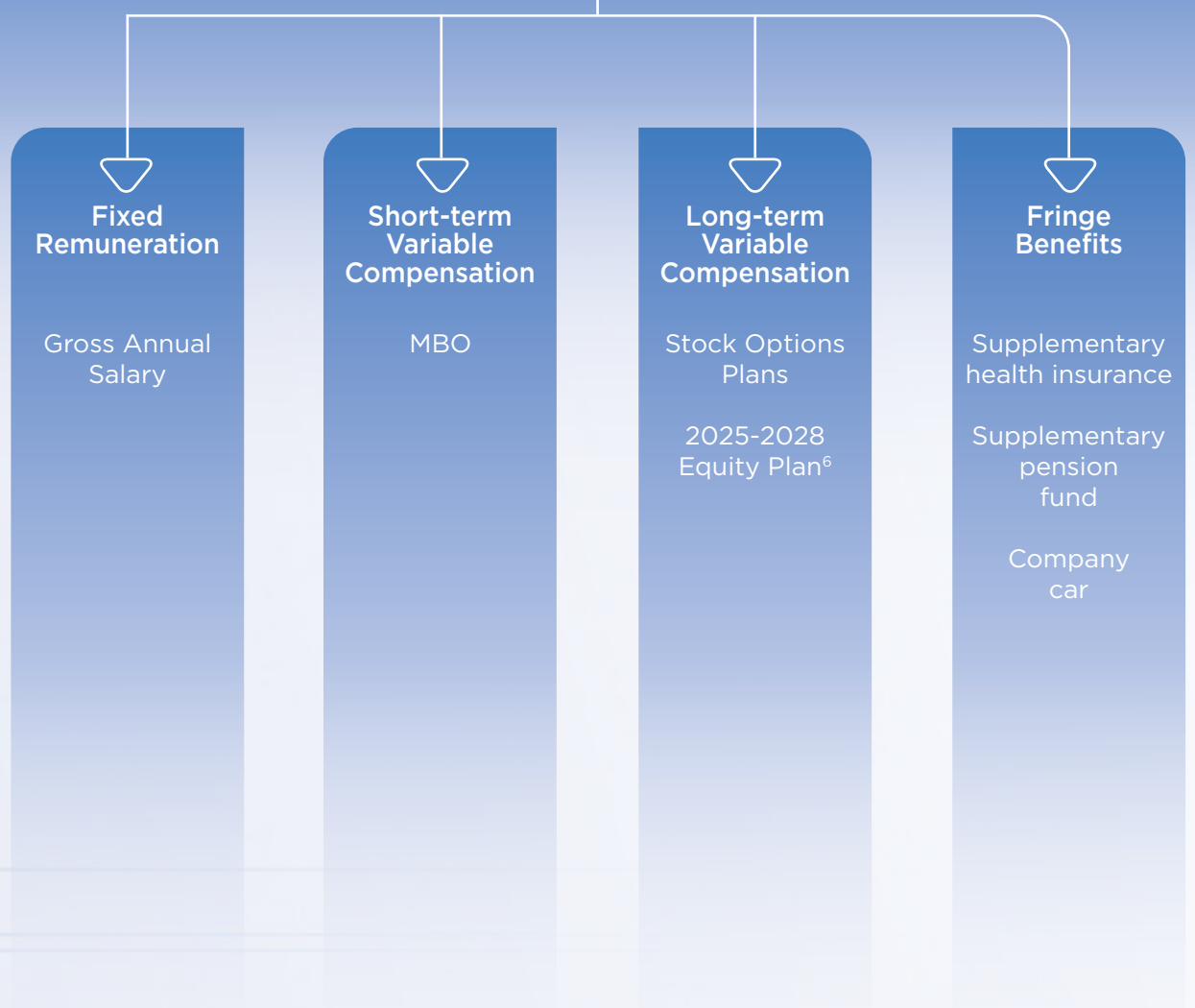
The Remuneration Policy for the CEO/General Manager, the CCO and the Other Strategic Executives follows the principle of “*pay per performance*” and is aimed at the closest alignment of the remuneration paid to the individual Strategic Executive, their market value and the creation of sustainable value for shareholders.

The 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.

For the 2025 Reporting year, in light of the increasing responsibilities and remuneration positioning compared to the market, the Committee considered it appropriate to define proposals for adjusting the remuneration packages of the CEO/General Manager, the CCO and some of the Other Strategic Executives

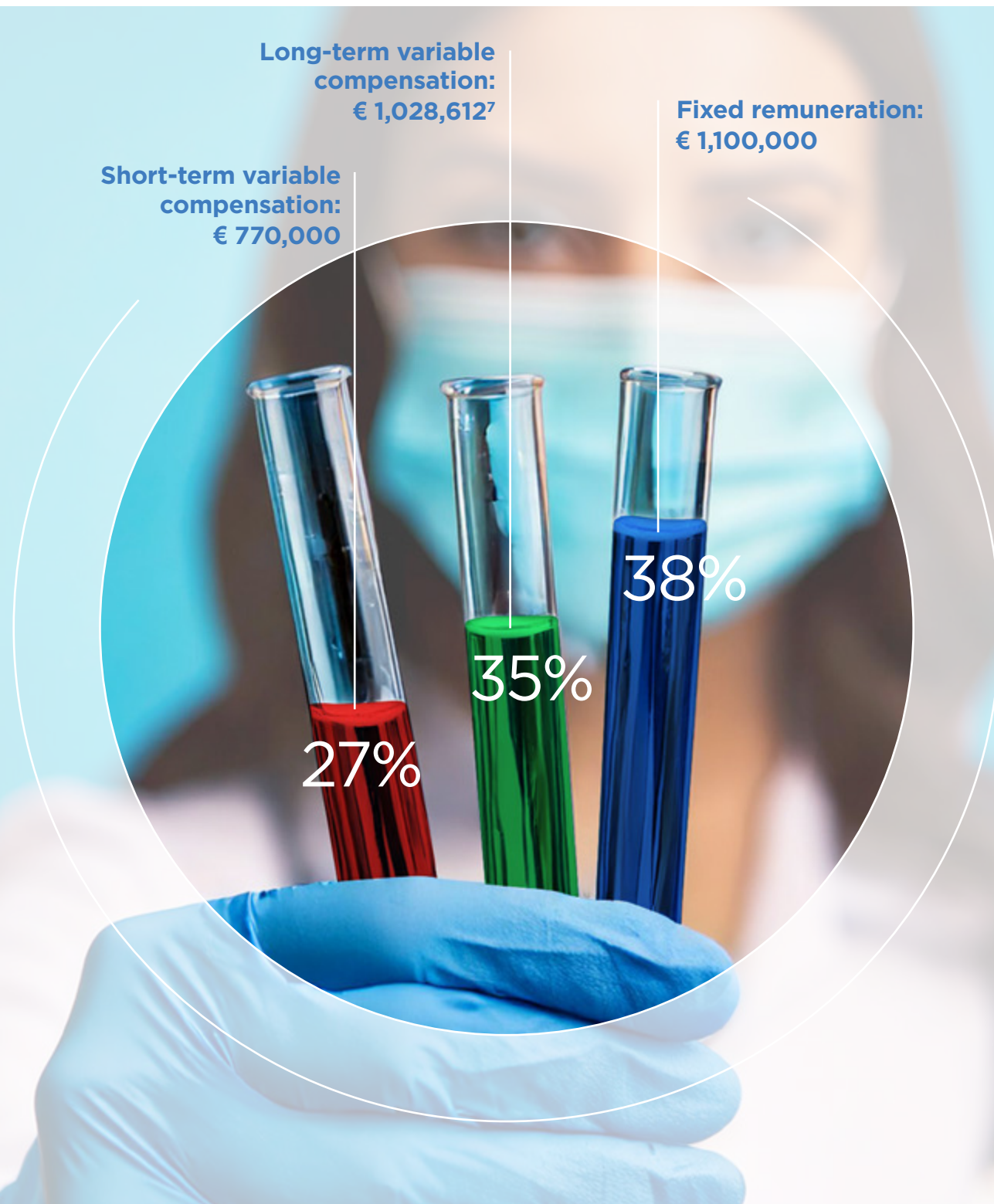
OVERALL REMUNERATION



⁶ The 2025 Equity Plan is addressed only to Other Strategic Executives and not also to the CEO/GM and CCO. The 2025 Equity Plan will be submitted for approval by the Shareholders' Meeting called to approve, among other things, the annual financial report as at 31 December 2024.

CEO/GM pay mix

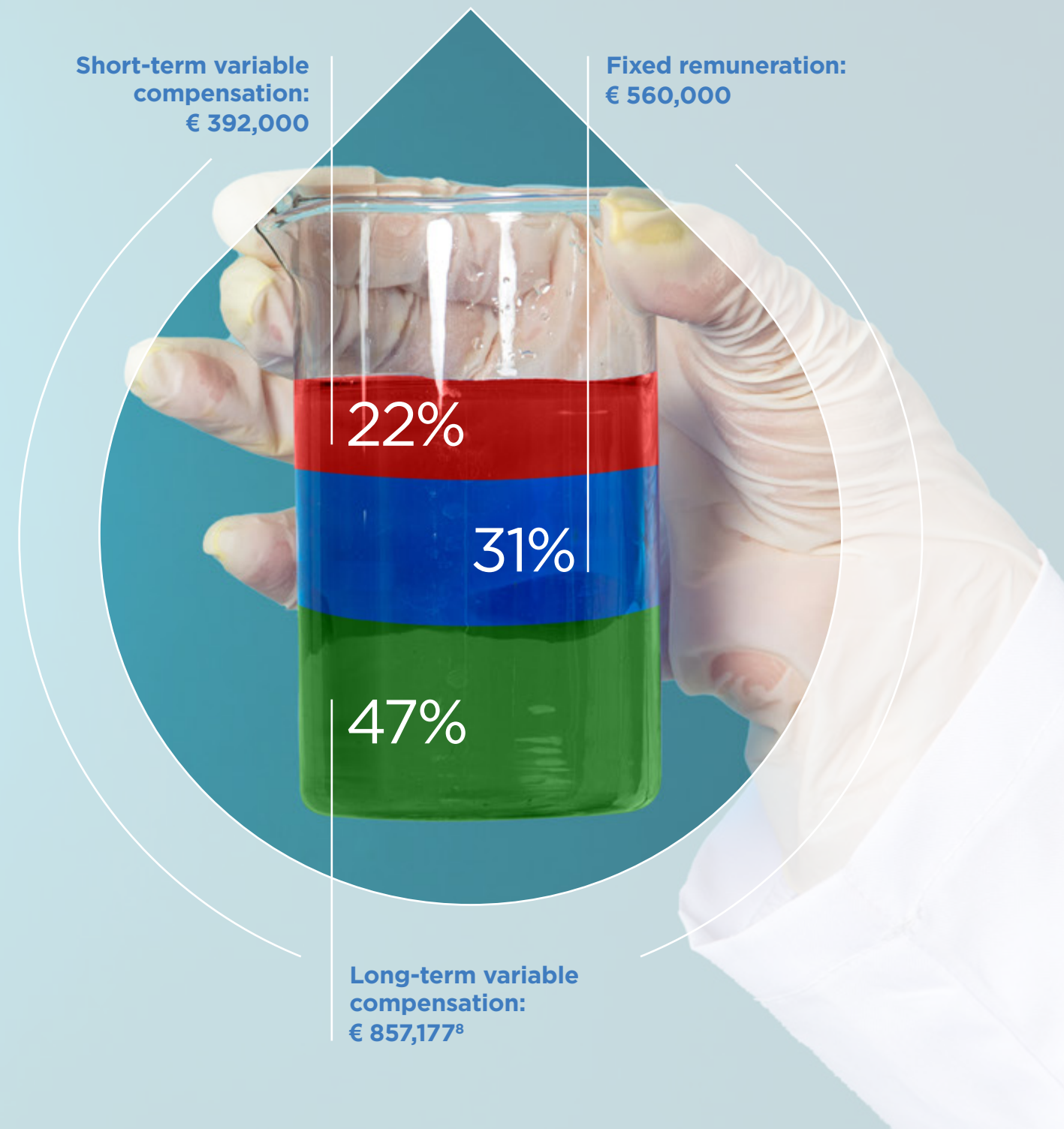
The graph above shows the CEO/General Manager's *pay mix* in 2025 calculated assuming the achievement of *target* results.



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.

Pay-mix CCO

The graph below shows the CCO's *pay mix* in 2025 calculated assuming the achievement of *target* results. There have been no changes since financial year 2024.



⁸ 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 60% for the Other Strategic Executives. It should be noted that the increase of the short-term variable component from 50%, provided for in the 2024 Policy, to 60% is intended to promote even greater alignment with the *pay-for-performance* principle.

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 2025 to the CEO/ General Manager and the CCO.



It should be noted that also in 2025, in keeping with what was done in previous years, a sustainability target was assigned to the CEO/GM, the CCO and the Other Strategic Executives.

This target, called "2025 Sustainability Goals" for short, provides for the cumulative achievement of all the targets below for the purpose of the target bonus:

2025 Sustainability Goals		
Type	Goal	KPI
Environment - quantitative	Continue to reduce CO ₂ emissions by continuing energy efficiency projects.	Implementation of insulation works at the Saluggia site.
Social - quantitative	Continue the path of raising awareness and orientation of young people to STEM faculties, including through teacher training.	<ul style="list-style-type: none"> • at least EUR 1 million in funding to the Diasorin Foundation, • reaching at least 300 teachers and 1,000 students).
Social - quantitative	Contribute through volunteer work to the activities of the Diasorin Foundation.	<ul style="list-style-type: none"> • at least 400 hours of employee commitment.
Social - qualitative	Improving public and social awareness of the importance of early diagnosis and prevention on health outcomes and the sustainability of the health care system.	<ul style="list-style-type: none"> • campaigns and initiatives on the fight against antimicrobial resistance, neonatal infections and immuno-mediated chronic inflammatory diseases.
Social - qualitative	Promoting leaders' awareness of stereotyping/prejudice phenomena that may have an impact on merit decisions.	<ul style="list-style-type: none"> • Training provision for all Diasorin leaders • Formalisation and communication of the Equal Opportunity policy.
Social - qualitative	Gathering the opinions of employees in a structured way through an Engagement Survey	<ul style="list-style-type: none"> • Conducting the engagement survey.

These goals were defined after taking into account: (i) the completion of the goals previously assumed by the Issuer with the ESG 2022-2025 Plan communicated to the market, in accordance with the relevant *milestones*; (ii) a careful benchmarking conducted on a sample of companies listed in the FTSE MID index, excluding supervised companies (banks, insurance companies, financial intermediaries, etc.); (iii) the need to maintain a clear link with the strategic corporate objectives and the statements in the sustainability report prepared pursuant to Legislative Decree No. 125/2024; (iv) the desire to make quantitatively measurable commitments.

The assessment of taking the above criteria into account resulted in the definition of goals that were even more concrete because they were not detached from the Company's characteristic management, were consistent with the compliance commitments and obligations undertaken by the Company, and were extremely factual in defining the desired impact.

CEO and General Manager Mr Carlo Rosa

Below is a table summarizing the composition of the 2025 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 <i>target</i> and <i>payout</i>	90%	Threshold (95%)	346,500 (50% target)
				Target (100%)	693,000 (100% target)
				Stretch (115%)	900,900 (130% target)
ESG Goal	2025 Sustainability Goals	on/off	10%	Target (on / off)	77,000

CCO Mr Chen Menachem Even

Type	Parameter	Measurement mechanism	Weight (%)	Accrued incentive (€)	
Economic and financial objectives	Group EBIT	Reconciliation scale between <i>target</i> and <i>payout</i>	90%	Threshold (95%)	176,400 (50% target)
				Target (100%)	352,800 (100% target)
				Stretch (115%)	458,640 (130% target)
ESG Goal	2025 Sustainability Goals	on/off	10%	Target (on / off)	39,200



Long-term variable Remuneration

Stock Options 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, 2019, 2020, 2021 and 2023 *Stock Option* plans are currently in force.

It is envisaged that the Shareholders' Meeting called to approve the Policy will also decide on the adoption of a new *Stock Option* Plan also intended for persons qualifying as Strategic Executives.

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 performance⁹ targets.

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.

Long-term variable remuneration - 2025 Equity Plan

On 14 March 2025, the Board of Directors resolved, at the proposal of the Remuneration Committee, to propose to the Company's next Shareholders' Meeting the adoption of a share-based incentive and loyalty plan entitled "*2025 Equity Awards Plan*", addressed to Diasorin Group employees with the qualifications of *Directors, Senior Directors, Vice Presidents* and other key employees, who may also be individuals qualified as Other Strategic Executives.

The purpose of the 2025 Equity Plan is to continue to provide the Company with a long-term incentive instrument based on *performance* targets, also applicable to individuals who qualify as Other Strategic Executives.

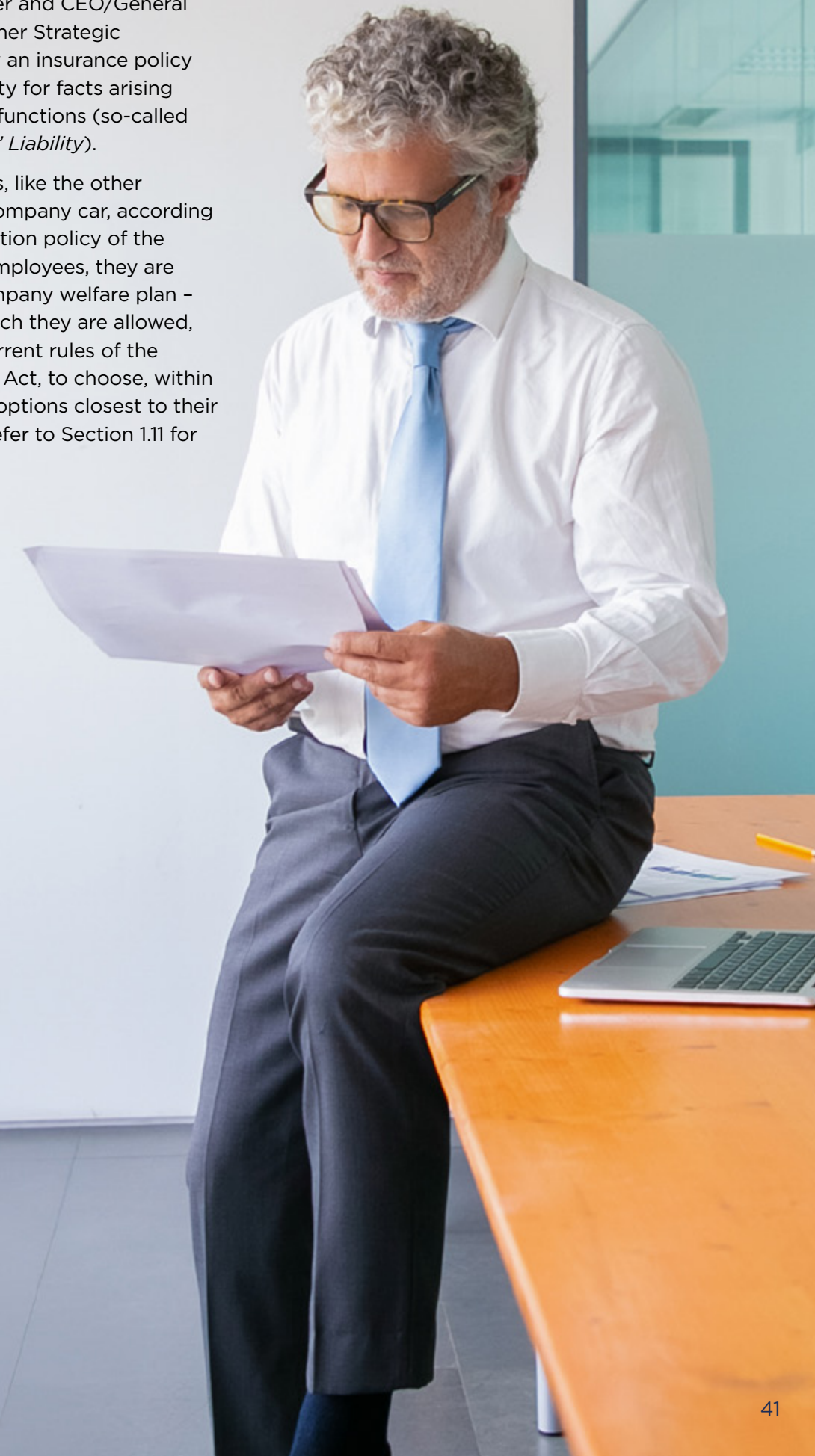
The 2025 Equity Plan, in line with the general structure of the incentive and loyalty plan entitled "*Equity Awards Plan*" approved by the Company's Shareholders' Meeting of 29 April 2022, provides for the free assignment of rights in the form of *performance shares and restricted share units* (as described below) which, if accrued under the terms and conditions envisaged in the Plan, grant the right to receive free ordinary treasury shares in the Company's portfolio in the ratio of one share for each right accrued.

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 "Group", "Governance", "Remuneration", "Information Documents Incentive Plans".

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.



⁹ 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 "Group/Governance/ Remuneration/Information Documents Incentive Plans".

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 internationalisation, 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.



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 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 amount of the variable bonus upon achieving 100% of the *budget* targets is 70% of the gross annual fixed remuneration for 2024.

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 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 2025 financial year, the variable component of remuneration is linked both to performance targets of a financial nature and to business targets linked to strategic projects. More specifically, it should be noted that, also for the 2025 financial year, with a view to aligning top management to the Company's sustainable success, a sustainability objective has been envisaged for the CEO/General Manager, for the CCO and for all Other Strategic Executives, consisting of six qualitative-quantitative sustainability sub-objectives, better described in the table in Section 1.8.

1.11. Procedure for the Management of the Long-Term Variable Part (2025 Equity Plan) of the annual Remuneration of the Other Strategic Managers.

For the Other Strategic Executives, the parameter for the definition of the long-term variable portion (2025 *Equity Plan*), assigned in the form of performance shares (i.e. 50% of the overall rights assigned to the recipients based on their respective pay opportunity¹⁰), is the Group's consolidated EBIT approved in the budget by the Board of Directors, adjusted if necessary by extraordinary items of assets and liabilities.

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 quantity of *performance shares* attributed 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 *performance shares* are quantified in a single instalment at the end of the verification date one year after the assignment, based on the final balance certified by the competent corporate and audit functions and approved by the Board of Directors. For each assignment cycle, the shares due are paid out in four annual tranches equal to 25% of the total bonus accrued.

¹⁰ The 2025 Equity Plan consists of the free assignment to the beneficiaries of rights to receive, as the case may be, performance shares and/or restricted share units. For beneficiaries who are Vice Presidents of the Diasorin Group: (a) a portion of the rights, to the extent of 50% of the pay opportunity, entitles the beneficiary to receive (free of charge) performance shares, in the event that a certain percentage of the identified annual performance target is achieved, and the relationship is maintained; (b) another portion of the rights, to the extent of the remaining 50% of the pay opportunity, entitles the beneficiary to receive (free of charge) restricted share units, in the event that the relationship is maintained.

1.12. Fringe benefits

With reference to the Company's policy on fringe *benefits*¹¹, 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.



¹¹ Excluding Stock Options.

1.13. 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.

The Policy also provides that the effects of the termination of the relationship on any options/ rights assigned to Strategic Executives in the context of incentive plans based on financial instruments of which they may be beneficiaries, are governed by the regulations of the relevant plans, which regulate the treatment of the options/rights assigned in the event of termination of the relationship (see Section III of the Report on this point).

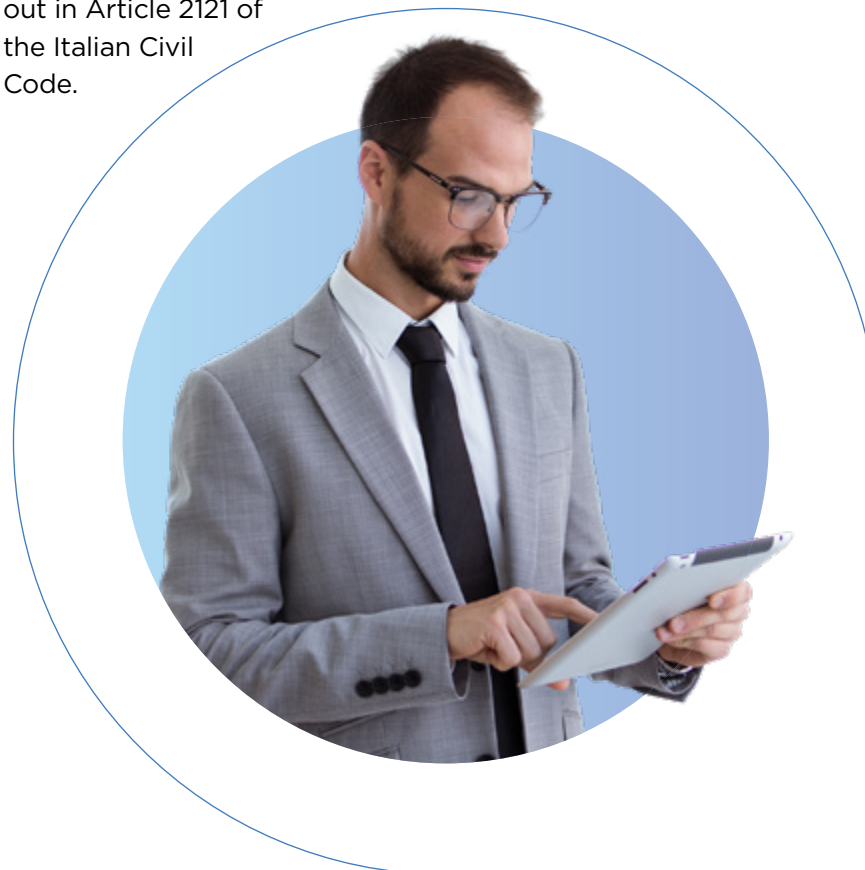
It is hereby noted that agreements pursuant to Article 123-*bis*, Paragraph 1, letter i) of the Consolidated Finance Act exist between the Company and:

- (i) the CEO/General Manager Mr Carlo Rosa (who, in addition to being an employee of the Company, also holds the position of Chief Executive Officer),
- (ii) the CCO Mr Chen M. Even (who, in addition to being an employee of the Company, 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 CEO/ 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.

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 regulations of the relevant incentive plan applicable to the grants received.

Non-competition agreements and retention of non-monetary benefits/conclusion of consultancy contracts

There are no agreements providing for compensation for non-competition commitments. The Policy does not provide for the granting or retaining of non-monetary benefits or the conclusion of consultancy contracts for a period after the termination of the relationship.

1.14. 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 organisation 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 2024 Financial Year.





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 components 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

- 2024 Remuneration Policy - Fees Paid

Component	Purpose and features	Implementation
Fixed remuneration (Gross annual salary [RAL])	It rewards <i>leadership</i> , managerial, professional and technical skills required by the role.	<p>Assessment of compensation positioning on the basis of <i>performance</i>, experience, level of responsibility, internal consistency with respect to the evolution of the organisation, and market <i>benchmark</i> carried out in 2022 with the support of specialised consultancy companies.</p> <p>RAL(GROSS ANNUAL SALARY):</p> <ul style="list-style-type: none"> • CEO/DG: € 972,000 • CCO: € 510,000 • Other Strategic Executives: € 800,000¹² <p>It should be noted that the remuneration received by the CEO/DG is only for the office 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 behaviour consistent with the corporate <i>Leadership</i> model.	<p>Assignment of individual objectives linked to the Group <i>Performance Management Process</i> (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 the Target • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: <i>Corporate Sustainability Reporting Directive</i> (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 the Target • KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: <i>Corporate Sustainability Reporting Directive</i> (weight 10% of target accrued incentive) <p>Other Strategic Executives:</p> <ul style="list-style-type: none"> • Target: 50% of fixed salary • Payout range: 0%-130% of the Target • KPI: as the case may be, (i) Group Ebit (weight 90% of target accrued incentive); (ii) Corporate Sustainability Reporting Directive (weight 10% of target accrued incentive); (iii) other qualitative and quantitative targets linked to individual responsibilities. <p><i>Claw back</i> clause</p>

Component	Purpose and features	Implementation
Long-term variable compensation (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.	<p>CEO and CCO and Other Strategic Executives:</p> <p>2023 Stock Options Plan: number of options granted in accordance with the role held and on the basis of market practices</p>
Fringe Benefits	An integral part of the remuneration package, they are characterised 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.	<p>Provide for pre-established severance indemnities in favour 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.</p>

¹² 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. Please refer to the definition of Other Strategic Executives.

Part One

Items that make up the Remuneration

2. Implementation of the 2024 Remuneration Policy

The following is a description of compensation paid during 2024 in favour of members of the governing bodies, the CEO/GM, the CCO and, in aggregate form, the Other Strategic Executives.

The implementation of the 2024 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, CCO and Other Strategic Executives.

Summary of the 2024 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.

2024 Remuneration - General Manager	
Remuneration item	Compensation received (€)
Gross annual salary (fixed component)	972,000
Short-term variable compensation (MBO)	802,994
Total	1,774,994

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.

2024 Remuneration - CCO	
Remuneration item	Compensation received (€)
Gross annual salary (fixed component)	510,000
Short-term variable compensation (MBO)	421,324
Total	931,324

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

2024 Remuneration - Other Strategic Executives	
Remuneration item	Compensation received (€)
Gross annual salary (fixed component)	800,000
Short-term variable compensation (MBO)	472,072
Totale	1,272,072

Fixed remuneration

Fixed remuneration for the financial year received:

- by the General Manager, who also holds the position of Chief Executive Officer, unchanged from the 2022 and 2023 financial years, amounted to € 972,000;
- by the CCO, amounted to € 510,000.

2024 MBO

During 2024, Diasorin recorded excellent economic-financial and operational *performance*, which enabled the achievement of the economic-financial performance targets underlying the short-term incentive plans (2024 MBO).

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.

2024 MBO statement - General Manager					
KPI	Weight	Accrued incentive (€)		Performance vs target	Accrued incentive (€)
Group EBIT	90%	Threshold (95%)	306,180	110.01% (payout) 120.02%	734,954
		Target (100%)	612,360		
		Stretch (115%)	796,068		
Corporate Sustainability Reporting Directive	10%	Target (on/off)	68,040	on (100%)	68,040

2024 MBO Consolidation - CCO					
KPI	Weight	Accrued incentive (€)		Performance vs target	Accrued incentive (€)
Group EBIT	100%	Threshold (95%)	160,650	110.01% (payout) 120.02%	385,624
		Target (100%)	321,300		
		Stretch (115%)	417,300		
Corporate Sustainability Reporting Directive ESG-2023-2025	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 2025. 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 and were fully exercised during the 2024 financial year, as better summarised in Table 2 in the Appendix.

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 2024 amount to € 6,105 for the General Manager and € 6,325.56 for the *Chief Commercial Officer* and € 11,730.72 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.

	2020	2021	2022 ²	2023	2024
Compensation General Manager	€ 1,504,536.30 12.75%	€ 1,825,221.70 21%	€ 1,825,221.70 0%	€ 1,627,906 - 10.81%	€ 1,774,994 9.04%
Compensation Chief Commercial Officer	€ 726,901.02 12.94%	€ 885,498.48 22%	€ 885,498.48 0%	€ 854,148 -3.54%	931,324 9.04 %
Net profit of the Company¹	€ 246,628 thousand 40.34%	€ 310,732 thousand 26%	€ 240,110 thousand -22.73%	€ 158,508 thousand -33.99%	€ 188,087 thousand 18.66%
Average employee remuneration 31 December	€ 52,673.62 4.89%	€ 52,174.01 -0.94%	€ 91,847.95 +76.04%	€ 91,008.70 -0.91%	€ 101,928.00 +11.99%

■ 1 Net profit of the Diasorin Group expressed in thousands of euros. 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.

Attributions of indemnities and/or benefits due to termination of office or termination of employment.

During the 2024 Reporting year, in line with the provisions of the Policy defined by the Company and approved by the Shareholders' Meeting on 24 April 2024, a termination of employment agreement was entered into with a person qualifying as an Other Strategic Executive.

The agreement, which was subject to the prior favourable opinion of the Remuneration Committee and the Related-Party Transactions Committee, provides for a total economic commitment of € 1,866,000.00, so determined by taking into account the costs equivalent to the indemnity in lieu of notice under the terms of the applicable national collective labour agreement, the redundancy incentive and the novation settlement reached to mutually settle any hypothetical claims related to the employment relationship, offices and powers of attorney.

The termination of employment by agreement resulted in the assignment of good leaver status pursuant to the Regulations of the 2023 Stock Option Plan, resulting in the pro-rata recognition of the total number of 75,000 stock options granted by the Board of Directors on 9 May 2023, exercisable starting from 10 May 2026.

The agreement does not envisage the retention of any non-monetary benefits or the deferred payment of any of its components (except for the allocations under the 2023 Stock Option Plan as reported above).

During the Reporting year, no further indemnities and/or benefits were awarded for leaving office or termination of employment.

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 24 April 2024.

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 24 April 2024, 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 the 2024 financial year

First and last name	Post held	Period in which the office was held	Expiry of office (Approval of financial statements as at)	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	Chair	01/01/2024 31/12/2024	31/12/2024	400,000.00	-	-	-	-	-	400,000.00	-	-
Carlo Rosa ¹	Chief Executive Officer	01/01/2024 31/12/2024	31/12/2024	-	-	-	-	-	-	-	-	-
Giancarlo Boschetti ²	Deputy Chairman	01/01/2024 31/12/2024	31/12/2024	155,000.00	-	-	-	-	-	155,000.00	-	-
Chen M. Even ¹	Director	01/01/2024 31/12/2024	31/12/2024	-	-	-	-	-	-	-	-	-
André M. Ballester ³	Director	01/01/2024 31/12/2024	31/12/2024	55,000	-	-	-	-	-	55,000	-	-
Stefano Altara	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Fiorella Altruda	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Luca Melindo	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Franco Moscetti ⁴	Director	01/01/2024 31/12/2024	31/12/2024	45,000.00	-	-	-	-	-	45,000.00	-	-
Francesca Pasinelli	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Giovanna Pacchiana Parravicini ⁵	Director	01/01/2024 31/12/2024	31/12/2024	50,000.00	-	-	-	-	-	50,000.00	-	-
Diego Pistone	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Roberta Somati ⁶	Director	01/01/2024 31/12/2024	31/12/2024	65,000.00	-	-	-	-	-	65,000.00	-	-
Monica Tardivo	Director	01/01/2024 31/12/2024	31/12/2024	40,000.00	-	-	-	-	-	40,000.00	-	-
Tullia Todros	Director	01/01/2024 31/12/2024	31/12/2024	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 the 2024 financial year

First and last name	Post held	Period in which the office was held	Expiry of office (Approval of financial statements as at)	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	Chair	01/01/2023 31/12/2023	31/12/2024	50,000	-	-	-	-	-	50,000		-
Ottavia Alfano	Statutory Auditor	01/01/2023 31/12/2023	31/12/2024	40,000	-	-	-	-	-	40,000		-
Matteo Michele Sutura	Statutory Auditor	01/01/2023 31/12/2023	31/12/2024	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 remuneration (Euro)		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 ²					
Carlo Rosa	General Manager	Year 2024	-	972,000	-	802,994	-	6,105.00	-	1,781,009	1,029,550	-
Chen M. Even	Strategic Executive	Year 2024	-	510,000	-	421,324	-	6,325.56	-	937,649.56	857,958	-
Altri Dirigenti	-	Year 2024	-	800,000	-	472,072		11,730.72	-	1,283,802.72	1,211,068	1,866,000

* 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 2024 included Mr Stefano Ronchi and Mr Piergiorgio Pedron; the remuneration of these last two 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 2025.



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

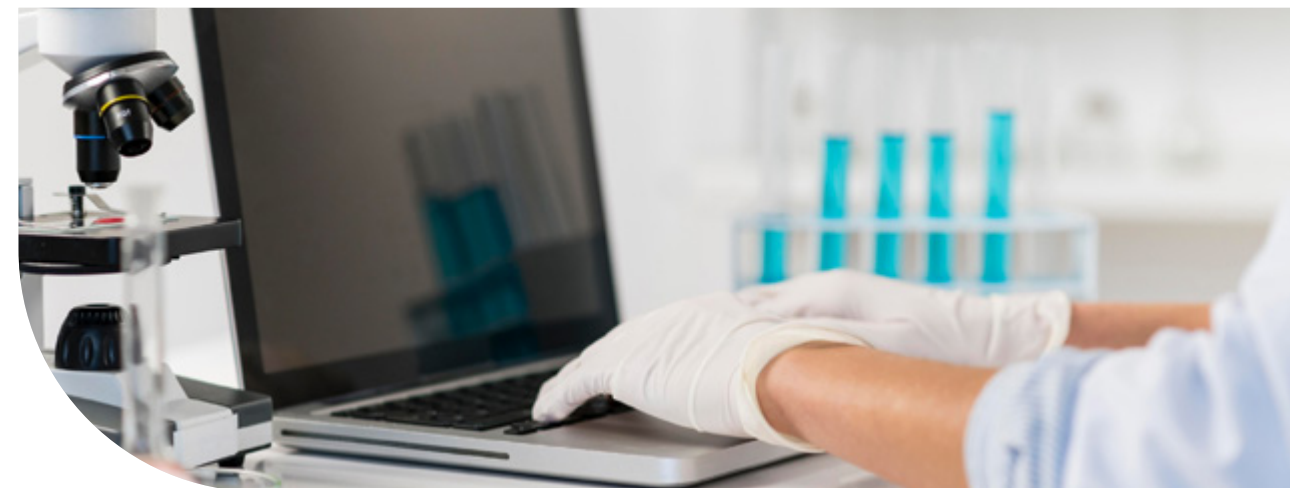
The 2016 Plan is a *Stock Option* Plan.

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 ¹³	Exercise period
VII	Other employees		14.3.2019	10,000	€ 86.0448	€ 85.80	15.3.2022-17.3.2025

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

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



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:

- (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 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 2016 Plan for the reporting year is zero.

¹⁴ 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.

DIASORIN S.P.A. 2017 STOCK OPTIONS PLAN

1. Target subjects

Senior executives with management functions pursuant to the Annex 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
X	Other employees		11.3.2020	5,000	€ 110.4394	€ 113.00	13.3.2023-13.3.2025
XI	Other employees		13.5.2020	10,000*	€ 156.44	€ 172.50	15.5.2023-15.5.2025
XII	Other employees		30.7.2020	16,122*	€ 173.2803	€ 167.50	31.7.2023-31.7.2025

■ * 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:

- (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 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 2017 Plan for the reporting year is zero.

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 and Mr Stefano Ronchi, Other 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	8.5.2018	140,000	€ 76.2368	€ 76.35	2.1.2023 2.1.2025
	Chen M. Even	Strategic Executive		120,000			
	Other Strategic Executives			200,00			
	Other employees			75,000			

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

¹⁵ See note no. 10.

It should be noted that all options subject to allocation were exercised during 2024.

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 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 2018 Plan for the reporting year is zero.

DIASORIN S.P.A. 2019 STOCK OPTIONS PLAN

1. Target subjects.

Senior executives with management functions pursuant to the Annex 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		30.7.2020	8,878	€ 173.28	€ 167.50	31.7.2023-31.7.2025
II	Other employees		11.11.2020	86,122*	€ 189.05	€ 172.40	13.11.2023-13.11.2025
III	Other employees		11.11.2021	5,000	€ 186.15	€ 185	12.11.2024-12.11.2026

* 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.

¹⁶ See note no. 4.

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 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 2019 Plan, equal to € 69,237 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholders' equity.

DIASORIN S.P.A. 2020 STOCK OPTIONS PLAN

1. Target subjects.

Senior executives with management functions pursuant to the Annex 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	€ 189.05	€ 172.40	13.11.2023-13.11.2024
II	Other employees		21.12.2020	15,000	€ 169.95	€ 171.70	22.12.2023-23.12.2024
III	Other employees		11.03.2021	45,807*	€ 168.46	€ 144.30	12.03.2024-12.03.2025
V	Other employees		30.07.2021	40,000	€164.23	€ 171.15	31.07.2024-31.07.2025
VI	Other employees		11.11.2021	11,122	€ 186.16	€ 185	12.11.2024-12.11.2026
VI	Other employees		01.12.2022	3,654	€ 131.37	€ 131.75	02.12.2025-02.12.2027

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

¹⁷ See note no. 4.

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 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 2020 Plan, equal to € 664,313 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholders' equity.



¹⁸ See note no. 4.

DIASORIN S.P.A. 2021 STOCK OPTIONS PLAN

1. Target subjects

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

2. 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	45,091	€ 186.15	€ 185	12.11.2024-12.11.2026
II	Other employees		06.05.2022	50,000	€ 129.70	€ 120.65	06.05.2022-07.05.2025
III	Other employees		01.12.2022	36,346	€ 131.73	€ 131.75	02.12.2025-02.12.2027
IV	Other Strategic Executives		9.5.2023	137,625	€ 98.52	€ 102.20	10.05.2026-10.05.2028

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 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 2021 Plan, equal to € 2,559,850 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholders' equity.

¹⁹ 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 and Mr Stefano Ronchi, Other 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	9.5.2023	120,000	€ 98.52	€ 102.02	10.05.2026 10.05.2028
	Chen M. Even	Strategic Executive		100,000			
	Other Strategic Executives			6,437*			
II	Other employees		10.05.2024	75,000	€ 93.73		11.05.2027 11.05.2029
III	Other employees		10.05.2024	50,000	€ 91.95		11.05.2027 11.05.2029

* Net of options lapsed for *Good Leaving* and *Bad Leaving* situations pursuant to 2023 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 date²⁰. 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 € 2,600,104 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholders' equity.

²⁰ See note no. 4.

2022 EQUITY AWARDS PLAN.

1. Target subjects

The *Equity Awards Plan* (the “Plan”), approved by the Shareholders’ Meeting of 29 April 2022, 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 31/12/2023	Market price of the shares at the grant date ²¹	Vesting period	Rights vested at 31/12/2024
I	Other employees		06.05.2022	33,611*	€ 120.65	06.5.2022-06.5.2026	22,988
II	Other employees		05.05.2023	62,064*	€ 104.45	05.05.2023-05.05.2027	16,919
III	Other employees		15.05.2023	79,951*	€ 98.54	10.05.2024-10.05.2028	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.

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

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 € 5,220,696 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholders' equity.

For more information on *Stock-option* Plans in favour of members of the Board of Directors, Other Strategic Executives - including the General Manager - and other executives and employees of Diasorin and its subsidiaries, as well as its 2022 Equity Plan, please refer to the relevant documents made available in accordance with Article 84-*bis* of the Issuers' Regulation 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 granted during the financial year						Options exercised during the financial year			Options expired during the financial year ****	Options held at the end of the financial year	Options accrued during the financial year			
First and last name	Post held	Plan*	Number of options	Exercise price (€)	Possible exercise period (from-to)	Number of options	Exercise price (€)	Possible exercise period (from-to)	Fair value at assignment date	Date of assignment	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 23/04/2018	140,000	76.24	02/01/2023-02/01/2025	---	---	---	---	---	---	140,000	76.24	104.2	---	0	-			
		2023 Plan 28/04/2023	120,000	98.5248	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	120,000	1,029,550			
Chen Even	Strategic Executive	2018 Plan 23/04/2018	120,000	76.4	02/01/2023-02/01/2025	---	---	---	---	---	---	120,000	76.24	105.08	---	0	0			
		2023 Plan 28/04/2023	100,00	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	100,000	857,958			
Other Strategic Executives		2018 Plan 23/04/2018 (2)	200,000	76.4	02/01/2023-02/01/2025	---	---	---	---	---	---	200,000	76.24	103.32	---	0	-			
		2021 Plan 22/04/2021 (2)	168,563	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	30,938	137,625	1,180,765			
		2023 Plan 28/04/2023 (1)	6,437	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	2,095	3,532	30,303			
Altri dipendenti			2016 Plan 28/04/2016(3)	4,699	70.05	08/03/2021-08/03/2024	---	---	---	---	---	---	4,699	70.05	93.38	---	0	-		
				2,000	82.4	08/11/2021-08/11/2024	---	---	---	---	---	---	---	2,000	82.42	108.95	---	0	-	
			2017 Plan 27/04/2017 (20)	10,000	86.04	15/03/2022-17/03/2025	---	---	---	---	---	---	---	---	---	---	10,000	-		
				5,000	95.35	13/06/2022-13/06/2024	---	---	---	---	---	---	---	5,000	95.35	100.96	---	0	-	
				52,500	102.62	01/08/2022-01/08/2024	---	---	---	---	---	---	---	16,583	102.61	100.77	35,917	0	-	
				25,000	99.6	07/11/2022-07/11/2024	---	---	---	---	---	---	---	25,000	99.60	107.10	---	0	-	
				15,000	119.28	20/12/2022-20/12/2024	---	---	---	---	---	---	---	---	---	---	15,000	0	-	
				5,000	110.44	13/03/2023-13/03/2025	---	---	---	---	---	---	---	---	---	---	5,000	-		
				20,000	156.44	15/05/2023-15/05/2025	---	---	---	---	---	---	---	---	---	---	10,000	10,000	-	
				29,492	173.28	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	---	13,370	16,122	-	
			2018 Plan 23/04/2018 (2)	75,000	76.24	02/01/2023-02/01/2024	---	---	---	---	---	---	---	75,000	76.24	106.31	---	0	-	
				8,878	173.28	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	---	---	8,878	-	
			2019 Plan 24/04/2019 (11)	86,122	189.05	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	---	86,122	-	
				5,000	186.1457	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	---	5,000	69,237	
				18,878	189.05	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	---	18,878	-	
				15,000	169.95	22/12/2023-23/12/2025	---	---	---	---	---	---	---	---	---	---	---	15,000	-	
			2020 Plan 10/06/2020 (11)	56,346	168.46	12/03/2024-12/03/2026	---	---	---	---	---	---	---	---	---	---	10,539	45,807	96,204	
				5,000	145.50	15/05/2024-15/05/2026	---	---	---	---	---	---	---	---	---	---	5,000	0	-	
				40,000	164.23	31/07/2024-31/07/2026	---	---	---	---	---	---	---	---	---	---	---	40,000	376,106	
				11,122	186.15	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	---	11,122	154,011	
				3,654	131.37	02/12/2025-02/12/2027	---	---	---	---	---	---	---	---	---	---	---	3,654	37,992	
			2021 Plan 22/04/2021 (10)	45,091	186.15	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	---	45,091	624,392	
				50,000	129.70	07/05/2025-07/05/2027	---	---	---	---	---	---	---	---	---	---	---	50,000	376,788	
				36,346	131.73	02/12/2025-02/12/2027	---	---	---	---	---	---	---	---	---	---	---	36,346	377,905	
			2023 Plan 28/04/2023 (2)	---	---	---	75,000	93.73	16/03/2024-16/09/2029	0	15/03/2024	91.72	---	---	---	---	---	75,000	412,489	
				---	---	---	50,000	91.95	11/05/2024-11/05/2029	0	10/05/2024	98.54	---	---	---	---	---	50,000	269,805	
			Remuneration in the reporting company			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
			Remuneration from subsidiaries and associates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---
			Total			1,480,128			125,000	---	---	---	---	---	588,282			122,859	893,177	5,893,504

■ * 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 2024 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 First and last 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	802,994	-	-	-	-	-	-
Chen M. Even	Director CCO	421,324	-	-	-	-	-	-
Other Strategic Executives	Strategic Executives ²³	472,072	-	-	-	-	-	-
Total		1,696,390	-	-	-	-	-	-

* 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 2025 on 2024 targets.

²³ The aggregate figure includes Mr Stefano Ronchi and Mr Piergiorgio Pedron, who qualify as Other Strategic Executives in 2024.

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	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF 2023	NUMBER OF SHARES BOUGHT IN 2024	NUMBER OF SHARES SOLD IN 2024	NUMBER OF SHARES HELD AT THE END OF 2024
Michele Denegri	Diasorin S.p.A.	0	0	0	0
Carlo Rosa	Diasorin S.p.A.	4,679,214	140,000*	140,000*	4,679,214
Giancarlo Boschetti	Diasorin S.p.A.	0	0	0	0
Chen M. Even	Diasorin S.p.A.	2,350,000	120,000*	120,000*	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

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

Other interests held in the Diasorin Group's companies

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF 2023	NUMBER OF SHARES BOUGHT IN 2024	NUMBER OF SHARES SOLD IN 2024	NUMBER OF SHARES HELD AT THE END OF 2024
Carlo Rosa	Diasorin SA (France)	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	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF 2023	NUMBER OF SHARES BOUGHT IN 2024	NUMBER OF SHARES SOLD IN 2024	NUMBER OF SHARES HELD AT THE END OF 2024
Monica Mannino	Diasorin S.p.A.	0	0	0	0
Ottavia Alfano	Diasorin S.p.A.	2,500*	0	0	2,500*
Matteo Michele Sutera	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

* Shares held by spouse

Other Strategic Executives

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF 2023	NUMBER OF SHARES BOUGHT IN 2024	NUMBER OF SHARES SOLD IN 2024	NUMBER OF SHARES HELD AT THE END OF 2024
Other Strategic Executives*	Diasorin S.p.A.	2,500	200,000**	200,000**	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.

For the 2024 financial year, and therefore for the purposes of the reporting of remuneration paid provided in Section II, the Other Strategic Executives are Mr Stefano Ronchi, *Senior Corporate V.P. Human Resources*, who terminated his employment with Diasorin effective 31 December 2024, and Mr Piergiorgio Pedron, *Senior Corporate V.P. & Chief Financial Officer*.

It should be noted that the Board of Directors of 14 March 2025 appointed Ms Amelia Parente, *Senior Corporate V.P. Human Resources*, as an Other Strategic Executive, who is therefore an recipient of the Policy described in Section I.

Shareholders' Meeting:

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

CEO or Chief Executive 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 of CEO/GM:

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 2024.

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.

2022 Equity Plan or 2022 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".

2025 Equity Plan or 2025 Equity Awards Plan:

the proposed long-term incentive plan for the Group's *Vice Presidents, Senior Directors* and *Directors*, as well as persons qualified as Other Strategic Executives, 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. The 2025 Equity Plan must be approved by the Shareholders' Meeting called, among other things, to approve the 2025 Policy, which therefore envisages the possibility that Other Strategic Executives may receive financial instruments under the Equity Plan. It is understood that the actual assignment is subject to the Shareholders' Meeting approval pursuant to Article 114-*bis* of the Consolidated Finance Act.

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", "Shareholders' Meeting", "2025".

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 Options* 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.

2025 Plan:

the "Diasorin S.p.A. 2025 *Stock Options* Plan", which will be submitted for approval by the ordinary Shareholders' Meeting of the Company on 28 April 2025.

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 organised 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, labour 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 behaviour of top management and the company in terms of compliance with the law and ethics. For more details see the sustainability report 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:

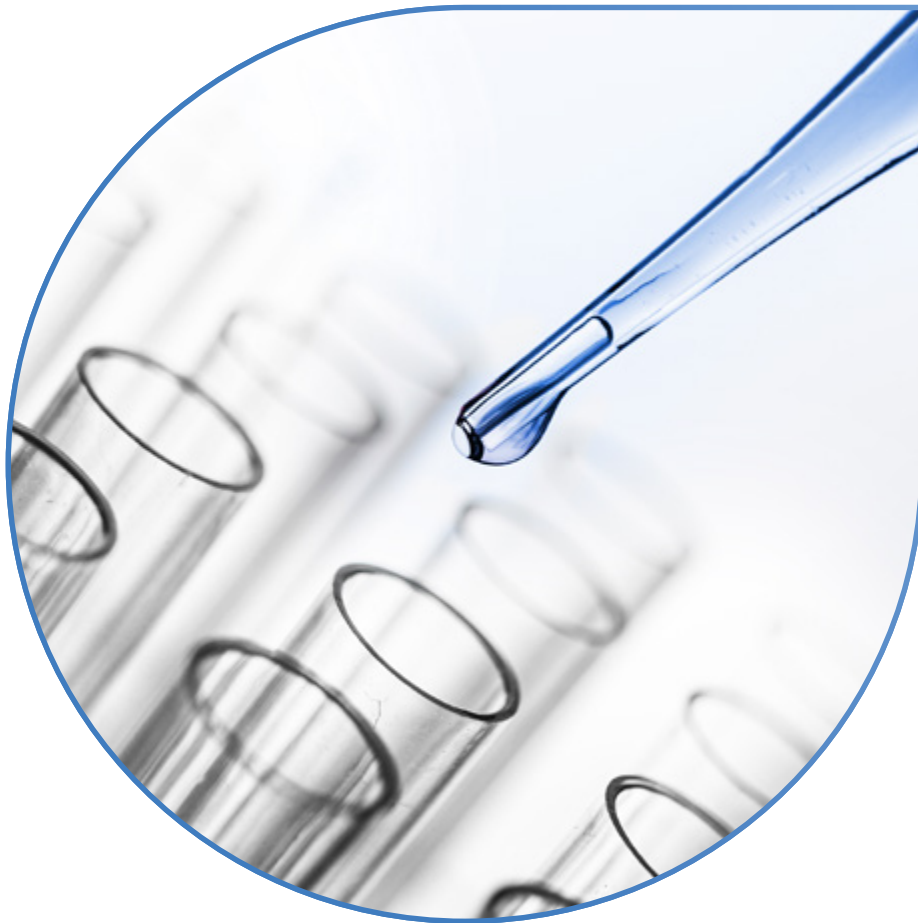
Legislative Decree No. 58 of 24 February 1998 (Consolidated Finance Act), as subsequently amended.

Deputy Chairman of the Board of Directors:

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

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. 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.	1.13. 1.7.





Diasorin S.p.A.

www.diasorin.com

