



EXTRAORDINARY SHAREHOLDERS' MEETING OF DIASORIN S.P.A.

(TO BE HELD ON FEBRUARY 28, 2025)

Questions and Answers

The following "Questions and answers" have been prepared by Diasorin S.p.A. (**Diasorin** or **Company**, and together with its subsidiaries, **Group**) in accordance with Article 127-ter, paragraph 2, of the Italian Legislative Decree No. 58/1998 (**TUF**). Consequently, no answer will be given to questions raised by shareholders, insofar as the relevant answers are already given in the present document.

1	<p>Could you provide additional details regarding the Law No. 21/2024 of 5 March 2024 on competitiveness of capital markets (so-called "Legge Capitali")?</p> <p>Law No. 21/2024 of 5 March 2024, the so-called "Legge Capitali", contains a number of measures aimed at promoting the competitiveness of companies and the capital market. Key measures introduced by the Legge Capitali include:</p> <ul style="list-style-type: none">- the possibility for Italian companies to enhance the increased voting rights mechanism (up to a maximum of no. 10 votes per share);- the possibility for Italian companies to provide in their by-laws that shareholders' meetings are conducted exclusively through the presence of the so-called "Designated Representative" (pursuant to Article 135-undecies TUF);- the possibility of dematerializing quotas in limited liability companies ("società a responsabilità limitata");- the simplification of listing procedures; and- the amendment of certain rules regarding the approval of the prospectus and the responsibility of the placement agent.
2	<p>Why did the Board of Directors decide to enhance the increased voting rights mechanism currently in place?</p> <p>The objective of enhancing the increased voting rights mechanism currently in place is to foster the development and involvement of a core base of long-term shareholders with the aim of strengthening the stability of Diasorin (the Company or the Group) shareholding.</p> <p>The introduction of an increased voting rights mechanism – enhanced with respect to the one that the Company has already adopted – aims to encourage a more favourable capital structure to support the Company's further growth at a global level in the long-term. In particular, the increased voting rights mechanism will allow Diasorin to:</p> <ol style="list-style-type: none">1. more effectively and incisively reward long-term shareholders, thus maintaining and further strengthening a loyal and committed shareholding structure. It is indeed believed that a stable shareholder base is more capable of supporting long-term growth strategies;2. support the Company's growth strategy, also through external lines (acquisitions and/or strategic combinations to be accomplished, for instance, by means of issuance of new shares in favor of, and/or exchanges of shares with third parties). This will allow Diasorin to further develop its leadership in today's global diagnostic market. <p>Overall, this will favor a lasting increase in Diasorin's share value over time.</p> <p>So far, Diasorin has greatly benefited from the support of its long-term shareholders and the enhancement of the increased voting rights mechanism currently in place will allow for this support to continue in the future, facilitating the Company's ability to pursue also external growth opportunities.</p>
3	<p>What will change in the increased voting rights mechanism following the approval of the enhancement of the increased voting rights mechanism currently in place?</p> <p>The increased voting right mechanism currently in place will not be substantially changed, except for the possibility to cast a maximum of 10 votes per share, instead of the current provision that allows for the casting of a maximum of 2 votes per share.</p> <p>Under the increased voting rights mechanism currently in place – adopted by the shareholders' meeting held on April 28, 2016 – each Diasorin ordinary share(s) may entitle its holder to 2 voting rights, provided that the respective share(s) is continuously held for a period of 2 years. Once approved, the enhancement of the increased voting rights mechanism will</p>

	<p>entitle the holder of Diasorin ordinary share(s) to additional votes, equal to the number of years of continuous holding of the respective share(s), up to a maximum of 10 years.</p> <p>Example: following the approval of the enhancement of the increased voting rights mechanism currently in place, a Diasorin ordinary share will grant the right to express: (i) 2 votes, subject to the continued holding of the respective share(s) for a period of 2 years; (ii) 3 votes, subject to the continued holding of the respective share(s) for a period of 3 years; (iii) 4 votes, subject to the continued holding of the respective share(s) for a period of 4 years, and so on, up to a maximum of 10 votes, subject to the continued holding of the respective share(s) for a period of 10 years.</p> <p>For the sake of clarity, it should be mentioned that, even if held consistently for a period of more than 10 years, a Diasorin ordinary share(s) shall not entitle to cast more than 10 votes.</p>
4	<p>Will the adoption of the enhancement of the increased voting rights mechanism currently in force lead to changes in the Group's business strategy?</p> <p>No, Diasorin's current business strategy will not undergo any change and will continue to focus on further strengthening its leadership by offering unique and innovative solutions to its customers.</p> <p>The enhanced voting system will provide the Company with a flexible share capital structure that will increase the possibility of pursuing the current business development strategy, based not only on internal lines, but also on external lines through acquisition transactions to be realized, inter alia, through share exchanges with third parties.</p> <p>The enhancement of the increased voting rights, as mentioned, will reward a long-term shareholder base and further underpin the Group's growth strategy.</p>
5	<p>Which are the conditions subsequent to the effectiveness of the enhancement of the increased voting rights mechanism currently in place?</p> <p>The conditions subsequent (which may be waived by Diasorin) to the effectiveness of the enhancement of the increased voting rights mechanism currently in place are:</p> <ol style="list-style-type: none"> 1. the amount of cash, if any, to be paid by Diasorin to shareholders who decide to exercise their withdrawal right under article 2437-quater of the Italian civil code (i.e. withdrawal amount), in relation to the proposed enhancement of the increased voting rights, exceeds in the aggregate the amount of Euro 100 million. For clarity, the withdrawal amount shall be calculated net of the amount of cash payable by Diasorin shareholders exercising their option and preemption rights pursuant to article 2437-quater of the Italian civil code (the Maximum Disbursement); and / or 2. the positive difference between (x) the price of Diasorin's shares for the purpose of the withdrawal amount (equal to Euro 103.05 per Diasorin share) and (y) the closing price of Diasorin's shares on the last day of the offering period for the offer of the shares of the withdrawing shareholders to the other shareholders, multiplied by the number of non-pre-empted Diasorin shares subject to withdrawal exceeds Euro 5 million (the Maximum Loss). <p>For the sake of clarity:</p> <ul style="list-style-type: none"> - should the amount to be paid by Diasorin for the shares of the withdrawing shareholders exceed the Maximum Disbursement (Euro 100 million), the condition will be deemed fulfilled and the enhancement of the increased voting rights mechanism will cease to be effective in the absence of a waiver by Diasorin; and / or - should the loss for the acquisition by Diasorin of the shares of the withdrawing shareholders exceed the Maximum Loss (Euro 5 million), the condition will be deemed fulfilled and the enhancement of the increased voting rights mechanism will cease to be effective in the absence of a waiver by Diasorin. <p>In any of the above-mentioned cases, the shares for which the withdrawal right has been exercised will continue to be held by the shareholder and the company will not have to make any payment.</p>
6	<p>Can the Board of Directors of Diasorin waive the conditions subsequent to the effectiveness of the enhancement of the increased voting rights mechanism currently in place?</p> <p>Yes. In principle, the conditions subsequent may be waived by the Board of Directors and it is proposed that the Extraordinary Shareholders' Meeting will delegate the Board of Directors the power to waive the conditions subsequent.</p>
7	<p>What happens if any, or both, of the conditions subsequent are fulfilled?</p> <p>In the event that the Extraordinary Shareholders' Meeting approves the resolution to amend the By-laws enhancing the increased voting rights mechanism currently in place, and subsequently any or both of the conditions subsequent are triggered (without the Board of Directors having waived such conditions), the enhancement of the increased voting rights mechanism currently in force will cease to be effective, as well as the shareholders' right of withdrawal. In such case, the shares in respect of which the right of withdrawal has been exercised will continue to be owned by the shareholders who have exercised their right of withdrawal, without any payment being made to such shareholders.</p>
8	<p>Should the amendment for the enhancement of the increased voting rights become ineffective or be revoked, would it be potentially proposed once again?</p> <p>Yes. The Board of Directors believes that the enhancement of the increased voting rights constitutes one of the pillars of the long-term strategy of the Group. There is no urgency for the Company to implement this amendment to the By-laws and, if it cannot be completed, it may be resubmitted for shareholder approval as soon as market conditions are deemed appropriate.</p>

9	<p>Are further regulatory/administrative approvals required to enhance the increased voting rights mechanism currently in place?</p> <p>No. For the purpose of enhancing the increased voting rights mechanism currently in place it is sufficient (i) for the Extraordinary Shareholders' Meeting to approve the relevant amendment to the By-laws and (ii) that the conditions subsequent are not fulfilled or, if fulfilled, they are waived by the Board of Directors.</p>
10	<p>How was the withdrawal price due to Diasorin withdrawing shareholders determined?</p> <p>Pursuant to Article 2437-ter of the Italian civil code, the withdrawal price (equal to Euro 103.05 per Diasorin share) has been determined according to the arithmetic average of the daily closing prices of Diasorin shares during the six-month period prior to the date of publication of the notice of call convening the Extraordinary Shareholders' Meeting (published on January 28, 2025).</p>
11	<p>When will the withdrawal price be paid?</p> <p>If the conditions subsequent are not fulfilled, or if they are waived, the withdrawal price shall be paid to the withdrawing shareholders of Diasorin in accordance with applicable Italian laws and regulations within 180 days from notice of withdrawal (foreseeably within the month of August 2025).</p>
12	<p>Will Diasorin shareholders be entitled to sell their shares following the exercise of their withdrawal right?</p> <p>No. Following the exercise of the right of withdrawal the shares will be locked-up and, pursuant to a mandatory provision of law, may not be sold or disposed of prior to completion of the withdrawal procedure. In particular, the shares in relation to which the withdrawal right has been exercised will be blocked for a period of up to 180 days from notice of withdrawal in the event that the withdrawal procedure is completed (i.e. the conditions subsequent are not fulfilled or if they are waived). The verification of the fulfilment of the conditions subsequent is expected to be completed by the month of May 2025.</p>
13	<p>What are the requirements for Diasorin shareholders to be complied with in order to withdraw? What are the actions Diasorin shareholders need to take to exercise withdrawal?</p> <p>Eligible shareholders can exercise their withdrawal right, in relation to some or all of their shares, by sending a declaration via registered mail to Diasorin S.p.A. c/o Spafid, Foro Bonaparte 10, 20121 Milano, no later than 15 days following registration with the Companies' Register of Vercelli of the minutes of the Extraordinary Shareholders' Meeting approving the amendments to the Articles of Association. Notice of the registration will be published in a daily national newspaper, on Diasorin's corporate website (https://int.diasorin.com/en/newsroom/) and via the transmission system E-MARKET SDIR and the storage device E-MARKET STORAGE which can be consulted on the website www.emarketstorage.com.</p> <p>The declaration must provide: (i) personal details of the withdrawing shareholder, including tax code; (ii) contact details for the withdrawing shareholder – including telephone number and, where possible, e-mail address – for communications related to the procedure; and (iii) the number of shares in relation to which the withdrawal right is exercised.</p> <p>The declaration must also provide details of the intermediary with which the shares are deposited, together with a statement from the withdrawing shareholder declaring that the shares are free and clean of pledges and other encumbrances. The withdrawing shareholder must also instruct the intermediary to send the appropriate communication to Diasorin S.p.A. c/o Spafid, Foro Bonaparte 10, 20121 Milano, attesting that the withdrawing shareholder was the holder of the shares prior to the shareholders' meeting at which the resolution triggering the withdrawal right was approved. All information for Diasorin shareholders regarding the withdrawal process will be made available by means of the publication of a notice/press releases.</p>
14	<p>Are the amendments to the By-laws subject to the exercise of creditors' option rights?</p> <p>No.</p>
15	<p>How are proxies given to the Designated Representative? Who to contact in case of need for further clarification?</p> <p>Those who are entitled to vote and intend to exercise their vote will necessarily have to grant – without any charges to the delegating party (except for any delivery costs) – a proxy as well as voting instructions to Monte Titoli S.p.A., with registered office in Milan (MI), in its quality of Designated Representative.</p> <p>The proxy with voting instructions must be received by the Designated Representative – together with a copy of a valid identity document of the delegator, or, if the delegator is a legal entity, of its pro tempore legal representative or another person holding appropriate powers, along with suitable documentation certifying their qualification and powers – by the end of the second trading day prior to the date of the Extraordinary Shareholders' Meeting (i.e., by 23:59 CET on February 26, 2025), using one of the following alternative methods:</p> <ul style="list-style-type: none"> - transmission of an electronically reproduced copy (PDF) to the certified email address rd@pec.euronext.com (re: "Delega Assemblea DIASORIN FEBBRAIO 2025") from your own certified email address (or, if unavailable, from your email address; in such cases, the proxy with voting instructions must be signed with a qualified electronic signature or digital signature); or - transmission of the original document, via courier or registered mail with return receipt, to the address: Monte Titoli S.p.A. – Attention Register & AGM Services Office, Piazza degli Affari n. 6, 20123 Milan, (re: "Delega Assemblea DIASORIN FEBBRAIO 2025") with an advance copy sent electronically (PDF) via email to the address rd@pec.euronext.com (re: "Delega Assemblea DIASORIN FEBBRAIO 2025").

	<p>The proxy will be valid only for the resolutions for which voting instructions are provided.</p> <p>Proxies and/or sub-proxies, necessarily containing voting instructions on all or certain items on the Agenda, may be also granted to the above-mentioned Designated Representative through the use of a specific form available on the Company's internet website https://int.diasorin.com/it/azienda/governance/assemblea-azionisti. For the granting and notification of such proxies/sub proxies, also by electronic means, the procedures described in the proxy form must be followed.</p> <p>The proxy must be received by 23:59 CET on February 26, 2025 (being the second trading day prior to the date of the Extraordinary Shareholders' Meeting).</p> <p>For further clarifications regarding the granting of the proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and the voting instructions and their submission), please contact Monte Titoli S.p.A. by email at rd@pec.euronext.com or at the following phone number (+39) 02.33635810.</p>
16	<p>May Diasorin shareholders change their voting instructions after conferring a proxy to Monte Titoli S.p.A. or revoke their proxies?</p> <p>Pursuant to Article 135-undecies TUF, proxies and voting instructions to Monte Titoli S.p.A. may be revoked or changed up to the start of the shareholders' meeting proceedings.</p>
17	<p>Who can vote at the Extraordinary Shareholders' Meeting? When will the Extraordinary Shareholders' Meeting be considered regularly convened and the resolution validly adopted?</p> <p>The record date is on February 19, 2025, namely the seventh trading day prior to the date of the Extraordinary Shareholders' Meeting.</p> <p>Eligible holders of Diasorin shares on the record date are entitled to vote at the Extraordinary Shareholders' Meeting by delegating the Designated Representative appointed by the Company.</p> <p>As the Extraordinary Shareholders' Meeting will be held on a single call, it will be considered regularly convened if at least one-fifth of the share capital is represented ("<i>quorum costitutivo</i>"). Abstentions will be included in the calculation of the number of Diasorin shares represented at the meeting for the purposes of determining whether or not a quorum has been reached. At the Extraordinary Shareholders' Meeting, resolutions are adopted with the favourable vote of at least two-thirds of the voting rights represented at such meeting ("<i>quorum deliberativo</i>"). Abstentions will have the same effect as votes 'AGAINST' the proposal to approve the amendment.</p>
18	<p>Timing and brief overview of the proposed transaction to enhance the increased voting rights mechanism.</p> <ol style="list-style-type: none"> 1. January 27, 2025: announcement of the approval of the amendments to the By-laws by the Board of Directors; 2. January 28, 2025: publication of the notice of call of the Extraordinary Shareholders' Meeting; 3. January 28, 2025: publication of the Directors' Report and the proxy forms; general information under Q&A format and updated version of the By-laws; 4. February 7, 2025: deadline for requesting additions to agenda items; 5. February 13, 2025: making available to the public any reports concerning the integration of the agenda of the Extraordinary Shareholders' Meeting or the presentation of new resolution proposals; 6. February 19, 2025: record date for participation in the Extraordinary Shareholders' Meeting; as well as end of the shareholders' right to submit Q&As on items on the agenda; 7. February 25, 2025: deadline for publication of answers to any Q&As submitted by shareholders by February 19, 2025; 8. February 28, 2025: Extraordinary Shareholders' Meeting to approve the amendments to the By-laws; 9. If approved, the amendments to the By-laws will become effective as of the date of registration of the resolution approving the amendment proposal with the Companies' Register. A press release will be issued on that date as the determination of the date of registration does not depend on Diasorin; 10. Shareholders who did not approve the resolution on the enhancement of the increased voting rights (i.e., shareholders who did not attend the Extraordinary Shareholders' Meeting or who voted against the proposed resolution or who abstained from voting) will be entitled to exercise their withdrawal right no later than 15 days following the registration of the minutes of the Extraordinary Shareholders' Meeting with the Companies' Register of Vercelli; 11. Once the 15-day period has expired, withdrawing shareholders' shares will be offered in option ("<i>diritto di opzione</i>") and pre-emption ("<i>diritto di prelazione</i>") to the other shareholders; 12. Subsequently, the non-pre-empted shares may be offered to third parties; 13. The above-mentioned procedure to offer and sell shares, as well as the payment of any amount due to withdrawing shareholders, will be conditional upon the non-fulfilment of any of the conditions subsequent which the amendment of the By-laws relating to the enhancement of the increased voting rights is subject to, which nonetheless may be waived by the Company; and 14. The withdrawal price will be paid to those shareholders exercising the withdrawal right, after verification that the conditions subsequent have not been fulfilled (or been waived), which is expected to take place by the month of May 2025.

	<p>In the meantime, from the request of withdrawal until the verification that the conditions subsequent were not fulfilled, withdrawing shareholders may not sell or otherwise dispose of any of the shares in respect to which the withdrawal right has been exercised. After verification that the conditions subsequent have not been fulfilled (or been waived), the withdrawal price will be paid to those shareholders exercising the withdrawal right; the payment is expected to take place by the month of August 2025.</p>
<p>19</p>	<p>Could you elaborate further on the exercise of corporate rights (economic and otherwise) relating to shares withheld during the period of lock-up between withdrawal and liquidation (e.g. dividend distribution, voting rights, etc.)?</p> <p>Upon receipt by the Company of the relevant withdrawal notice, the withdrawing shareholders will lose the corporate rights associated with the shares in relation to which the right of withdrawal has been exercised and, therefore, will not be able to attend and vote at the Company's shareholders' meetings convened following the effectiveness of the amendment to the By-laws, nor will they be entitled to receive any dividends that may be resolved upon and distributed thereafter.</p> <p>If the conditions subsequent are satisfied, and consequently the amendment to the Articles of Association in question becomes ineffective, the shares in relation to which the right of withdrawal has been exercised shall continue to be owned by the withdrawing shareholders, without any consideration for withdrawal being paid to such shareholders, it being understood that in such case they will be entitled again to exercise their corporate rights.</p>
<p>20</p>	<p>When and where will the Extraordinary Shareholders' Meeting be held?</p> <p>The Extraordinary Shareholders' Meeting convened to resolve upon the amendments to the By-laws will be held on February 28, 2025 via videoconference.</p> <p>Shareholders may only participate in the Extraordinary Shareholders' Meeting by granting proxy authorization to the Designated Representative, identified as Monte Titoli S.p.A. pursuant to Article 135-undecies TUF and Article 9 of the Company's By-laws. The physical participation of the individual shareholders is therefore precluded.</p>