

Report on the Remuneration Policy

**for the financial year 2026 and on the
compensation paid in the financial year 2025
Diasorin s.p.a.**

(prepared pursuant to Article 123-ter of the TUF and Article
84-quarter of the Issuers' Regulation)





LETTER FROM THE PRESIDENT

Dear Shareholders,

As Chairman of Diasorin's Remuneration and Nomination Proposals Committee, I am pleased to introduce, on behalf of the Board of Directors, the Report on the Remuneration Policy for the year 2026 and on the compensation paid in the year 2025.

The global environment continues to be characterised by high uncertainty, geopolitical complexities and rapid market developments. In this scenario, Diasorin has confirmed a clear medium-long term strategic orientation, leveraging the solidity of its business model, the quality of its diagnostic solutions and the ability to attract and enhance distinctive skills.

The Committee worked during the year with the aim of ensuring a remuneration system consistent with the Group's strategy, capable of supporting the creation of value over time, while promoting responsible, meritocratic behaviour in line with the interests of shareholders.

In this context, particular attention was paid to the issue of salary competitiveness, considered an essential element to ensure managerial continuity and *retention* of key figures. In 2025, therefore, with the support of a leading independent consulting firm, an update of the remuneration benchmark of the CEO and Executives with Strategic Responsibilities was conducted, in order to verify the correct positioning of the overall package with respect to the reference market and to ensure consistency, fairness and sustainability over time.

During the year 2026, there was a change in the role of Chief Financial Officer: Mr. Piergiorgio Pedron resigned with the end of his appointment on 31 March 2026. It was resolved to entrust the responsibility of the Finance function to an internal successor, Mr. Alberto Donati, confirming the solidity of the Group's succession plans and the ability to enhance internal resources within the organization.

The appointment of dr. Donati, qualified as a Manager with Strategic Responsibilities, consequently involves a change in the composition of the category of "Other Strategic Managers", as punctually represented in this Report.

The Remuneration Policy that we submit to your attention is in substantial continuity with the principles that have always distinguished Diasorin's remuneration policy, further strengthening the link between performance, long-term value creation and the competitiveness of the incentive system, also in light of the best market practices and the indications that have emerged from the dialogue activities with investors and proxy advisors.

We believe that a solid, transparent and long-term remuneration system represents a fundamental lever to support the execution of the Group's strategy and accompany Diasorin on its path to sustainable growth.

In thanking you for your attention and for the constant discussion, I am confident that you will be able to find in this Report the prerequisites for a responsible approach consistent with the objectives of creating value for all stakeholders.

Diva Moriani

Chairman of the Nomination and Remuneration
Committee of Diasorin S.p.A.

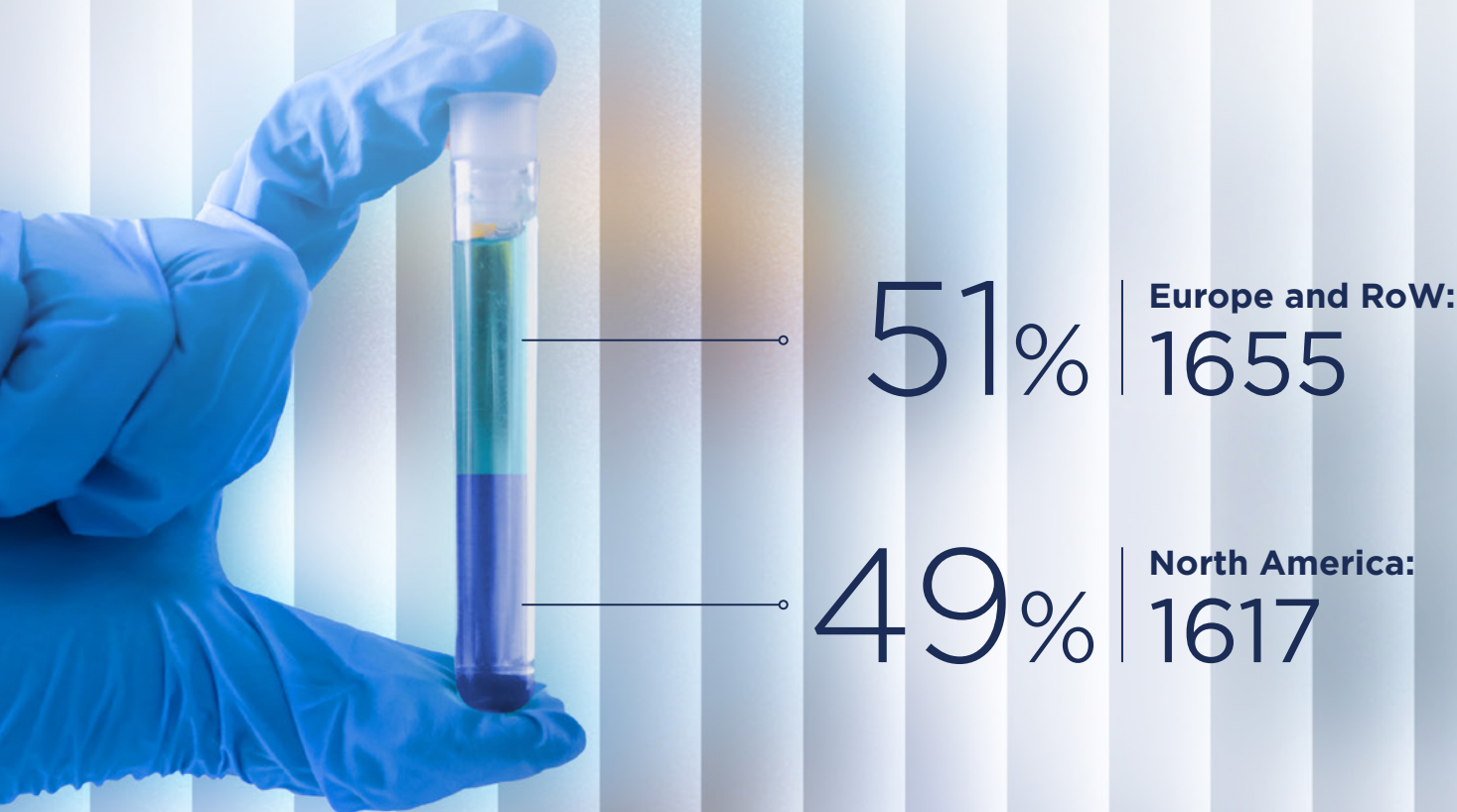
Foreword

Diasorin is today a global multinational company leader in the field of In Vitro Diagnostics (IVD), since 2021 also active internationally in the Life Science sector.

The wide range of diagnostic tests and Life Science solutions, made available through continuous investments in research, positions Diasorin as the player with the widest range of specialty solutions available in the sector and identifies the Group as the “Diagnostics Specialist”.

Diasorin therefore consolidates its market position year after year. All this is possible thanks to the contribution of the people of the Diasorin Group who support the corporate strategy with their work and who have therefore made it possible to successfully complete innovative projects from a business, organizational, managerial and cultural point of view.

Diasorin Group employees as of December 31, 2025



Diasorin Group sales as of December 31, 2025 by geographical area

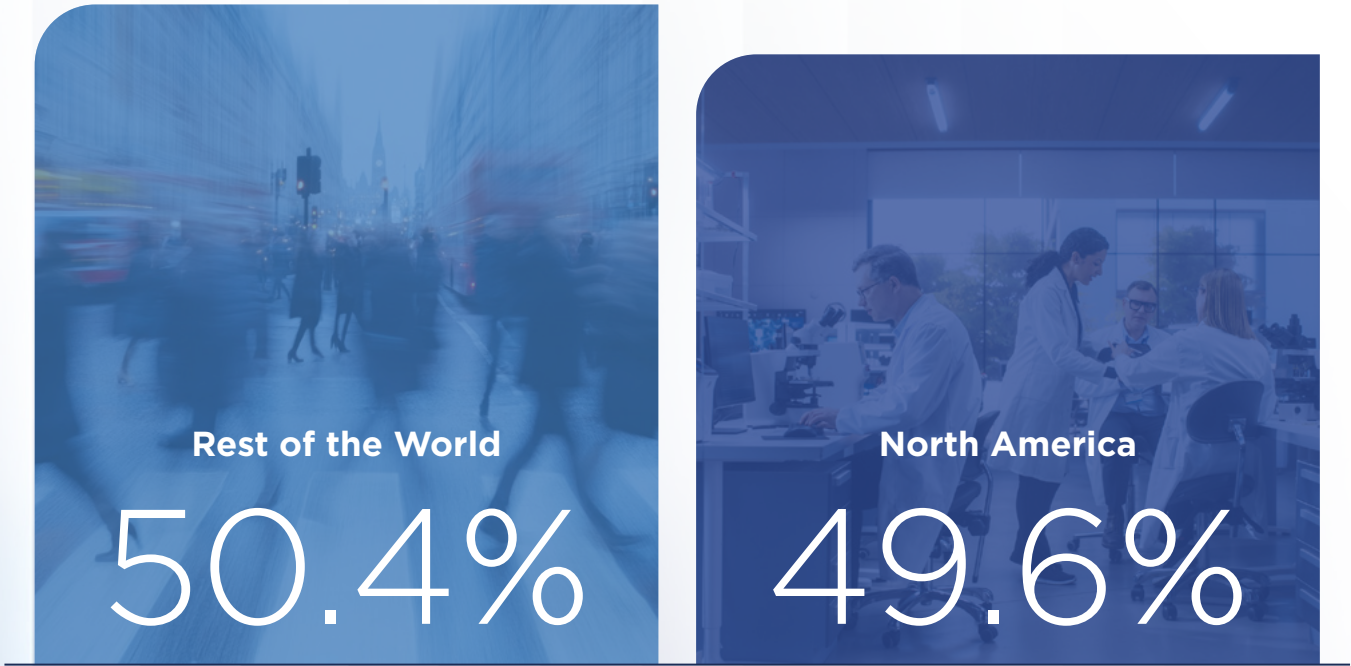




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Introduction

This Report on the remuneration policy and compensation paid (the “**Remuneration Report**” or the “**Report**”) has been prepared pursuant to art. 123-*ter* of the TUF and art. 84-*quarter* of the Issuers’ Regulation and was 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 accordance with Article 123-*ter* of the TUF – illustrates the policy of Diasorin S.p.A. (the “**Company**”, or “**Diasorin**”) regarding the remuneration of Executives with Strategic Responsibilities (without prejudice to the provisions of Art. 2402 of the Italian Civil Code with reference to the members of the Company’s Board of Statutory Auditors) with a duration of one year (the “**Policy**”) and the procedures used for the adoption, review and implementation of this policy, including measures aimed at avoiding or managing potential conflicts of interest;
- Section II, by name for the remuneration attributed to the Directors, members of the Board of Statutory Auditors of the Company and in aggregate form for the remuneration attributed to the Other Executives with Strategic Responsibilities of Diasorin:
 1. provides an adequate, clear and comprehensible representation of each of the items that make up the remuneration, including the remuneration envisaged in the event of termination of office or termination of employment, highlighting their compliance with the relevant Policy and the ways in which remuneration contributes to the long-term results and sustainable success of the Company;
 2. analytically illustrates the remuneration paid during the year, for any reason and in any form, by the Company and its subsidiaries or associates, indicating any components of the aforementioned remuneration that refer to activities carried out in financial years prior to the reference year and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out during the financial year; possibly indicating an estimated value for the components that cannot be objectively quantified in the year.

In addition, Section II contains information relating to the shareholdings held, in Diasorin and its subsidiaries, by the members of the administrative and control bodies and by the Other Executives with Strategic Responsibilities of the Company, as well as by spouses and minor children, directly or through subsidiaries, trust companies or through third parties, In accordance with the provisions of art. 84-*quarter* of the Issuers’ Regulation.

The Report is made available to the public at the registered office in Saluggia (VC), via Crescentino snc, as well as on the Website, section “Group”, “Governance”, “Shareholders’ Meeting”, “2026”.





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1.1. What’s new in the 2026 Remuneration Policy Report

In preparing the Remuneration Policy for the 2026 financial year, Diasorin took into consideration a benchmark analysis of the remuneration packages of the CEO/General Manager, CCO and Other Executives with Strategic Responsibilities carried out also in consideration of the indications obtained from discussions with the financial community and asset managers. The benchmark was carried out with the independent support of Willis Towers Watson.

The benchmark analysis – carried out on a panel of national and international companies comparable in terms of sector, size and complexity – covered the entire pay mix (fixed component, short and long-term incentives), with the aim of:

- verify the competitive positioning with respect to the reference market;
- ensure internal consistency and equal treatment between top roles;
- assess the alignment between the structure of compensation packages and market best practices.

In light of the evidence that has emerged, the 2026 Policy is in substantial continuity with respect to the remuneration system of the CEO/General Manager and the CCO, confirming its structure.

With regard to the Other Executives with Strategic Responsibilities, an adjustment of the remuneration packages has been envisaged, with the aim of bringing the positioning back into a competitive range consistent with the reference market.

During the year 2026, there was a change in the role of Chief Financial Officer: Mr. Piergiorgio Pedron resigned with the end of his appointment on 31 March 2026. It was resolved to entrust the responsibility of the Finance function to an internal successor, Mr. Alberto Donati, confirming the solidity of the Group’s succession plans and the ability to enhance internal resources within the organization.

The appointment of dr. Donati, qualified as a Manager with Strategic Responsibilities, consequently involves a change in the composition of the category of “Other Strategic Managers”, as punctually represented in this Report.

The main change introduced in the 2026 Report is set out below.

Contents of the Policy	Pag.
Remuneration <i>benchmark</i> for the elaboration of the 2026 Policy	42

It should also be noted that, in light of the benchmark analyses and engagement activities carried out:

- the presence of a sustainability objective, structured in quantitative and qualitative sub-objectives, in the 2026 MBO Plan of the CEO/General Manager has been confirmed (for further references, please refer to paragraph 1.8);
- the presence of a sustainability objective, structured in quantitative and qualitative sub-objectives, was confirmed in the 2026 MBO Plan of the CCO and two Other Executives with Strategic Responsibilities (for further references, please refer to paragraph 1.8);



1.2. Outcome of the Shareholders' Meeting votes

Diasorin attaches great importance to the assessments expressed by each stakeholder and promotes opportunities for discussion with its shareholders, potential investors, analysts and other financial market operators.

To this end, the Company has analysed the voting results expressed by shareholders in relation to Section I and Section II, the voting indications expressed by the main *proxy advisors* and in the post-Shareholders' Meeting phase by some shareholders.

In continuity with past years, an engagement activity was launched with some proxy advisors aimed at identifying areas for improvement of the Policy and providing even greater disclosure with respect to the issues of interest to investors.

In addition, the Company has made itself available to support proxy advisors by verifying the correctness of the analyses carried out on the corporate information published by the Company prior to the publication of the relevant voting recommendations.

In the event of significant changes in investors' voting policies, the results of the pre- and post-shareholders' engagement activities are shared with the Remuneration Committee, the Corporate HR function, the Corporate Legal function and the *Communication & IR function*, as well as with top *management*.

The Shareholders' Meeting held on 28 April 2025 resolved in favour and binding on Section I relating to the Policy for the year 2025, with a percentage of votes in favour equal to 84.587% of the votes represented at the Shareholders' Meeting. With respect to Section II relating to the remuneration paid in the 2024 financial year, it expressed an advisory face with a percentage of votes in favour equal to 93.770% of the votes represented at the Shareholders' Meeting.

The results of the votes on Sections I and II of the Remuneration Reports published from 2023 to 2025 are presented below.

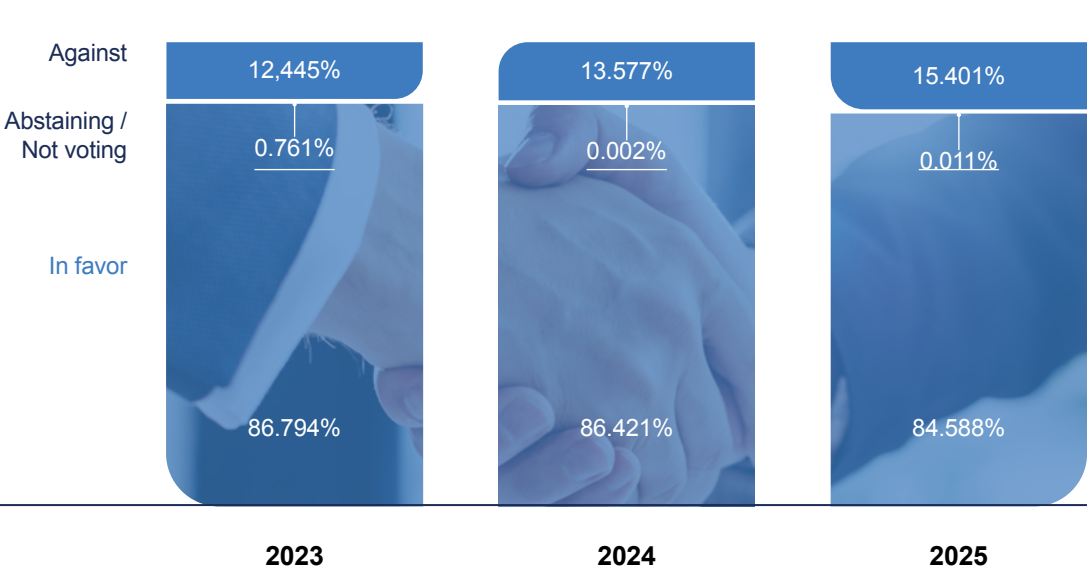
The analysis of the votes of the shareholders' meeting was supplemented with the examination of the feedback received from some asset managers during the usual dialogue activities with the financial community, also conducting some *conference calls*, with the aim of deepening the considerations expressed by them regarding the 2025 Remuneration Policy.

The dialogue provided the Remuneration Committee and the corporate entities involved with indications on the point of view of investors and, more generally, of the market regarding the characteristics of the Policy.

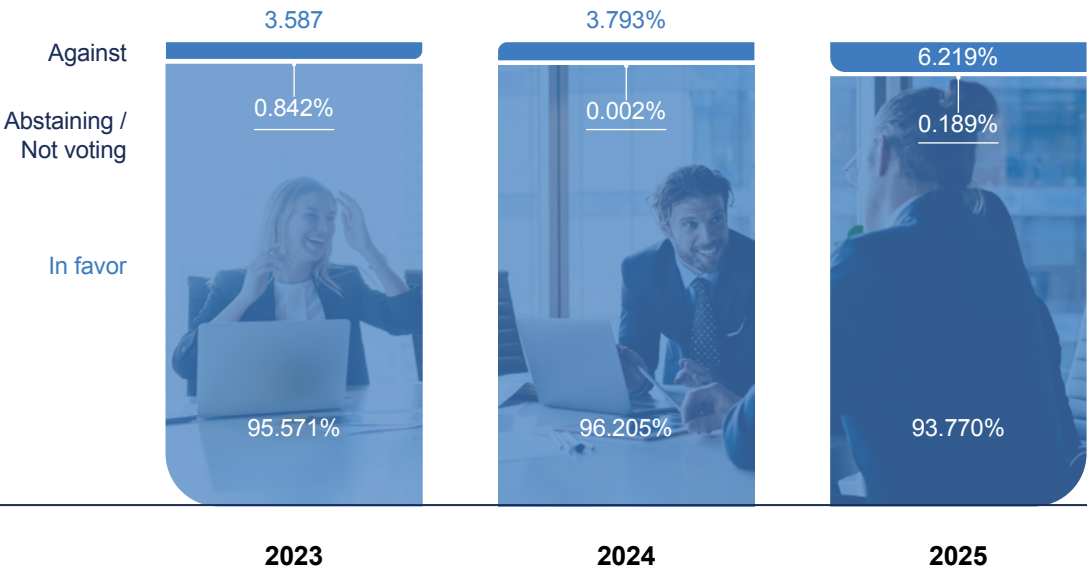
In particular, the comments made by investors were most recently shared with the Remuneration Committee at the meeting of 25 November 2025.



Votes on Section I – Remuneration Policy



Votes on Section II – Remuneration paid



Executive Summary - Remuneration Policy 2026

Component	Aims and characteristics	Implementation
Fixed salary (RAL, Gross Annual Salary)	Enhances the professional, technical and managerial skills required by the role.	Salary positioning assessed on the basis of the level of responsibility, experience and <i>performance</i> in line with the market benchmark carried out in 2025 with the support of specialised consulting firms RAL: - CEO/DG: € 1,100,000 - CCO: € 560.000 - Other Strategic Executives: € 620,000¹ It should be noted that the remuneration received by the CEO/DG is provided exclusively for the office of General Manager. The office of Chief Executive Officer is not remunerated.
Short-term variable compensation (MBO)	It promotes the achievement of strategic, financial and sustainability objectives.	Assignment of individual objectives linked to the <i>Group's</i> Performance Management Process. CEO/DG: - Target: € 770,000 (equal to 70% of the fixed salary) - Payout range: 0%-130% of Target - KPIs: (i) Group EBIT (90% of the incentive that can be accrued at target); (ii) 2026 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of the incentive accrued at the target) CCO: - Target: € 392,000 (equal to 70% of the fixed salary) - Payout range: 0%-130% of Target - KPIs: (i) Group EBIT (90% of the incentive that can be accrued at target); (ii) 2026 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of the incentive accrued at the target) Other Strategic Executives: - Target: 60% of fixed salary - Payout range: 0%-130% of Target - KPIs: (i) Group EBIT; (ii) qualitative and quantitative objectives of the 2026 Sustainability Goals, structured in qualitative and quantitative sub-objectives; (iii) objectives related to individual responsibilities and the function managed Claw back <i>clause</i>

¹ Please refer to the definition of Other Strategic Executives, specifying that the subjects covered by this definition to whom the 2026 Policy is addressed are the Senior Corporate V.P. Human Resources Dr. Amelia Parente and the Chief Financial Officer Mr. Alberto Donati.

Component	Aims and characteristics	Implementation
Long-term variable compensation (Stock Option Plans and 2025 Equity Plan)	It promotes the sustainability of value creation in the medium to long term for shareholders in implementation of the “ <i>pay for performance</i> ” principle, promoting engagement, alignment of interests and a sense of belonging to key resources.	CEO and CCO: 2023 and 2026 Stock Option Plan: number of options assigned in line with the role held and based on market practices. Other Strategic Executives: 2025 and 2026 Stock Option Plan: number of options assigned in line with the role held and based on market practices 2025 Equity Plan: number of shares assigned in line with the role held and based on market practices. It should be noted that the Equity Plan is structured as follows: 50% in Performance Shares and 50% in Restricted Shares. Performance Shares are subject to the achievement of a performance target. Restricted Shares, which are not conditional on the achievement of economic and financial objectives but are subject to time vesting mechanisms, are a widely used tool in the reference sector and meet the need for retention and stabilisation of key talents in a market characterised by high competition.
Non-monetary benefits	An integral part of the remuneration package, they are characterized by their predominantly welfare and social security nature or instrumental to the activity carried out.	They are determined in compliance with the provisions of collective bargaining and national and company legislation. CEOs, CCOs and Other Strategic Executives: - Supplementary health care - Supplementary pension provision - Company car
Allowance	Severance indemnity aimed at protecting the interests of the company and of Executives with Strategic Responsibilities.	Differential treatment is provided for the CEO/General Manager and the other Executives with Strategic Responsibilities. In the case of the CEO/General Manager, the indemnity can reach up to a maximum of 36 months' annual salary useful for calculating the severance indemnity (in residual and specifically justified cases), while in the case of the CCO, the severance indemnity can have a maximum amount not exceeding 24 months' annual salary useful for calculating the severance pay (always in residual and specifically motivated cases) With regard to Other Executives with Strategic Responsibilities, there are no severance indemnities.
Other Allowances	<i>Housing allowance</i> in line with market practices aimed at encouraging the approach to the new place of work.	Other Executives with Strategic Responsibilities € 2,400 gross per month for 36 months from the assumption of the role.

1.3 The Guiding Principles of the Remuneration Policy

The Policy defined by the Company and illustrated in this Report has a duration of one year and is implemented with the help of the Remuneration Committee, which is entrusted with the task of monitoring its concrete implementation and periodically assessing its adequacy and overall consistency.

The remuneration policy for all Group employees, including Executives with Strategic Responsibilities, is based on the core philosophy of meritocracy and is designed to support the execution of the corporate strategy, attract and retain critical skills, strengthen accountability at all levels and reward performance in a fair, transparent and consistent manner.

Leaders operating at all levels of the group are therefore responsible for creating successful teams, in line with Diasorin's culture and values, and for recognizing employee performance and contributions.

Diasorin is also committed to ensuring equal opportunities for all employees. Diversity, equity, and inclusion are integral to the compensation philosophy and are key factors for long-term organizational success.

Today Diasorin is a multinational company and considering the breadth 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 achieve its mission and achieve success depends on the skills and contribution of all employees. For this reason, particular energy is placed on creating a positive and rewarding *employee experience* with the aim of strengthening the sense of belonging and the passion with which we are committed to fulfilling our mission as "*the Diagnostic Specialist*".

1.4 Policy and Procedures Used

The implementation of the remuneration policy for all Group employees, including Strategic Managers, is based on a clear, fair and easily communicable methodology and remuneration tools aimed at balancing retention needs with the pay-for-performance principle. There is a basic consistency in the determination of the Policy of Strategic Managers and that referring to the other employees of the Group, although there is no direct link between them (due to the different strategic responsibilities related to the role and the non-fungibility of the work performed and expected by the Strategic Managers, which are not comparable to those of other employees). In particular, the performance objectives identified for Managers with Strategic Responsibilities are applied and reported in a uniform manner 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.

Starting from the 2023 financial year, Diasorin's commitment to Sustainability has intensified, for example 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) projects and are developed along three main lines: projects that have among their objectives the development of a passion for science, the support of individual talent and the achievement of a positive impact on the environment and people. In order to further increase the positive effect of the projects developed in the field of supporting talents and enhancing science, the Diasorin Foundation was established in July 2020, of which Diasorin S.p.A. is the sole funder. The Foundation, created to give continuity to 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 tenth edition for secondary school students and recognized for five years as a project to enhance excellence.
- **Mad for Science for Teachers**, launched during the 2021-22 school year and dedicated to science teachers throughout the country to support both theoretical and experimental continuous training in the laboratory. The Diasorin Foundation has been recognized by the Ministry of Education and Merit as a training institution, given the high scientific level of the initiatives carried out.
- **Face to face with Research**, launched in the 2023-24 school year and carried out in collaboration with the Telethon Foundation, which allows students from the winning schools of the Mad for Science competition to meet scientists funded by the Telethon Foundation for the purpose of orientation to scientific careers. During 2025, the project involved 1500 students throughout Italy.

The Foundation therefore represents a concrete testimony of Diasorin's commitment to the younger generations and the world of education, promoting scientific culture and helping to build scientific citizenship, activating intelligences and creativity that contribute to Sustainability. Furthermore, through the development of projects that allow students and teachers to participate actively and consciously in the world of science, the Foundation operates in line with the current challenges of our society in which science is increasingly involved in ensuring the health of people and the environment.



With respect to the growth and development of its people, the Diasorin Group has always been committed to investing in training.

Given the highly technical and scientific profile of employees, the development of interventions aimed at maintaining and strengthening skills and knowledge is crucial for Diasorin's business.

The Group has also committed to the definition of a *Diasorin Leadership Academy*, dedicated to all figures with a managerial role within the organization.

During 2026, the Diasorin Leadership Academy will deal with various topics aimed at creating more space for innovation and collaboration, with the aim of creating a work environment that fosters the development of the talents of the group's employees.

In addition to the above, through the annual *Performance Management* process, a constant dialogue is promoted about the contribution made to the company's growth and the behaviours adopted to achieve the assigned objectives. This approach makes it possible to promote the growth of employees in a fair way and to define individual development plans characterized by qualified and inclusive training, which can represent an opportunity to enhance the talents of each employee.

The performance system is also one of the key elements used for the recognition of merit in the Group's remuneration policy, which accompanies the professional development of the individual by rewarding the individual contribution to the company's results.

In particular, the Group's approach to remuneration is based on the following criteria:

- **Performance evaluation:** part of the remuneration is linked to the evaluation of performance. This approach is designed to motivate employees to excel, increase a sense of responsibility and support long-term value creation for the Group.
- **Internal equity:** Salary levels are determined on the basis of the role, responsibilities assigned, organizational impact, and skills required. This approach ensures consistency and fairness between comparable positions within the Group.
- **Competitive with respect to the market:** Diasorin is committed to ensuring competitive salary opportunities aligned with the best market practices, while taking into account geographical and functional differences.

Employee acquisition, development and well-being are therefore confirmed to be the critical success factor for the implementation of the Diasorin Group's long-term strategy.



Diasorin's Remuneration Policy is differentiated according to the category of recipients, providing for a differentiation of the remuneration packages for the CEO/General Manager and the CCO, the non-executive members of the Board of Directors, for 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 provides for a fixed component and a variable component, divided into incentives linked to corporate profitability and aimed at management *retention*. It is also implemented through the establishment of special corporate incentive plans that provide for the assignment of *Stock options* or shares issued by the Company (such as the 2025 Equity Plan) and/or other Long Term Incentive plans. The short-term variable component is linked to the achievement of performance targets, where the 2025 Equity Plan is linked to these objectives to the extent of 50% of the target incentive, while the remaining 50% is allocated in the form of Restricted Shares.

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 the corporate strategy is provided through:

- the pursuit of a policy of loyalty and incentives for the Group's key employees who are recipients of *Long Term Incentive* plans, through their involvement in the corporate structure and the maintenance of their specific skills in the Company, through rewards in relation to the economic results and future development of the Company itself;
- the implementation of the "*pay for performance*" principle, through the provision of performance objectives in short-term incentive instruments (MBOs) and within the 2025 Equity Plan.

With a view to increasing alignment with the '*pay for performance*' principle, the Board of Directors on March 14, 2025 proposed to the Shareholders' Meeting the approval of the new 2025 Equity Plan, also addressed to individuals who may be classified as Other Key Management Personnel.

In accordance with the provisions of the Related Parties Regulation, as implemented in Diasorin's Procedure for Transactions with Related Parties², 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 regarding the remuneration of Directors and Other Executives with Strategic Responsibilities.

The above provided that:

- the company has adopted a Policy approved by the Shareholders' Meeting;
- a committee consisting exclusively of directors or non-executive directors, the majority of whom are independent, has been involved in the definition of the Policy;
- the remuneration awarded both identified in accordance with this Policy and quantified on the basis of criteria that do not involve discretionary assessments.

² The procedure is available on the Company's website www.Diasoringroup.com, in the "Governance/Governance Documents/Corporate Procedures" section.

1.5. Bodies or persons involved in the preparation, approval and possible revision of the remuneration policy, with specification of their respective roles, as well as the bodies or persons responsible for the correct implementation of this policy

The Policy is defined following a formalised process that involves:

- i. the Shareholders' Meeting;
- ii. the Board of Directors;
- iii. the Remuneration and Nomination Proposals Committee;
- iv. the Board of Statutory Auditors;
- v. the Group Human Resources Department;
- vi. Independent Experts



(i) Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the total annual remuneration of the members of the Board of Directors³ for the entire duration of the mandate;
- determines the remuneration of the members of the Board of Statutory Auditors;
- expresses, in accordance with the provisions of Article 123-ter of the TUF, (i) a binding vote on Section I of the Report at the interval required by the duration of the Policy (i.e. on an annual basis) and in any case on the occasion of amendments to the latter 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 remuneration in accordance with the most recent Policy approved by the Shareholders' Meeting or, failing that, in accordance with current practices. At the next Shareholders' Meeting to approve the financial statements, the Company must submit a new Policy to the vote of the Shareholders' Meeting.

(ii) Board of Directors

The Board of Directors:

- appoints a Remuneration Committee, with investigative, advisory and propositional functions, with regard to remuneration and remuneration paid;
- in line with the Policy, determines the remuneration of Directors vested with special offices in compliance with the total remuneration determined by the Shareholders' Meeting pursuant to art. 2389, paragraph 3, of the Civil Code, subject to the opinion of the Board of Statutory Auditors, and upon proposal or hearing the opinion of the Remuneration Committee;
- identifies the Other Managers with Strategic Responsibilities;
- determines the remuneration of Executives with Strategic Responsibilities in accordance with the provisions of the Policy;
- prepares any remuneration plans based on shares or other financial instruments intended for directors, employees and collaborators, including Executives with Strategic Responsibilities, submits them to the approval of the Shareholders' Meeting pursuant to Article 114-bis of the TUF and oversees their implementation.
- defines the Policy, on the proposal of the Remuneration Committee, oversees its implementation, as well as its possible revision, and approves the Remuneration Report, submitting them to the subsequent vote, binding with reference to Section I and advisory with reference to Section II, of the Shareholders' Meeting;

As provided for in paragraph 3-bis of Article 123-ter of the TUF, the temporary deviation from the Policy approved by the Shareholders' Meeting is permitted in exceptional circumstances, i.e. when the derogation 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 stay on the market. On this point, please refer to the following paragraph "*Elements of the policy that can be waived in the presence of exceptional circumstances*" of this Section I.

³ In accordance with art. 2364, paragraph 1, no. 3) and 2389, paragraph 3, of the Civil Code and art. 16 of the Articles of Association.

Composition and responsibilities
of the Board of Directors

The current Board of Directors was appointed at the Shareholders’ Meeting to approve the 2024 Financial Statements (held on 28 April 2025) and is composed of 12 Directors. The Board of Directors will expire with the Shareholders’ Meeting which will be called to approve the financial statements for the year ended 31 December 2027.



Michele Denegri
Chairman of the Board of Directors



Giancarlo Boschetti
Vice Chairman of the Board of Directors



Carlo Rosa
Chief Executive Officer



Chen Even
Chief Commercial Officer



Stefano Altara
Board member



Diva Moriani
Board member



Claudia Motta
Board member



Fioranna Vittoria Negri
Board member



Giovanna Pacchiana Parravicini
Board member



Diego Pistone
Board member



Roberta Somati
Board member



Monica Tardivo
Board member

In order to avoid or manage potential conflicts of interest, the members of the Board of Directors shall abstain from voting on resolutions concerning their remuneration, except in circumstances where the evaluations concern the remuneration of all Directors.

As mentioned above, the Board of Directors is responsible for implementing the Policy, with the power to delegate powers to the Chairman of the Board of Directors or to the CEO of the Company pro tempore in office, subject to the involvement of the Remuneration Committee, in the cases provided for by the policy itself



(iii) Remuneration Committee

The Board of Directors of the Company, in accordance with the provisions of the Stock Exchange Regulations and the Corporate Governance Code, appoints an internal Remuneration and Nomination Proposals Committee, which is assigned the functions provided for by the *Corporate Governance* Code regarding remuneration.

The Committee is composed of three non-executive Directors, the majority of whom meet the independence requirements set out in the *Corporate Governance* Code, with 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 offices, of Other Executives with Strategic Responsibilities, as well as on the setting of *performance objectives* related to the variable component of such remuneration, verifying, in particular, the actual achievement of the objectives. The process of accounting for the objectives is carried out by the Committee with the support of the competent corporate functions;
- periodically assesses the adequacy and overall consistency of the Policy of Directors and Other Managers with Strategic Responsibilities, monitors its concrete application.
- assists the Council in the elaboration of the Policy.
- examines in advance the Report on the Policy and the remuneration paid, which will be approved by the Board of Directors and made available to the public in view of the Annual Shareholders' Meeting.

MEMBERS OF THE COMMITTEE IN OFFICE UNTIL 28 APRIL 2025		n. 2 meetings held
Roberta Somati President		50 minutes average duration of each meeting
Giovanna Pacchiana Parravicini Member	Giancarlo Boschetti Member	100% participation rate

The Remuneration Committee in office from 29 April 2022 until 28 April 2025 was composed of the Directors Roberta Somati (Independent Director) as Chairman, Giovanna Pacchiana Parravicini (Independent Director) and Giancarlo Boschetti (Non-Executive Director)⁴.

Mrs. Roberta Somati has a long professional experience in the economic-financial field, as well as an in-depth knowledge of business organizations in different sectors. Ms. Giovanna Pacchiana Parravicini has extensive experience in labor law and remuneration policies. Mr. Giancarlo Boschetti, in addition to his experience in general *management* and finance, brings a contribution of in-depth knowledge of the Company, its organization and the business in which it operates.

⁴ For further details on the composition and functioning of the Committee, please refer to the “*Report on Corporate Governance and Ownership Structure*” prepared pursuant to art. 123-bis of the TUF and published annually by the Company on the Company's Website, in the “Group”, “Governance”, “Shareholders' Meeting”, “2026” Section.

MEMBERS OF THE COMMITTEE IN OFFICE AS OF DECEMBER 31, 2025		n. 4 meetings held
Diva Moriani President		60 minutes average duration of each meeting
Claudia Motta Member	Giancarlo Boschetti Member	100% participation rate

The Remuneration Committee in office since 28 April 2025 is composed of the Directors Diva Moriani (Independent Director) with the function of Chairman, Claudia Motta (Independent Director) and Giancarlo Boschetti (Non-executive Director)⁵.

Ms. Moriani has extensive experience in the industrial and financial sector - having held prestigious positions in industrial issuers and operating in supervised sectors - as well as in-depth knowledge of remuneration policies. Ms. Claudia Motta has extensive experience in personnel organization. Mr. Giancarlo Boschetti, in addition to his experience in general *management* and finance, brings a contribution of in-depth knowledge of the Company, its organization and the business in which it operates.

(iv) Board of Statutory Auditors

With regard to remuneration, the Board of Statutory Auditors expresses the opinions required by the regulations with referenc, in particular, to the remuneration of Directors vested with special offices pursuant to Article 2389, paragraph 3 of the Civil Code, verifying their consistency with the Policy. The Board of Statutory Auditors regularly participates in the meetings of the Remuneration and Appointments Committee.



⁵ Refer to Note 4.

(v) The Group Human Resources Department

The challenge of the Group's Human Resources is to accompany and support the evolution of the corporate culture through the development of a People Strategy that not only takes into account the nature and diversity of the Group, but is able to manage it in an inclusive way by finding global and local solutions to make the most of the Culture of Merit.

In line with the Corporate Culture, the HR team supports Diasorin's sustainable success and the growth of people who contribute with dedication and passion to the achievement of corporate objectives. In this context and in line with the guiding 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 resources and, at the same time, align the interests of management with the primary objective of promoting the pursuit of sustainable success, for the benefit and in the interest of shareholders and all *other stakeholders*.

In synergy with the company functions concerned and in compliance with the company's organisational evolution, the Human Resources Department has the task of:

- contribute to the evolution of corporate culture, promoting a real enhancement of merit and supporting management in its concrete application within the organization;
- ensure the updating, implementation and *governance of the Performance, Compensation and Talent Management* processes at Group level;
- propose updates to the Policy and the tools related to it, verifying their impact and ensuring their governance;
- ensure the implementation of a structured and effective Performance Management system and the consequent link to remuneration actions aimed at recognising the merit of management and each employee;
- collaborate with the Remuneration Committee in the development of indicators, benchmarking analyses useful for the evaluation of key roles and for the estimation of remuneration components in line with market best practices;
- support management in the application of the Remuneration Policies at Group level, monitoring their consistency, including through objective tools for comparison with the external and internal market;
- support management for issues related to the organization, and to the management and development of employees;
- attract talents from the market by enhancing their skills with the reference market;
- ensure an effective onboarding process for new colleagues with the ultimate aim of cultivating a sense of belonging;
- develop individual and *teamworking skills* in the different geographies in which the Group operates in order to contribute to the creation and maintenance of an environment conducive to business and innovation;
- contribute to a fair vision of the entire company population and with the aim of promoting and managing organic and harmonious Personnel Policies in relation to the different segments of the company population.

(vi) Intervention of independent experts

Diasorin defines its policies and verifies the remuneration structure also on the basis of analyses conducted with the support of consultants, using market benchmarks referring to companies in the sector considered comparable, both in terms of size and business affinity (so-called "*peer group*"), monitoring trends and best practices in the Italian and global market.

In 2025, the Company relied on Willis Towers Watson for methodological and market benchmark support in the remuneration of the CEO/General Manager and Other Strategic Executives. For more information on these benchmark analyses, shared with the Remuneration Committee on 25 November 2025 and whose assessments were also taken into account for the preparation of the 2026 remuneration policy, please refer to paragraph 1.9 below for further information.



1.6. Remuneration of members of the administrative bodies

Pursuant to art. 16 of the Articles of Association, the Directors are entitled to an annual remuneration – which is resolved by the Ordinary Shareholders’ Meeting which appoints them – and to the reimbursement of expenses incurred for reasons of their office.

The Shareholders’ Meeting may determine a total amount for the remuneration of all Directors, excluding those vested with operational powers, whose remuneration is determined by the Board of Directors, after consulting the Board of Statutory Auditors. As an alternative to the above, the Shareholders’ Meeting always has the right to determine an overall amount for the remuneration of all Directors, including those vested with special offices.

The remuneration for the Board mandates, established cumulatively by the Shareholders, is then distributed by the Board of Directors, after consulting the Board of Statutory Auditors, taking into account the roles held and the offices assumed, and provide only for fixed components for the mandate and the various offices. This is without prejudice to any special assignments pursuant to Article 2389, paragraph 2, of the Civil Code.

The Chairman and the Vice-Chairman of the Board of Directors enjoy a specific remuneration defined in relation to the role held.

Directors who perform the functions of Chairman or member of the Remuneration Committee, the Control, Risk and Sustainability Committee and the Committee for Transactions with Related Parties shall be remunerated in addition to that of a Director.

The non-executive Directors receive only fixed remuneration and do not participate in any incentive plan adopted by the Company and, in particular, cannot benefit from Stock Option Plans or the Equity Plan.

The members of the Board of Directors are guaranteed insurance coverage to cover civil liability towards third parties for events attributable to the performance of their functions (so-called D&O, *Directors’ & Officers’ Liability*)

The Board of Directors enjoys the annual remuneration for the term of office approved by the Company’s Shareholders’ Meeting at the time of appointment (most recently held on 28 April 2025), on the basis of the proposals submitted by the Shareholders. In particular, the aforementioned Shareholders’ Meeting resolved to allocate to the Board of Directors a total gross annual remuneration not exceeding € 1,200,000.00 to be divided internally in the manner established by the Board.

The Board of Directors, at the end of the meetings of 28 April 2025 and 6 May 2025, divided the aforementioned total remuneration determined by the Shareholders’ Meeting as follows:

Charge	Annual compensation
Chairman of the Board of Directors	€ 400,000.00
Vice-Chairman of the Board of Directors	€ 150,000.00
Non-executive director	€ 50,000.00
Chairman of the Board Committee	€ 15,000.00*
Member of the Board Committee	€ 10,000.00*

* To the aforementioned remuneration must be added those received as a Director.

It should be noted that the Policy does not provide for remuneration for persons who are members of the Board of Directors, who already receive remuneration due to their managerial employment relationship with the Company.

The directors who do not receive compensation as executives of the Company are the current Chief Executive Officer Mr. Carlo Rosa, who is already the recipient of remuneration only as CEO/General Manager, and Mr. Chen Menachem Even, who is already the recipient of remuneration as CCO of the Company.

1.7. Remuneration of members of the supervisory bodies

Charge	Annual compensation
Chairman of the Board of Statutory Auditors	€ 60,000.00
Statutory Auditor	€ 50,000.00

Pursuant to art. 2402 of the Civil Code, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders’ Meeting at the time of appointment for the entire duration of their office in a fixed annual amount. The Statutory Auditors are also entitled to the reimbursement of documented expenses incurred for office reasons.

The members of the Board of Statutory Auditors are also guaranteed insurance coverage to cover civil liability towards third parties for events attributable to the exercise of their functions (so-called D&O, *Directors’ & Officers’ Liability*).

It should be noted that the Shareholders’ Meeting of 28 April 2025, which resolved on the renewal of the supervisory body, established the annual remuneration of the Chairman of the Board of Statutory Auditors at € 60,000 and of the Standing Auditors at € 50,000. These remuneration, higher than those envisaged for the 2022-2024 term, were determined by the Shareholders’ Meeting taking into account the sector in which the Company operates, its dimensional evolution and the increasing complexity of processes.

For further information, please refer to the guidelines prepared by the Board of Statutory Auditors in view of the appointment of the new supervisory body, published as an annex to the Explanatory Reports pursuant to Article 125-ter of the TUF on the Website in the “Group”, “Governance”, “Shareholders’ Meeting”, “2025” Section.



1.8. Remuneration of the CEO/General Manager, the CCO and the Other Executives with Strategic Responsibilities.

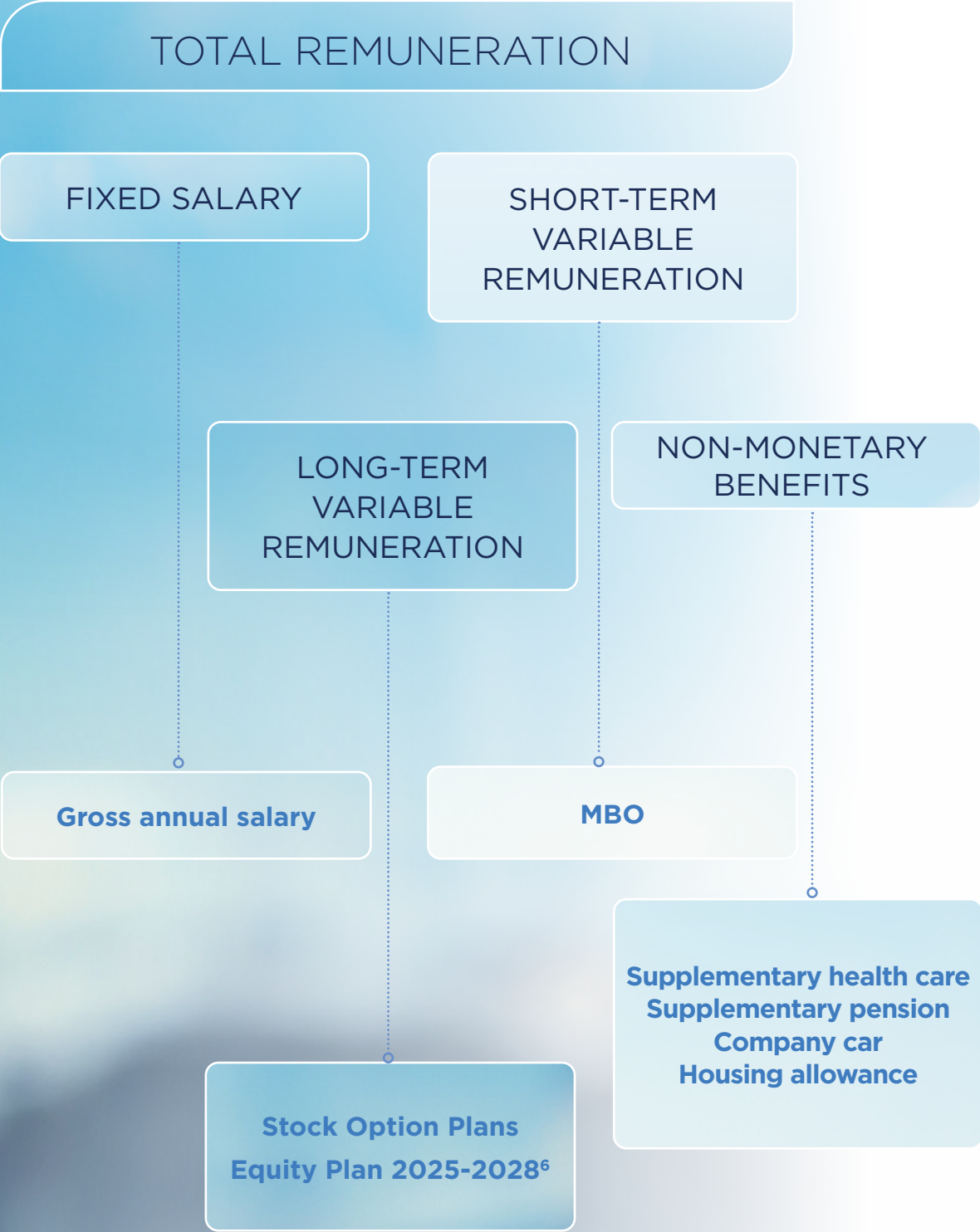
Principles of the CEO/General Manager, CCO and Other Executives with Strategic Responsibilities Policy.

The Remuneration Policy for the CEO/General Manager, the CCO and the Other Strategic Executives is structured according to the guidelines of the “pay per performance” principle and the retention of key figures and is aimed at better aligning the remuneration paid to the individual Strategic Manager, his 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 the relevant corporate functions, also supported by *benchmarking* analyses aimed at verifying the competitiveness of the remuneration offer through: (i) the comparison of the remuneration of Strategic Executives with the remuneration for the corresponding functions in other companies considered comparable; (ii) the comparison of the *pay mix* with market practices, in order to assess the balance between fixed remuneration and short- and long-term variable components.

In particular, to carry out the aforementioned activity, with the support of the independent consultant Willis Towers Watson, a comparative analysis was carried out with the reference market on the remuneration of the CEO/General Manager, the CCO and the Other Executives with Strategic Responsibilities.

For the 2026 financial year, in light of the growing responsibilities and the remuneration positioning with respect to the market, the Committee deemed it appropriate to define proposals for adjusting the remuneration packages of the Other Strategic Managers.



⁶The 2025 Equity Plan is aimed only at Other Executives with Strategic Responsibilities and not also at CEO/DG and CCO.

Composition of the CEO/General Manager compensation package

The table below represents the composition of the remuneration package of the CEO/General Manager in 2026 calculated considering the assumption of achievement of the *target results*. It should be noted that the same has not changed compared to the 2025 financial year.



It should also be noted that the CEO/General Manager may be the beneficiary of the options to be assigned under the 2026 *Stock Option Plan*, submitted to the Shareholders' Meeting at the same time as the approval of the Policy. The amount of options to be granted will be determined by involving the competent corporate bodies following the approval of the Shareholders' Meeting, in compliance with the rules on transactions with related parties, where applicable.

Composition of the CCO compensation package

The table below represents the composition of the CCO's remuneration package in 2026 calculated considering the assumption of achievement of the target results. It should be noted that the same has not changed compared to the 2025 financial year.



It should also be noted that the CCO may be the beneficiary of the options to be assigned under the 2026 *Stock Option Plan*, submitted to the Shareholders' Meeting at the same time as the approval of the Policy. The amount of options to be granted will be determined by involving the competent corporate bodies following the approval of the Shareholders' Meeting, in compliance with the rules on transactions with related parties, where applicable.

Short-term variable remuneration - MBO

The total annual remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives is made up of:

- a fixed part linked to the role, the level of individual skills and personal responsibilities, subject to any revisions in order to commensurate with any changes in the scope of responsibility and delegations at Group level, and
- on a variable part (*Variable Incentive* or *Target Bonus*), established in relation to the operating results, a fundamental objective for the value creation task assigned to the Strategic Managers.

The variable component of remuneration linked to the MBO (excluding the *fair value* of equity compensation) is, net of any increases required by law, equal to 70% of the gross annual remuneration for the CEO/General Manager and the CCO and 60% for the Other Executives with Strategic Responsibilities.

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 approval by the Board of Directors of the previous year’s financial statements, certified and approved by the competent corporate and auditing functions. Please refer to paragraph 1.10 below for more information on this subject.

The payment of the annual variable remuneration is linked to a restitution mechanism (so-called “Annual Variable Remuneration”). claw-back) that can be activated by the Company (i) if the degree of achievement of the *performance objectives* has been calculated on incorrect or distorted data and the differences between the data used and the adjusted data have not allowed the accrual of *bonuses* or part of the *bonus*; (ii) in the event of violation of the Code of Ethics.

Finally, it should be noted that Diasorin has exercised its right to protect the confidentiality of additional information deemed commercially sensitive, not providing disclosure of forward-looking data whose disclosure could cause prejudice to Diasorin. This choice is also in line with the relevant guidelines of Consob, which reserves “*the right for companies to omit such information [objectives achieved in comparison with those envisaged] where necessary for the protection of commercially sensitive information or unpublished forecast data*”.

Below are some diagrams that illustrate the structure and weight of the various objectives assigned to the CEO/General Manager and the CCO as part of the MBO 2026.

It should be noted that also in 2026, in line with what was done in previous years, a sustainability objective was assigned to the CEO/DG, the CCO and the Other Executives with Strategic Responsibilities.

This objective, called the “2026 Sustainability Goals” in summary, provides for the cumulative achievement of all the objectives set out below for the purposes of disbursing the target bonus:



2026 Sustainability Goals			
Type	Objective	Initiative	KPIs
Environment	Supporting environmental sustainability through energy efficiency initiatives and enhancement of environmental heritage.	Implement energy efficiency initiatives on all Immuno industrial sites (Saluggia, Dartford, Stillwater) and in the Molecular site of Cypress. By way of example and not limited to: • Completion of insulation works • Replacement of low energy efficiency machinery • Optimization of air conditioning systems • Timing of energy consumption cycles • Installation of a hot water generator • Adoption of more energy-efficient lighting systems (LEDs) to replace the current bulb lights	Reduction of ~120 tons of CO ₂ equivalent released into the atmosphere, resulting from the reduction of electricity and gas consumption
		Launch projects to enhance the environmental heritage in partnership with third sector companies (e.g. Dynamo Camp)	On / Off
Social	Spreading scientific culture and STEM orientation in secondary schools in Italy	Continuing the initiatives for the continuous training of teachers and the orientation of young people towards STEM faculties, also through the collaboration with the Telethon ETS Foundation	~ 2,200 people involved (~ 1,720 students, ~ 440 faculty and ~ 20 researchers)
Social	Start Paid Corporate Volunteering Programs	Activate orientation programs for students in STEM disciplines, involving researchers from the Group	25 students from the finalist schools of the Mad for Science 2026 competition involved in an orientation meeting at the Saluggia/Bresso site during the year, led by 2 researchers from the Group
Social	Strengthen the culture of Diversity & Inclusion, supporting external initiatives in favor of the inclusion of people with disabilities	Financially support the FISIP, Diasorin Sitting Volley and EDGA initiatives, aimed at people with disabilities	100 sportsmen and women with disabilities and their carers impacted (FISIP ~ 20 people, Diasorin Sitting Volley ~ 30 people, EDGA ~ 50 people)
Social	Strengthen the culture of Diversity & Inclusion, promoting bias-free behaviors within the organization	Design and implement training programs aimed at raising employee awareness of the impact of bias/stereotyping in social interactions and decision-making processes	Inclusion of bias and bias training within the mandatory program for new bosses and workshops with senior leaders (CEO -1)
Social	Promote awareness of the importance of well-being at 360 degrees, through the implementation of dedicated programs	Deliver well-being training programs through face-to-face workshops and/or online courses (e.g. LinkedIn Learning)	~ 190 people managers (~80% Directors +) will be trained in 2026 on the importance of 360-degree well-being and how to maximize it

2026 Sustainability Goals			
Type	Objective	Initiative	KPIs
Social	Strengthen employee engagement through the implementation of continuous improvement plans based on listening to their feedback	Communicate results to the entire corporate population and share details with front-line leaders	Reports available to all people managers (~320) with at least 5 direct reports by Q1 2026
		Implement Corporate Action Plans based on the most cross-cutting critical areas of improvement	Launch of the following initiatives: - Organisational evolution - Communications by the CEO following the publication of the Group's quarterly results - Training tools for all employees - Employer branding campaign on the company website and on LinkedIn
Governance	Draw up the 2026-2030 ESG Plan in conjunction with the new Business Plan, to be approved by the Board of Directors	Define, in line with the directives of the CSRD and the new business plan, the Group's 2026-2030 ESG objectives	On/off
Governance	Continue to ensure ESG Governance	Update the ESG Steering Committee on the progress and implementation of the ESG plan, with the participation of the actors involved in the execution of the objectives	4 ESG Steering Committee during the year
		Update the Control, Risk and Sustainability Committee	1 update to the Control, Risk and Sustainability Committee during the year
Governance	Create employee engagement on the Group's ESG objectives and initiatives	Incorporate an ESG session into onboarding	On/off
		Create internal communication campaigns on the greatest results achieved	
Governance	Continue to ensure transparency and update external stakeholders on the Group's ESG initiatives	Update Diasorin's ESG data on the main financial platforms (e.g. Bloomberg)	On/off
		Provide evidence of ESG goals on the website and LinkedIn	

For the first time, the Company has carried out an Engagement Survey specifically designed to collect people's views on the three main factors enabling the achievement of the Group's strategic objectives in a structured way: organisational model, leadership style and corporate culture.

On the basis of the evidence that emerged, the Company has defined articulated action plans aimed at strengthening the alignment between people, organization and long-term strategy. Such initiatives include, but are not limited to: (i) structured leadership training and development programs; (ii) capability building paths aimed at the entire company population; (iii) the revision of the organizational model, with particular attention to the areas that require greater cross-functional coordination; (iv) the implementation of structured and recurring internal communication processes, aimed at promoting awareness, involvement and accountability of people with respect to the Group's main challenges and opportunities.

In general, the ESG objectives have been defined taking into account (i) a benchmark conducted on a sample of companies listed in the FTSE MIB index, excluding supervised companies (banks, insurance companies, financial intermediaries, etc.); (ii) the need to maintain a clear link with the company's strategic objectives and with what is declared in the sustainability report prepared pursuant to Legislative Decree 125/2024; (iii) the willingness to make quantitatively measurable commitments; (iv) for the "Social" part of the evidence that emerged from the latest engagement survey.

The assessment of taking into account the aforementioned criteria resulted in the definition of even more concrete objectives because they are not detached from the company's core management, consistent with the commitments and compliance obligations assumed by the Company and extremely factual in defining the desired impact.



CEO and General Manager Mr. Carlo Rosa

Below is a summary table of the composition of the 2026 MBO of the CEO/General Manager and the related incentive that can be accrued.

Type	Parameter	Weight (%)	Accruable incentive (€)	
Economic and financial objectives	Group EBIT	90	Threshold (95%)	346,500 (50% target)
			Target (100%)	693,000 (100% target)
			Stretch (115%)	900,900 (130% target)
ESG objective	2026 Sustainability Goals	10	Target (on/off)	77,000

CCO Mr. Chen Menachem Even

Type	Parameter	Weight (%)	Accruable incentive (€)	
Economic and financial objectives	Group EBIT	90	Threshold (95%)	176,400 (50% target)
			Target (100%)	352,800 (100% target)
			Stretch (115%)	458,640 (130% target)
ESG objective	2026 Sustainability Goals	10	Target (on/off)	39,200

Long-term variable interest

Stock Option Plans

The CEO/General Manager, the CCO and the Other Strategic Executives participate in the Company's *Stock Option Plans*, aimed at *retaining* them and rewarding them based on the growth in the Company's value (in terms of the valuation of the Diasorin share price on the market), through the definition of a *vesting period* of the options assigned.

As of the date of this Report, the *2019, 2020, 2021, 2023, 2025 Stock Option Plans* are in force.

The Shareholders' Meeting called to approve the Policy is also expected to express its opinion on the adoption of a new Stock Option Plan called "2026 Stock Option Plan, Diasorin S.p.A.", for a maximum amount of 600,000 options that can be assigned in total, also intended for persons who qualify as Executives with Strategic Responsibilities.

These plans do not include clauses for the retention of financial instruments in the portfolio after their acquisition; moreover, the exercise of the options is not subject to the achievement of *performance objectives*⁷.

In accordance with the respective regulations, there are no individual limits on the assignment, the total amount of stock options granted to each beneficiary are defined by the Board of Directors, subject to the opinion of the Remuneration Committee if the beneficiaries qualify as Executives with Strategic Responsibilities.

Long-term variable remuneration – 2025 Equity Plan

The Company's Shareholders' Meeting held on April 28, 2025 approved the adoption of an equity-based incentive and loyalty plan called the "*Equity Awards Plan 2025*", aimed at Diasorin Group employees with the qualifications of *Directors, Senior Directors, Vice Presidents* and other key employees, who may also be qualified as Other Executives with Strategic Responsibilities.

The CEO/General Manager and the CCO do not participate in the 2025 Equity Plan.

The purpose of the 2025 Equity Plan is to continue to provide the Company with a long-term incentive tool based on performance objectives, which can also be applied to individuals who qualify as Other Executives with Strategic Responsibilities.

The 2025 Equity Plan, in line with the general structure of the incentive and loyalty plan called the "*Equity Awards Plan*" approved by the Company's Shareholders' Meeting on 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 vested under the terms and conditions set out in the Plan, confer the right to receive free of charge treasury ordinary shares in the Company's portfolio in the ratio of one share for each accrued right.

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 "Group", "Governance", "Remuneration", "Incentive Plan Information Documents" sections.

Other benefits

The Chief Executive Officer and CEO/General Manager, the COO and the Other Executives with Strategic Responsibilities are guaranteed insurance coverage to cover civil liability towards third parties for events attributable to the performance of their functions (so-called D&O, *Directors' & Officers' Liability*).

They are also beneficiaries, like the other executives of Diasorin, of a company car, according to the company car assignment policy provided by the Company.

⁷ 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 to the "Group/Governance/Remuneration/Incentive Plan Information Documents" section.

Other allowances

Individuals who qualify as Other Strategic Managers are also granted a housing allowance of € 2,400 gross per month for 36 months from the assumption of the role.

1.9. Comparison with the reference market for the remuneration of the CEO/General Manager, the Chief Commercial Officer and the Other Strategic Executives

During 2025, the Company has decided to entrust a leading consulting firm, Willis Towers Watson, with a *benchmark* analysis in order to assess the Remuneration Policy for the CEO/General Manager, the CCO and the Other Strategic Executives of the Group on the basis of market best practices, the expectations of the main investors, *Proxy Advisor* and the recommendations of the Corporate Governance Code. The analyses concerned both the composition of the packages and the relative levels of competitiveness, in order to allow their evaluation and, where necessary, identify any evolutionary proposals for them. The benchmark was carried out according to the Willis Towers Watson methodology.



CEO COMPENSATION BENCHMARK

The comparative analysis was carried out within a peer group composed of companies selected on the basis of the degree of comparability with respect to the business model, market competitiveness and size, so as to potentially represent a reference market for the CEO/General Manager. Compared to this peer group, the Diasorin Group, in terms of size and business characteristics such as total assets, revenues, market capitalization and number of employees, ranks at the 48th percentile, confirming the solidity of the benchmark carried out.

The selection criteria adopted for the selection of the reference panel are as follows:

- analysis of the European listed companies operating in the Pharmaceuticals & Biotechnology, Health Care Equipment & Services sectors and selection of the companies most comparable with Diasorin in economic and dimensional terms;
- selection of Italian companies included in the FTSE MIB and Mid Cap index and comparable in terms of size.
- analysis of Other companies taken into account in the previous 2022 benchmark, following a re-evaluation in the light of the new comparability criteria.

Selected panel

- AddLife AB
- ALK-Abelló A/S
- Ambu A/S
- Amplifon S.p.A.
- Arjo AB
- Bavarian Nordic A/S
- bioMérieux S.A.
- Brembo N.V.

- Carl Zeiss Meditec AG
- Datalogic S.p.A.
- Davide Campari-Milano N.V.
- De’Longhi S.p.A.
- Demant A/S
- Elekta AB
- Getinge AB
- Interpump Group S.p.A.

- Qiagen N.V.
- Recordati S.p.A.
- Safilo Group S.p.A.
- Siegfried Holding AG
- Straumann Holding AG
- Tecan Group AG
- Technoprobe S.p.A.
- Ypsomed Holding AG

The accurate definition of Peer Groups has allowed the company to understand:

- the overall salary level recognized on the market for the role under analysis;
- consistency with market best practices of remuneration practices

All this in order to ensure the consistency of the analyses with respect to comparable realities, both nationally and internationally.

COMPENSATION BENCHMARK OF THE CCO AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Analyses for the CCO and Other Executives with Strategic Responsibilities were performed by position and *grade* assigned to the position, compared to information in the Willis Towers Watson Compensation Surveys.

In particular, the Top Executive Europe market was used for the positions of Diasorin’s Executives with Strategic Responsibilities, including companies belonging to sectors adjacent to Diasorin’s or comparable in terms of the reference labour market basin, and excluding the financial services sectors.

1.10. Procedure for the Management of the Short-Term Variable Part (MBO) of the Annual Remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives.

For the CEO/General Manager and the CCO, as well as for the Other Executives with Strategic Responsibilities, the target parameter for the definition of the variable portion (Target Bonus) is the budget EBIT approved by the Board of Directors, possibly adjusted for extraordinary assets and liabilities.

The final balance of the targets is subject to verification by the Remuneration Committee, which is called upon to adjust the EBIT result annually from extraordinary assets or liabilities (i.e. non-recurring events and transactions not foreseen in the budget). In the final balance of the objectives, the Committee avails itself of the support of the competent corporate functions.

The amount of the variable bonus in correspondence with the achievement of 100% of the *budget targets* is equal to 70% of the 2025 gross annual fixed remuneration for the CEO/General Manager and the CCO and 60% of the 2025 gross annual fixed remuneration for the Other Managers with Strategic Responsibilities.

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*, equal to 130% of the target bonus in the event of better results equal to or greater than 115% compared to the assigned *budget* objectives.

In particular, the threshold for access to the incentive is set at 95% of the budget EBIT. In the event of lower final results, the bonus is not paid. The achievement of 95% of the target involves the payment of a variable fee equal to half of the *target* bonus; for *performances* between 95% and 100%, the bonus varies linearly, while for *performances* above 100% and up to 115%, the bonus is increased by twice the percentage of incremental achievement of the target.

Both with reference to the target parameter (Group EBIT) and in relation to the access threshold and the maximum value of the incentive curve, the Group adopts very strict criteria compared to those generally found in comparable companies, verified through benchmarks.

The variable bonus is paid to the CEO/General Manager, the CCO and the Other Strategic Executives in a single payment, on the basis of the final balance certified by the competent corporate and auditing functions and approved by the Board of Directors.

The procedure for the management of the Variable Part of the Annual Remuneration allows the Company and its subsidiaries to request the return, in whole or in part, of the variable components of the remuneration paid (or to withhold any amounts subject to deferral), determined on the basis of data that have subsequently proved to be manifestly incorrect.

With reference to the 2026 financial year, the variable component of remuneration is linked to both financial *performance* objectives and *business* objectives linked to strategic projects. In particular, it should be noted that, also for the 2026 financial year, with a view to aligning top management with the sustainable success of the Company, a sustainability objective has been set for the CEO/General Manager, the CCO and all the Other Executives with Strategic Responsibilities consisting of eleven qualitative and quantitative sustainability sub-objectives, better described in the table in paragraph 1.8.

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

For Other Executives with Strategic Responsibilities, the allocation of equity is structured 50% in Performance Shares and 50% in Restricted Shares.

The parameter for defining the long-term variable portion with respect to *performance shares* under the 2025 Equity Plan (i.e. 50% of the total rights assigned to recipients based on their respective *pay opportunities*⁸), is the consolidated EBIT of the group approved in the budget by the Board of Directors, possibly adjusted for extraordinary assets and liabilities.

The final balance of the targets is subject to verification by the Remuneration Committee, which is called upon to adjust the EBIT result annually from extraordinary assets or liabilities (i.e. non-recurring events and transactions not foreseen in the *budget*). In the final balance of the objectives, the Committee avails itself of the support of the competent corporate functions.

The quantity of *performance shares* attributed may change in relation to the final annual results with respect to the defined target.

In particular, the threshold for access to the incentive is set at 95% of the budget EBIT. In the event of lower final results, the bonus is not paid. If the target is achieved above 95%, the percentage of performance shares attributed with respect to the target will follow the curve shown below, up to a maximum of 130%, corresponding to 115% of achievement with respect to the target:

% di raggiungimento	95	96	97	98	99	100	101	102	103	104	105	106	107	108	109	110	111	112	113	114	115
% azioni maturate	50	60	70	80	90	100	102	104	106	108	110	112	114	116	118	120	122	124	126	128	130

Also for the long-term Variable Part (2025 Equity Plan), both with reference to the target parameter (Group EBIT) and in relation to the access threshold and the maximum value of the incentive curve, the Group adopts very strict criteria compared to those generally found in comparable companies, verified through benchmarks.

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

1.12 Non-monetary benefits

With reference to the Company’s policy on non-monetary benefits⁹, the assignment of such *benefits* to the General Manager, the CCO and the Other Executives with Strategic Responsibilities takes place in accordance with the Company Procedure or the relevant National Collective Agreement: in particular, with regard to the company car, the Policy in force at Diasorin provides for the assignment of company cars to employees classified as *Directors*.

For the General Manager, the CCO and the Other Managers with Strategic Responsibilities, insurance, social security and pension coverage is provided, in line with those required by Law, Collective Agreement and Supplementary Agreements; supplementary health coverage is also active.

⁸ The 2025 Equity Plan consists of the free assignment to beneficiaries of the 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 part of the rights, to the extent of 50% of the pay opportunity, entitles them to receive (free of charge) *performance shares*, in the event of achievement of a certain percentage of the annual *performance target* identified, and maintenance of the relationship; (b) another part of the rights, to the extent of the remaining 50% of the *pay opportunity*, entitles you to receive (free of charge) *restricted share units*, if the relationship is maintained.

⁹ Excluding *Stock Options*.

1.13 End-of-office allowance

The Policy provides that the remuneration envisaged in the event of termination of office or termination of the employment relationship is regulated within the contractual relationships in place with the General Manager, the CCO and the Other Managers with Strategic Responsibilities.

With regard to the treatment of options and/or rights that may be assigned to Executives with Strategic Responsibilities (Stock Option Plans), in the event of termination of the relationship, the regulations provide for 2 possible cases:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (ii) and (iii) of the definition of Good Leaver;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

It should be noted that there are agreements pursuant to art. 123-bis, paragraph 1, lett. i) TUF 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)

In particular, the aforementioned agreements provide for pre-established severance indemnities in favour of these Executives with Strategic Responsibilities.

Severance pay for the CEO/General Manager Mr. Carlo Rosa

The agreement between the Company and Mr. Carlo Rosa, as General Manager, for the determination of the severance indemnity was signed in 2009, subject to approval by the Board of Directors in 2008 on the proposal of the Remuneration Committee in office at the time. This agreement provides that the amount of the indemnity due to Mr. Rosa is equal to: (i) 24 months’ annual salary useful for the calculation of the severance indemnity in the event of termination without just cause by the Company from the employment contract pursuant to the CCNL of reference, and (ii) to the extent of 36 months’ annual salary useful for the calculation of severance pay, even in the event of the withdrawal of Mr. Carlo Rosa in the residual cases of demerger of the office of General Manager from that of Chief Executive Officer of the Company, change of shareholder *pursuant* to Article 93 of the TUF, repeated breach of the employment contract by the Company and substantial change of duties in the absence of agreement between the parties. It should be noted that the monthly indemnity payments are calculated in accordance with the criteria indicated by art. 2121 of the Civil Code.

The recognition of an indemnity which, in the residual cases reported above, may exceed 24 months’ salary is justified in light of the strategic role played by Mr. Carlo Rosa and is substantially aligned with the remuneration practices of the Italian market.



Severance pay of the CCO Mr. Chen Menachem Even

The agreement to determine the severance indemnity between the Company and Mr. Chen Menachem Even, as CCO, was entered into in 2009, subject to approval by the Board of Directors in 2008 on the proposal of the Remuneration Committee then in office. This agreement provides that the amount of the indemnity due to Mr. Chen Menachem Even is equal to 24 months' annual salary useful for calculating the severance indemnity in the event of resignation or dismissal of the same without just cause, in the event of repeated breach of the employment contract by the Company, substantial change in work duties in the absence of a prior agreement, or if the employment relationship ends following a change in the Company's reference shareholding pursuant to art. 93 TUF.

Non-competition agreements and maintenance of non-monetary benefits/stipulation of consultancy contracts

There are no agreements in place that provide for compensation for non-compete commitments.

The Policy does not provide for the assignment or maintenance of non-monetary benefits or the stipulation of consultancy contracts for a period subsequent to the termination of the relationship.

1.14 Policy elements that can be waived in exceptional circumstances

In exceptional circumstances, the Company may waive the elements of the Compensation 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 the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market, such as, but not limited to:

- i. the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Company and/or the sectors and/or markets in which it operates, which significantly affect the Company's results;
- ii. the intervention of substantial changes in the organization of the company's activities, both of an objective nature (such as extraordinary transactions, mergers, disposals, etc.), and of a subjective nature, such as changes in the structure of Top Management;
- iii. the need to replace, due to unforeseen events, a Chief Executive Officer and to have 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 skills to manage the company;
- iv. significant changes in the scope of the company's activities during the term of the Policy, such as the sale of a company/business unit on whose activities the performance objectives of the reference Policy were based or the acquisition of a significant business not covered for the purposes of preparing the Policy itself.

Any exceptions to the Policy are subject to the prior examination of the Remuneration Committee and submitted to the prior opinion of the Committee for Transactions with Related Parties in accordance with the procedures governed by the Procedure for Transactions with Related Parties.

Without prejudice to the foregoing, with reference to the variable remuneration system of the General Manager, CCO and Other Executives with Strategic Responsibility, the derogation may concern, in order to take into account the aforementioned exceptional circumstances and only to the extent that this is instrumental to the pursuit of the interests indicated above:

- awarding of one-off monetary prizes;
- attribution of special allowances;
- change in the ratio between fixed and variable remuneration;
- change in the performance objectives to which variable remuneration is linked and the frequency of their determination, as well as in the criteria used to evaluate the objectives themselves.

Any exceptions will be disclosed through the subsequent Report on the Remuneration Policy and the remuneration paid, accompanied by the reasons that led the Group to provide for this procedure.

It should be noted that in the 2025 financial year there were no exceptions to the remuneration policy.





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This Section, named for the remuneration attributed to the Directors and members of the Board of Statutory Auditors and in aggregate form for the remuneration attributed to the Other Executives with Strategic Responsibilities:

- in the first part, (i) provides an adequate, clear and comprehensible representation of each of the items that make up the remuneration, including the remuneration provided for in the event of termination of office or termination of the employment relationship, highlighting their compliance with the Company’s remuneration policy for the year in question and the How Remuneration Contributes to the Company’s Long-Term Results; (ii) provides information on any derogation from the Compensation Policy applied in exceptional circumstances; (iii) illustrates how the Company took into account the vote expressed by the Shareholders’ Meeting on Section Two of the Report the previous year;
- in the second part, analytically illustrates the remuneration paid in the year for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of the aforementioned remuneration that refer to activities carried out in years prior to the reference year and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out in the reference year, possibly indicating an estimated value for the components that cannot be objectively quantified in the reference year;
- in the third part, provides information on the allocation of financial instruments to directors, executives and other employees of Diasorin and its subsidiaries;
- in the fourth part, indicates, with the criteria established in Annex 3A, Scheme 7-ter of the Issuers’ Regulation, the shareholdings held, in the Company and in its subsidiaries, by the members of the administrative and control bodies, by the General Manager and by the Other Managers with Strategic Responsibilities, as well as by spouses who are not legally separated and by minor children, directly or through subsidiaries, trust companies or through third parties, as shown in the shareholders’ register, from the communications received and from other information acquired from the members of the administrative and control bodies, from the General Manager and from the Other Managers with Strategic Responsibilities.

Pursuant to the provisions of Annex 3A, Schedule 7-bis of the Issuers’ Regulation, the Company provides aggregate information relating to the remuneration received by Other Executives with Strategic Responsibilities, other than the General Manager and the Chief Commercial Officer, as there are no Other Executives with Strategic Responsibilities who received total compensation during the year (obtained by adding monetary compensation and remuneration based on financial instruments) higher than the highest total remuneration attributed to the members of the administrative and supervisory bodies, as well as to the General Manager.

With reference to agreements that provide for indemnities in the event of early termination of the employment relationship, again pursuant to Annex 3A, Schedule 7-bis of the Issuers’ Regulation, the Company provides the relevant information also with reference to Executives with Strategic Responsibilities.

It should be noted that the independent auditors PricewaterhouseCoopers S.p.A. has verified – in accordance with the provisions of Article 123-ter, paragraph 8-bis, of the TUF – that the Board of Directors has prepared this Section of the Remuneration Report.



Executive Summary - - Remuneration Policy 2025

- Compensation paid

Component	Aims and characteristics	Implementation
Fixed salary (RAL, Gross Annual Salary)	Enhances the professional, technical and managerial skills required by the role.	Remuneration positioning assessed on the basis of <i>performance</i>, experience, level of responsibility, internal consistency with the evolution of the organisation as well as the market <i>benchmark</i> carried out in 2022 with the support of specialised consulting firms. RAL: - CEO/DG: € 1,100,000 - CCO: € 560,000 - Other Strategic Executives: € 760,000¹⁰ It should be noted that the remuneration received by the CEO/DG is provided exclusively for the office of General Manager. The office of Chief Executive Officer is not remunerated.
Short-term variable compensation (MBO)	It promotes the achievement of strategic, financial and sustainability objectives.	Assignment of individual objectives linked to the <i>Group's</i> Performance Management Process. CEO/DG: - Target: € 770,000 (equal to 70% of the fixed salary) - Payout range: 0%-130% of Target - Actual Payout: €772,772 - KPIs: (i) Group EBIT (90% of the incentive that can be accrued at target); (ii) 2025 Sustainability Goals, structured in qualitative and quantitative sub-objectives (weight 10% of the incentive accruable at target) CCO: - Target: € 392,000 (equal to 70% of the fixed salary) - Payout range: 0%-130% of Target - Actual Payout: €393,411 - KPIs: (i) Group EBIT (90% of the incentive that can be accrued at target); (ii) 2025 Sustainability Goals, structured into qualitative and quantitative sub-objectives (weight 10% of the incentive accrued per target) Other Strategic Executives: <i>Target</i>: 60% of fixed salary - Payout range: 0%-130% of Target - Aggregate effective payout: €457,642 - KPIs: (i) Group EBIT (90% of the incentive that can be accrued at target); (ii) 2025 Sustainability Goals, structured into qualitative and quantitative sub-objectives (weight 10% of the incentive accrued per target)

¹⁰ Please refer to the definition of Other Strategic Managers. Until the year ended December 31, 2025, the Other Strategic Executives also included Mr. Piergiorgio Pedron, whose employment with the Company ended on March 31, 2026.

Component	Aims and characteristics	Implementation
Long-term variable compensation (LTI: <i>Stock option</i>)	It promotes the sustainability of value creation in the medium to long term for Shareholders and relations with <i>Stakeholders</i> by promoting engagement, alignment of interests and a sense of belonging to key resources.	CEOs and CCOs and Other Strategic Executives: 2023 and 2025 Stock Option Plan: number of options assigned in line with the role held and based on market practices 2025 Equity Plan: number of shares assigned in line with the role held and on the basis of market practices. It should be noted that the Equity Plan is structured as follows: 50% in Performance Shares and 50% in <i>Restricted Shares</i>. <i>Performance Shares</i> are subject to the achievement of a performance target. <i>Restricted Shares</i>, which are not conditional on the achievement of economic and financial objectives but are subject to time vesting mechanisms, are a widely used tool in the reference sector and meet the need for retention and stabilisation of key talents in a market characterised by high competition.
Non-monetary benefits	An integral part of the remuneration package, they are characterized by their predominantly welfare and social security nature or instrumental to the activity carried out.	They are determined in compliance with the provisions of collective bargaining and national and company legislation. CEOs, CCOs and Other Strategic Executives: - Supplementary health care - Supplementary pension provision - Company car
Allowance	Severance indemnity aimed at protecting the interests of the company and of Executives with Strategic Responsibilities.	During the 2025 financial year, no severance indemnities were paid to the CEO, CCO and Other Strategic Executives.
Other Allowances	<i>Housing allowance</i> in line with market practices aimed at encouraging the approach to the new place of work.	A person who qualifies as Another Manager with Strategic Responsibilities has received a housing allowance of € 2,400 gross per month since taking on the role.

PART ONE

Items that make up Remuneration

2. Implementation of the 2025 Remuneration Policy

The following is a description of the compensation paid in 2025 to the members of the administrative bodies, the CEO/DG, the CCO and, in aggregate form, the Other Executives with Strategic Responsibilities.

The implementation of the 2025 Remuneration Policy was consistent with the general principles referred to in the resolutions adopted by the Board of Directors and the Shareholders' Meeting, as well as with the market references found during the benchmark conducted during the year 2022.

2.1. Remuneration of the members of the Board of Directors in office until 28 April 2025

The Board of Directors shall enjoy the annual remuneration for the term of office approved by the Shareholders' Meeting of the Company at the time of appointment, on the basis of the proposals submitted by the Shareholders.

The Shareholders' Meeting of 29 April 2022 resolved to allocate to the Board of Directors a total gross annual remuneration of no more than € 1,200,000.00 to be divided internally in the manner established by the Board.

The Board of Directors, at the end of the meetings of 29 April 2022 and 6 May 2022, divided the aforementioned total remuneration determined by the Shareholders' Meeting as follows:

Charge	Annual compensation
Chairman of the Board of Directors	€ 400,000.00
Vice-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*

* To the aforementioned remuneration must be added those received as a Director.

2.2. Remuneration of the members of the Board of Directors in office as of 28 April 2025

The Shareholders' Meeting of 28 April 2025 resolved to allocate to the Board of Directors a total gross annual remuneration not exceeding € 1,200,000.00 to be divided internally in the manner established by the Board.

The Board of Directors, at the end of the meetings of 28 April 2025 and 6 May 2025, divided the aforementioned total remuneration determined by the Shareholders' Meeting as follows:

Charge	Annual compensation
Chairman of the Board of Directors	€ 400,000.00
Vice-Chairman of the Board of Directors	€ 150,000.00
Non-executive director	€ 50,000.00
Chairman of the Board Committee	€ 15,000.00*
Member of the Board Committee	€ 10,000.00*

* To the aforementioned remuneration must be added those received as a Director.

It should be noted that the Policy does not provide for remuneration for persons who are members of the Board of Directors who already receive remuneration due to their managerial employment relationship with the Company. The interested parties are the current Chief Executive Officer Mr. Carlo Rosa, already the recipient of remuneration as General Manager of the Company, and Mr. Chen M. Even, already the recipient of remuneration as CCO of the Company.



2.3. Remuneration of the members of the control body in office until 28 April 2025

The remuneration of the Chairman of the Board of Statutory Auditors and the Statutory Auditors was defined by the Shareholders' Meeting of 29 April 2022 at the time of their appointment on the proposal of the Shareholders. In particular, the Shareholders' Meeting resolved to set the annual remuneration as follows:

Charge	Annual compensation
Chairman of the Board of Statutory Auditors	€ 50,000.00
Statutory Auditor	€ 40,000.00

2.4. Remuneration of the members of the control body in office as of 28 April 2025

The remuneration of the Chairman of the Board of Statutory Auditors and the Statutory Auditors was defined by the Shareholders' Meeting of 28 April 2025 at the time of their appointment on the proposal of the Shareholders. In particular, the Shareholders' Meeting resolved to set the annual remuneration as follows:

Charge	Annual compensation
Chairman of the Board of Statutory Auditors	€ 60,000.00
Statutory Auditor	€ 50,000.00

2.5. Remuneration of the General Manager, the CCO and the Other Managers with Strategic Responsibilities.

Summary Statement of the 2025 remuneration of the General Manager and the CCO

The remuneration for the year received by the General Manager, who also holds the position of Chief Executive Officer of Diasorin, is shown below.

Remuneration 2025 – General Manager	
Compensation item	Remuneration received (€)
Gross annual salary (fixed component)	1,100,000
Short-term variable compensation (MBO)	772,772
Total	1,872,772

The graph below therefore represents the CEO/ General Manager's *pay mix* in 2025.

Gross annual salary
€ 1,100,000

Long-term variable compensation
€ 1,028,612*

Short-term variable compensation
€ 772,772

38%
35%
27%

The graph below therefore represents the CCO *pay mix* in 2025.

Gross annual salary
€ 560,000

Long-term variable compensation
€ 857,177*

Short-term variable compensation
€ 393,411

31%
47%
22%

The *pay mix* was determined using the fair value of the 2023 *Stock Option* Plan, taking into account the number of options granted in 2023.

The following are the remuneration for the year received by the *Chief Commercial Officer*, who also holds the position of Director of Diasorin.

Remuneration 2025 – CCO	
Compensation item	Remuneration received (€)
Gross annual salary (fixed component)	560,000
Short-term variable compensation (MBO)	393,411
Total	953,411

Aggregate remuneration for the year received by Other Executives with Strategic Responsibilities is shown below.

2025 Remuneration – Other Executives with Strategic Responsibilities	
Compensation item	Remuneration received (€)
Gross annual salary (fixed component)	760,000
Short-term variable compensation (MBO)	457,642
Total	1,217,642

With regard to the long-term variable remuneration of Other Executives with Strategic Responsibilities, the aggregate annualised amount was 1,575,441*

* The value of long-term variable compensation was determined using the fair value of the 2021 and 2025 *Stock Option* Plans and taking into account the number of shares assigned under the 2025 Equity Plan.

Fixed salary

- The fixed remuneration for the year received:
- by the General Manager, who also holds the position of Chief Executive Officer, amounted to € 1,100,000;
 - from the CCO, amounted to € 560,000.

MBO 2025

In 2025, Diasorin recorded good economic, financial, operating and sustainability performances that enabled the achievement of the performance objectives underlying the short-term incentive plans (MBO 2025).

In particular, the results achieved with respect to the objectives assigned in 2025 to the CEO/General Manager, the CCO and the Other Executives with Strategic Responsibilities are reported below:

Group EBIT – level achieved 100.2%

2025 Sustainability Goals – On 100%

The final balance of the targets was checked by the Remuneration Committee, which is called upon to adjust the EBIT result annually from extraordinary assets or liabilities (i.e. non-recurring events and transactions not foreseen in the *budget*).

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 related incentive accrued are shown below.

MBO 2025 Final Balance – General Manager					
KPIs	Weight	Accruable incentive (€)		Performance vs target	Accrued incentive (€)
Group EBIT	90%	Threshold (95%)	346,500	100.2% (payout 100.4%)	695.772
		Target (100%)	693,000		
		Stretch (115%)	900,900		
2025 Sustainability Goals	10%	Target (on/off)	77,000	on (100%)	77.000

Consuntivazione MBO 2025 – CCO					
KPIs	Weight	Accruable incentive (€)		Performance vs target	Accrued incentive (€)
Group EBIT	100%	Soglia (95%)	176,400	100.2% (payout 100.4%)	354,211
		Target (100%)	352,800		
		Stretch (115%)	458,640		
2025 Sustainability Goals	10%	Target (on/off)	39,2000	on (100%)	39,200

Stock Options Plans

The valuation of the stock *option plans* in force in which the CEO/General Manager, the CCO and the Other Executives with Strategic Responsibilities participate is shown below.

2023 Stock Options Plan

In May 2023, the following were awarded pursuant to the 2023 Plan (as described *below*):

- to the CEO/General Manager of no. 120,000 Options at a price of €98.52 each, exercisable between 10 May 2026 and 10 May 2028. The assumption of valuation of the options granted is equal to € 1,028,612, entirely attributable to the Exercise.
- to the CCO of no. 100,000 Options at a price of €98.52 each, exercisable between May 10, 2026 and May 10, 2028. The assumption of valuation of the options granted is equal to €857,177, entirely attributable to the Exercise.

For information on current Stock Option Plans in which Other Executives with Strategic Responsibilities and/or employees participate, please refer to Part Three of this Section II.

Fringe Benefits

The Fringe Benefit values for the 2025 financial year amount to € 7,274.28 for the General Manager and € 6,275.28 for the *Chief Commercial Officer* and € 8,965.50 for the Other Executives with Strategic Responsibilities.

Comparison between annual change in the remuneration of the General Manager, the Chief Commercial Officer, the Company’s results and the average remuneration of employees.

The following is a comparison of the annual change, for the last five years:

- i. the total remuneration of each of the persons for whom the information referred to 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;
- ii. the Company's results;
- iii. the gross annual remuneration, based on full-time employees, of employees other than the persons whose remuneration is represented by name in this Section II of the Report.

	2021	2022 ¹¹	2023	2024	2025
General Manager Compensation	€1,825,221.7	€ 1,825,221.7	€ 1,627,906	€ 1,774,994	€ 1,872,772
	21%	0%	- 10.81%	9.04%	5.51%
Chief Commercial Officer Compensation	€ 885,498.48	€ 885,498.48	€ 854,148	€ 931,324	€ 953,411
	22%	0%	-3.54%	9.04%	2.37%
Company Results ¹²	€ 310.732 thousand	€ 240.110 thousand	€ 158.508 thousand	€ 188.087 thousand	€ 154.728 thousand
	26%	-22.73%	-33.99%	18.66%	-21.56%%
Average employee remuneration as of December 31	€ 52,174.01 VAT included	€ 91,847.95 VAT included	€ 91,008.7 VAT included	€ 101,928.00 VAT included	€ 99,197
	-0.94%	+76.04%	-0.91%	+11.99%	-2.67%

¹¹ Average employee remuneration as of December 31, 2022, following the completion of the redefinition of the corporate structure, referring only to Diasorin S.p.A.

¹² Diasorin Group net profit expressed in thousands of Euro. The percentages refer to the change compared to the previous year.

Attribution of indemnities and/or benefits for termination of office or termination of employment.

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

For the sake of completeness, the following is specified.
The remuneration paid during the year is consistent, in their amount and in the items that compose them, with the Policy defined by the Company and approved by the Shareholders' Meeting on 28 April 2025.

Pursuant to Article 84-*quarter* of the Issuers' Regulation, in compliance with the provisions of Annex 3A, Schedule 7-*bis* of the same Regulation, the remuneration paid during the year to the members of the Board of Directors and Statutory Auditors, the General Manager and, in aggregate, to the Other Executives with Strategic Responsibilities, which is consistent with the Policy approved by the Shareholders' Meeting on 28 April 2025, is set out below.



PART TWO

Analytical representation of the remuneration paid during the year

Table 1A

Remuneration paid to the members of the Board of Directors in office until 28 April 2025

Name and surname	Charge	Period for which the position was held	Term of office	Fixed fees (Euro) ⁷	Compensation for participation in committees (Euro)	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total (Euro)	Fair Value of equity compensation	Severance pay or termination of employment
						Bonuses and other incentives	Profit sharing ⁸					
Michele Denegri	President	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	133,333	-	-	-	-	-	133,333		-
Carlo Rosa ¹	Chief Executive Officer	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	-	-	-	-	-	-	-		-
Giancarlo Boschetti ²	Vice President	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	51,666	-	-	-	-	-	51,666		-
Chen M. Even ¹	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	-	-	-	-	-	-	-		-
André M. Ballester ³	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	18,333	-	-	-	-	-	18,333		-
Stefano Altara	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Fiorella Altruda	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Luca Melindo	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Franco Moschetti ⁴	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	15,000	-	-	-	-	-	15,000		-
Francesca Pasinelli	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Giovanna Pacchiana Parravicini ⁵	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	16,666	-	-	-	-	-	16,666		-
Diego Pistone	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Roberta Somati ⁶	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	21,666	-	-	-	-	-	21,666		-
Monica Tardivo	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-
Tullia Todros	Administrator	01/01/2025 28/04/2025	App. financial statements as at 31/12/2024	13,300	-	-	-	-	-	13,300		-

¹ Receiving an emolument exclusively as a Director of the Company. No remuneration is provided for the council mandate.

² Member of the Remuneration and Nomination Proposals Committee.

³ Chairman of the Control, Risk and Sustainability Committee and member of the Committee for Transactions with Related Parties.

⁴ Member of the Control, Risk and Sustainability Committee.

⁵ Member of the Remuneration and Nomination Proposals Committee and of the Related Party Transactions Committee.

⁶ Chairman of the Remuneration and Nomination Proposals Committee and Chairman of the Committee for Transactions with Related Parties.

⁷ Pro-rata compensation

⁸ There is no participation in profits, without prejudice to the receipt of dividends if one holds the position of shareholder or entitled party.

Remuneration paid to the members of the Board of Statutory Auditors in office until 28 April 2025

Name and surname	Charge	Period for which the position was held	Term of office	Fixed fees (Euro)	Compensation for participation in committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total (Euro)	Fair value of equity compensation	Severance pay or termination of employment
						Bonuses and other incentives	Profit sharing ¹					
Monica Mannino	President	01/01/2025-28/04/2025	28/04/2025	16,667	-	-	-	-	-	16,667		-
Ottavia Alfano	Statutory Auditor	01/01/2025-28/04/2025	28/04/2025	13,333	-	-	-	-	-	13,333		-
Matteo Michele Sutura	Statutory Auditor	01/01/2025-28/04/2025	28/04/2025	13,333	-	-	-	-	3,750	13,333		-

¹ There is no participation in profits, without prejudice to the receipt of dividends if one holds the position of shareholder or entitled person.

Table 1B
Remuneration paid to the members of the Board of Directors in office as of 28 April 2025

Name and surname	Charge	Period for which the position was held	Term of office	Fixed fees (Euro) ⁷	Compensation for participation in committees (Euro) ⁷	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total (Euro)	Fair value of equity compensation	Severance pay or termination of employment
						Bonuses and other incentives	Profit sharing ⁸					
Michele Denegri	President	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	266,667	-	-	-	-	-	266,667	-	-
Carlo Rosa ¹	Chief Executive Officer	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	-	-	-	-	-	-	-	-	-
Giancarlo Boschetti ²	Vice President	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	100,000	6,667	-	-	-	-	106,667	-	-
Chen M. Even ¹	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	-	-	-	-	-	-	-	-	-
Stefano Altara	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333						33,333	-	-
Diva Moriani ³	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	16,667	-	-	-	-	50,000	-	-
Claudia Motta ⁴	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	13,333	-	-	-	-	46,667	-	-
Fioranna Vittoria Negri ⁵	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	16,667	-	-	-	-	50,000	-	-
Giovanna Pacchiana Parravicini ⁶	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	10,000	-	-	-	-	43,333	-	-
Diego Pistone	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	6,667	-	-	-	-	40,000	-	-
Roberta Somati	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	-	-	-	-	-	33,333	-	-
Monica Tardivo	Administrator	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	-	-	-	-	-	33,333	-	-

¹ Receiving an emolument exclusively as a Director of the Company. No remuneration is provided for the council mandate.
² Member of the Remuneration and Nomination Proposals Committee.
³ Chairman of the Remuneration and Nomination Proposals Committee and member of the Committee for Transactions with Related Parties.
⁴ Member of the Control, Risk and Sustainability Committee and of the Remuneration and Appointment Proposals Committee.
⁵ Chairman of the Control, Risk and Sustainability Committee and member of the Committee for Transactions with Related Parties.
⁶ Chairman of the Committee for Transactions with Related Parties.
⁷ Pro-rata fees.
⁸ There is no participation in profits, without prejudice to the receipt of dividends if one holds the position of shareholder or entitled party.

Remuneration paid to the members of the Board of Statutory Auditors in office as of 28 April 2025

Name and surname	Charge	Period for which the position was held	Term of office	Fixed fees (Euro)	Compensation for participation in committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total (Euro)	Fair value of equity compensation	Severance pay or termination of employment
						Bonuses and other incentives	Profit sharing ¹					
Nadia Fontana	President	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	40,000	-	-	-	-	-	40,000		-
Patrizia Arienti	Statutory Auditor	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	-	-	-	-	-	33,333		-
Matteo Michele Sutura	Statutory Auditor	28/04/2025 31/12/2025	App. financial statements as at 31/12/2027	33,333	-	-	-	-	10,000 ²	43,333		-

¹ There is no participation in profits, without prejudice to the receipt of dividends if one holds the position of shareholder or entitled person.
² Remuneration received as a member of the Supervisory Body institutio pursuant to Legislative Decree 231/2001.

Compensation paid to General Managers, CCO and Other Executives with Strategic Responsibilities*

Name and surname	Charge	Period for which the position was held	Term of office	Fixed fees (Euro) ¹	Compensation for participation in committees	Non-equity variable compensation (Euro)		Non-monetary benefits ² (Euro)	Other compensation	Total (Euro)	Fair Value dei compensi equity	Severance pay or termination of employment
						Bonuses and other incentives ³	Profit sharing ^{**}					
Carlo Rosa	General Manager	Financial year 2025	-	1,100,000	-	772,772	-	7,274.28	84,615.39	1,964,661.67	1,028,612	-
Chen M. Even	Strategy Executive	Financial year 2025	-	560,000	-	393,411	-	6,275.28	43,076.93	1,002,763.21	857,177	-
Altri Dirigenti	-	Financial year 2025	-	760,000	-	457,642		8,965.50	108,800	1,335,407.50	1,575,441	-

* The persons considered herein, in addition to the CEO Mr. Carlo Rosa and the CCO Mr. Chen Menachem Even, both members with the Board of Directors, are the Other Executives with Strategic Responsibilities who as of December 31, 2025 include Mrs. Amelia Parente and Mr. Piergiorgio Pedron (whose relationship with the Company ended with effect from March 31, 2026); the remuneration of the latter two is indicated as an aggregate figure with reference to "Other Executives".
^{**} There is no profit sharing, except for the receipt of dividends if one holds the position of shareholder or entitled person.

¹ Fixed remuneration from employment gross of social security and tax charges payable by the employee, excluding collective compulsory social security charges payable by the company and provision for severance pay. Fixed remuneration shows the R.A.L. without bonuses, as of 31 December 2025 (therefore, if a Strategic Manager is hired or appointed during the year, the actual payment must be considered: that from his recruitment or appointment plus the thirteenth month's salary).
² This is the value of fringe benefits (according to a taxable criterion). The item "Non-monetary benefits" refers to the benefit of the company car.
³ Portions of remuneration accrued (vested) during the year for objectives achieved in the same year, against monetary incentive plans, paid in March 2026.

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PART THREE

Information on the allocation of financial instruments to Directors, Executives and other employees of Diasorin S.p.a. and its subsidiaries

The *Stock Option* Plans currently in force, namely the 2019 Plan, the 2020 Plan, the 2021 Plan, the 2023 Plan, the 2025 Plan, as well as the incentive plans called “Equity Awards Plan 2025” and “Equity Awards Plan 2025-2028”, approved by the Shareholders’ Meeting of 29 April 2022 and 28 April 2025 respectively, are detailed below.

2019 *Stock Option* Plan Diasorin S.p.A.

1. Recipients.

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

2. The characteristics of the tools

The 2019 Plan constitutes a *stock option plan*.

The Board of Directors resolved to assign the Beneficiaries the *tranches* of options indicated in the table below.

Tranche	Name	Function	Date of assignment resolution	Assigned Options	Strike price	Market price of the underlying shares on the grant date	Period of operation
III	Other employees		11.11.2021	5,000	€ 186.15	€ 185	12.11.2024-12.11.2026

There is no financing or other facility from the Company for the purchase of shares.

In the event of termination of the relationship, the following rules will apply:

- i.

in the event of termination of the employment relationship before the exercise of the Options, due to a hypothesis of *Bad Leaver*, all options assigned to the Beneficiary will automatically lapse and will be deprived of any effect and validity, with the consequent release of the Company from any obligation or liability towards the Beneficiary;
- ii.

in the event of termination of the relationship, before the exercise of the Options, due to a hypothesis of *Good Leaver*, the Beneficiary (or, in the event of death, its successors in title) will retain the right to exercise the Options granted in proportion to the duration of the relationship following the grant date with respect to the period between the grant date and the initial exercise date¹³. The non-exercisable Options will automatically be extinguished with the consequent release of the Company from any obligation or liability.

It should be noted that compared to the 2019 Stock Option Plan for:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (ii) and (iii) of the definition of Good Leaver;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

The total cost of the 2019 Plan for the year is zero.

¹³ See note 4. *** **

2020 *Stock Option* Plan Diasorin S.p.A.

1. Recipients.

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

2. The characteristics of the tools

The 2020 Plan constitutes a *stock option plan*.

The Board of Directors resolved to assign the Beneficiaries the tranches of options indicated in the table below.

Tranche	Name	Function	Date of assignment resolution	Assigned Options	Strike price	Market price of the underlying shares on the grant date	Period of operation
III	Other employees		11.03.2021	40,807*	€ 168.46 VAT included	€ 144.30 VAT included	12.03.2024-12.03.2026
V	Other employees		30.07.2021	40,000	€164.23 VAT included	€ 171.15 VAT included	31.07.2024-31.07.2026
VI	Other employees		11.11.2021	11,122	€ 186.15 VAT included	€ 185 VAT included	12.11.2024-12.11.2026
VII	Other employees		01.12.2022	3,654	€ 131.37 VAT included	€ 131.75 VAT included	02.12.2025-02.12.2027

* Net of options lapsed due to the hypothesis of *Good Leaving* or *Bad Leaving* pursuant to the 2020 Plan.

There is no financing or other facility from the Company for the purchase of shares.

In the event of termination of the relationship, the following rules will apply:

- i.

in the event of termination of the employment relationship before the exercise of the Options, due to a hypothesis of *Bad Leaver*, all options assigned to the Beneficiary will automatically lapse and will be deprived of any effect and validity, with the consequent release of the Company from any obligation or liability towards the Beneficiary;
- ii.

in the event of termination of the relationship, before the exercise of the Options, due to a hypothesis of *Good Leaver*, the Beneficiary (or, in the event of death, its successors in title) will retain the right to exercise the Options granted in proportion to the duration of the relationship following the grant date with respect to the period between the grant date and the initial exercise date¹⁴. The non-exercisable Options will automatically be extinguished with the consequent release of the Company from any obligation or liability.

It should be noted that compared to the 2020 *Stock Option* Plan for:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (ii) and (iii) of the definition of *Good Leaver*;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

The total expense of the 2020 Plan for the year amounted to € 34,878 and was booked to the income statement under personnel costs in general and administrative expenses with shareholders’ equity contra-entering.

¹⁴ See note 4. *** **

2021 Stock Option Plan Diasorin S.p.A.

1. Recipients

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

2. The characteristics of the tools

The 2021 Plan constitutes a stock option plan.

The Board of Directors resolved to assign the Beneficiaries the tranches of options indicated in the table below.

Tranche	Name	Function	Date of assignment resolution	Assigned Options	Strike price	Market price of the underlying shares on the grant date	Period of operation
I	Other employees		11.11.2021	45.091*	€ 186,15 VAT included	€ 185 VAT included	12.11.2024-12.11.2026
II	Other employees		06.05.2022	50.000	€ 129,70 VAT included	€ 120,65 VAT included	07.05.2025-07.05.2027
III	Other employees		01.12.2022	36.346	€ 131,73 VAT included	€ 131,75 VAT included	02.12.2025-02.12.2027
IV	Other Strategic Executives		09.05.2023	137.625*	€ 98,52 VAT included	€ 102,20 VAT included	10.05.2026-10.05.2028

* Net of options lapsed due to the hypothesis of Good Leaving or Bad Leaving pursuant to the 2021 Plan.

There is no financing or other facility from the Company for the purchase of shares.

In the event of termination of the relationship, the following rules will apply:

- i.

in the event of termination of the employment relationship before the exercise of the Options, due to a *Bad Leaver*, all the options assigned to the Beneficiary will automatically lapse and will be deprived of any effect and validity, with the consequent release of the Company from any obligation or liability towards the Beneficiary;;
- ii.

in the event of termination of the relationship, before the exercise of the Options, due to a hypothesis of *Good Leaver*, the Beneficiary (or, in the event of death, its successors in title) will retain the right to exercise the Options granted in proportion to the duration of the relationship following the grant date with respect to the period between the grant date and the initial exercise date¹⁵. The non-exercisable Options will automatically be extinguished with the consequent release of the Company from any obligation or liability.

It should be noted that compared to the 2021 Stock Option Plan for:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (ii) and (iii) of the definition of Good Leaver;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

The total expense of the 2021 Plan for the year amounted to € 1,655,211 and was booked to the income statement under personnel costs in general and administrative expenses with a contra-entry in shareholders’ equity

¹⁵ Vedi nota n. 4.

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2023 Stock Option Plan Diasorin S.p.A.

1. Recipients.

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 Manager), Mr. Piergiorgio Pedron (whose relationship with the Company ended with effect from March 31, 2026), Mr. Stefano Ronchi (whose relationship with the Company ended with effect from December 31, 2024), Other Strategic Executives, as well as other key employees of Diasorin and its subsidiaries (the “Beneficiaries”).

2. The characteristics of the tools

The 2023 Plan constitutes a stock options plan.

It should be noted that on 9 May 2023, the Board of Directors resolved to grant the options to the Chief Executive Officer Mr. Carlo Rosa and the Chief Commercial Officer Mr. Chen M. Even in their capacity as General Manager and Chief Commercial Officer of the Company, respectively. On the occasion of the aforementioned resolution, the Chief Executive Officer Mr. Carlo Rosa and the Chief Executive Officer Mr. Chen M. Even abstained from voting as Beneficiaries of the 2023 Plan.

The Board of Directors resolved to assign the Beneficiaries the tranches of options indicated in the table below.

Tranche	Name	Function	Date of assignment resolution	Assigned Options	Strike price	Market price of the underlying shares on the grant date	Period of operation
I	Carlo Rosa	General Manager	9.5.2023	120,000	€ 98.52 VAT included	€ 102.02 VAT included	10.05.2026-10.05.2028
	Chen M. Even	Strategy Executive		100,000			
	Other Strategic Executives			3532*			
II	Other employees		15.03.2024	75,000	€ 93.73 VAT included	€ 91.72 VAT included	16.03.2027 – 16.03.2029
III	Other employees		10.05.2024	50,000	€ 91.95 VAT included	€ 98.54 VAT included	11.05.2027-11.05.2029

* Net of options lapsed due to the hypothesis of Good Leaving or Bad Leaving pursuant to the 2023 Plan.

There is no financing or other facility from the Company for the purchase of shares.

In the event of termination of the relationship, the following rules will apply:

- i.

in the event of termination of the employment relationship before the exercise of the Options, due to a hypothesis of *Bad Leaver*, all options assigned to the Beneficiary will automatically lapse and will be deprived of any effect and validity, with the consequent release of the Company from any obligation or liability towards the Beneficiary;
- ii.

in the event of termination of the relationship, before the exercise of the Options, due to a hypothesis of *Good Leaver*, the Beneficiary (or, in the event of death, his successors in title) will retain the right to exercise the Options granted in proportion to the duration of the relationship following the grant date with respect to the period between the grant date and the initial exercise date¹⁶. The non-exercisable Options will automatically be extinguished with the consequent release of the Company from any obligation or liability.

It should be noted that with respect to the 2023 Stock Option Plan for:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the

¹⁶ Vedi nota n. 4.

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occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (ii) and (iii) of the definition of *Good Leaver*;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

The total expense of the 2023 Plan for the year amounted to € 2,849,012 and was booked to the income statement under personnel costs, general and administrative expenses, with shareholders’ equity contra-entering.

2025 Stock Option Plan Diasorin S.p.A.

1. Recipients.

Senior executives with managerial functions pursuant to the Appendix to the Related Parties Regulation, including Ms. Amelia Parente, who qualifies as Another Strategic Manager, as well as other key employees of Diasorin and its subsidiaries (the “Beneficiaries”).

2. The characteristics of the tools

The 2025 Plan constitutes a *stock option plan*.

The Board of Directors resolved to assign the Beneficiaries the tranches of options indicated in the table below.

Tranche	Name	Function	Date of assignment resolution	Assigned Options	Strike price	Market price of the underlying shares on the grant date	Period of operation
I	Other Strategic Executives		06/05/2025	75,000	€ 96.81 VAT included	€ 98.7 VAT included	07/05/2028-07/05/2030

* Net of options lapsed due to the hypothesis of *Good Leaving* or *Bad Leaving* pursuant to the 2023 Plan.

There is no financing or other facility from the Company for the purchase of shares.

In the event of termination of the relationship, the following rules will apply:

- i.

in the event of termination of the employment relationship before the exercise of the Options, due to a hypothesis of *Bad Leaver*, all options assigned to the Beneficiary will automatically lapse and will be deprived of any effect and validity, with the consequent release of the Company from any obligation or liability towards the Beneficiary;
- ii.

in the event of termination of the relationship, before the exercise of the Options, due to a hypothesis of *Good Leaver*, the Beneficiary (or, in the event of death, his successors in title) will retain the right to exercise the Options granted in proportion to the duration of the relationship following the grant date with respect to the period between the grant date and the initial exercise date¹⁷. The non-exercisable Options will automatically be extinguished with the consequent release of the Company from any obligation or liability.

It should be noted that with respect to the 2025 *Stock Options* Plan for:

“**Bad Leaver**”: means the cases of termination of the relationship due to: (i) dismissal of the beneficiary due to the occurrence of a just cause; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events

mentioned in points (ii) and (iii) of the definition of Good Leaver;

“**Good Leaver**”: means the cases of termination of the relationship for: (i) dismissal without just cause; (ii) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) of the beneficiary resulting in a period of incapacity for work of more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the beneficiary; (v) loss of subsidiary status by the beneficiary’s employer company.

The total expense of the 2025 Plan for the year amounted to € 371,418 and was booked to the income statement under personnel costs, general and administrative expenses, with shareholders’ equity contra-entering.

Equity Awards Plan 2022.

1. Recipients.

The *Equity Awards Plan* (the “Plan”), approved by the Shareholders’ Meeting of 29 April 2022, is intended for persons who, on 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/it/azienda/governance/remunerazione/documenti-informativi-piani-incentivazione>), have an employment relationship with the Company or its subsidiaries subordinate. The Plan provides that the Council (or subjects delegated for this purpose) is given a mandate to identify the individual beneficiaries. Potential beneficiaries of the Plan include those persons who hold the role of member of the administrative bodies of the subsidiaries, who could be granted rights to receive shares of the Issuer by virtue of their existing employment relationship.

The plan, which is not intended for individuals who qualify as Managers with Strategic Responsibilities, provides that:

- beneficiaries who hold the role of *Vice Presidents* are assigned rights to receive partly performance shares (equal to 50% of the pay opportunity) and partly Restricted Share Units (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 tools

The Plan provides for the free assignment to the Beneficiaries of the rights that (if accrued upon the fulfilment of the conditions, as well as in the manner and terms provided for in the Plan) confer the right to receive, free of charge, from the Company ordinary shares Diasorin S.p.A. listed on the Euronext – Milan market in the ratio of 1 Share for every 1 right accrued.

The beneficiaries will therefore not be required to pay any consideration to the Company, neither for the assignment of rights nor for the allocation of shares.

The Plan is divided into 4 cycles of assignment of rights, 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 allocated for an amount, for each tranche, equal to 25% of the accrued premium.

The vesting period of each cycle starts from the date of verification. For 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, only one annual allocation of 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 is calculated on the basis of the fair value of the shares, determined pursuant to art. 9 of Presidential Decree 917/1986, i.e. on the basis of the arithmetic average of the prices recorded in the month preceding the date of assignment, taking into account the average of the exchange rates of the same period of time.

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 approval by the Board of the consolidated group financial statements for the year in question and subject to the occurrence of the conditions set out in the plan (to be ascertained on the verification date).

¹⁷ Vedi nota n. 4.

*** *** ***

The accrual of the rights referred to the Performance Shares is linked to the achievement of the performance target represented by the Group’s consolidated EBIT as shown in the consolidated financial statements for the first year of each Reference Cycle, adjusted for any extraordinary factors in accordance with the methodology approved by the Remuneration Committee and Nomination Proposals.

The number of Performance Shares to be allocated to each Beneficiary will be determined according to the level of actual achievement of the Performance Target, in accordance with the following illustrations, it being understood that, in any case, the total number of Performance Shares attributed to each Beneficiary may not exceed 130% of the target.

In the event of achievement of the performance target (i) below the threshold target (less than 95%), each eligible beneficiary will not be awarded Performance Shares; (ii) in an amount between the threshold target and the target target (95%-100%), each eligible beneficiary will be assigned a number of Performance Shares to grow, calculated using the linear interpolation method, between 50% and 100% of the respective target; (ii) in an amount between the first level of overachievement (100.1%) and the Maximum Target (115%), each beneficiary will be assigned a number of Performance Shares to grow, calculated using the linear interpolation method, between 100.2% and 130% of the target.

The Chief Executive Officer, who has received specific delegation from the Board, has decided to assign the rights indicated in the table below.

Assignment cycle	Name	Function	Assignment Date	Rights assigned as of 31/12/2025	Market price of the underlying shares on the grant date ¹⁸	Vesting period	Rights attributed as of 31/12/2025
I	Other employees		06.05.2022	37,614*	€ 120.65 VAT included	06.5.2022- 06.5.2026	30,716
II	Other employees		05.05.2023	57,088*	€ 104.45 VAT included	05.05.2023- 05.05.2027	30,878
III	Other employees		10.05.2024	75,096*	€ 98.54 VAT included	10.05.2024- 10.05.2028	19,575

* Net of rights lapsed due to the hypothesis of *Good Leaving* or *Bad Leaving* under the Plan.

There is no financing or other facility from the Company for the purchase of shares.

The Plan provides that the accrual of rights by the beneficiaries is subject to the maintenance of the Relationship on the date of assignment, until each of the dates of assignment included in the vesting period.

In the event of termination of the relationship following a hypothesis of:

- *Bad Leaver* during the vesting period from time to time or in any case before the assignment of the shares on each grant date, the beneficiary will definitively and fully lose the right to receive all the shares due to him or her on the rights accrued up to that moment and not yet assigned;
- *Good Leaver* during the vesting period from time to time or in any case before the assignment of the shares, the Beneficiary (or its heirs) will retain the right to receive a pro-rata amount of Shares, corresponding to the pro-rata of the rights to receive shares assigned (even if not yet vested) before the date of termination of the relationship.

It should be noted that with respect to the *Equity Awards Plan 2022* for:

¹⁸ The market price refers to the closing price of the trading day on which the allocation was approved.

“Bad Leaver”: means the cases of (i) termination of the relationship due to dismissal of the beneficiary, except only in the event of dismissal upon the occurrence of one of the events referred to in points (i) and (iii) of the definition of Good Leaver; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (i) and (iii) of the definition of Good Leaver, even in the event that the resignation is resigned before the date of attribution and the effective termination of the relationship occurs after the latter.

“Good Leaver”: means the cases of termination of the relationship due to (i) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) and/or unfitness of the beneficiary who has reduced personal autonomy in such a way as to require continuous assistance; (ii) retirement of the beneficiary.

The total expense of the Plan for the year amounted to € 4,041,810 and was booked to the income statement under personnel costs, general and administrative expenses, with shareholders’ equity contra-entering.

Equity Awards Plan 2025-2028.

1. Recipients.

The Equity Awards Plan 2025-2028 (the “Plan”), approved by the Shareholders’ Meeting of 28 April 2025, is intended for persons who, on 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/it/azienda/governance/remunerazione/documenti-informativi-piani-incentivazione>), have an existing relationship with the Company or its subsidiaries subordinate work, including those who qualify as Other Managers with Strategic Responsibilities. The Plan provides that the Council (or subjects delegated for this purpose) is given a mandate to identify the individual beneficiaries. Potential beneficiaries of the Plan include those persons who hold the role of member of the administrative bodies of the subsidiaries, who could be granted rights to receive shares of the Issuer by virtue of their existing employment relationship.

The plan, which is also intended for individuals who qualify as Other Executives with Strategic Responsibilities, provides that:

- beneficiaries who hold the role of *Vice Presidents* or higher are assigned rights to receive part performance shares (equal to 50% of the pay opportunity) and part Restricted Share Units (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 tools

The Plan provides for the free assignment to the Beneficiaries of the rights that (if accrued upon the fulfilment of the conditions, as well as in the manner and terms provided for in the Plan) confer the right to receive, free of charge, from the Company ordinary shares Diasorin S.p.A. listed on the Euronext – Milan market in the ratio of 1 Share for every 1 right accrued.

The beneficiaries will therefore not be required to pay any consideration to the Company, neither for the assignment of rights nor for the allocation of shares.

The Plan is divided into 4 cycles of assignment of rights, 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 allocated for an amount, for each tranche, equal to 25% of the accrued premium.

The vesting period of each cycle starts from the date of verification. For clarity, the vesting period of the first cycle of the Plan corresponds to the financial years 2026, 2027, 2028 and 2029. With reference to each Cycle, only one annual allocation of Rights may be made in each of the financial years 2025 (first cycle), 2026 (second cycle), 2027 (third cycle) and 2028 (fourth cycle).

The number of rights to be assigned to each beneficiary is calculated on the basis of the fair value of the shares, determined pursuant to art. 9 of Presidential Decree 917/1986, i.e. on the basis of the arithmetic average of the prices recorded in the

month preceding the date of assignment, taking into account the average of the exchange rates of the same period of time.

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 approval by the Board of the consolidated group financial statements for the year in question and subject to the occurrence of the conditions set out in the plan (to be ascertained on the verification date).

The accrual of the rights referred to the Performance Shares is linked to the achievement of the performance target represented by the Group’s consolidated EBIT as shown in the consolidated financial statements for the first year of each Reference Cycle, adjusted for any extraordinary factors in accordance with the methodology approved by the Remuneration Committee and Nomination Proposals.

The number of Performance Shares to be allocated to each Beneficiary will be determined according to the level of actual achievement of the Performance Target, in accordance with the following illustrations, it being understood that, in any case, the total number of Performance Shares attributed to each Beneficiary may not exceed 130% of the target.

In the event of achievement of the performance target (i) below the threshold target (less than 95%), each eligible beneficiary will not be awarded Performance Shares; (ii) in an amount between the threshold target and the target target (95%-100%), each eligible beneficiary will be assigned a number of Performance Shares to grow, calculated using the linear interpolation method, between 50% and 100% of the respective target; (ii) in an amount between the first level of overachievement (100.1%) and the Maximum Target (115%), each beneficiary will be assigned a number of Performance Shares to grow, calculated using the linear interpolation method, between 100.2% and 130% of the target.

The Chief Executive Officer, who has received specific delegation from the Board, has decided to assign the rights indicated in the table below.

Assignment cycle	Name	Function	Assignment Date	Rights assigned as of 31/12/2025	Market price of the underlying shares on the grant date ¹⁹	Vesting period	Rights attributed as of 31/12/2025
I	Other employees		06.05.2022	1,542	€ 98.7 VAT included	06.5.2025- 06.5.2029	0
	Other Strategic Executives			73,061			0

* Net of rights lapsed due to the hypothesis of *Good Leaving* or *Bad Leaving* under the Plan.

There is no financing or other facility from the Company for the purchase of shares.

The Plan provides that the accrual of rights by the beneficiaries is subject to the maintenance of the Relationship on the date of assignment, until each of the dates of assignment included in the vesting period.

In the event of termination of the relationship following a hypothesis of:

- *Bad Leaver* during the vesting period from time to time or in any case before the assignment of the shares on each grant date, the beneficiary will definitively and fully lose the right to receive all the shares due to him or her on the rights accrued up to that moment and not yet assigned;
- *Good Leaver* during the vesting period from time to time or in any case before the assignment of the shares, the Beneficiary (or its heirs) will retain the right to receive a *pro-rata* amount of Shares, corresponding to the *pro-rata* of the rights to receive shares assigned (even if not yet vested) before the date of termination of the relationship.

It should be noted that with respect to the Equity Awards Plan 2025-2028 for:

¹⁹ The market price refers to the closing price of the trading day on which the allocation was approved.

“Bad Leaver”: means the cases of (i) termination of the relationship due to dismissal of the beneficiary, except only in the event of dismissal upon the occurrence of one of the events referred to in points (i) and (iii) of the definition of Good Leaver; (ii) voluntary resignation of the beneficiary not justified by the occurrence of one of the events mentioned in points (i) and (iii) of the definition of Good Leaver, even in the event that the resignation is resigned before the date of attribution and the effective termination of the relationship occurs after the latter.

“Good Leaver”: means the cases of termination of the relationship due to (i) termination of the employment relationship caused by physical or mental incapacity (due to illness or accident) and/or unfitness of the beneficiary who has reduced personal autonomy in such a way as to require continuous assistance; (ii) retirement of the beneficiary.

The total expense of the Plan for the year amounted to € 2,158,871 and was booked to the income statement under personnel costs, general and administrative expenses, with shareholders’ equity contra-entering.

*** **

For more information on the *Stock-option* Plans for members of the Board of Directors, Other Executives with Strategic Responsibilities – including the General Manager – and other executives and employees of Diasorin and its subsidiaries, as well as on the 2022 Equity Plan and the 2025 Equity Plan, please consult the relevant documentation made available pursuant to Article 84-*bis* of the Issuers’ Regulation on the Company’s website at <https://int.diasorin.com/it/>, in the “Group/ Governance/Remuneration/Incentive Plan Information Documents” section.



Table 2

Stock-option assigned to members of the Board of Directors, General Managers and other Executives with Strategic Responsibilities

			Options held at the beginning of the year			Options granted during the year						Options exercised during the year			Options that expired during the year ****	Options held at the end of the year	Exercise Accrual Options		
Name and surname	Charge	Floor*	Number of options	Strike price (€)	Possible exercise period (from-to)	Number of options	Strike price (€)	Possible exercise period (from-to)	Fair value at grant date	Assignment Date	Market price of the shares underlying the grant of the options (€)**	Number of options	Strike price (€)	Market price of the underlying shares on the exercise date (€)***	Number of options	Number of options	Fair value (€)		
Carlo Rosa	General Manager	2023 Plan 28/04/2023	120,000	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	120,000	1,026,737		
Chen Even	Strategy Executive	2023 Plan 28/04/2023	100,00	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	100,000	855,614		
Other Strategic Executives		2021 Plan 22/04/2021 (2)	137,625	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	137,625	1,177,539		
		2023 Plan 28/04/2023 (1)	3,532	98.52	10/05/2026-10/05/2028	---	---	---	---	---	---	---	---	---	---	3,532	30,220		
		2025 Plan 09/05/2023	---	---	---	75,000	96.81	07/05/2028-07/05/2030	0	06/05/2025	98.54	---	---	---	---	75,000	371,418		
Other Employees		2017 Plan 27/04/2017 (5)	5,000	110.44	13/03/2023-13/03/2025	---	---	---	---	---	---	---	---	---	5,000	0	0		
			10,000	156.44	15/05/2023-15/05/2025	---	---	---	---	---	---	---	---	---	10,000	0	0		
			16,122	173.28	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	16,122	0	0		
		2019 Plan 24/04/2019 (11)	8,878	173.28	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	---	8,878	0	0	
			86,122	189.05	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	86,122	0	0	
			5,000	186.15	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	5,000	0	0	
		2020 Plan 10/06/2020 (11)	18,878	189.05	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	18,878	0	0	
			15,000	169.95	22/12/2023-23/12/2025	---	---	---	---	---	---	---	---	---	---	15,000	0	0	
			45,807	168.46	12/03/2024-12/03/2026	---	---	---	---	---	---	---	---	---	---	5,000	40,807	0	
			40,000	164.23	31/07/2024-31/07/2026	---	---	---	---	---	---	---	---	---	---	---	40,000	0	0
			11,122	186.15	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	---	11,122	0	0
		2021 Plan 22/04/2021 (10)	3,654	131.37	02/12/2025-02/12/2027	---	---	---	---	---	---	---	---	---	---	---	3,654	34,878	0
			45,091	186.15	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	---	45,091	0	0
			50,000	129.70	07/05/2025-07/05/2027	---	---	---	---	---	---	---	---	---	---	---	50,000	130,743	0
			36,346	131.73	02/12/2025-02/12/2027	---	---	---	---	---	---	---	---	---	---	---	36,346	346,929	0
		2023 Plan 28/04/2023 ()	75,000	93.73	16/03/2024-16/09/2029	---	---	---	---	---	---	---	---	---	---	---	75,000	517,383	0
			50,000	91.95	11/05/2024-11/05/2029	---	---	---	---	---	---	---	---	---	---	---	50,000	419,059	0
Remuneration in the company that prepares the financial statements			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---		
Compensation from subsidiaries and associates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---		
Total			883,177	---	---	75,000	---	---	---	---	---	0	---	---	160,000	798,177	4,910,520		

* Name of the Plan, date of approval by the Assembly. The number of beneficiaries, including any *good leavers* and excluding *bad leavers*, as of 31 December 2024 is indicated 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 the individual financial years.
**** Options not exercised or lapsed due to *Good Leaving* or *Bad Leaving* pursuant to the relevant Stock Option Plan.

Table 3B

Monetary incentive plans for members of the Board of Directors, General Managers and other Executives with Strategic Responsibilities

B		(1)			(2)			(3)
Cognome e Nome	Carica	Bonus of the Year (€) *			Previous years bonus (€)			Other Bonuses (€)
		Erogabile/ Erogato ²⁰	Deferred	Deferral Period	No longer deliverable	Deliverable/ Disbursed	Still deferred	
Carlo Rosa	General Manager	772,772	-	-	-	-	-	-
Chen M. Even	CCO Administrator	393,411	-	-	-	-	-	-
Other Strategic Executives	Strategic Executives ²¹	457,642	-	-	-	-	-	-
Total		1,623,825	-	-	-	-	-	-

* All Fees indicated will be paid by the Company that prepares the Financial Statements. No Compensation is provided by the Subsidiaries or Associates.

Nota: It should be noted that the Table concerns all types of monetary incentive plans, both short-term and medium-long term.

²⁰ Payment in March 2026 on 2025 targets..

²¹ The aggregate figure includes Mr. Amelia Parente and Mr. Piergiorgio Pedron, who qualify as Other Strategic Executives in 2025.



PART FOUR

Shareholdings held by Members of the Board of Directors and the Board of Statutory Auditors and by Other Managers with Strategic Responsibilities

Scheme no. 7-ter

Format relating to information on the shareholdings held by the members of the administrative and control bodies, by general managers and by Managers with Strategic Responsibilities

Members of the Board of Directors as of December 31, 2025
Equity investments in Diasorin S.p.A.

NAME AND SURNAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AT THE END OF THE 2025 FINANCIAL YEAR
Michele Denegri	Diasorin S.p.A.	0	0	0	0
Carlo Rosa	Diasorin S.p.A.	4,679,214	7,400	0	4,686,614
Giancarlo Boschetti	Diasorin S.p.A.	0	5,000	0	5,000
Chen M. Even	Diasorin S.p.A.	2,350,000	0	0	2,350,000
Stefano Altara	Diasorin S.p.A.	0	0	0	0
Diva Moriani	Diasorin S.p.A.	0	0	0	0
Claudia Motta	Diasorin S.p.A.	0	0	0	0
Fioranna Negri	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

Members of the Board of Directors who ceased to hold office on 28 April 2025
Equity investments in Diasorin S.p.A.

NAME AND SURNAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AS OF APRIL 28, 2025
Fiorella Altruda	Diasorin S.p.A.	0	0	0	0
André Michel Ballester	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
Tullia Todros	Diasorin S.p.A.	0	0	0	0

Other investments in Diasorin Group companies

NAME AND SURNAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AT THE END OF THE 2025 FINANCIAL YEAR
Carlo Rosa	Diasorin SA (Francia)	1	0	1	0
Chen M. Even	Diasorin Mexico SA de CV (Messico)	1	0	0	1
	Diasorin SA/NV (Belgio)	1	0	1	0
	Diasorin Iberia SA (Spagna)	1	0	0	0

Members of the Supervisory Body as at 31 December 2025
Equity investments in Diasorin S.p.A.

NAME AND SURNAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AT THE END OF THE 2025 FINANCIAL YEAR
Nadia Fontana	Diasorin S.p.A.	0	60	0	60
Patrizia Arienti	Diasorin S.p.A.	0	0	0	0
Matteo Michele Sutura	Diasorin S.p.A.	0	0	0	0
Margherita Spaini	Diasorin S.p.A.	0	0	0	0
Cristian Tundo	Diasorin S.p.A.	0	0	0	0



Members of the control body who ceased to hold office on 28 April 2025 Equity investments in Diasorin S.p.A.

NAME AND SURNAME	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AS OF APRIL 28, 2025
Monica Mannino	Diasorin S.p.A.	0	0	0	0
Ottavia Alfano	Diasorin S.p.A.	2,500*	0	0	2,500*
Matteo Michele Sutura	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 the spouse

Altri Dirigenti con Responsabilità Strategiche

NAME AND SURNAME	INVESTEE COMPANY	NUMBER OF SHARES HELD AT THE END OF THE 2024 FINANCIAL YEAR	NUMBER OF SHARES PURCHASED IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES SOLD IN THE 2025 FINANCIAL YEAR	NUMBER OF SHARES HELD AT THE END OF THE 2025 FINANCIAL YEAR
Other Executives with Strategic Responsibilities *	Diasorin S.p.A.	0	0	0	0

** The table takes into account the aggregate category of the Company's Relevant Persons, pursuant to the Appendix to the Related Parties Regulation, in the year covered by this Report. Transactions relating to Mr. Rosa and Mr. Even are excluded as they are reported in the Table referring to the members of the Board of Directors, even if they are qualified as Managers with Strategic Responsibilities.





GLOSSARY

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Glossary

Other Executives with Strategic Responsibilities or **Other Strategic Managers**: the persons identified by the Board of Directors, other than the members of the Board of Directors and the Board of Statutory Auditors, who, pursuant to the Appendix to the Related Parties Regulation and the reference therein to IAS 24, have the power and responsibility, directly or indirectly, for the planning, management and control of the activities of the Company.

For the 2025 financial year, for the purposes of reporting on the compensation paid provided in Section II, the Other Strategic Executives are Mr. Piergiorgio Pedron, *Senior Corporate V.P. & Group Chief Financial Officer* who has terminated his employment with Diasorin with effect from March 31, 2026, and Ms. Amelia Parente, *Senior Corporate V.P. Human Resources*, identified as Manager with Strategic Responsibilities by the Board of Directors held on 14 March 2025.

For the purposes of the 2026 Remuneration Policy, the Other Strategic Executives are Ms. Amelia Parente and Mr. Alberto Donati, *Chief Financial Officer* designated as Other Executives with Strategic Responsibilities by the Board of Directors on March 20, 2026, who will hold the role previously held by Mr. Pedron as of April 1, 2026 and is therefore the recipient of the Policy described in Section I.

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

CEO or Managing Director: the CEO of the Company, Mr. Carlo Rosa.

CCO or Chief Commercial Officer: il *Chief Commercial Officer* della Società, Sig. Chen Menachem Even, il quale riveste altresì la carica di membro del Consiglio di Amministrazione.

Codice di Corporate Governance: the Corporate *Governance* Code for 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 Civil Code.

Remuneration Committee or Committee: the Remuneration Committee and Nomination Proposals of the Company.

Board or Board of Directors: the Board of Directors of the Company.

Diasorin or Company: the company issuing listed shares to which the Report refers.

CEO/General Manager or CEO/DG: the General Manager and Managing Director of the Company, Mr. Carlo Rosa. It should be noted that Mr. Rosa receives remuneration exclusively due to his position as General Manager.

Executives with Strategic Responsibilities or Strategic Managers: the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Other Strategic Executives who, pursuant to the Appendix to the Related Parties Regulation, have the power and responsibility, directly or indirectly, for the planning, direction and control of the Company's activities.

Financial year: the financial year to which Section II of this Remuneration Report refers as defined *below*, i.e. the financial year 2025.

Diasorin Group or Group: Diasorin together with the companies (Italian or foreign) from time to time, directly or indirectly, controlled by the Company pursuant to Article 93 of the TUF or that 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 remunerating employee *performance* results, linking variable remuneration to individual *performance* results, in line with *Diasorin's* annual business strategy and objectives.

Equity Plan 2022 or **Equity Awards Plan 2022**: the long-term incentive plan dedicated to 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 attribution to beneficiaries of rights to receive, again free of charge, Diasorin shares, the amount of which is determined according to the principle of *pay opportunity* of each beneficiary of the Plan, in relation 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 "Governance", "Remuneration", "Incentive Plan Information Documents" section.

Equity Awards Plan 2025: the long-term incentive plan called "Equity Awards Plan 2025-2028" dedicated to the Group's *Vice Presidents, Senior Directors* and *Directors*, as well as to persons who qualify as Other Executives with Strategic Responsibilities, which provides for the free attribution to beneficiaries of rights to receive, again free of charge, Diasorin shares, the amount of which is determined according to the principle of the *pay opportunity* of each beneficiary of the Plan, in relation to the responsibilities and value of the individual manager. The 2025 Equity Plan was approved by the Shareholders' Meeting on 28 April 2025 and therefore provides for the possibility that Other Executives with Strategic Responsibilities may receive financial instruments under the Equity Plan.

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 "Governance", "Shareholders' Meeting", "2025" sections.

2019 Plan: the "2019 Stock Option Plan of Diasorin S.p.A.", approved by the Ordinary Shareholders' Meeting of the Company on April 24, 2019.

2020 Plan: the "2020 Stock Option Plan Diasorin S.p.A.", approved by the Ordinary Shareholders' Meeting of the Company on June 10, 2020.

2021 Plan: the "2021 Stock Option Plan Diasorin S.p.A." approved by the Ordinary Shareholders' Meeting of the Company on April 22, 2021.

2023 Plan: the "2023 Stock Option Plan Diasorin S.p.A.", approved by the Ordinary Shareholders' Meeting of the Company on April 28, 2023.

2025 Plan: the "2025 Stock Option Plan Diasorin S.p.A.", approved by the Company's Ordinary Shareholders' Meeting on April 28, 2025.

2026 Plan: the "2026 Diasorin S.p.A. Stock Option Plan", which will be submitted for approval to the Company's Shareholders' Meeting on April 29, 2026.

Policy: Diasorin's policy on the remuneration of Directors and Executives with Strategic Responsibilities 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 Regulations of the Markets organised and managed by Borsa Italiana S.p.A.

Issuers' Regulation: Consob Regulation no. 11971 of 14 May 1999 as subsequently amended.

Related Parties Regulation: Consob Regulation no. 17221 of 12 March 2010 on transactions with related parties as subsequently amended.

Remuneration Report or Report: the report on the remuneration policy and remuneration paid that listed companies are required to draw up pursuant to Article 123-*ter* of the TUF.

Website: the website of the Diasorin Group, which can be reached at the URL address <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 pollution, water pollution,

deforestation; *Social*: refers to the attention to a wider audience of stakeholders and includes diversity and inclusion policies, training, human rights, labour standards and relations with civil society; *Governance*: provides a snapshot of corporate governance practices, including the remuneration policies of the administrative and control bodies, the General Manager and the Other Strategic Managers, the composition of the Board of Directors, the control procedures, the conduct 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 action of the Board of Directors and which is substantiated in the creation of long-term value for the benefit of Shareholders, taking into account the interests of other *stakeholders* relevant to the Company.

TUF: Legislative Decree no. 58 of 24 February 1998 (Consolidated Law on Finance) as subsequently amended.

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



Analytical Index by Topics (Consob Resolution no. 21623 of 10 December 2020)

Consob resolution	Information required	Riferimento nella relazione (paragrafo)
	With reference to the members of the administrative bodies, general managers and other managers with strategic responsibilities, the section contains at least the following information, to be explained in a clear and understandable manner:	
a)	the bodies or persons involved in the preparation , approval and possible revision of the remuneration policy , specifying their respective roles, as well as the bodies or persons responsible for the correct implementation of this policy;	1.5.
b)	the possible intervention of a remuneration committee or other committee competent in the matter, describing its composition (with a distinction between non-executive and independent directors), its powers and operating methods, and any further measures aimed at avoiding or managing conflicts of interest;	1.5.(iii)
c)	how the company took into account the compensation and working conditions of its employees in determining the remuneration policy ;	1.4.
d)	the names of any independent experts involved in the preparation of the remuneration policy;	1.9.
e)	the purposes pursued by the remuneration policy , the principles underlying it, the duration and, in the event of a revision, a description of the changes with respect to the remuneration policy last submitted to the shareholders' meeting and how such revision takes into account the votes and assessments expressed by shareholders at or after that meeting ;	1.1. 1.5.
f)	the description of the policies on fixed and variable components of remuneration , with particular regard to the indication of the relative proportion within the total remuneration and distinguishing between short-term and medium-long term variable components;	1.8.
g)	the policy followed with regard to non-monetary benefits ;	1.11.
h)	with reference to 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-long term variable components, and information on the link between the change in results and the change in remuneration;	1.8.
i)	the criteria used to assess the achievement of the performance objectives underlying the assignment of shares, options, other financial instruments or other variable components of remuneration, specifying the extent of the variable component to be paid out 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 components of remuneration, to the corporate strategy, the pursuit of long-term interests and the sustainability of the company;	1.8.

Consob resolution	Informazione richiesta	Riferimento nella relazione (paragrafo)
k)	the terms of accrual of rights (so-called vesting period), any deferred payment systems, with an indication of the deferral periods and the criteria used to determine these periods and, if applicable, the mechanisms for ex post correction of the variable component (malus or return of variable compensation " claw-back ");	1.8.
l)	information on the possible provision of clauses for the retention of 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 relating to the remuneration provided for in the event of termination of office or termination of the employment relationship , specifying: (i) the duration of any employment contracts and further agreements, the notice period , if applicable, and what circumstances give rise to the claim; (ii) the criteria for determining the remuneration due to directors , general managers and at an aggregate level to managers with strategic responsibilities, distinguishing, where applicable, the components assigned by virtue of the office of director from those relating to employment relationships, as well as the components for any non-competition commitments. If these fees are expressed according to the year, indicate in detail the components of this year (fixed, variable, etc.); (iii) any link between such compensation and the company's performance ; (iv) any effects of the termination of the relationship on the rights assigned under incentive plans based on financial instruments or to be paid in cash; (v) any provision for the assignment or maintenance of non-monetary benefits in favour of the subjects or the stipulation of consultancy contracts for a period subsequent to the termination of the relationship;	1.12.
n)	information on the presence of any insurance , social security or pension coverage , other than the mandatory ones;	1.6. 1.7. 1.8.
o)	any remuneration policy followed with reference to: (i) independent directors, (ii) participation in committees and (iii) the performance of particular offices (chairman, deputy chairman, etc.);	1.6.
p)	whether the remuneration policy has been defined using the remuneration policies of other companies as a reference , and if so, the criteria used for the selection and indication of those companies;	1.9.
q)	the elements of the remuneration policy from which, in exceptional circumstances, it is possible to derogate and, without prejudice to the provisions of Regulation no. 17221 of 12 March 2010, any additional procedural conditions on the basis of which the derogation may be applied. With reference to the members of the control bodies, without prejudice to the provisions of Article 2402 of the Civil Code, the section describes any criteria for determining the remuneration. If the outgoing supervisory body, in view of the formulation by the shareholders of proposals to the shareholders' meeting regarding the remuneration of the supervisory body, has sent the company further information on the quantification of the commitment required to carry out the office, the section contains a summary of these details	1.13. 1.7.





Diasorin S.p.A.

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