



## Notice of Call of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of DiaSorin S.p.A. is convened in Milan, Via Agnello 18, at Studio Notarile Marchetti for **24 April 2024**, at 2:30 p.m., in a single call.

The Company - in accordance with the provisions of Article 106 of Decree Law No. 18/2020 converted into Law No. 27/2020 as amended and supplemented ("**Decree**") - has decided to provide that **the Shareholders' attendance at the Shareholders' Meeting shall be made exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree No. 58/98 ("Consolidated Law on Finance"), without physical participation of the shareholders.**

The Meeting is convened to discuss and resolve upon the following:

### **Agenda**

1. Financial statements as at 31 December 2023, and allocation of profit for the year:
  - 1.1 Approval of the Financial Statements after examination of the management report for the year ending 31 December 2023; presentation of the Consolidated Financial Statements as at 31 December 2023 of the DiaSorin Group; related resolutions;
  - 1.2 Proposed allocation of profit; related resolutions.
2. Report on the remuneration policy and fees paid:
  - 2.1 Approval of the remuneration policy pursuant to Article *123-ter*, Paragraph *3-ter* of Legislative Decree No. 58/1998;
  - 2.2 Resolutions on the "Second Section" of the report, pursuant to Article *123-ter*, Paragraph 6 of Legislative Decree No. 58/1998.
3. Appointment of a statutory auditor of accounts for financial years 2025-2033 and determination of the relevant fee; related resolutions.

### **Share Capital**

As at the date of publication of this notice of call, the Company's subscribed and paid-in share capital amounts to € 55,948,257.00. It is represented by 55,948,257 ordinary shares, par value € 1 each. Each ordinary share conveys the right to cast one vote, exception made for the shares with increased voting rights (in the ratio of two voting rights for each share). As of the date of this notice, the Company holds 2,583,579 treasury shares, the voting rights of which are suspended pursuant to Article *2357-ter* of the Italian Civil Code. The Company's website ([https://int.diasorin.com/it/ Section "Group/Governance/Ownership Structure/Total Shareholders' Basis"](https://int.diasorin.com/it/Section%20Group/Governance/Ownership%20Structure/Total%20Shareholders%20Basis)) contains detailed information on the amount of the share capital and its composition.

The Bylaws (Articles *9-bis*, *9-ter* and *9-quater*) regulate the increased voting rights, with the consequence that, in compliance with the provisions of Article 120, Paragraph 1 of Legislative Decree No. 58/1998 ("**Consolidated Law on Finance**"), share capital means the total number of voting rights. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to 88,376,315. For more

information, including with reference to the special list pursuant to Article 9-*quater* of the Bylaws ("**Special List**"), please refer to the Company's website (<https://int.diasorin.com/it/>, Section "Group/Governance/Ownership Structure/Loyalty Shares"). The Company, pursuant to Article 9-*quater* of the Company's Bylaws, will update the Special List (where necessary) by the 5th (fifth) trading day following the end of each calendar month and, in any case, by 16 April 2024, the trading day following the date indicated in Article 83-*sexies*, Paragraph 2 of the Consolidated Law on Finance (record date), i.e. 15 April 2024.

### **Eligibility to attend the Shareholders' Meeting and exercise the right to vote**

Pursuant to Article 83-*sexies* of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting, i.e. 15 April 2024 (record date); any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. by 19 April 2024); nevertheless, shareholders shall be entitled to attend and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

Pursuant to Article 106, Paragraph 4 of the Decree, attendance in the Shareholders' Meeting of those entitled to vote will be made exclusively through the Designated Representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance, to which proxy must be granted under the terms and conditions set out below; proxies or sub-proxies may also be granted to the aforementioned Designated Representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4 of the Consolidated Law on Finance.

The Directors, the Statutory Auditors, the designated representative and the notary who will record the meeting, as well as other persons entitled under the law, other than those who are entitled to vote, may attend the Shareholders' Meeting by means of telecommunications that also ensure their identification. The Company will provide instructions for attending the Shareholders' Meeting through telecommunication devices to those concerned.

The Designated Representative appointed by the Company pursuant to Article 135-*undecies* of the Consolidated Law on Finance is Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari 6, Tax Code 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (the "**Designated Representative**").

Shareholders wishing to attend the Shareholders' Meeting shall give the Designated Representative a proxy, with voting instructions, on the proposed resolutions on the agenda of the Shareholders' Meeting, without expenses for the delegating party (except for any shipping costs). The proxy shall be granted by signing a specific proxy form, available on the company's website (<https://int.diasorin.com/it/>, Section "Group/Governance/Shareholders' Meeting/2024"), together with the relevant instructions for filling in and transmitting the form.

The proxy form with the voting instructions must be received by the Designated Representative – together with a copy of a currently valid identity document of the proxy giver or, if the proxy giver is a legal person, of the *pro tempore* legal representative or other

person with appropriate powers, together with appropriate documentation to confirm the proxy giver's qualification and powers – by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by 11:59 p.m. on 22 April 2024, using one of the following methods: (i) transmission of an electronically reproduced copy (PDF) to the certified e-mail address [rd@pec.euronext.com](mailto:rd@pec.euronext.com) (subject line “Delega Assemblea DIASORIN 2024”) from one's own certified e-mail address (or, failing that, from one's own ordinary e-mail address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Monte Titoli S.p.A. - For the attention of Ufficio Register & AGM Services, Piazza degli Affari 6, 20123 Milan, Ref. “Delega Assemblea DIASORIN 2024”) sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [rd@pec.euronext.com](mailto:rd@pec.euronext.com) (subject line “Delega Assemblea DIASORIN 2024”).

The proxy and the voting instructions are revocable by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on 22 April 2024).

Under the Decree, proxies or sub-proxies may also be granted to the Designated Representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4 of the Consolidated Law on Finance, by signing a specific proxy form available on the Company's website (<https://int.diasorin.com/it/>, Section “Group/Governance/Shareholders' Meeting/2024”). For the transmission of proxies or sub-proxies, the procedures indicated above and set out in the proxy form must be followed.

The said proxy or sub-proxy must be received by 6:00 p.m. of the day preceding the Shareholders' Meeting (or anyway prior to the beginning of the meeting proceedings). The proxy pursuant to Article 135-*novies* of the Consolidated Law on Finance and the relevant voting instructions may always be revoked within the same time limit.

For any clarifications regarding the granting of proxies (and specifically regarding the completion of the proxy form and the voting instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or at (+39) 02.33635810 on the days when the office is open, from 9:00 a.m. to 5:00 p.m.

Shares for which full or partial proxy is granted are calculated for the purpose of determining due constitution of the Shareholders' Meeting; with regard to proposed resolutions for which no voting instructions are given, the shares of the Shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

No postal or electronic voting procedures are envisaged.

### **Right to submit questions on the items on the Agenda**

Pursuant to Article 127-*ter* of the Consolidated Law on Finance, Shareholders may ask questions on the items on the agenda before the Shareholders' Meeting, by means of electronic communication to the certified e-mail address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it).

Only questions that are strictly relevant to the agenda will be considered. Questions must be submitted within seven trading days prior to the date of the Shareholders' Meeting, i.e., by

15 April 2024, and the questions must be accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication to the Company by the qualified intermediary pursuant to Article 43, Paragraph 1, of the new Joint Regulation on post-trading adopted by Banca d'Italia and Consob on 13 August 2018 (“*Rules governing central counterparties, central securities depositories and central depository services*”) (“**Post Trading Regulation**”) proving the legitimacy of the exercise of such right; ownership of the voting right can also be certified after the submission of the questions, provided that it is within the third day following the date indicated in Article 83-*sexies*, Paragraph 2, of the Consolidated Law on Finance (record date), i.e. by 18 April 2024; however, the certification is not required if the Company already received the intermediary’s communication needed to attend the Shareholders’ Meeting.

The Company will answer questions received no later than 15 April 2023 – the deadline prescribed by Article 127-*ter*, Paragraph 1-*bis* of the Consolidated Law on Finance – having verified their relevance to the items on the agenda of the Shareholders’ Meeting and the legitimacy of the submitting party, at least three days before the Shareholders’ Meeting, in derogation of the minimum term set by Article 127-*ter*, Paragraph 1-*bis* of the Consolidated Law on Finance, and therefore before 21 April 2024, publishing the responses on the relevant section of its website (<https://int.diasorin.com/it/>, “Group/Governance/Shareholders’ Meeting/2024”), in order to allow eligible parties to vote with full knowledge of the items on the agenda. The Company may provide a joint answer to questions with the same content.

### **Right to amend and add motions to items in the Meeting’s Agenda**

Pursuant to Article 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the Company’s share capital may request in writing, within 10 days from the publication of this Notice (i.e. by 25 April 2024) that the Meeting’s Agenda be amended, listing on their application the additional items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders’ Meeting as a result of such requests must be publicised in the same manner required for the publication of the Notice of Shareholders’ Meeting, at least 15 days before the date of the Shareholders’ Meeting (i.e. by 9 April 2024). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders’ Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-*ter*, Paragraph 1 of the Consolidated Law on Finance. Amendments must be received by the Company within the deadline above having been sent by registered letter with advice of receipt to the registered office of the Company, Via Crescentino snc, 13040 Saluggia (VC), to the attention of Corporate Legal Affairs, or by e-mail to the certified e-mail address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). Said amendments must be accompanied by a report on the items submitted for discussion or the reason for further resolution proposals submitted. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 43, Paragraph 1 of the Post-Trading Regulation certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published, in the same form as the documents relating to the Shareholders’ Meeting.

## **Right to individually submit resolution proposals before the Shareholders' Meeting**

In addition to the above, taking into account that attendance at the Shareholders' Meeting is exclusively envisaged through the Delegated Representative, those entitled to attend the Shareholders' Meeting who intend to submit proposals for resolutions on the items on the agenda are invited to submit them in advance, by 9 April 2024, according to the same procedures indicated in the paragraph above. Such proposals will be published on the Company's website by 11 April 2024, in order to allow those entitled to vote to do so in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, also on such proposals. The requesting party must provide suitable documentation proving entitlement to attend the Shareholders' Meeting and the issue of a proxy to the Designated Representative for attending said Shareholders' Meeting.

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The documents pertaining to the Shareholders' Meeting, including the Board of Directors' reports on each item of the agenda, will be made available to the public at the Company headquarters, on the Company's website (<https://int.diasorin.com/it/>, Section "Group/Governance/Shareholders' Meeting/2024") and according to the other procedures and timings required by application regulations.

Moreover, at least 15 days before the date of the Shareholders' Meeting in single call, i.e. by 9 April 2024, the documentation pursuant to Article 77, Paragraph 2-*bis* of the Issuers' Regulation and Article 15, Paragraph 1, point a) of the Market Regulations adopted with Consob resolution No. 20249/2017 must be filed, with the caveat that such filing will be made only at the registered office of the Company.

This notice is published, pursuant to Article 125-*bis* of the Consolidated Law on Finance and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's Bylaws, on the Company's website <https://int.diasorin.com/it/> (Section "Group/Governance/Shareholders' Meeting/2024"), on the authorised central storage mechanism "eMarket Storage" (available on the website [www.emarketstorage.com](http://www.emarketstorage.com)) and, as an extract, in the newspaper "La Stampa" (on 16 March 2024).

Saluggia, 15 March 2024

For the Board of Directors  
signed  
The Chairman  
*Michele Denegri*