SHAREHOLDERS' MEETING
DiaSorin S.p.A.

4 September 2024

EXPLANATORY REPORT
AND
PROPOSALS FOR RESOLUTIONS ON THE ITEMS ON THE AGENDA

(drafted in compliance with Article 84-*ter* of Consob Resolution 11971/1999 and subsequent amendments and Article 125-ter of Legislative Decree 58/1998 and subsequent amendments)

DiaSorin S.p.A.
Via Crescentino snc, 13040 Saluggia (VC)
Tax Code and Registration in the Vercelli Companies' Register no. 13144290155

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Ordinary Session - Explanatory Report on item 1) on the agenda

1. Engagement of the statutory auditor for the financial years 2025-2033 and determination of the related fee; related and consequent resolutions.

Dear Shareholders,

pursuant to the provisions of Article 17 of Legislative Decree of 27 January 2010, no. 39, as amended by Legislative Decree of 17 July 2016, no. 135 (the "Decree"), for Italian companies issuing securities admitted to trading on regulated Italian and European Union markets, the statutory audit engagement lasts nine financial years, with the exclusion of the possibility of renewal if at least four financial years have not elapsed from the date of termination of the previous engagement.

With the approval of the financial statements as of 31 December 2024, the statutory audit engagement granted to the company PricewaterhouseCoopers S.p.A. by the ordinary Shareholders' Meeting of DiaSorin S.p.A. (the "Company" or "Diasorin") of 28 April 2016 for the financial years 2016 – 2024 will lapse.

Therefore, the current engagement of PricewaterhouseCoopers S.p.A. is expected to end at the end of the 2024 financial year.

That said, the Board of Statutory Auditors, in its capacity as "Internal Control and Audit Committee", pursuant to Article 19 of the Decree, shared the proposal of the competent company functions to bring forward the selection process for the assignment of the statutory audit engagement for the period 2025-2033, starting it already during the 2023 financial year, so as to allow the decision on the assignment of the relevant engagement.

The selection procedure was brought forward in order to:

(i) allow the incoming statutory auditor to comply with the so-called cooling in period provided for by European Regulation no. 537/2014 of the European Parliament and of the Council of 16 April 2014 (the "Regulation") which, to protect the auditor's independence, requires that the latter abstain from providing certain types of services, other than the statutory audit (so-called non-audit), starting from the financial year immediately preceding the first audit year;

(ii) facilitate the handover between the incoming and former auditor, thus allowing the physiological lack of knowledge of Diasorin and its group to be addressed more effectively, with a view to pursuing the best quality of the statutory audit; and

(iii) comply with the best practices already adopted by the main public interest bodies in the European Union.

The proposal relating to the statutory audit engagement, pursuant to the Decree and the Regulation, for the period 2025-2033 to a different audit firm, as well as the determination of the related fee, is therefore submitted for your examination.

In this regard, it should be noted that the Company has carried out the selection procedure referred to in Article 16 of the Regulation in compliance with transparent, clear, non-discretionary methods and criteria and without the influence of third parties or the application of any of the clauses mentioned in the Article 16 paragraph 6 of the Regulation.

Following the selection procedure, the Board of Statutory Auditors prepared and presented its reasoned recommendation to the Board of Directors pursuant to Article 16 paragraph 2 of the Regulation, containing at least two possible engagement alternatives and a duly justified preference for one of the two. In particular, the Board of Statutory Auditors, taking into account the offers received, recommended assigning the statutory auditing engagement to the company Ernst & Young S.p.A. or to the company KPMG S.p.A., expressing its preference in favour of Ernst & Young S.p.A.

It should be noted that the aforementioned reasoned recommendation also takes into account the investigations carried out by the Board in light of some changes in the composition of the management body of Ernst & Young S.p.A., announced in April 2024, in order to verify if the audit firm meets the independence requirement.

It should be noted that the ordinary Shareholders' Meeting, upon a reasoned proposal from the control body made pursuant to Article 13 of the Decree, also containing the recommendation referred to in Article 16 of the Regulation, confers the engagement of statutory audit of the accounts and determines the fee payable to the audit firm for the entire duration of the engagement and any criteria for the adjustment of this fee during the engagement itself.

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Having taken note of the proposal of the Board of Statutory Auditors, attached to this report, and of the recommendation contained therein, the Shareholders are therefore invited to pass the following resolutions.

"*The Ordinary Shareholders' Meeting of DiaSorin S.p.A.,*

- *having acknowledged that with the approval of the financial statements as at 31 December 2024, the statutory audit engagement assigned to the audit firm PricewaterhouseCoopers S.p.A. for the financial years 2016 - 2024 will lapse;*

- *having examined the proposal made by the Board of Statutory Auditors containing the recommendation as Internal Control and Audit Committee regarding the assignment of the engagement for the statutory audit of DiaSorin S.p.A.'s accounts for the financial years 2025-2033,*

resolved

- to assign the engagement of statutory audit of DiaSorin S.p.A.'s accounts to the audit firm Ernst & Young S.p.A. for the financial years 2025-2033, without prejudice to causes of early termination, for the performance of the activities as well as under the conditions set out in the offer made by the aforementioned audit firm, whose economic terms are summarized in the proposal made by the Board of Statutory Auditors;

- to grant a mandate to the Chairman of the Board of Directors and Chief Executive Officer, severally and also through attorneys, to carry out the actions required, necessary or useful for the implementation of the above resolution, as well as to fulfil the relevant and/or necessary formalities with the competent bodies and/or offices, with the right to introduce any non-material modifications that may be required for this purpose, and in general everything necessary for their complete implementation, with any and all necessary and appropriate powers, in compliance with current regulatory provisions. "

Saluggia, 29 July 2024

On behalf of the Board of Directors

The Chairman
Mr. Michele Denegri

INTEGRAZIONE DELLA "*PROPOSTA MOTIVATA DEL COLLEGIO SINDACALE PER IL CONFERIMENTO DELL'INCARICO DI REVISIONE LEGALE DEI CONTI AI SENSI DELL'ART. 13 D.LGS, N. 38/2010 PER GLI ESERCIZI 2025-2033 E LA DETERMINAZIONE DEL COMPENSO*"

Come noto, DiaSorin S.p.A. ("DiaSorin" o la "Società") ha avviato, in via anticipata rispetto alla scadenza dell'incarico di revisione di PricewaterhouseCoopers S.p.A. e secondo la prassi diffusa tra le società quotate, la procedura di selezione prevista dall'art. 16 Regolamento Europeo n. 537/2014 per la nomina del nuovo revisore legale dei bilanci relativamente al novennio 2025-2033.

All'esito della procedura di selezione, il Comitato per il Controllo Interno e la Revisione Contabile ("CCI") ha predisposto, in data 6 dicembre 2023, la propria raccomandazione motivata per l'Assemblea dei Soci, nell'ambito della quale ha raccomandato il conferimento del nuovo incarico di revisione a EY S.p.A. ("EY") o a KPMG S.p.A., esprimendo la propria preferenza a favore di EY (la "Raccomandazione"), unita alla presente per completezza di informazione.

Dopo la predisposizione della Raccomandazione, in data 12 aprile 2024 il CCI è venuto a conoscenza dell'intenzione di EY di attuare, nel breve termine, taluni cambiamenti della *governance* destinati a interessare un componente del consiglio di amministrazione avente un rapporto di parentela con un amministratore della Società. Tale circostanza ha quindi reso necessario per il CCI verificare se i cambiamenti prospettati potessero avere effetti sugli esiti della procedura di selezione della società di revisione e, conseguentemente, sulle conclusioni espresse dall'organo di controllo nella Raccomandazione. A tal fine, il CCI si è in particolare soffermato a valutare la permanenza del requisito di indipendenza in capo a EY, anche alla luce di quanto previsto dal par. 521.6A1 (Familiare di un componente del gruppo di revisione) del Codice Italiano di Etica e Indipendenza.

Più precisamente, il CCI, anche con il supporto di consulenti legali esterni, ha esaminato (i) le circostanze fattuali venutesi a creare alla luce della disciplina applicabile in tema di indipendenza del revisore (Regolamento Europeo n. 537/2014, D.Lgs. 39/2010, Regolamento Consob n. 11971/99 e Codice Italiano di Etica e Indipendenza), nonché (ii) il contenuto di una nota illustrativa trasmessa da EY il 15 aprile 2024. Nell'ambito di tale documento la società di revisione ha rappresentato le seguenti specifiche misure di salvaguardia da implementare in caso di conferimento dell'incarico di revisione:

(a) assegnazione all'incarico di un ulteriore *Engagement Quality Reviewer*;
(b) assenza di coinvolgimento del consigliere di amministrazione EY in questione nel processo di valutazione e remunerazione del *partner* eventualmente responsabile della revisione dei bilanci di DiaSorin;
(c) assenza di qualsivoglia coinvolgimento (diretto e indiretto) del consigliere di amministrazione EY rispetto all'assunzione di decisioni eventualmente riguardanti la revisione dei bilanci di DiaSorin.

Tali misure sono state individuate dalla società di revisione per evitare l'insorgere, anche solo *in appearance*, di eventuali rischi per l'indipendenza connessi ai sopraggiunti cambiamenti organizzativi. EY si è altresì espressamente impegnata a monitorare la loro attuazione a tutela della propria indipendenza nel corso dell'intera durata dell'incarico.

Successivamente, con lettera in data 29 maggio 2024, sono stati comunicati al CCI ulteriori cambiamenti negli assetti finali di governance in virtù dei quali il consigliere di

amministrazione EY, a partire dal 1° luglio 2024, avrebbe cessato la propria carica nell'organo di gestione della società di revisione e ha assunto un nuovo ruolo, quale *Country Managing Partner*, nell'ambito del Consorzio EY Italia.
Alla luce di tale novità, il CCI ha avviato i conseguenti ulteriori approfondimenti con l'obiettivo di valutare se tale assetto finale (comportante, segnatamente, l'assunzione da parte dell'ex consigliere di EY di una carica apicale nell'ambito del Consorzio EY Italia) potesse determinare l'insorgere di qualsivoglia minaccia per l'indipendenza della società di revisione.
A tal fine, il CCI ha indirizzato a EY, nel mese di giugno, specifiche richieste di chiarimento volte a comprendere: natura del Consorzio EY Italia, rapporti con le entità del *network* EY, assetto e funzionamento degli organi di *governance* del Consorzio, nonché ruolo e poteri assunti dall'ex consigliere di EY nell'ambito del Consorzio medesimo, quale Presidente.
La società di revisione ha riscontrato dette richieste evidenziando, in particolare, che il Consorzio EY Italia ha lo scopo di coordinare le entità del *network* EY consorziate (ivi inclusa la società di revisione) al fine di assicurare il rispetto delle disposizioni di legge e regolamentari, nazionali, internazionali, sovranazionali e straniere, nonché le policy EY, nazionali e internazionali.
Il Consorzio EY Italia, sempre secondo quanto evidenziato da EY, non ha quindi la possibilità di esercitare influenza sulle attività operative delle singole entità del *network* EY consorziate e, in particolare, sugli incarichi di revisione gestiti da EY. Le entità aderenti al Consorzio EY Italia rimangono del tutto autonome nello svolgimento e conseguimento del proprio oggetto sociale. Tali circostanze sono riscontrabili anche nella Relazione di trasparenza 2023 pubblicata dalla società di revisione.
EY ha altresì chiarito che il ruolo e i poteri assunti dall'ex consigliere di EY nell'ambito del Consorzio EY Italia non comportano l'esercizio di alcuna influenza sullo svolgimento degli incarichi di revisione di EY.
La società di revisione ha così confermato la permanenza del requisito di indipendenza, anche alla luce degli intervenuti cambiamenti organizzativi.
Con l'obiettivo di escludere qualsiasi potenziale rischio residuale, sottolineando che i cambiamenti organizzativi riguardano il Consorzio EY Italia (e non la società di revisione), EY ha comunque ribadito che, in caso di assegnazione dell'incarico di revisione dei bilanci di DiaSorin, troveranno applicazione le misure di salvaguardia individuate nella comunicazione in data 15 aprile 2024, tra cui, come sopra ricordato, la nomina di un *Engagement Quality Reviewer.*
Questa misura si aggiunge ai presidi derivanti dalla stessa struttura organizzativa di EY, in base alla quale la valutazione e definizione della remunerazione dei partner responsabile degli incarichi di revisione legale compete al responsabile della *service line Assurance* ("*Assurance Leader*"), in esito a un processo strutturato e definito nel rispetto di quanto previsto dal principio ISQM1, e in cui già opera un *Partners Supervisory Board*, al quale compete il monitoraggio del processo di valutazione e determinazione della remunerazione dei partner medesimi.
Tutto ciò consente, pertanto, di escludere il rischio di potenziale influenza residuale in capo alla *Country Managing Partner*, con riferimento all'incarico di revisione di DiaSorin S.p.A.

In considerazione degli elementi sin qui illustrati, che sono stati approfonditi con il supporto di consulenti legali, tenuto conto anche delle interlocuzioni intervenute, il CCI ha in definitiva riscontrato l'assenza di motivi ostativi all'assunzione dell'incarico di revisione da parte di EY.
In virtù di tutto quanto sopra, il CCI ritiene di poter confermare le conclusioni della Raccomandazione espresse all'esito della procedura di selezione, raccomandando all'Assemblea dei Soci il conferimento del nuovo incarico di revisione per il novennio 2025 – 2033 a EY S.p.A. o a KPMG S.p.A., esprimendo la propria preferenza a favore di EY S.p.A..
Ovviamente, nel caso in cui l'Assemblea della Società dovesse conferire l'incarico di revisione a EY, la permanenza del requisito dell'indipendenza sarà oggetto di monitoraggio da parte del CCI per tutta la durata dell'incarico, così come previsto dalla disciplina di riferimento e, in particolare, dall'art. 19 D. Lgs. 39/2010.

Milano 26 luglio 2024

Il Collegio Sindacale
Monica Mannino
Ottavia Alfano
Matteo Michele Sutera

Allegato – Raccomandazione del CCI già rilasciata in data 6 dicembre 2023

PROPOSTA MOTIVATA DEL COLLEGIO SINDACALE

PER IL CONFERIMENTO DELL'INCARICO DI REVISIONE LEGALE DEI CONTI AI SENSI DELL'ART. 13 D.LGS, N. 39/2010 PER GLI ESERCIZI 2025 - 2033 E LA DETERMINAZIONE DEL COMPENSO

Signori Azionisti,

con l'approvazione del bilancio d'esercizio di DiaSorin S.p.A. al 31 dicembre 2024 da parte dell'Assemblea degli Azionisti di DiaSorin S.p.A. ("DiaSorin" o "Società"), andrà a scadenza l'incarico di revisione legale dei conti conferito in data 28 aprile 2016 a PricewaterhouseCoopers S.p.A. per il novennio 2016-2024.

Sulla base della normativa vigente (Regolamento Europeo n. 537/2014, D. Lgs. n. 39/2010 integrato dal D. Lgs. n. 135/2016 che ha recepito la Direttiva 2014/56/UE), tale mandato non è rinnovabile e il nuovo incarico di revisione legale dovrà essere affidato dall'Assemblea degli Azionisti su proposta motivata del Collegio Sindacale nella sua veste di Comitato per il Controllo Interno e la Revisione Contabile ai sensi dell'art. 19 del D. Lgs. n. 135/2016 ("CCI"), a seguito di un'apposita procedura di selezione secondo i criteri e le modalità di cui all'art. 16 del Regolamento Europeo n. 537/2014 ("Regolamento EIP").

Il Collegio Sindacale, d'intesa con le funzioni aziendali competenti, ha ritenuto opportuno avviare nel corso dell'esercizio sociale 2023 la procedura di selezione per l'assegnazione del mandato di revisione legale per gli esercizi 2025-2033, al fine di sottoporre la nomina della nuova società di revisione all'Assemblea degli Azionisti chiamata ad approvare il bilancio d'esercizio di DiaSorin S.p.A. al 31 dicembre 2024. La nomina in via anticipata della società di revisione, prassi diffusa tra le principali società quotate, consente un più proficuo passaggio di consegne tra il revisore uscente e il nuovo revisore nominato, il rispetto dei limiti temporali posti a salvaguardia dell'indipendenza del revisore (c.d. *cooling in period* ai sensi dell'art. 5 del Regolamento EIP) nonché la nomina del revisore da parte delle società del Gruppo DiaSorin.

L'Assemblea degli Azionisti è chiamata altresì a decidere il compenso della società di revisione che sarà oggetto della proposta motivata del Collegio Sindacale.

Conformemente alle disposizioni dell'art. 16 del Regolamento EIP, trattandosi di affidamento dell'incarico di revisione legale per un Ente di Interesse Pubblico (EIP), la proposta formulata dal Collegio Sindacale prevede almeno due possibili alternative di conferimento dell'incarico e indica la preferenza motivata per una delle due.

Oggetto della gara

In continuità con l'approccio già adottato e d'intesa con il CCI, DiaSorin ha prescelto la figura del revisore unico di Gruppo, anche al fine di incrementare l'efficienza del processo di revisione contabile del Gruppo, poiché la società incaricata della revisione del bilancio consolidato è interamente responsabile dell'espressione del relativo giudizio (Direttiva Europea 2006/43/EC e, per l'Italia, del D. Lgs. 39/2010).

La procedura assicura comunque l'autonomia decisionale degli organi competenti delle società del Gruppo.

Si sottolinea infatti che l'Assemblea degli Azionisti di DiaSorin S.p.A., alla cui attenzione viene indirizzata la presente raccomandazione, sarà chiamata a deliberare solo sulla nomina del nuovo revisore della Società, nonché sulla determinazione del rispettivo compenso per l'intera durata dell'incarico. Per la società controllata italiana il conferimento degli incarichi di revisione, nonché la determinazione dei rispettivi compensi per l'intera durata dei medesimi saranno deliberati dall'assemblea di ciascuna società, su proposta motivata del relativo organo di controllo, ai sensi dell'art. 13 D. Lgs. 39/2010. Per le controllate estere troverà invece applicazione la normativa dello Stato in cui è situata la relativa sede legale.

Il processo di selezione del revisore è stato avviato a luglio 2023 ed è stato coordinato dal Dirigente Preposto, supportato dalla funzione *Finance & Taxation* e della funzione *Corporate Legal Affairs* ("Gruppo di Lavoro"), in conformità a quanto previsto dal Regolamento Europeo e dalla "Procedura per il conferimento degli incarichi di revisione e l'approvazione dei servizi da conferire alla società incaricata della revisione legale e della sua rete" adottata dalla Società ("Procedura Interna"), sotto la supervisione del Collegio Sindacale nella sua veste di CCI. Il Collegio Sindacale, in qualità di responsabile ultimo del processo di selezione, ha interagito stabilmente con il Gruppo di Lavoro al fine di monitorare costantemente l'avanzamento dell'intero processo.

Il Dirigente Preposto, con il supporto della funzione *Finance & Taxation* e della funzione *Corporate Legal Affairs*, ha predisposto una proposta metodologica per il processo di conferimento dell'incarico al revisore nel rispetto dei requisiti previsti dalla normativa, che si compone di:

(i) una lettera di invito a presentare offerte per la procedura di selezione del nuovo revisore;

(ii) una scheda tecnica che riassume le caratteristiche della Società integrata con documentazione aggiuntiva relativa alle caratteristiche dimensionali delle società controllate, al fine consentire ai soggetti invitati a partecipare alla gara di valutare compiutamente l'ampiezza e il livello di complessità dell'incarico di revisione;

(iii) i fattori qualitativi e quantitativi da adottare, secondo principi di trasparenza e non discriminazione, per la selezione del revisore, come definiti di concerto con il CCI,

(iv) una lista delle società di revisione che si propone di invitare a presentare le proprie offerte per l'Incarico di Revisione,

(v) un diagramma di Gantt che descrive il calendario delle attività per addivenire alla nomina del nuovo revisore.

La richiesta di quotazione ha incluso:

- i termini e le modalità dell'offerta, con particolare riferimento agli aspetti di natura giuridica ed economica;
- l'elenco delle informazioni richieste con riferimento alla governance della società di revisione, ai relativi meccanismi di coordinamento, all'indipendenza e alle incompatibilità, alla competenza tecnica del team, alla copertura geografica dei Paesi in cui il Gruppo DiaSorin è presente e all'offerta economica;

- la descrizione dei servizi di revisione o servizi di natura volontaria da quotare;
- il perimetro di gara.

La gara, svolta ai fini del conferimento dell'incarico di revisione legale, ha avuto ad oggetto, in relazione al novennio 2025-2033, le seguenti attività:

1) revisione contabile dei conti annuali per gli esercizi 2025-2033 e, nello specifico:
   - revisione contabile del Bilancio Separato di DiaSorin;
   - revisione contabile del Bilancio Consolidato del Gruppo DiaSorin;
2) espressione di un giudizio di conformità della Relazione sulla gestione e, in particolare, della Relazione sul Governo Societario e gli Assetti Proprietari con il Bilancio Consolidato e il Bilancio Separato, nonché verifica di cui all'art. 123-bis, comma 4, del D.Lgs. 58/1998;
3) verifica di cui all'art. 123-ter, comma 8-bis, del D.Lgs. 58/1998;
4) espressione di un giudizio di conformità della Relazione Finanziaria Annuale alle norme tecniche di regolamentazione relative alla specificazione del formato elettronico unico di comunicazione (ESEF - *European Single Electronic Format*) ai sensi del Regolamento Delegato (UE) 2019/815 della Commissione Europea.
5) controllo sull'avvenuta predisposizione della Dichiarazione Consolidata di carattere Non Finanziario redatta ai sensi del D.Lgs. 254/2016 ed esame limitato della stessa;
6) revisione contabile limitata del Bilancio Consolidato semestrale abbreviato;
7) verifica della regolare tenuta della contabilità di DiaSorin e sottoscrizione delle dichiarazioni fiscali come previsto dalla legislazione italiana vigente;
8) revisione contabile sui Reporting Packages delle società controllate ai fini dell'espressione del giudizio di revisione sul Bilancio Separato e sul Bilancio Consolidato;
9) attività di revisione legale obbligatoria prevista dalla normativa locale o richiesta specificatamente da DiaSorin sulle società controllate.

Procedura di selezione delle società da invitare alla gara

Il processo di selezione e la richiesta di quotazione sono stati definiti e condotti nel rispetto dell'art. 16 del Regolamento EIP, con la finalità di garantire un'elevata qualità del servizio di revisione legale, adeguato alle dimensioni e all'articolazione di DiaSorin e del Gruppo DiaSorin.

Il Collegio Sindacale ha condiviso, in via preliminare, con il Gruppo di Lavoro (i) i criteri per l'individuazione delle società di revisione da invitare alla gara, (ii) la struttura della richiesta d'offerta, (iii) i criteri di valutazione delle proposte ricevute e (iv) le modalità di assegnazione del relativo punteggio.

Predisposizione della lista delle società di Revisione da invitare alla gara

Le società di revisione invitate a presentare un'offerta sono state selezionate tenendo conto, tra l'altro, dei

seguenti aspetti:

(i) competenze acquisite, con focus sugli incarichi/prestazioni professionali svolti a favore degli EIP con riguardo, in particolare, a quelli quotati nei mercati regolamentati assoggettati alla vigilanza di Consob;

(ii) relazione di trasparenza pubblicata ai sensi dell'art.13 del Regolamento EIP in relazione all'esercizio 2022;

(iii) presenza internazionale del relativo network;

(iv) grado di conoscenza del Gruppo DiaSorin maturato nell'ambito di recenti progettualità.

All'esito delle indagini condotte sulla base dei parametri oggettivi e non discriminatori sopra richiamati, sono stati individuati come soggetti potenzialmente idonei ad essere invitati a partecipare alla gara ("Società Invitate") Deloitte & Touche S.p.A. ("Deloitte"), Ernst & Young S.p.A. ("EY"), KPMG S.p.A. ("KPMG") e Mazars Italia S.p.A. ("Mazars").

Criteri di selezione e valutazione

I criteri di selezione rispondono all'esigenza di definire i criteri di riferimento e le relative logiche di valutazione e ponderazione, al duplice fine di assicurare ex ante l'obiettività del processo di selezione.

Nella Richiesta di Offerta è stato richiesto alle Società Invitate di strutturare le rispettive proposte quadro nelle seguenti cinque sezioni: (i) sezione generale; (ii) sezione tecnica; (iii) sezione professionale — team di revisione; (iv) sezione indipendenza, insieme costituenti la c.d. Offerta Tecnica e (v) sezione economica, costituente la c.d. Offerta Economica.

La valutazione delle Offerte Quadro ha previsto l'attribuzione di un punteggio complessivo di 100 punti che è stato suddiviso in una parte qualitativa relativa all'Offerta Tecnica (65 punti) e di una parte quantitativa riguardante l'Offerta Economica (35 punti).

I criteri di valutazione adottati sono stati enunciati in maniera trasparente e non erano discriminatori.

Svolgimento della gara

DiaSorin, in conformità alla Procedura Interna e anche in nome e per conto delle Società Controllate, ha inviato un'apposita lettera di Richiesta di Offerta alle società selezionate (i.e. Deloitte, EY, KPMG e Mazars, "Società Invitate") richiedendo di fornire una proposta ("Proposta Quadro") per le attività oggetto della gara, oltre alla relativa documentazione a supporto, entro il 15 settembre 2023.

In conformità a quanto disposto dal Regolamento EIP, nella Richiesta di Offerta sono stati inclusi, tra l'altro:

- i criteri di selezione definiti per la valutazione delle Proposte Quadro;
- le informazioni volte a consentire alle Società Invitate di comprendere l'attività di DiaSorin e del relativo gruppo, nonché la tipologia di attività da espletare nell'ambito della revisione legale dei conti da effettuare per gli esercizi 2025-2033, e
- i termini della Procedura di Selezione e le modalità di presentazione delle proposte quadro.

Le Società Invitate hanno quindi:

- prodotto la documentazione richiesta in linea con i requisiti della Richiesta di Offerta;
- partecipato a una sessione di Q&A tenuta nel corso del mese di settembre 2023 in modo congiunto tra tutte le Società Invitate in modo da garantire parità di informazioni;
- formulato entro la data del 15 settembre le offerte;
- preso parte in data 26 settembre 2023 a un incontro con il CCI e gli esponenti di DiaSorin - segnatamente il Dirigente Preposto e *Chief Financial Officer, Corporate V.P. Finance & Taxation e Corporate Governance & Compliance Manager*.

Successivamente a tali incontri e a seguito della raccolta e comparazione delle proposte quadro ricevute dalle Società Invitate, i competenti uffici della Società, in supporto del Dirigente Preposto e in stretto coordinamento e sotto la supervisione del CCI, hanno valutato le proposte quadro sulla base dei criteri quali-quantitativi prima identificati.

Valutazione delle offerte

Ai fini della valutazione delle Proposte Quadro ricevute sono stati condotti approfondimenti e verifiche in merito alle dichiarazioni fornite dalle Società Invitate e le analisi hanno altresì tenuto conto delle previsioni o indicazioni delle Autorità di Vigilanza in materia di revisione legale dei conti.

Le offerte presentate sono state analizzate dal Gruppo di Lavoro sulla base dei criteri di selezione e valutazione definitivi e le relative risultanze sono state illustrate e discusse con il Collegio Sindacale.

Il Collegio ha quindi proceduto a rivedere in via autonoma la documentazione e le valutazioni formulate.

Il Collegio Sindacale, insieme con il Dirigente Preposto, la funzione *Finance & Taxation* e la funzione *Corporate Legal Affairs*, sulla base delle analisi del Gruppo di Lavoro ha analizzato le offerte ricevute da Deloitte, EY, KPMG e Mazars e discusso le relative valutazioni.

Risultanze della gara

All'esito delle valutazioni svolte sulla base dei punteggi assegnati a ciascuna offerta, il Dirigente Preposto ha predisposto una relazione sulle conclusioni della procedura di selezione, che ha trasmesso al Collegio Sindacale per la valutazione e la predisposizione di una raccomandazione motivata delle due migliori offerte e sui motivi che hanno indotto a selezionare, tra le due, la società cui proporre all'Assemblea di affidare l'incarico.

La documentazione raccolta, gli incontri tenuti e le analisi condotte hanno evidenziato l'elevata qualità delle offerte ricevute e la professionalità dei team di revisione presentati.

Le analisi compiute sulle Proposte Quadro hanno evidenziato, tra l'altro, che:

a) le modalità di svolgimento della revisione illustrate nelle Proposte Quadro — anche considerati le ore, le risorse professionali previste e il diversificato livello di *seniority*, nonché gli strumenti operativi e

informatici a disposizione per lo svolgimento dell'attività di revisione e per l'individuazione del rischio di revisione — risultano generalmente adeguate in relazione all'ampiezza e alla complessità dell'incarico;

b) le Proposte Quadro contengono specifica dichiarazione concernente l'impegno a comprovare il possesso dei requisiti d'indipendenza previsti dalla legge, con particolare riferimento agli artt. 10 e 17 del D. Lgs. 39/2010, in conformità a quanto previsto dalla normativa vigente e, nel complesso, le Società Invitate dispongono di un sistema di monitoraggio e di gestione delle informazioni adeguato al monitoraggio del mantenimento del requisito di indipendenza e di prevenzione dei conflitti di interesse, anche a livello di network internazionale;

c) le Società Invitate, seppur in maniera oggettivamente differente e con importanti distinguo da considerare in sede di valutazione, risultano disporre (i) di organizzazione e idoneità tecnico professionali adeguate alle dimensioni e alla complessità dell'incarico ai sensi del D. Lgs. 39/2010 e il possesso dei requisiti previsti dal Regolamento EIP e (ii) di un adeguato livello di diffusione del network (regionale, nazionale e internazionale).

All'esito delle valutazioni svolte sulla base dei punteggi assegnati a ciascuna offerta, è stata redatta la seguente graduatoria:

1. Ernst & Young S.p.A. (punteggio complessivo 95,5);
2. KPMG S.p.A. (punteggio complessivo 93,0);
3. Deloitte & Touche S.p.A. (punteggio complessivo 90,5);
4. Mazars Italia S.p.A. (punteggio complessivo 58,5).

Si riporta di seguito la tabella riepilogativa delle valutazioni attribuite alle caratteristiche qualitative e tecniche estrapolate dalle due migliori offerte ricevute.

	EY	KPMG
Valutazione della società di revisione e del suo network	19,0	20,0
Valutazione dell'approccio metodologico	18,5	20,0
Valutazione del team di revisione	18,5	19,0
Modalità di rendicontazione dell'attività svolta dal team e delle comunicazioni al Collegio Sindacale	4,5	4,0
Offerta Tecnica	60,5	63,0
Offerta Economica	35,0	30,0
Totale	95,5	93,0

Proposta del Collegio

Alla luce delle analisi svolte e delle conclusioni, il Collegio Sindacale, in relazione al conferimento dell'incarico di revisione legale dei conti di DiaSorin S.p.A. per il novennio 2025-2033, sulla base della procedura di selezione, delle offerte ricevute, delle valutazioni svolte e degli esiti delle stesse, considerato che l'art. 16 del Regolamento Europeo n. 537/2014 prevede che la proposta motivata all'Assemblea degli Azionisti contenga almeno due possibili alternative di conferimento e richiede l'espressione di una preferenza debitamente giustificata per una di esse,

SOTTOPONE

all'Assemblea degli Azionisti di DiaSorin S.p.A., ai sensi dell'art. 16 comma 2, del Regolamento Europeo n. 537/2014 nonché degli art. 13 e 17 del D. Lgs. 39/2010, alternativamente, le due proposte relative al mandato per la revisione legale dei conti di DiaSorin S.p.A. per il novennio 2025-2033, formulate da Ernst & Young S.p.A. e da KPMG S.p.A., le cui componenti economiche sono di seguito riassunte,

ESPRIMENDO

all'unanimità la propria preferenza per l'offerta formulata dalla società Ernst & Young S.p.A., in quanto caratterizzata dal punteggio complessivo più elevato.

I principali elementi dell'offerta ritenuti qualificanti e tali da motivare la preferenza espressa a favore di Ernst & Young S.p.A. sono risultati i seguenti:

- comprovata expertise di settore per *l'Engagement Partner* e per l'*Audit senior manager* oltre a esperienze di revisione in società attive nel settore *Healthcare* e in particolare in quello dei *Medical devices,* tra cui anche il Gruppo Luminex, maturate sia dai membri del team italiano sia dei team esteri;
- previsione di un elevato monte-ore prevedendo un mix professionale di alto livello, per categoria professionale e aree di intervento e per il rapporto economico tra i vari ruoli (migliore composizione di seniority nella ripartizione delle ore di attività e miglior tariffa oraria);
- esperienza nei paesi in cui il Gruppo DiaSorin è presente e comprovata capacità di servire clienti globali: dalle analisi svolte è emerso un efficace sistema di coordinamento tra le società del network - a garanzia dell'omogeneità di valutazione degli aspetti contabili in tutte le società del Gruppo - e adeguate caratteristiche del team di revisione della audit strategy.

Il Collegio Sindacale, in ottemperanza all'art. 16, comma 2 del Regolamento Europeo 537/2014, dichiara che la presente raccomandazione non è stata influenzata da terze parti e che non è stata applicata alcuna delle clausole del tipo di cui al paragrafo 6 del citato art. 16.

Signori Azionisti, siete pertanto invitati ad approvare la proposta relativa al conferimento **a Ernst & Young S.p.A.** di incarichi relativi alla prestazione di servizi di revisione legale dei conti, come sopra definiti, a favore di DiaSorin S.p.A. per il novennio 2025-2033 secondo i contenuti e le modalità proposti dal Collegio Sindacale, per un corrispettivo annuo (al netto di incrementi ISTAT, spese vive, IVA e contributo di vigilanza) pari a **245.000 Euro per un totale di 3.100 ore,** così composto:

a) Euro 110.000 per la revisione contabile del Bilancio Consolidato corrispondenti a 1.375 ore;

b) Euro 50.000 per la revisione contabile Bilancio Separato corrispondenti a 625 ore;

c) Euro 40.000 per la revisione limitata al bilancio consolidato semestrale abbreviato corrispondenti a 500 ore;

d) Euro 45.000 per la revisione limitata della Dichiarazione di Carattere non Finanziario del Gruppo corrispondenti a 600 ore.

La proposta formulata da Ernst & Young con riferimento al Gruppo viene di seguito sintetizzata:

	Onorari Annui	Ore Totali
Diasorin SpA	200.000	2.500
Diasorin Italia SpA	150.000	2.000
Nord America	307.500	4.100
Altre Controllate Estere	500.100	6.150
Totale Attività di Revisione Contabile	**1.157.600**	**14.750**
Dichiarazione Non Finanziaria	45.000	600
TOTALE OFFERTA	**1.202.600**	**15.350**

Nel solo caso in cui tale proposta non raggiunga i voti richiesti per la sua approvazione, verrà messa in votazione la proposta di affidamento del medesimo incarico a KPMG S.p.A. per onorari annui per Diasorin S.p.A. per il novennio 2025-2033 pari a 350.000 Euro e un totale ore pari a 3.650. La proposta di KPMG S.p.A. per il Gruppo si attesta invece in complessivi 1.380.000,00 Euro corrispondenti a 15.110 ore di lavoro.

Milano, 6 dicembre 2023

Il Collegio Sindacale

Monica Mannino

Ottavia Alfano

Matteo Sutera

Extraordinary Session - Explanatory Report on item 1) on the agenda

2. Amendment of articles 1 ("Company Name "), 8 ("Shareholders' Meeting"), 9 ("Participation and representation in the Shareholders' Meeting") and 13 ("Meetings of the Board of Directors") of the company's articles of association; related and consequent resolutions.

2.1 Proposal to introduce the possibility to hold Shareholders' Meetings exclusively by appointing a Designated Representative; related and consequential resolutions;

2.2 Other amendments of the articles of association (amendment articles 1 and 13 of the articles of association); related and consequent resolutions.

Dear Shareholders,

you have been called to an extraordinary Shareholders' Meeting to examine and approve the proposed amendment to Article 1 ("Company Name "), Article 8 ("Call of the Shareholders' Meeting"), Article 9 ("Participation and vote in the Shareholders' Meeting") and Article 13 of the Articles of Association of DiaSorin S.p.A. (hereinafter "Diasorin" or the "Company"), as illustrated below.

Amendment to Article 1 of the Articles of Association

In line with the rebranding plan launched by the Company, it is proposed to amend Article 1 of the Articles of Association in order to change the company name from "DiaSorin S.p.A." to "Diasorin S.p.A.", without any restriction on graphic representation, as highlighted in the following table.

Current Text	**Proposed Text**
Article 1	**Article 1**
The Company's name is "DiaSorin S.p.A.".	The Company's name is "Dia**s**orin S.p.A.", **without any restriction on graphic representation.**

Amendment to Article 8 of the Articles of Association

It is proposed to amend Article 8 of the Articles of Association through the introduction of a new paragraph, as highlighted in the following table, in order to ensure coordination with the changes proposed in the following Article 9 of the Articles of Articles of Articles of Association, as better indicated below.

Current Text	**Proposed Text**
Article 8	**Article 8**
The Shareholders' Meeting shall represent the shareholders as a whole and its resolutions, adopted in accordance with	*Unchanged*

the law and these Articles of Association, shall bind all shareholders, even if dissenting and/or not in attendance.	
The Shareholders' Meeting may be ordinary and extraordinary, in accordance with the law.	*Unchanged*
The ordinary Shareholders' Meeting for the approval of the financial statements is convened within 120 days of the end of the financial year or within 180 days of the aforementioned end, if the conditions set out in the Article 2364, last paragraph, of the Civil Code are met.	*Unchanged*
-	**If the Company provides that participation and exercise of voting rights at the Shareholders' Meeting by those entitled to shall take place exclusively through the granting of a voting proxy (or sub-proxy) to the Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998, as provided for in the following article 9, it may also provide that the participation in the Shareholders' Meeting by those entitled to may also or solely take place via means of telecommunication that ensure their identification, without the need for the chairman, the Secretary and/or the Notary to be in the same place**
The Shareholders' Meeting, both ordinary and extraordinary, is convened in a single call by means of a notice, containing the information required by current regulations, published within the terms of the law: - on the Company's website; - where required by mandatory provision or decided by the directors, by extract in a national newspaper; - with the other methods provided for by the regulations in force from time to time.	*Unchanged*
The Board of Directors, if it deems it appropriate, may indicate in the notice of	*Unchanged*

call the day for the second and, for extraordinary meetings, the third call.	

Amendment to Article 9 of the Articles of Association

It is proposed to amend Article 9 of the Articles of Association by introducing a new paragraph, as highlighted in the following table, in order to establish that the Company has the right, where required or permitted by law or regulations, to provide that the participation and exercise of the right to vote at the Shareholders' Meeting by those entitled may also take place exclusively by granting a voting proxy (or sub-proxy) to the Designated Representative of the Company pursuant to Article 135-*undecies*, with the methods established by the same laws or regulations.

Current Text	**Proposed Text**
Article 9	**Article 9**
Holders of the right to vote are entitled to participate in the Shareholders' Meeting in compliance with the regulations in force from time to time.	*Unchanged*
Each shareholder who has the right to participate in the Shareholders' Meeting may be represented by others, by written proxy, in accordance with and within the limits of the provisions of the law. Notification to the Company of the proxy for participation in the Shareholders' Meeting can also take place by sending the document to the email address indicated in the notice of call. The Chairman of the meeting is responsible for ascertaining the validity of proxies and, in general, the right to participate.	*Unchanged*
-	**Where required or permitted by law or regulations, the Company may provide that the participation and exercise of the right to vote at the Shareholders' Meeting by those entitled may also take place exclusively by granting a voting proxy (or sub-proxy) to the Designated Representative of the Company pursuant to Article 135-undecies of Legislative**

	Decree 58/1998, with the methods established by the same laws or regulations.

Amendment to Article 13 of the Articles of Association

It is proposed to align Article 13 of the Articles of Association to the most recent notarial practice and guidelines regarding the holding of meetings, according to which in the event of a meeting held exclusively remotely with interventions located in multiple audio/video connected locations, there is no need for the Chairman and secretary to be in the same place.

To this end, from the sixth paragraph of Article 13 of the Articles of Association, the part requiring, in the event of a meeting of the Board of Directors held remotely, the presence of the Chairman and the Secretary in the same place, as reported below, will be deleted.

Current Text	**Proposed Text**
Article 13	**Article 13**
The Board of Directors meets at the company headquarters or elsewhere, upon call by the Chairman, when they deem it appropriate or upon request of the Chief Executive Officer (if appointed) or at least three Directors, without prejudice to the powers to call a meeting attributed to other persons pursuant to the law.	*Unchanged*
In case of absence or impediment of the Chairman, the Board is called by anyone acting in their stead pursuant to the last paragraph of article 12.	*Unchanged*
The Board is called by registered letter, fax or e-mail, sent at least three days before (in case of urgency by telegram, fax or e-mail sent at least twenty-four hours before) the meeting at the domicile or address as communicated by each director and standing auditor in office.	*Unchanged*
The notice of call shall contain the date, time and place of the meeting and the items on the agenda. The Chairman ensures that, compatibly with confidentiality requirements, adequate prior information is provided on the items to be discussed.	*Unchanged*

However, the Board will be able to validly resolve even in the absence of a formal call, where all its members and all the standing auditors in office are in attendance.	*Unchanged*
The meetings of the Board of Directors may also be held by teleconference or videoconference, provided that all participants can be identified and are allowed to follow the discussion, to intervene in real time in the discussion and to receive, transmit and view documents. Provided these requirements are met, the Board of Directors is considered held in the location where the Chairman is in attendance and where the Secretary of the meeting must also be in attendance, to allow for the drafting and signing of the minutes in the related company book.	**Participation in and attendance at meetings of the Board of Directors - should the Chairman or anyone acting in their stead deem it necessary - may take place, where permitted by the laws in force at the time, also exclusively via means of telecommunication, provided that all those entitled may participate and attend, may be identified and are allowed to follow the meeting and intervene in real time in the discussion.** ~~**The meetings of the Board of Directors may also be held by teleconference or videoconference, provided that all participants can be identified and are allowed to follow the discussion, to intervene in real time in the discussion and to receive, transmit and view documents. Provided these requirements are met, the Board of Directors is considered held in the location where the Chairman is in attendance and where the Secretary of the meeting must also be in attendance, to allow for the drafting and signing of the minutes in the related company book.**~~
On the occasion of meetings and at least quarterly, the Board of Directors and the Board of Statutory Auditors are informed, also by the delegated bodies, on the activities carried out by the Company and its subsidiaries, on its foreseeable evolution, on the most significant economic, financial and equity transactions, with specific regard to transactions in which the directors have a vested interest, either directly or on behalf of third parties, or which are influenced by	*Unchanged*

any person exercising management and coordination activities.	
The Board of Statutory Auditors may also be informed, for reasons of timeliness, directly or during meetings of the Executive Committee.	*Unchanged*

***

It is specified that the proposed resolutions covered by this Report do not give rise to a right of withdrawal pursuant to the law, also taking into account the provisions of Article 7 of the Articles of Association.

***

In light of the above, the following proposed resolutions are submitted to the Shareholders' Meeting for approval:

Resolution proposal on item 1.1. on the agenda

"*Diasorin's extraordinary shareholders' meeting,*

resolved

1. *to amend Articles 8 and 9 of the Articles of Association as illustrated in the Explanatory Report of the Board of Directors and in the text reported below, thus adopting the text of Articles of Association attached to these minutes:*

   Article 8 - Shareholders' Meeting
   The Shareholders' Meeting shall represent the shareholders as a whole and its resolutions, adopted in accordance with the law and these Articles of Association, shall bind all shareholders, even if dissenting and/or not in attendance. The Shareholders' Meeting may be ordinary and extraordinary, in accordance with the law. The ordinary Shareholders' Meeting for the approval of the financial statements is convened within 120 days of the end of the financial year or within 180 days of the aforementioned end, if the conditions set out in the Article 2364, last paragraph, of the Civil Code are met. If the Company provides that participation and exercise of voting rights at the Shareholders' Meeting by those entitled to shall take place exclusively through the granting of a voting proxy (or sub-proxy) to the Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998, as provided for in the following article 9, it may also provide that the participation in the Shareholders' Meeting by those entitled to may also or solely take place via means of telecommunication that ensure their identification, without the need for the chairman, the Secretary and/or the Notary to be in the same place.

The Shareholders' Meeting, both ordinary and extraordinary, is convened in a single call by means of a notice, containing the information required by current regulations, published within the terms of the law:

- *on the Company's website;*
- *where required by mandatory provision or decided by the directors, by extract in a national newspaper;*
- *with the other methods provided for by the regulations in force from time to time.*

The Board of Directors, if it deems it appropriate, may indicate in the notice of call the day for the second and, for extraordinary meetings, the third call.

Article 9 - Attendance and representation at a Shareholders' Meeting

Holders of the right to vote are entitled to participate in the Shareholders' Meeting in compliance with the regulations in force from time to time. Each shareholder who has the right to participate in the Shareholders' Meeting may be represented by others, by written proxy, in accordance with and within the limits of the provisions of the law. Notification to the Company of the proxy for participation in the Shareholders' Meeting can also take place by sending the document to the email address indicated in the notice of call. The Chairman of the meeting is responsible for ascertaining the validity of proxies and, in general, the right to participate. Where required or permitted by law or regulations, the Company may provide that the participation and exercise of the right to vote at the Shareholders' Meeting by those entitled may also take place exclusively by granting a voting proxy (or sub-proxy) to the Designated Representative of the Company pursuant to Article 135-undecies of Legislative Decree 58/1998, with the methods established by the same laws or regulations.

2. *To grant the Board of Directors, and, on its behalf, the Chairman of the Board of Directors and the Chief Executive Officer, severally, the broadest powers, without exception or exclusion, to implement the above resolution in accordance with the law, also by introducing any amendments or purely formal additions thereto, which may be appropriate or required for registration in the Companies' Register and, in general, to provide for any necessary fulfilment.*

Resolution proposal on item 1.1. on the agenda

3. *to amend Articles 1 and 13 of the Articles of Association as illustrated in the Explanatory Report of the Board of Directors and in the text reported below, thus adopting the text of Articles of Association attached to these minutes:*

Article 1 - Company Name
The Company's name is "Diasorin S.p.A.", without any restriction on graphic representation.

Article 13 - Meetings of the Board of Directors

The Board of Directors meets at the company headquarters or elsewhere, upon call by the Chairman, when they deem it appropriate or upon request of the Chief Executive Officer (if appointed) or at least three Directors, without prejudice to the powers to call a meeting attributed to other persons pursuant to the law. In case of absence or impediment of the Chairman, the Board is called by anyone acting in their stead pursuant to the last paragraph of article 12. The Board is called by registered letter, fax or e-mail, sent at least three days before (in case of urgency by telegram, fax or e-mail sent at least twenty-four hours before) the meeting at the domicile or address as communicated by each director and standing auditor in office. The notice of call shall contain the date, time and place of the meeting and the items on the agenda. The Chairman ensures that, compatibly with confidentiality requirements, adequate prior information is provided on the items to be discussed. However, the Board will be able to validly resolve even in the absence of a formal call, where all its members and all the standing auditors in office are in attendance. The meetings of the Board of Directors may also be held via means of telecommunication, provided that all participants can be identified and are allowed to follow the discussion, to intervene in real time in the discussion and to receive, transmit and view documents. On the occasion of meetings and at least quarterly, the Board of Directors and the Board of Statutory Auditors are informed, also by the delegated bodies, on the activities carried out by the Company and its subsidiaries, on its foreseeable evolution, on the most significant economic, financial and equity transactions, with specific regard to transactions in which the directors have a vested interest, either directly or on behalf of third parties, or which are influenced by any person exercising management and coordination activities. The Board of Statutory Auditors may also be informed, for reasons of timeliness, directly or during meetings of the Executive Committee.

4. *To grant the Board of Directors, and, on its behalf, the Chairman of the Board of Directors and the Chief Executive Officer, severally, the broadest powers, without exception or exclusion, to implement the above resolution in accordance with the law, also by introducing any amendments or purely formal additions thereto, which may be appropriate or required for registration in the Companies' Register and, in general, to provide for any necessary fulfilment.*

* * *

Saluggia, 29 July 2024

On behalf of the Board of Directors

The Chairman
Mr. Michele Denegri

BYLAWS OF DIASORIN S.p.A.

(updated at September 4th, 2024)

COMPANY NAME - PURPOSE - REGISTERED OFFICE - TERM

Article 1 - Company Name

The company is named **"Diasorin S.p.A.", without any restriction on graphic representation.**

Article 2 - Registered Office

The Company has its registered office in Saluggia (Vercelli, Italy).

The Company may, by resolution of the Board of Directors, establish and close branches, representative offices, local offices, agencies and other offices in Italy and abroad.

Article 3 - Purpose

The corporate purpose of the Company is to exercise, in Italy and abroad, directly or indirectly through its subsidiaries**,** the following activities:

- manufacturing, production and trade of diagnostic and pharmaceutical products, radioisotopes and chemicals, but excluding the retail sale of pharmaceutical products;
- production, marketing, study, research and testing of devices and any other products in any way related to or otherwise relevant to the biomedical field and related businesses;
- design, construction, trade and research related to facilities and technologies in the abovementioned areas of activity.

The Company may also engage in commercial, industrial, real estate, securities and other financial transactions (provided the latter are not executed with the public and do not represent the Company's main business) that may be necessary or useful for the furtherance of the corporate purpose, including buying and selling equity investments and ownership interests in entities and companies, including contributing to the founding of such entities and companies. Moreover, insofar as it does not engage in such transactions professionally or as its main business and does not execute them with the public, it may also provide collateral or guarantees on its own behalf and on behalf of third parties, provided that such collateral or guarantees may be useful for the furtherance of the corporate purpose. All of the foregoing activities shall be carried out in compliance with the relevant laws and, specifically, the statutes governing activities reserved for parties that are members of professional registers, orders or boards.

Article 4 - Term

The Company term is set to 2050 and may be extended once or several times by resolution of the Shareholders' Meeting.

SHARE CAPITAL - SHARES

Article 5 - Share Capital - Shares

The Company's share capital is Euro 55,948,257.00. It comprises 55,948,257 registered shares, with a face value of Euro1 each.

The shares are registered, freely transferable and indivisible.

In the event of a share capital increase, the option right may be excluded or limited pursuant to law and may be limited to 10% of the preexisting share capital, in accordance with Article 2441, Section 4, of the Italian Civil Code.

The Extraordinary Shareholders' Meeting of 4 October 2021 resolved to increase the share capital in cash, against payment and in separate issues, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of 2,370,411.00 Euros, in addition to the share premium for a maximum of 497,629,589.00 Euros, to service exclusively the conversion of the bond issue made by the Company called "€500 million Zero Coupon Equity Linked Bonds due 2028" to be carried out in one or more tranches by means of the issue of common shares of the Company, with regular dividend entitlement, in accordance with the criteria set out in the related Regulations, on the understanding that the final date for subscription of the newly issued shares is set at 5 May 2028 and that, should the capital increase not have been fully subscribed by that date, it will be deemed to have increased by an amount equal to the subscriptions received and effective as from that date, with express authorisation for the directors to issue the new shares as and when they are subscribed. No fractional shares will be issued or delivered and no cash payment or adjustment will be made in lieu of such fractional shares.

Article 6 - Bonds

The company may, by resolution of the Board of Directors, issue bonds in any form and within the limits permitted by law.

Without prejudice to the right to delegate powers pursuant to Article 2420-ter of the Italian Civil Code, the extraordinary Shareholders' Meeting has jurisdiction over the issuance of bonds convertible into newly issued shares.

WITHDRAWAL

Article 7 - Withdrawal

The right of withdrawal may be exercised only within the limits of and in accordance with binding law provisions and is, in any case, excluded when the Company's term is extended.

SHAREHOLDERS MEETINGS

Article 8 - Shareholders' Meeting

The Shareholders' Meeting represents all the shareholders and, its resolutions, when adopted pursuant to law and to these Bylaws, are binding on all shareholders, including dissenting and/or absent shareholders.

Shareholders' Meeting shall be either Ordinary or Extraordinary, pursuant to law.

Ordinary Shareholders' Meeting for the approval of the annual financial statements shall be convened within 120 days from the close of the fiscal year or within 180 days from the

same date, where the conditions set forth in the last section of Article 2364 of the Italian Civil Code are met.

If the Company provides that participation and exercise of voting rights at the Shareholders' Meeting by those entitled to shall take place exclusively through the granting of a voting proxy (or sub-proxy) to the Designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998, as provided for in the following article 9, it may also provide that the participation in the Shareholders' Meeting by those entitled to may also or solely take place via means of telecommunication that ensure their identification, without the need for the chairman, the Secretary and/or the Notary to be in the same place

Both ordinary and extraordinary Shareholders Meeting is convened in a single call by means of a notice containing the information required by current regulation and published within the deadline required pursuant to law:

- on the Company website;
- when required pursuant to a binding provision or a decision of the Board of Directors, in condensed form in a national newspaper;
- by any other means required by the applicable laws and regulations currently in force.

The Board of Directors, if it deems it appropriate, may indicate in the notice convening the Meeting the date of the second call and, in case of Extraordinary Meetings, the date of the third call.

Article 9 - Participation in and Representation at Shareholders' Meetings

Shareholders with voting rights are entitled to participate in the Shareholders' Meetings, in compliance with the regulations in force at the time.

Each shareholder who has the right to attend the Shareholders' Meeting can be represented by a third party by means of a written proxy, pursuant to and within limits of the relevant laws. Notice of the proxy to attend the Shareholders' Meeting may be given to the Company by sending the proxy statement to the electronic mail address listed in the Notice convening the Shareholders' Meeting. The Chairman of the Meeting shall be responsible for verifying the effectiveness of proxies and the right to attend a Shareholders' Meeting.

Where required or permitted by law or regulations, the Company may provide that the participation and exercise of the right to vote at the Shareholders' Meeting by those entitled may also take place exclusively by granting a voting proxy (or sub-proxy) to the Designated Representative of the Company pursuant to Article 135-undecies of Legislative Decree 58/1998, with the methods established by the same laws or regulations.

Art. 9-bis - Increased voting right

If the conditions and requirements of the current laws, regulations and the Bylaws herewith are met, the holder of ordinary shares shall have two votes for each share in relation to the shares held continuously for at least twenty-four months and from the date specified in the next paragraph.

Increased voting right shall apply after registration in the list referred to in Article 9-quater of the Bylaws (the "Special List"):

a) on each share after twenty-four months of uninterrupted ownership (the "Period"), by virtue of a right in rem which entitles to the exercise of the voting right attested by the registration in the Special List and by the relevant communication issued by the Intermediary who keeps account of the shares according to the regulation in force (the "Intermediary");

b) following the shareholder's request applying for the registration in the Special List, the shareholder shall make a request to the Intermediary for all or part of the shares held, by means of the relevant form on the Company's website; the Intermediary submits the request form to the Company accompanied by a specific communication, pursuant to Article 44, paragraph 1 and 2, of the Single Measure on post-trading issued by Consob and Bank of Italy of 13 August 2018, governing central depositories and centralized management services (the "Joint Regulation") certifying share ownership and containing the clause "until revocation" and the information pursuant to Article 41, paragraph 2, of the Joint Regulation, by means of certified email; in case of subjects other than natural persons, the request form submitted to the Intermediary, who files the application to the Company, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company, pursuant to Article 93 of Legislative Decree 58/1998; the Company, after verifying requirements of the current law and Bylaws herewith are met, ensures the prompt registration in the Special List and in any case within the terms required under Article 9-quater, reporting back to the shareholder on said registration;

c) with effect as from the first date between: (i) the fifth trading day of the calendar month following the month in which the conditions required by the Bylaws for the increased voting right are met; or (ii) the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (*record date*) for the participation at a Shareholders' Meeting following the date in which the conditions required by the Bylaws for Increased Voting Rights are met.

The increased voting right, if already accrued or, - if not yet accrued -, the period of ownership required to accrue the increased voting right, shall be maintained upon communication from the Intermediary to the Company, pursuant to article **44**, paragraph 8, of the Joint Regulation:

a) in the event of succession on death in favor of the heir and/or legatee;

b) in the event of merger or demerger of the holder of the shares in favor of the company resulting from the merger or the beneficiary of the demerger.

The increased voting right shall also apply, upon communication from the Intermediary to the company pursuant to article **44**, paragraph 4, of the Joint Regulation, to the ordinary shares (the "New Shares"): (i) assigned in the event of free share capital increase under article 2442 of the Civil Code payable to the holder in relation to the shares for which the increased voting right has already accrued (the "Original Shares"); and (ii) subscribed by the holder of the Original Shares in the exercise of the option right applicable in respect of said shares. The increased voting right shall also apply to the New Shares payable in

exchange for the Original Shares in the event of a merger or demerger, as long as the merger or demerger provides for it and in the terms described therein.

In the cases referred to in the paragraph 6 above, the New Shares shall acquire the increased voting right from the time of registration in the Special List, with no need for the additional term of the Period. If the increased voting right for the Original Shares has not yet accrued, but is in the process of accruing, the increased voting right shall apply to the New Shares that have been registered in the Special List from the moment the period of ownership calculated from registration of the Original Shares in the Special List has been completed.

The increased voting right shall cease to apply for shares (i) to be transferred for payment or free of charge, or pledged, subject to usufruct and other constraints that attribute the voting right to a third party, (ii) owned by companies or entities (the "Participants") that own shareholdings exceeding the threshold pursuant to Article 120, paragraph 2 of the Legislative Decree 58/1998 in the event of transfer of any kind, free or upon payment, of the direct or indirect control (which concerns the case in Article 2359, paragraph 1, of the Civil Code), in the Participants themselves, it being understood that, for the purpose of the above, they do not constitute a transfer relevant to the cases in paragraph 5 above in this report.

The increased voting right shall cease to apply in case of the holder's waiver, in whole or in part, of the voting increase, through a withdrawal communication (total or partial) of the registration in the Special List carried out by the Intermediary upon the shareholder's request, pursuant to Article **44**, paragraph 6, of the Joint Regulation; said communication shall reach the Company by the third trading day of the calendar month following the month in which the shareholder has made use of the waiver option and by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date). The waiver is, in any case, irrevocable and the increased voting right can be acquired again through a new registration in the Special List and the full lapse of the Period.

Shareholders registered in the Special List agree that the Intermediary shall report and shall be required to disclose by the third trading day of the calendar month following the month of occurrence, and in any case by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date) all circumstances and events that, under the current provisions and the Bylaws, invalidate the conditions for the vote increase or affect the ownership of the same.

Article 9-ter - Effects of increased voting right

The party entitled to the increased voting right shall be legitimized to exercise the voting right by providing appropriate communication in the manner required by applicable law and the Bylaws herewith and subject to ascertainment by the Company of the absence of impediments.

For the purposes of attendance and voting at the Shareholders' Meeting, the legitimacy and ascertainment by the Company shall be as of the date pursuant to Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date).

The increased voting right pursuant to Article 9-bis is computed for each Shareholders' Meeting's resolution and therefore also for the determination of Shareholders' Meeting and resolution quorum that refer to capital rates.

The increase shall have no effect on the rights, other than voting, due and exercisable under the possession of specific capital rates and also, among other things, for the determination of the rates of capital required for the submission of lists for the election of corporate bodies, for the exercise of liability under article 2393-bis of the Civil Code, for the calculation of the capital rates required for the appeal, for any reason and for any cause, of Shareholders' Meeting resolutions.

Article 9-quater - Special List

The Company shall establish and maintain, in the manner provided for keeping the shareholders' register, the Special List in which the shareholders that have requested the increased voting right are registered, upon their request.

The Special List contains the information specified in the applicable regulations and the Bylaws herewith.

The Special List is updated by the fifth trading day from the end of each calendar month and, in any case, by the trading day following the date as set forth in Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date), pursuant to Articles 9-bis and 9-ter.

The Company shall proceed with cancellation from the Special List for withdrawal and upon request, also ex officio, of the party concerned, in the event it has been informed of the occurrence of events that result in the loss of the increased voting right or however the absence of the conditions for its acquisition, informing the Intermediary, in accordance with terms and conditions required by current regulations.

The Special List is subject to, if compatible, the provisions related to the shareholders' registry and any other provision on this subject for that concerning the disclosure of information and inspection rights of shareholders.

Article 10 - Convening, Chairing and Handling the Shareholders' Meetings

Both Ordinary and Extraordinary Shareholders' Meetings are deemed to have been validly convened and can approve resolutions by the majorities required pursuant to law. Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman (if one has been appointed) or a person designated by the Shareholders' Meeting, in that order.

The Chairman of the Meeting, who may rely on the assistance of specifically designated parties, is responsible for verifying that the Meeting has been properly convened, ascertaining the identity of the attendees and their right to attend, managing the Meeting and verifying voting results.

Upon a motion by the Chairman, the Shareholders' Meeting may appoint a secretary and, if necessary, two ballot counters.

The resolutions adopted by the Shareholders' Meeting are recorded in Minutes signed by the Chairman and the Secretary.

When required by law and whenever the Chairman deems it appropriate, the Minutes may be drawn up by a notary selected by the Chairman. In such cases, the notary shall also serve as secretary.

MANAGEMENT

Article 11 - Board of Directors

The Company is managed by a Board of Directors that can comprise between 7 and 16 members. Keeping these boundaries in mind, the Shareholders' Meeting determines the number of Directors who should serve on the Board at the time of their election and decides the length of their term of office, which, however, may not exceed three years. Directors may be re-elected.

In order to be allowed to serve as Directors, candidates must meet the requirements of the relevant laws and regulations. Directors must also possess the qualifications set forth in the provisional statutes currently in force. A minimum number of Directors must match the minimum number of Directors who, pursuant to the abovementioned statutes, are required to meet the independence requirements set forth in Article 148, Section 3, of Legislative Decree No. 58/1998. If a director fails to meet the abovementioned requirements, said Director shall be removed from office. An intervening inability by a Director to meet the abovementioned independence requirements will not automatically cause him or her to lose his or her office, provided that the number of Directors who meet the independence requirements is consistent with the statutory minimum.

The Board of Directors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be listed and identified in consecutive order.

Slates filed by shareholders, duly signed by the filers, must be deposited at the Company's registered office, where they must be available to anyone upon request, at least 25 (twentyfive) days prior to the date of the first call of the Shareholders' Meeting and must meet the additional disclosure and filing requirements set forth in the provisional regulations currently in force.

Each shareholder, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of Legislative Decree No. 58/1998, may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included in only one slate, on penalty of losing the right to be elected. Nominations filed and votes cast in violation of this prohibition will not be attributed to any slate.

Slated of candidates may be filed only shareholders who, on their own or jointly with others, collectively own shares representing at least the percentage of share capital subscribed at the date the slate is filed, which is laid down and published by Consob under the Regulations adopted by virtue of Resolution 11971 of 14 May 1999, as subsequently amended and supplemented, will be communicated from time to time in the notice convening the Shareholders' Meeting to appoint the Board of Directors.

Slates must be accompanied by the following information: (i) the names of the shareholders who are filing the slate, the total percentage interest held; (ii) affidavits by which the individual candidates accept the nomination and attest, under their responsibility, that there are no issues that would impede their election or make it incompatible and that they possess the qualifications required pursuant to law to serve in the respective capacities; and (iii) *curricula vitae* setting forth the personal and professional qualifications of each candidate and indicating whether a candidate qualifies as an independent Director. In addition, a certification issued by an intermediary qualified pursuant to law confirming, at the time when a slate is filed with the Company, the ownership of the number of shares required for eligibility to file a slate must be filed within the deadline required by the regulations governing the publication of the slates by the Company.

Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders, as indicated in the notice convening the Shareholders' Meeting in accordance with the provisions currently in force on gender balance.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

The election of the Board Directors shall be carried out as follows:

a) all except one of the Directors that need to be elected shall be taken from the slate that received the highest number of votes, in the consecutive order in which they are listed on the slate;

b) the remaining Director shall be taken from a minority slate that is not connected in any way, directly or indirectly, with the shareholders who filed or voted for the slate referred to in paragraph a) above and has received the second highest number of votes cast by the shareholders, selecting the first of the candidates who are listed in consecutive order on the slate.

It being understood that, should the minority slate referred to in paragraph b) above fail to receive a percentage of the votes equal to at least half the required percentage for filing a slate, as stated above, all of the Directors that need to be elected shall be taken from the slate that received the highest number of votes referred to in paragraph a) above.

If the candidates elected in the manner described above do not include a sufficient number of Directors who meet the independence requirements that apply to Statutory Auditors pursuant to Article 148, Section 3, of Legislative Decree No. 58 of February 28, 1998 to achieve the minimum statutory percentage of the total number of elected Directors, the non-independent candidate elected last in consecutive order from the slate that received the highest number of votes, as referred to in Letter a), Paragraph Eight, of this Article, shall be replaced with the first non-elected independent candidate who is listed next in consecutive order in the same slate or, otherwise, the first non-elected independent candidate listed in consecutive order on the other slates, based on the number of votes received by each candidate. This replacement procedure shall be applied repeatedly until the Board of Directors includes a number of Directors who meet the requirements of Article 148, Section 3, of Legislative Decree No. 58 of February 28, 1998 equal to at least the statutory minimum. If this procedure fails to produce the result explained above, the

replacement will be carried out by means of a resolution approved by the Shareholders' Meeting with a plurality of the votes, after the names of the candidates that meet the abovementioned requirements have been placed in nomination.

Moreover, if the candidates elected with the manner above described does not comply with the laws currently in force on gender balance, the candidate of the gender more represented elected as the latest in consecutive order from the slate that received the highest number of votes shall be replaced by the first candidate of the gender less represented in consecutive order not elected taken by the same slate. This replacing procedure will be applied until the composition of the Board of Directors comply with the laws currently in force on gender balance. If this replacing procedure does not assure the gender balance, the replacing will be carried out by shareholders' meeting resolving with majority required pursuant to law, upon submission of candidates belonging to the gender less represented.

If only one slate is filed or if no slate is filed, the Shareholders' Meeting shall approve its resolutions with the majorities required by law without being required to comply with the procedure described above, without prejudice to the compliance of the regulations in force concerning gender balance.

If one or more Directors cease to be in office during the course of the year, provided the majority of Board members are still Directors elected by the Shareholders' Meeting, they shall be replaced in the manner described below, in accordance with the provisions of Article 2386 of the Italian Civil Code:

a) The Board of Directors nominates as replacements candidates taken from the same slate to which the Directors no longer in office belonged and the Shareholders' Meeting votes with the majorities required pursuant to law and in accordance with the principle described above;

b) Should there be no unelected candidates left in the abovementioned slate of candidates or candidates with the required qualification or if the provisions of Letter a) above cannot be complied with for any reason, the Board of Directors and the Shareholders' Meeting elect replacements with the majorities required pursuant to law, without slate voting.

In all cases, the Board of Directors and the Shareholders' Meeting shall carry out the election in a manner that will result in (i) the election of a total number of independent Directors equal to at least the minimum number required by the relevant statute provisionally in force and (ii) compliance with the laws currently in force on gender balance.

If the majority of the Directors elected by the Board of Directors ceases to be in office, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting must be convened promptly by the Directors still in office to elect a new Board.

If the number of elected Directors is less than the maximum allowed by the first paragraph of this Article, while the Board of Directors is in office, the Shareholders' Meeting may increase their number up to the maximum referred to in the abovementioned first paragraph.

Additional Directors shall be elected with the majority of votes required pursuant to law.

Article 12 - Corporate Governance Posts - Chairman

The Board of Directors elects from among its members a Chairman and, if appropriate, a Deputy Chairman. The Board may also appoint one or more Managing Directors and a permanent Secretary, who need not to be a Director.

The Chairman presides over the meetings of the Board of Directors. If the President is absent or incapacitated, he is replaced by the Deputy Chairman or the oldest Director, in this order.

Article 13 - Meetings of the Board of Directors

The Board of Directors meets at the Company's registered office, or at a different location. Board meetings are called by the Chairman, whenever he deems it appropriate, or upon a request by the Managing Director (if one has been appointed) or at least three Directors, without prejudice to the rights of other parties to call Board meetings pursuant to law.

If the Chairman is absent or incapacitated, Board of Directors meetings are called by the party who is replacing him in accordance with the last paragraph of Article 12.

Notice convening the Board meetings shall be given by means of a registered letter, fax or e-mail sent at least three days before (in urgent cases, by telegram, fax or e-mail sent at least twenty-four hours before) the date of the meeting to all Directors and Statutory Auditors in office at the domiciles or addresses which they provided.

The notice convening the meeting shall list the day, time and place of the meeting and the meeting's Agenda. Compatibly with the need for confidentiality, the Chairman shall provide the Directors in advance with adequate information about the items on the Agenda.

The Board of Directors may validly approve resolutions even in the absence of a formal notice, provided all Directors and Statutory Auditors in office are present.

Participation in and attendance at meetings of the Board of Directors - should the Chairman or anyone acting in their stead deem it necessary - may take place, where permitted by the laws in force at the time, also exclusively via means of telecommunication, provided that all those entitled may participate and attend, may be identified and are allowed to follow the meeting and intervene in real time in the discussion.

On the occasion of Board meetings, but not less frequently that once a quarter, the Board of Directors and the Board of Statutory Auditors shall be informed by the corporate governance bodies to whom powers have been delegated about transactions with a material impact on the Company's income statement, financial position and balance sheet, particularly when Directors have an interest in these transactions, either directly or on behalf of third parties, or the transactions could be influenced by the party that exercises management and coordination authority over the Company.

When timing considerations require it, the abovementioned information may be provided to the Board of Statutory auditors at meetings of the Executive Committee.

Article 14 - Resolutions of the Board of Directors

Meetings of the Board of Directors shall be deemed to have been validly convened when the majority of the Directors in office is present.

Resolutions are adopted with a majority of the votes of the Directors attending the meeting. In case of a tie, the Chairman has the tie-breaking vote.

Article 15 - Powers of the Board of Directors

The Board of Directors has full powers to manage the Company. The

Board of Directors, specifying the powers that it is delegating, may:

a) appoint some of its members to an Executive Committee, to which it may delegate some of its attributions, except for those expressly reserved for its jurisdiction pursuant to law, determining its powers and rules of operation;

b) delegate some of its powers, specifying the limits thereof, to one or more of its members and entrust them with special assignments;

c) establish committees, determining their composition and tasks.

The Board of Directors, acting with the mandatory input of the Board of Statutory Auditors, shall appoint and dismiss the Accounting Documents Officer required pursuant to Article 154-bis of Legislative Decree No. 58 of February 24, 1998 and determines his or her compensation. The Corporate Accounting Documents Officer must meet the integrity requirements of the relevant statutes currently in force for those who perform administrative and management functions, as well as professional requirements that include specific expertise in administrative and accounting issues. Expertise in these areas must be verified by the Board of Directors and must be the result of work performed in a position of sufficiently high responsibility for an adequate length of time.

Pursuant to Article 2365 of the Italian Civil Code, the Board of Directors also has jurisdiction (which may not be delegated to anyone but may be ceded to the Shareholders' Meeting) over the adoption of resolutions concerning the following:

- mergers and demergers, when allowed pursuant to law;
- setting up or closing branch offices;
- the reduction of the share capital in the event of withdrawal by Shareholders;
- amendments to the Bylaws to comply with regulatory requirements;
- the transfer of the company's headquarters within the national territory.

Article 16 - Remuneration of Directors

Directors are entitled to reimbursement of expenses incurred in the course of their duties.

The Shareholders' Meeting may set a total amount as compensation for all of the Directors, except for those who have been delegated to perform operational functions.

The compensation of these Directors shall be determined by the Board of Directors with the input of the Board of Statutory Auditors.

As an alternative to the provisions of the preceding paragraphs, the Shareholders' Meeting may exercise its right to set a total amount as compensation for all of the Directors, including those entrusted with special tasks.

Article 17 - General Manager

The Board of Directors may appoint one or more General Managers, determining their powers, which may include the right to appoint representatives and grant powers of attorney for individual transactions or classes of transactions.

General Managers shall attend the meetings of the Board of Directors and the Executive Committee and may provide non-binding advice on the items on the meeting Agenda.

STATUTORY AUDITORS - BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS

Article 18 - Board of Statutory Auditors

The Board of Statutory Auditors comprises 3 (three) Statutory Auditors and 2 (two) Alternates, who are elected for a term of office of 3 (three) years and may be reelected. Statutory Auditors must meet the requirements of the relevant laws currently in force, including those concerning the number of corporate governance posts that may be held concurrently.

Anyone who may be in a position that prevents him or her from being elected or may be otherwise unelectable or does not meet the requirements of professionalism, integrity and independence set forth in the laws currently in force may not serve as a Statutory Auditor and, if elected, shall automatically forfeit their office.

Specifically, insofar as the professionalism requirements are concerned, as set forth (if applicable) in Article 1, Section 3, of Ministerial Decree No. 162 of March 30, 2000, which makes reference to Section 2, Letters b) and c) of the abovementioned Article 1, it shall be understood that "subject matters that are relevant to the Company's business" shall mean those related to the health and medical fields.

The Ordinary Shareholders' Meeting shall elect the Statutory Auditors and their Alternates in the manner specified below, and in compliance with the laws currently in force on gender balance.

Shareholders representing at least the percentage of the share capital required by the Bylaws for the submission of slates concerning the appointment of the members of the Board of Directors may submit serially numbered slates of candidates. The slates must be deposited at the Company's registered office at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting, upon penalty of becoming invalid, without prejudice to any additional disclosure and filing requirements that may be set forth in relevant laws and regulations, including temporary provisions.

The slate consisting of names of one or more candidates marked with a progressive number shall specify whether each candidate is standing for election as a Statutory Auditor or as an Alternate.

Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders so that the first two candidates for the post of Statutory Auditor and the first two candidates for the post of Alternates belong to different genders.

Each shareholder, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article

93 of Legislative Decree No. 58/1998, may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included on only one slate, on penalty of losing the right to be elected. Nominations filed and votes cast in violation of this prohibition will not be attributed to any slate.

The slates must be accompanied by:

a) Information regarding the identity of shareholders who filed the slates, indicating the total percentage of equity investment held;

b) An affidavit by the shareholders different from those who hold, jointly or individually, a controlling or relative majority interest attesting that they are not linked with the latter as a result of transactions such as those defined in the relevant laws and regulations currently in force;

c) detailed information about the candidates' backgrounds, affidavits by the candidates attesting that they meet statutory requirements and accept the nomination and listings of any management and control posts held by the candidates at other companies.

In addition, a certification issued by an intermediary qualified pursuant to law confirming, at the time when a slate is filed with the Company, the ownership of the number of shares required for eligibility to file a slate must be filed within the deadline required by the regulations governing the publication of the slates by the Company.

If the conditions set forth above are not complied with, the affected slate shall be treated as if it had never been filed.

The results of the balloting shall reflect the following process: the Statutory Auditor candidate listed 1 (first) in the slate that received the second highest number of votes and that, pursuant to laws and regulations currently in force, is not in any way linked, directly or indirectly, with the shareholders who filed the slate that received the highest number of votes is elected to the post of Chairman of the Board of Statutory Auditors; the candidates listed, respectively, 1 (first) and 2 (second) in the slate that received the highest number of votes, as referred to in this paragraph, are elected to the post of Statutory Auditor. Alternate candidates who are listed 1 (first) in the slates that received the highest and second highest number of votes are elected to the post of Alternate.

If two or more lists receive the same number of votes, a new balloting is held. If the result is again a tie, the slate filed by the shareholders who own the largest percentage interest or, alternatively, the slate filed by the largest number of shareholders shall prevail.

Moreover, if with the manner above described the composition of the Board of Statutory Auditors with reference to the Statutory Auditors, does not comply with the laws currently in force on gender balance, the necessary replacements, in consecutive order, with candidates running for the election as Statutory Auditors from the slate that received the highest number of votes shall be carried out.

If only one slate of candidates is filed, all Statutory Auditors and Alternates are elected from that slate and in compliance with the laws currently in force on gender balance.

If a Statutory Auditor is removed from office, he/she is replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced. The replacing Alternate will remain in office until the next Shareholders' Meeting.

If no slates are filed, the Shareholders' Meeting shall adopt the relevant resolutions with the majorities required pursuant to law and in compliance with the laws currently in force on gender balance.

If a Statutory Auditor needs to be replaced, he/she is replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced, it being understood that the Chairmanship of the Board of Statutory Auditors must be held by a minority Statutory auditor. It being understood that the composition of the Board of Statutory Auditors shall comply with the laws currently in force on gender balance.

When the Shareholders' Meeting needs to elect replacement Statutory Auditors and/or Alternates, it shall proceed as follows: if the Statutory Auditors that need to be replaced had been elected from the majority slate, they shall be elected by a plurality of the votes, without any slate requirements; if, on the other hand, the Statutory Auditors that need to be replaced had been elected from the minority slate, the Statutory Auditors are elected by a plurality of the votes taking them from the slate to which the Statutory Auditors who are being replaced belonged.

If, for any reason, the use of the abovementioned procedures would not result in the replacement of Statutory Auditors designated by minority shareholders, the Shareholders' Meeting shall act by a plurality of the votes. however, in the ballot counting process, the votes cast by shareholders who, based on disclosures provided pursuant to current laws, control, directly or indirectly or jointly with other members of a shareholders' agreement, as defined in Article 122 of Legislative Decree No. 58/1998, a majority of the votes that may be cast at a Shareholders' Meeting and shareholders who control, are controlled by or are subject to joint control by the former shall not be counted.

The replacing procedures mentioned above shall in any case comply with the laws currently in force on gender balance.

The Shareholders' Meeting shall determine the amount of the compensation payable to the members of the Board of Statutory Auditors, in accordance with the laws currently in force.

The Board of Statutory Auditors shall perform the tasks and activities required pursuant to law.

The Statutory Auditors, acting either jointly or independently, may ask the Directors to provide details and clarifications about the information provided to them and, more generally, about the results of the Company's operations or specific transactions, and may at any time carry out inspections and audits and request information, pursuant to law. Moreover, two members of the Board of Statutory Auditors, acting jointly, may convene a Shareholders' Meeting.

The Board of Statutory Auditors shall meet at least once every 90 days.

Meetings of the Board of Statutory Auditors may be held by teleconference or videoconference, provided that all participants can be identified, are able to follow the discussion and participate in real time in the discussion of the items on the Agenda and can receive, transmit and view documents.

Article 19 - Statutory audit

Legal audits and accounting control is exercised by independent auditors who are listed in the corresponding register according to the provisions of laws.

LEGAL REPRESENTATION

Article 20 - Representatives of the Company

The Chairman of the Board of Directors is the Company's legal representative vis-à-vis third parties and in legal proceedings.

The Deputy Chairman (if one has been appointed), the Managing Directors and any other Directors who have been entrusted with special assignments on terms determined by the Board of Directors may also act as the Company's legal representatives.

FINANCIAL STATEMENTS

Article 21 - Fiscal Year – Financial Statements

The fiscal year ends each year on December 31.

Article 22 - Appropriation of Net Profit

After allocating the required amount to the statutory reserve, until it reaches the maximum amount required pursuant to law, the net profit shown in the financial statements shall be distributed to the shareholders or used for any other purposes that the Shareholders' Meeting may choose, upon a motion by the Board of Directors, including the establishment of special-purpose provisions.

Article 23 - Interim Dividends

The Board of Directors may approve the distribution of interim dividends, when permissible under the laws in force, in the manner and with the procedures set forth in said laws.

LIQUIDATION AND GENERAL PROVISIONS

Article 24 - Liquidation

In addition to instances of statutory liquidation, the Company may be liquidated upon the approval of a motion by the Shareholders' Meeting.

If the Company is liquidated, the Shareholders' Meeting shall determine the liquidation procedure and shall appoint one or more liquidators, determining their powers.

Article 25 - Reference Law

All matters not covered by these Bylaws shall be governed by the provisions of the applicable laws.

September 4th, 2024