



# DiaSorin



## **Report on the Remuneration Policy**

for the year 2023  
and remuneration paid in the year 2022  
of DiaSorin S.p.A.

*(drawn up pursuant to Article 123-ter of the Consolidated Finance Act, TUF,  
and to Article 84-quater of the Regulation on Issuers)*



## CHAIRMAN OF THE COMPENSATION AND NOMINATING COMMITTEE OF DIASORIN S.P.A.



Dear Shareholders,  
As the **new Chairman of the Compensation and Nominating of DiaSorin**, I am pleased to introduce the Report on the Remuneration Policy for the year 2023 and the remuneration paid in the year 2022.

The purpose of the following pages is to present an organic and comprehensive view of the values, models and challenges embodied in the Remuneration Policy.

In addition to this primary objective, we would also like to share with all of you an overview capable of linking the complexities and challenges of the past year with the vision and corporate culture. Indeed, we believe that the principles that guide our Remuneration Policy are **essential indicators of the philosophy and approach that inspire DiaSorin's business and its people**.

2022 was a complex year. For the third year in a row, companies, institutions and civil society were faced with unexpected, yet predictable critical issues. As the Covid-19 health emergency began to recede, and cautious optimism prevailed, other new urgencies forced their way into the world's attention. Conflicts, the climate crisis and the energy emergency. Despite this difficult environment, characterised by instability and uncertainty, DiaSorin successfully completed key operations launched in the previous year, which have changed the Group's image and strengthened its multinational profile.

If 2021 was characterised by the major transformation resulting from the acquisition of **Luminex in the USA**, 2022 was a year of consolidation in every sense of the word. Of **strategies, technologies and markets**.

This would not have been possible without constant and significant cultural integration work, which is still ongoing and has involved everyone in the Group on both sides of the ocean. The acquisition was an important step in the expansion of DiaSorin's technologies and markets. With Luminex's multiplexing technology and unique test panels, DiaSorin has increased its ability to deliver innovative cutting-edge solutions. But for this strategic premise to become a solid business opportunity and create value for all stakeholders, it had to be combined with the company's principles and a business model that has been growing steadily for over 20 years. With this in mind, **the integration with Luminex, which began as a cultural journey, involved skills and expertise**, resulting in a fruitful exchange of knowledge and values.

DiaSorin has also consolidated its commitment to **sustainability policies and ESG** (Environment, Social, Governance) **principles**. In addition to a focus on its employees, DiaSorin has always **supported the development of the local communities in which it operates through a series of projects**, in line with the guiding principles of the **Code of Ethics and the Sustainable Development Goals** of the **United Nations 2030 Agenda**. In particular, with activities and initiatives that aim to **develop a passion for science, nurture individual talent and make a positive impact on the environment and people**. This commitment is further reinforced by the **integration of ESG objectives into the variable incentive plan of the CEO/General Manager** and all other Strategic Executives.

In order to consolidate its values and commitment, the DiaSorin Group developed **an 2023-2025 ESG plan** in 2022, which was approved by the Board of Directors in December and defines the company's commitments for the next three years: :

- **Environment** – while having a low impact production, the Group is committed to environmental **emission mitigation measures**;
- **Social** – in addition to supporting the development of local communities, particularly through the **promotion and dissemination of scientific knowledge**, DiaSorin is committed to defining a Merit Policy that will guide it on social issues in the years to come;
- **Governance** – the company is fully committed **to transparency and compliance policies**.

Another important activity in 2022 was the **review of the market positioning of remuneration packages and alignment with best practice in the area of remuneration of strategic executives**. The initiative was carried out with the support of leading consulting firms and covered both the composition of remuneration packages and relative levels of competitiveness.

The integration with Luminex has led to a broad and deep reflection on the human values that characterise DiaSorin. Operating as a **Diagnostic Specialist** means making caring for people the core value and essence of your business. In the marketplace, this translates into technological excellence, capability and speed of execution, but it also has an internal value, a positive impact on all the people in the company who work to achieve the best possible results. Caring for people, valuing their talents, listening to their needs. DiaSorin's Human Resources department works with these objectives in mind, aware that the hardships of the past three years have had a profound effect on individual experiences. An approach that strengthens relationships and promotes retention.

Initially driven by the health emergency, DiaSorin's decision to adopt a hybrid working model, combining face-to-face and remote modes, was **formalised through a Group policy** and became an integral part of the **Employee Value Proposition**. A value choice that not only combines productivity, flexibility and work/life balance, but also has a positive impact on the environment and consumption.

In the light of these issues, the **Compensation and Nominating Committee**, working in close liaison with the **DiaSorin Group's Human Resources Department**, identified the key elements of the Remuneration Policy in the three pillars on which the Culture of Merit, which has always been a founding value of the Company, is based: **Culture, People Care, Diversity & Inclusion**.



• **Culture**: the sustainable success of the Diasorin Group goes hand in hand with the aspirations and full development of its employees. It aims to manage the common good in accordance with the company's reference values. It is therefore the responsibility of business leaders at all levels to strive for excellence and to cultivate a system of relationships within the business community. Also through personal growth work and the fostering of skills that exist in the organisation or are necessary for its development. In this way, leadership becomes a tangible expression of corporate culture and a visible, consistent, inspiring model and example for all internal and external stakeholders.



• **People care**: caring for people within the company takes the form of initiatives aimed at improving the well-being and retention of employees. There is a particular focus on facilitating an integrated work-life balance as a key factor in a positive and rewarding working life. These measures aim to strengthen the sense of belonging, passion and a commitment to fulfil the company mission.



• **Diversity & Inclusion**: the company is committed to recognising, valuing and promoting the unique talents of all current and future employees. Global business processes therefore aim to create a diverse and inclusive working environment, a goal that can also be achieved through the use of innovative technologies that facilitate connections between people located all over the world. The aim is to stimulate emotional intelligence in everyone and ensure a free space for expression, which enhances strengths and encourages sharing, creativity and innovation.

DiaSorin's idea of **sustainable success** is based on these pillars, the Culture of Merit and the values of excellence and innovation, inspired by the principle of diversity as a driver of growth. **Diversity** of gender, nationality, age and skills is the key to continued growth and innovation. Confirming its position as a Diagnostic Specialist of the highest level with ever new objectives.

Finally, I would like to **thank you for your willingness to engage in dialogue and for the interest** you have always shown in our Remuneration Report.

On behalf of myself and my colleagues on the Compensation and Nominating Committee, I hope that you will find in the following pages **the passion that drives everyone in the company and the evidence of a corporate will that is driven by the constant pursuit of excellence**.

**Roberta Somati**

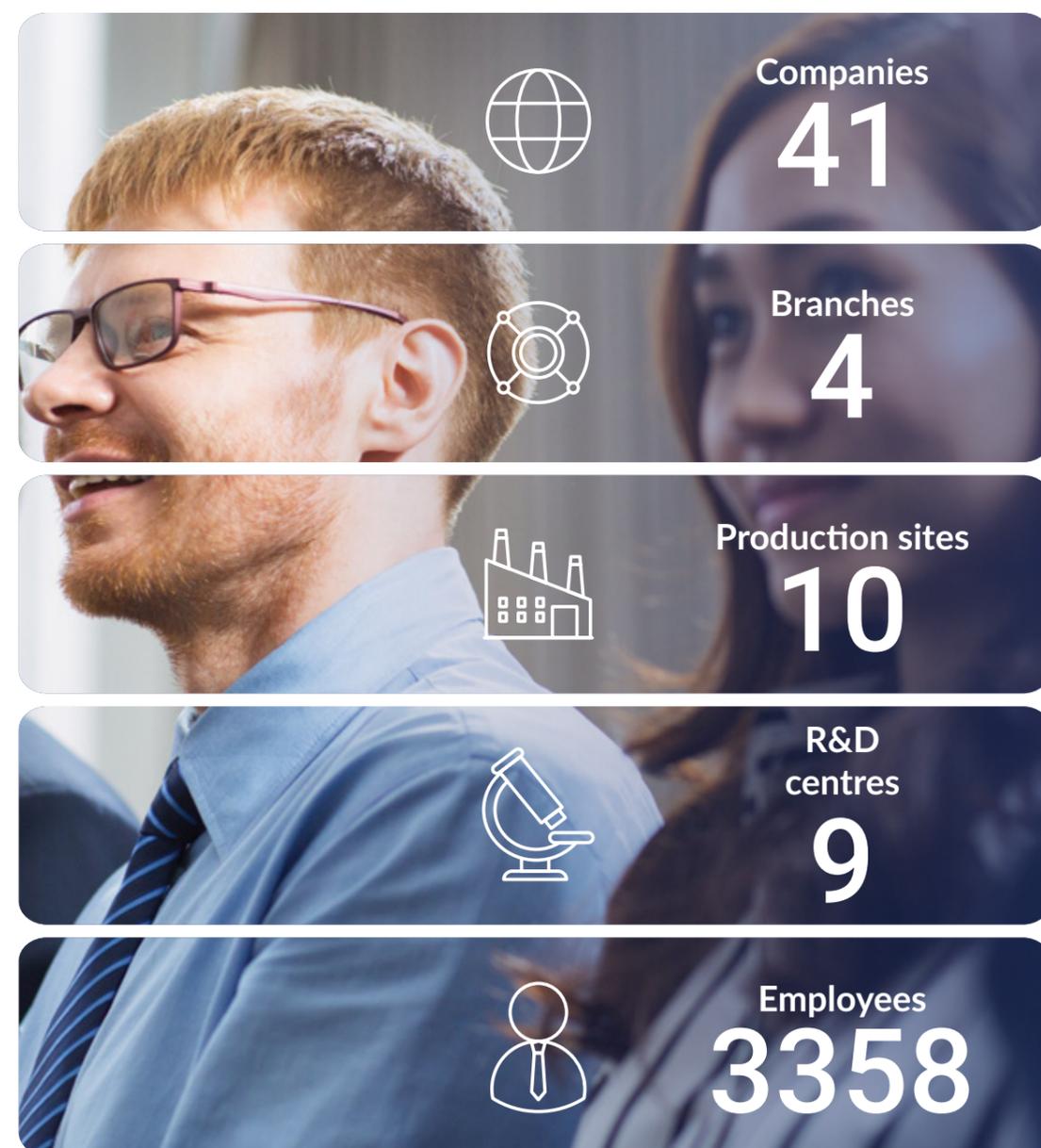
Chairman of the Compensation and Nominating Committee of DiaSorin S.p.A.



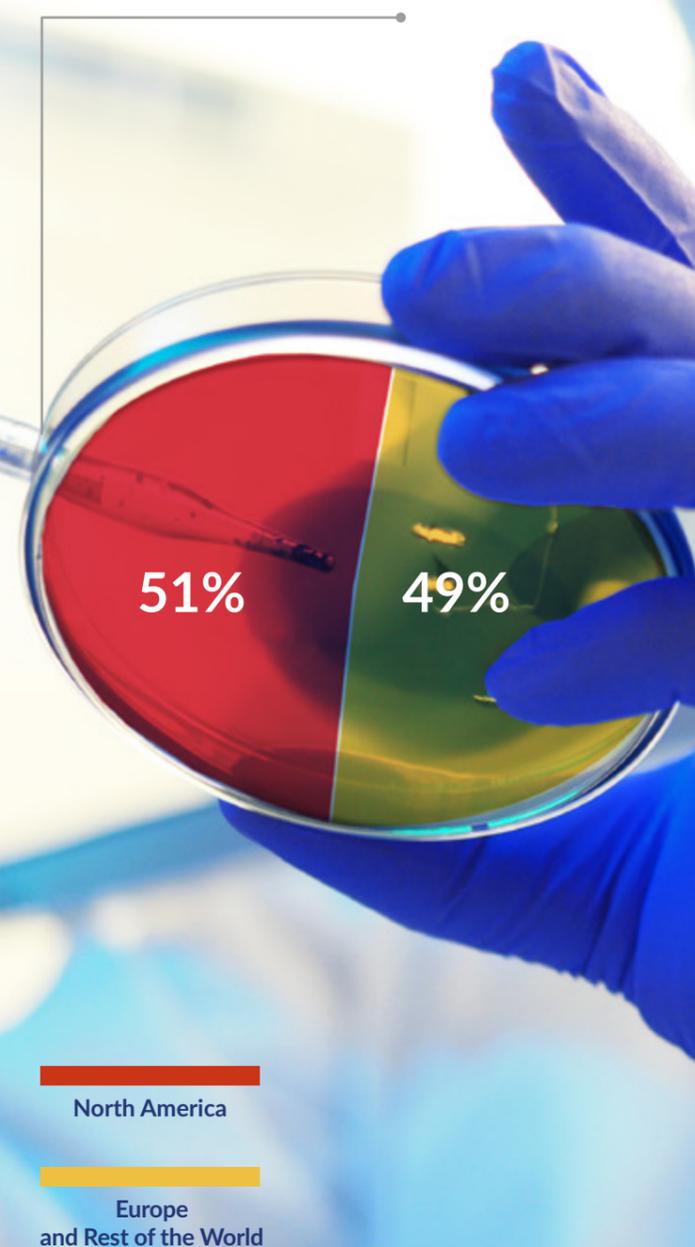
## BACKGROUND: SCENARIOS, CHALLENGES AND OPPORTUNITIES

For over 50 years, the DiaSorin Group has been developing, manufacturing and marketing reagent kits used by diagnostic laboratories **worldwide**. DiaSorin's broad range of diagnostic tests and solutions in immunodiagnostics, molecular diagnostics and **licensed technologies**, made available through continuous investment in research, positions the Group as the provider of the broadest range of specialised solutions in the industry and establishes it as the "**Diagnostics Specialist**".

DiaSorin **operates on all continents** through 41 companies, 4 branches, 10 production sites and 9 R&D centres. Following the acquisition of Luminex, which closed on 14 July 2021 and strengthened DiaSorin's presence in the United States, the Group is now European-American.



## Employees of the DiaSorin Group as at 31 December 2022



## DiaSorin Group turnover as at 31 December 2022 by region

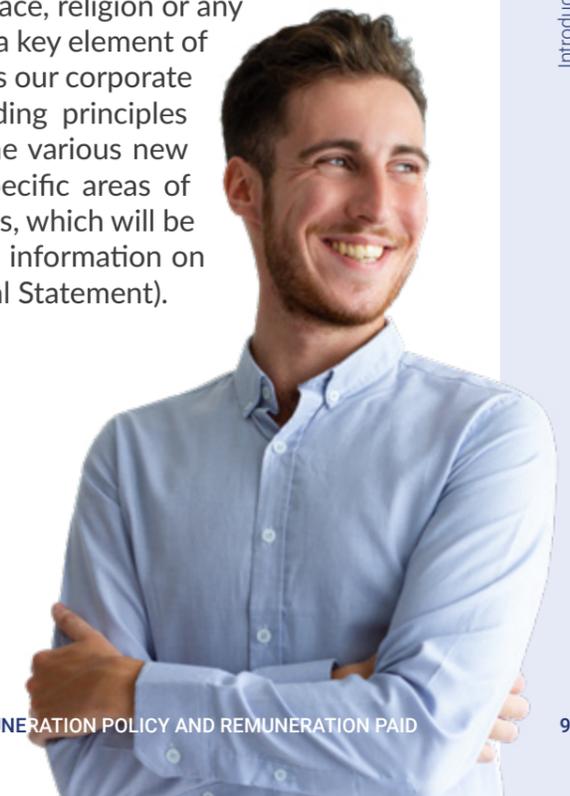


During 2022, the DiaSorin Group was engaged in managing various challenges and opportunities globally, in light of a renewed internal and external environment and corporate strategies.

In particular:

- work continued on the full implementation of the plans to integrate Luminex into the DiaSorin Group, from a business, organisational, managerial and cultural perspective. Luminex is highly complementary to DiaSorin's business, and the ongoing integration process has allowed skills and expertise to be combined and strengthened, creating valuable synergies for the business, particularly in terms of machine development and *cross-fertilisation* of skills;
- the redefinition of the DiaSorin Group's corporate structure was completed with the creation of DiaSorin Italia S.p.A.. Following the transaction, DiaSorin S.p.A. continues to be responsible for the definition and development of the strategic direction and coordination activities for the entire Group, while DiaSorin Italia S.p.A. oversees the operational activities previously carried out by the company in Italy and the United Kingdom, similarly to the subsidiaries operating in the other geographical areas where the Group is present;
- definition of an 2023-2025 ESG Plan\*, approved by the Company's Board of Directors on 1 December 2022. ESG at DiaSorin is fundamental to the Group's sustainability strategy. The Plan includes several environmental, social and governance objectives in line with our values: **Environment** - the Group's commitment to reduce our environmental impact through actions to improve our energy performance and actions to reduce carbon dioxide emissions, in line with the 2030 Agenda for Sustainable Development; **Social** - the definition and implementation of a meritocracy policy in line with the new configuration of the company following the acquisition of Luminex and based on DiaSorin's culture and values. The main objective of the new meritocracy policy is to promote talent within the Group, while ensuring fair opportunities regardless of gender, status, race, religion or any other form of discrimination; **Governance** - a key element of our three-factor approach to sustainability is our corporate governance system, inspired by our founding principles of transparency and compliance. Among the various new elements introduced, the Plan foresees specific areas of intervention in the field of Human Resources, which will be implemented in the coming years (for more information on the Plan, see Chapter 2 of the Non-Financial Statement).

\*(for further information on the ESG Plan, please refer to section 2 of the Nin Financial Disclosure)



# CONTENTS

<b>INTRODUCTION</b>	12		
<b>SECTION I</b>	14		
1.1 New in the 2023 Remuneration Policy Report	16		
1.2 New in 2023 Policy compared to 2022	17		
1.3 Outcome of Shareholders' Meeting Voting	19		
Executive Summary - 2023 Remuneration Policy	20		
1.4 The Guiding Principles of the Remuneration Policy	22		
1.5 Policy and procedures used	24		
1.6 Corporate bodies or parties involved in the drafting, approval and review, if any, of the Remuneration Policy, specifying their respective roles, and corporate bodies or parties responsible for the proper implementation of the policy	30		
(I) Shareholders' Meeting	31		
(II) Board of Directors	31		
(III) Compensation Committee	32		
(IV) Board of Statutory Auditors	34		
(V) The Group Human Resources Department	34		
(VI) Intervention by independent experts	36		
1.7 Remuneration of the members of the Board of Directors	37		
1.8 Remuneration of the members of control bodies	38		
1.9 Remuneration of the CEO/General Manager, CCO and Other Strategic Executives	39		
		1.10 Comparison with the reference market for the remuneration of the CEO/General Manager, Chief Commercial Officer and Other Strategic Executives	47
		1.11 Procedure for the Management of the Short-Term Variable Part (MBO) of the Annual Salary of the CEO/General Manager, the CCO and the Other Strategic Managers	53
		1.12 Fringe benefits	54
		1.13 Severance indemnity	54
		1.14 Elements of the remuneration policy that can be waived in exceptional circumstances	56
		<b>SECTION II</b>	<b>58</b>
		<b>Part one - Items that make up the remuneration</b>	<b>63</b>
		2 Implementation of the 2022 Remuneration Policy	63
		2.1 Remuneration of the members of the Board of Directors	63
		2.2 Remuneration of the members of control bodies	65
		2.3 Remuneration of the General Manager and CCO	65
		<b>Part two - Analytical representation of fees paid during the year</b>	<b>72</b>
		<b>Part three - Information on the grant of financial instruments to directors, executives and other employees of diasorin s.p.a. and its subsidiaries</b>	<b>80</b>
		<b>Part four - Interests held by members of the board of directors, the board of statutory auditors and other strategic executives</b>	<b>95</b>
		<b>GLOSSARY</b>	<b>98</b>

# INTRODUCTION



## INTRODUCTION

This Report on Remuneration Policy and Fees Paid (the “**Remuneration Report**” or the “**Report**”) has been prepared pursuant to Article 123-ter of the TUF and Article 84-quater of the Issuers’ Regulations and has been drawn up in accordance with Annex 3A, Schedule 7-bis and Schedule 7-ter of the Issuers’ Regulation, as last amended.

The Remuneration Report is divided into the following sections:

**Section I** – in compliance with Article 123-ter TUF – illustrates the policy of DiaSorin S.p.A. (the “**Company**”, or “**DiaSorin**”) on the remuneration of Strategic Executives (without prejudice to the provisions of Article 2402 of the Italian Civil Code with reference to the members of the Board of Statutory Auditors of the Company) having an annual duration (the “**Remuneration Policy**” or “**Policy**”) and the procedures used for the adoption, review and implementation of this policy, including the measures aimed at avoiding or managing potential conflicts of interest;

**Section II**, by name, for the remuneration paid to the Directors, to the members of the Board of Statutory Auditors of the Company and in aggregate form for the remuneration paid to the Other Strategic Executives of DiaSorin:

1. provides an appropriate, clear and comprehensible representation of each component of the remuneration, including payments on leaving office or termination of employment relationship, highlighting its consistency with the Policy in the reference year and the manners through which remuneration contributes to the Company’s long-term results and sustainable success;
2. illustrates in detail the remuneration paid in the reporting year for whatever reason and in whatever form by the Company and its subsidiaries or associates, highlighting components of such remuneration that relate to work carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers.

In addition, Section II contains information on the interests held in DiaSorin and its subsidiaries by members of the corporate governance bodies and by the Company’s Other Strategic Executives, as well as by their spouses and minor children, directly or through subsidiaries, trust companies or third parties, in accordance with the provisions of Article 84-quater of the Issuers’ Regulation.

The Report is made available to the public at the registered office in Saluggia (VC), via Crescentino snc, as well as on the company’s website [www.diasoringroup.com](http://www.diasoringroup.com), section “Governance” / “Shareholders’ Meeting” / “2023”.

## SECTION I



## SECTION I

<a href="#">1.1</a>	New in the 2023 Remuneration Policy Report	16
<a href="#">1.2</a>	New in 2023 Policy compared to 2022	17
<a href="#">1.3</a>	Outcome of Shareholders' Meeting Voting	19
	Executive Summary - 2023 Remuneration Policy	20
<a href="#">1.4</a>	The Guiding Principles of the Remuneration Policy	22
<a href="#">1.5</a>	Policy and procedures used	24
<a href="#">1.6</a>	Corporate bodies or parties involved in the drafting, approval and review, if any, of the Remuneration Policy, specifying their respective roles, and corporate bodies or parties responsible for the proper implementation of the policy	30
	(I) Shareholders' Meeting	31
	(II) Board of Directors	19
	(III) Compensation Committee	32
	(IV) Board of Statutory Auditors	34
	(V) The Group Human Resources Department	34
	(VI) Intervention by independent experts	36
<a href="#">1.7</a>	Remuneration of the members of the Board of Directors	37
<a href="#">1.8</a>	Remuneration of the members of control bodies	38
<a href="#">1.9</a>	Remuneration of the CEO/General Manager, CCO and Other Strategic Executives	39
<a href="#">1.10</a>	Comparison with the reference market for the remuneration of the CEO/General Manager, Chief Commercial Officer and Other Strategic Executives	47
<a href="#">1.11</a>	Procedure for the Management of the Short-Term Variable Part (MBO) of the Annual Salary of the CEO/General Manager, the CCO and the Other Strategic Managers	53
<a href="#">1.12</a>	Fringe benefits	54
<a href="#">1.13</a>	Severance indemnity	54
<a href="#">1.14</a>	Elements of the remuneration policy that can be waived in exceptional circumstances	56

## 1.1 NEW IN THE 2023 REMUNERATION POLICY REPORT

Taking into account the voting results of the 2022 Shareholders' Meeting, the dialogue and engagement activities with asset managers and the financial community, as well as the relevant elements that DiaSorin intends to further strengthen in order to continuously align itself with market best practices, the main changes introduced in the 2023 Report are summarised below.

Policy Content	Page	Communication elements of the report	Page
More evidence of the MBO 2023 targets of the GM/CEO and CCO in terms of measurement mechanism, weight and accruable incentives.	20	Outcome of the Shareholders' Meeting Voting on Section I and Section II of the Report.	19
2022 benchmark for the remuneration package of the GM/CEO, CCO and Other Strategic Executives.	46	Graphic representation of the CEO/GM and CCO pay mix.	41
Remuneration of the members of the Board of Directors appointed by the Shareholders' Meeting of 29 April 2022.	37	Summary of the 2022 Remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives.	2
Remuneration of the members of the Board of Statutory Auditors appointed by the Shareholders' Meeting of 29 April 2022.	37	Summary statement of achievement of the objectives of the 2022 MBO plan of the CEO/General Manager and CCO and related payout.	63
		Statement of achievement of LTI Plan targets - CEO/General Manager and CCO Cash 2019-2022 Bonus and related payout.	67
		Equity Awards Plan Details .	89
		Analytical Index by Topic (Consob Resolution No. 21623 of 10 December 2022).	102

## 1.2 NEW IN 2023 POLICY COMPARED TO 2022

In drafting the Remuneration Policy for the financial year 2023, DiaSorin took into account the insights gained from discussions with the financial community and asset managers.

In particular:

- the presence of a qualitative ESG target in the CEO's/General Manager's 2023 MBO Plan was confirmed (for more references, see section 1.5);
- for the first time, a qualitative ESG target was assigned in the 2023 MBO Plan of the CCO and two Other Strategic Executives (for further references, see section 1.5);
- a comparative analysis of the remuneration package of the CEO/General Manager, the CCO and the Other Strategic Executives was carried out with respect to the reference market (for further references, see section 1.6);
- the LTI - Cash Bonus Plan, which expired in 2022, was not renewed (for more details, see section 2.3).



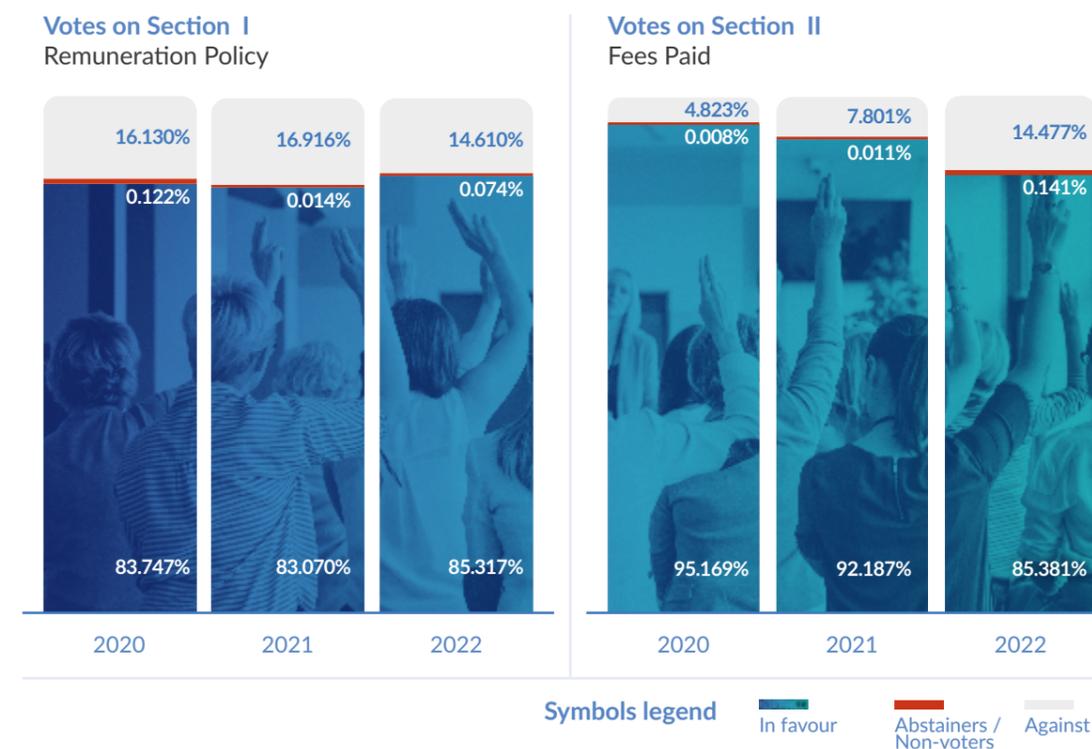


### 1.3 OUTCOME OF SHAREHOLDERS' MEETING VOTING

DiaSorin attaches great importance to the views expressed by each stakeholder and encourages opportunities for discussion with its shareholders, potential investors, analysts and other financial market participants. To this end, the Company analysed the voting results expressed by the shareholders in relation to Section I and Section II, the voting indications expressed by the main proxy advisors, and in the post-Shareholders' Meeting phase by some shareholders.

The Shareholders' Meeting held on 29 April 2022 passed a favourable and binding resolution on Section I of the 2022 Policy, with 85.317% of the votes represented at the meeting voting in favour. Whereas, with respect to Section II concerning the remuneration paid in the financial year 2021, it expressed an advisory view with 85.381% of the votes represented at the meeting.

The trend of the voting results on Sections I and II of the published Remuneration Reports from 2020 to 2022 is presented below.



The analysis of the Shareholders' Meeting votes was complemented by an examination of the feedback received from certain asset managers during the usual dialogue activities with the financial community, including the organisation of a series of conference calls, with the aim of further understanding the ideas expressed by them on the 2021 Remuneration Policy.

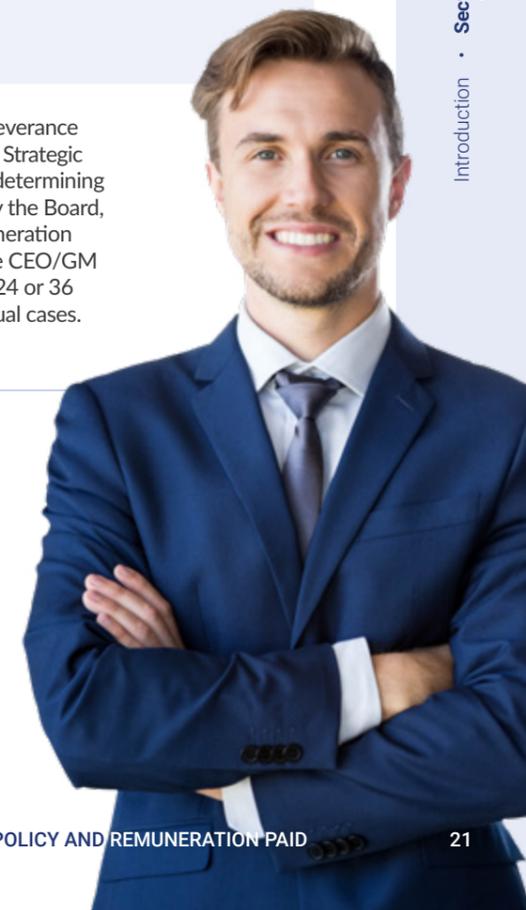
The dialogue provided the Remuneration Committee and the corporate bodies involved with insights into the views of investors and, more generally, the market on the characteristics of the Policy.

## EXECUTIVE SUMMARY - 2023 REMUNERATION POLICY

Component	Purpose and features	Implementation
Fixed compensation (RAL, gross annual salary)	It rewards leadership, managerial, professional and technical skills required by the role.	<p>Assessment of the compensation profile on the basis of performance, experience, level of responsibility, internal consistency with respect to the evolution of the organisation, and market benchmarks carried out with the support of specialised consultancy company.</p> <p>RAL<sup>1</sup>:</p> <ul style="list-style-type: none"> <li>CEO/DG: € 972,000</li> <li>CCO: € 510,000</li> <li>Other Strategic Executives: € 1,160,000</li> </ul> <p>It should be noted that the remuneration received by the CEO/GM is exclusively for the position of General Manager. The office of CEO is not remunerated.</p>
Short-term variable remuneration (MBO)	Encourages the achievement of strategic and financial objectives as well as the adoption of behaviours consistent with the corporate leadership model.	<p>Assignment of individual objectives linked to the Group Performance Management Process (P.M.P. Lead).</p> <p>CEO/DG:</p> <ul style="list-style-type: none"> <li>Target: € 680,400 (equal to 70% of the fixed compensation)</li> <li>Payout range: 0%-130% del Target</li> <li>KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: 2023 ESG Strategic Plan (weight 10% of target accrued incentive)</li> </ul> <p>CCO:</p> <ul style="list-style-type: none"> <li>Target: € 357,000 (equal to 70% of the fixed compensation)</li> <li>Payout range: 0% -130% of the Target</li> <li>KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: 2023 ESG Strategic Plan (weight 10% of target accrued incentive)</li> </ul> <p>Other Strategic Executives:</p> <ul style="list-style-type: none"> <li>Target: 50% of the fixed remuneration</li> <li>Payout range: 0% -130% of the Target</li> <li>KPI: as the case may be, (i) Group Ebit; (ii) 2023 ESG Strategic Plan (iii) other qualitative and quantitative targets linked to individual responsibilities.</li> </ul> <p>Claw back clause</p>

Component	Purpose and features	Implementation
Long-term variable remuneration (LTI: <i>Stock option</i> )	Promotes the sustainability of value creation in the medium- to long-term period for Stakeholders by fostering the engagement, alignment of interests and sense of belonging of key personnel.	<p>CEO e CCO and Other Strategic Executives:</p> <p>Proposed new 2023 Stock Option Plan: number of options granted in accordance with the role held and on the basis of market practices</p>
Fringe benefits	An integral part of the remuneration package, they are characterised by their predominantly welfare and social security nature or by their being instrumental to the activity carried out.	<p>Determined in compliance with the provisions of collective bargaining contracts and national and company regulations.</p> <p>CEO, CCO and Other Strategic Executives:</p> <ul style="list-style-type: none"> <li>Supplementary health insurance</li> <li>Supplementary pension fund</li> <li>Company car</li> </ul>
Indemnity	Severance pay aimed at protecting the interests of the company and of Strategic Executives.	<p>Provide for pre-established severance indemnities in favour of some Strategic Executives. The criterion for determining the indemnity was defined by the Board, on the proposal of the Remuneration Committee. In the case of the CEO/GM it may vary in the amount of 24 or 36 months' salary, in some residual cases.</p>

<sup>1</sup> As a result of benchmark analyses explained in detail in section 1.6. of the Report (to which reference is made), the Remuneration Committee proposed to increase the gross annual remuneration of the CCO and Other Strategic Executives for the year 2023. This increase is subject to the approval of this Remuneration Policy by the Shareholders' Meeting.



## 1.4 THE GUIDING PRINCIPLES OF THE REMUNERATION POLICY

DiaSorin's Policy illustrated in this Report runs for one year and is implemented with the support of the Compensation Committee and based on the principles of meritocracy and fairness.

The remuneration policy for all Group employees, including Strategic Executives, is based on the core philosophy of **Meritocracy**, which is based on the following guiding principles:

### CULTURE



The sustainable success of the DiaSorin group goes hand in hand with the aspirations and full development of its employees. It is aimed at the management of the common good. It is therefore the responsibility of leaders at all levels of the company to strive for excellence and to cultivate a system of relationships within the corporate community, including through personal growth work and the promotion of skills that exist within the organisation or are necessary for its development. In this way, leadership becomes a tangible expression of corporate culture and a visible, consistent, inspiring model and example for all internal and external stakeholders.

### PEOPLE CARE



Caring for people takes the form of initiatives aimed at improving the well-being and retention of employees. There is a particular focus on facilitating an integrated work-life balance as a key factor in a positive and rewarding employee experience. These measures aim to strengthen the sense of belonging and passion with which we strive to fulfil our mission as "the Diagnostic Specialist".

### DIVERSITY AND INCLUSION



The company is committed to recognising, valuing and promoting the unique talents of all our current and future employees. Global business processes therefore aim to create a diverse and inclusive working environment, a goal that can also be achieved through the use of innovative technologies that can facilitate connections between people located all over the world. The aim is to stimulate emotional intelligence in everyone and ensure a free space for expression, which enhances strengths and encourages sharing, creativity and innovation.

CULTURE

PEOPLE STRATEGY  
LEADERSHIP

PERSPECTIVE  
COMPANY VALUES

PERSPECTIVE  
EMPLOYEE VALUE

PEOPLE CARE

PEOPLE STRATEGY  
ENGAGEMENT

DIVERSITY AND INCLUSION

PEOPLE STRATEGY  
TALENT

PERSPECTIVE  
TALENT ACQUISITION & DEVELOPMENT

## 1.5 POLICY AND PROCEDURES USED

The implementation of the remuneration policy for all Group employees, including Strategic Executives, is based on values and behaviours that reflect the corporate culture, through a clear, fair and easily communicated remuneration methodology and tools. Therefore, the Policy of Strategic Executives has been developed consistently with that of other Group employees, even though they are different (due to different strategic responsibilities according to the role held and to the fact that unattainability of the work performance achieved and expected by Strategic Executives makes them not comparable with the work performance of other employees).

Consistently with the Group's strategic vision, this Policy is composed of tools and rationales applied to the Company's entire workforce and confirms the principle through which the Company's growth goes hand in hand with the growth of the individuals who work for it. The Policy also expresses the Company's commitment to pursue, through remuneration, its sustainable development.

In 2022, DiaSorin's commitment to sustainability was intensified, for instance by supporting the development of the local communities in which the Group operates through a series of initiatives. These projects are part of the broader management of Corporate Social Responsibility (CSR) projects and are developed along three main lines of action: projects whose objectives include developing a passion for science, supporting individual talent and achieving a positive impact on the environment and people.

In order to further increase the positive effect of the projects developed in the area of nurturing talent and fostering the value of science, in July 2020 the DiaSorin Foundation was established, of which DiaSorin S. p. A. is the sole financial backer. The Foundation, created to continue the development of the Mad for Science project, aims to invest in the combination of science and young people, supporting students and teachers, encouraging young people to approach science (especially life sciences), stimulating interest in these disciplines and rewarding their talent. Two projects are currently underway: Mad for Science, aimed at secondary school students, and Mad for Science for Teachers, launched in 2022 and dedicated to science teachers from the competition-winning schools to support both theoretical and experimental laboratory training. The Foundation is therefore tangible proof of DiaSorin's commitment to younger generations and the world of education, advancing scientific culture, pooling together intelligence and creativity that contribute to Sustainability, and developing projects that enable students and teachers to participate actively and consciously in the world of science, in line with the United Nations 2030 Agenda and the current challenges of our society, which sees science increasingly involved in ensuring the health of people and the environment.

Furthermore, in 2022, the Board of Directors approved the DiaSorin Group's 2023-2025 ESG Plan, which formalises the company's commitment by translating ESG projects into the tangible reality of the company, defining a series of projects and objectives in the environmental, social and governance fields.



As regards the growth and development of its people, the DiaSorin Group has always been committed to investing in training.

Given the high technical-scientific profile of its employees, the development of measures to maintain and reinforce skills and knowledge is crucial to DiaSorin's business.

In addition, the annual Performance Management process, which is globally standardised and based on the DiaSorin Group culture, encourages a continuous dialogue between managers and employees on their contribution to the company's growth and the behaviour required to achieve the objectives set. This approach makes it possible to promote the growth of employees fairly and define individual development plans characterised by qualified and inclusive training that may represent an opportunity to enhance talent of each employee.

The Group remuneration policy, which based on the recognition of merit, follows the individual professional development and aims at recognising the individual contribution to company results. In particular, the 2022 salary review process implemented globally was based on the following guidelines:



- **Performance:** identification of top performers or employees in key positions. Specifically for 2022, the group focused on rewarding employees with key roles within strategic projects and employees who were considered to be points of reference for operations.
- **Behaviour:** rewarding employees with excellent performance results and soft skills assessed in line with corporate culture.
- **Talent and potential:** focus on talented individuals who have demonstrated the potential to take on roles of increasing complexity and managerial responsibility in the next three to five years.
- **Gender equity:** particular attention is paid to aligning Group remuneration according to criteria of equity with respect to role, seniority, ability and merit, regardless of gender.

All the procedures and policies implemented during 2022 took place in an external context characterised by strong transformative elements, such as the continuation of the pandemic, the emergence of conflicts, the need to address the energy emergency and the phenomenon of the "Great Resignation", which saw companies around the world facing a talent crisis.

In this context of major transformation in which the acquisition, development and well-being of employees is the critical success factor for the implementation of the long-term strategy, the DiaSorin Group is committed to implementing a People Strategy aimed at distinctive and meaningful growth:



## LEADERSHIP

Promoting loyalty of those who hold "key" positions in the Group and enhancing the mix of skills, sensitivity, business acumen, experience to achieve common and shared objectives, fostering the loyalty of those in "key" positions in the Group.



## ENGAGEMENT

Maintaining and cultivating belongingness according to the corporate strategy, through a strong identification in the Company mission as "the Diagnostic Specialist".



## TALENT

Safeguarding the Company's competitiveness on the labour market to enrich the company with new skills and invest in the development of resources, not only for short-term business purposes, but also with Sustainability objectives as well as long-term growth.



The current Policy of DiaSorin is divided into categories: it distinguishes a different remuneration policy for the CEO/General Manager and the CCO, the non-executive members of the Board of Directors, the Other Strategic Executives and the members of the Board of Statutory Auditors.

The policy adopted by DiaSorin is differentiated for the CEO/General Manager, the CCO and the other strategic executives, and is made up of a fixed and a variable component, structured through incentives linked to the company's profitability and aimed at management retention. It is also implemented through the establishment of specific company incentive plans that provide for the grant of stock options and/or other Long-Term Incentive plans.

The Company's Policy - and, in particular, the variable component of the remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives - contributes to the achievement of the Company's strategic objectives and the pursuit of the Company's long-term interests and sustainability.

The contribution to corporate strategy is provided through:

- i. the pursuit of a loyalty and incentive policy for the Group's key employees who are recipients of stock options and/or other Long Term Incentive plans, by involving them in the corporate make-up and retaining their specific skills in the Company, by rewarding them in relation to the Company's economic results and future development;
- ii. greater involvement of Shareholders who, in addition to the resolutions already falling under their remit on remuneration, are now called upon to express their binding vote on the Policy, described in Section I of this Report, which sets out each of the items that make up the remuneration of Directors and Other Strategic Executives and which therefore has a different and broader content than the resolutions mentioned above.

It was also verified that the DiaSorin Group's Remuneration make-up was aligned with the strategic plan and with the objectives of sustainability, innovation and motivation of the new corporate scope.

During the reporting year, the Human Resources Department implemented the first cycle of the New Equity Plan dedicated to Luminex and DiaSorin management, excluding Strategic Executives, launched in May 2022 and based on the assignment of DiaSorin ordinary treasury shares.

In line with the best practices in the US and European markets, the Equity Plan is based on a mix of instruments (performance share and restricted share units) and pursues the following aims:

<sup>2</sup> It is referred to resolutions as per Article 2364 paragraph 1 No. 3) of the Civil Code concerning the remuneration of Directors and Statutory Auditors, as per Article 2389 of the Italian Civil Code. "Remuneration of Directors" and Article 2402 of the Italian Civil Code concerning the annual remuneration of Statutory Auditors.



- i. retention of key Group personnel;
- ii. value creation, rewarding the contribution of the senior management team to the creation of shareholder value;
- iii. culture of meritocracy, developing an individualised pay opportunity proposal that is fair based on the manager's role and value.

In accordance with the provisions of the Related Parties Regulation, as implemented in DiaSorin's Procedure for Related-Party Transactions, the approval of the Policy by the Shareholders' Meeting exempts the Company from applying the aforementioned procedure in the resolutions of the Board of Directors concerning the remuneration of Directors and Other Strategic Executives.

The above provided that:

- i. the company has adopted a Policy approved by the Shareholders' Meeting;
- ii. a committee made up exclusively of non-executive executives or directors, the majority of whom are independent, was involved in drawing up the Policy;
- iii. the remuneration awarded is identified in accordance with this Policy and quantified on the basis of criteria that do not involve discretionary assessments.

The Policy described in Section I of this Report has been amended, compared to the Policy approved by DiaSorin's Shareholders' Meeting on 29 April 2022, to provide evidence of the integration of the Group's Sustainability initiatives, the indications received from institutional investors and asset managers, with the aim of fostering the alignment of behaviour to achieve sustainable growth in the medium to long term. Please refer to sections 1.1. and 1.2. for more information.

<sup>3</sup> The procedure is available on the Company's website [www.diasoringroup.com](http://www.diasoringroup.com), in the section "Governance/Governance Documents/Corporate Procedures".

## 1.6 CORPORATE BODIES OR PARTIES INVOLVED IN THE DRAFTING, APPROVAL AND REVIEW, IF ANY, OF THE REMUNERATION POLICY, SPECIFYING THEIR RESPECTIVE ROLES, AND CORPORATE BODIES OR PARTIES RESPONSIBLE FOR THE PROPER IMPLEMENTATION OF THE POLICY

The Policy is defined following a formalised process involving:

(i) the Shareholders' Meeting

(ii) the Board of Directors

(iii) the Compensation and Nominating Committee

(iv) the Board of Statutory Auditors

(v) the Group Human Resources Department

(vi) Independent Experts

### (i) Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the total annual remuneration of the members of the Board of Directors<sup>4</sup> for the entire term in office;
- determines the remuneration of the members of the Board of Statutory Auditors;
- expresses, in accordance with the provisions of Article 123-ter of the Consolidated Finance Act, (i) a binding vote on Section I of the Report with the frequency required by the duration of the Policy (i.e., annually) and in any case on the occasion of amendments to the Policy and (ii) a non-binding advisory vote on Section II of the Report, relating to the implementation of the Policy of the previous year, on an annual basis;

If the Shareholders' Meeting does not approve the Policy, the Company will be required to pay the remuneration in accordance with the most recent Policy approved by the Shareholders' Meeting or, failing that, in accordance with current practices. On the occasion of the next Shareholders' Meeting to approve the financial statements, the Company will have to submit a new Policy to the Shareholders' vote.

### (ii) Board of Directors

The Board of Directors:

- appoints a Compensation Committee, with investigative, advisory and proposing functions, on matters concerning remuneration and fees paid;
- consistently with the Policy, it determines the remuneration of Directors who perform special tasks, after receiving the opinion of the Board of Statutory Auditors and upon proposal of the Compensation Committee, within the total amount resolved by the Shareholders' Meeting pursuant to Article 2389, comma 3, of the Italian Civil Code;
- identifies Other Strategic Executives;
- determines the remuneration of Strategic Executives in accordance with the Policy;
- prepares any remuneration plans based on stock option plans and other financial instruments for directors, employees and associates, including Strategic Executives, submits them to the approval of the Shareholders' Meeting pursuant to Article 114-bis, TUF, and oversees their implementation;
- sets out the Policy, upon proposal of the Compensation Committee, provides for its implementation, as well as its possible review, and approves the Remuneration Report, submitting them to the subsequent vote of the Shareholders' Meeting, which is binding with reference to Section I and advisory with reference to Section II.

<sup>4</sup> Pursuant to Articles 2364, paragraph 1, No.3) and 2389, paragraph 3, of the Civil Code and Article 16 of the By-laws.

As provided for in paragraph 3-bis of Article 123-ter of the Consolidated Finance Act, a temporary deviation from the Policy approved by the Shareholders' Meeting is allowed in exceptional circumstances, i.e., when the deviation from the Policy is necessary for the pursuit of the long-term interests and sustainable success of the Company as a whole or to ensure its ability to operate in the market. On this point, please refer to the following paragraph "Elements of the policy that can be waived in exceptional circumstances" of this Section I.

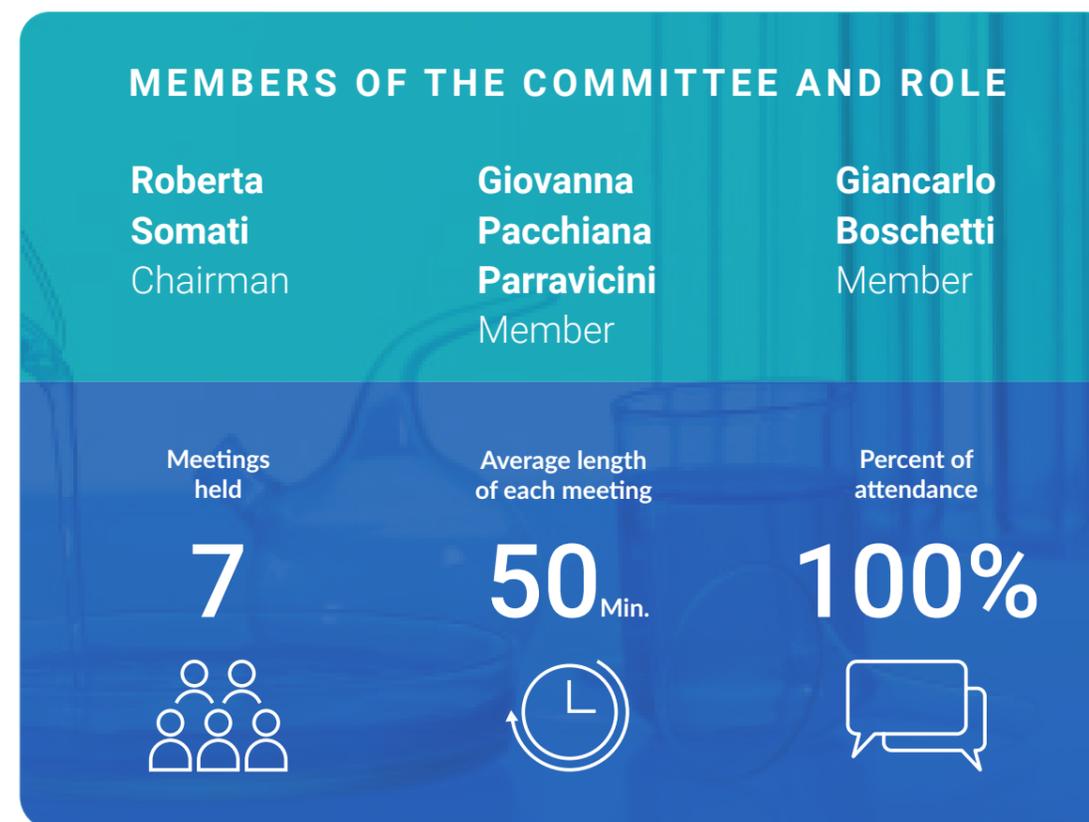
### (iii) Compensation Committee

The Company's Board of Directors, in accordance with the provisions of the Stock Exchange Regulations and the Corporate Governance Code, appoints from among its number a Compensation and Nominating Committee, which is entrusted with the functions provided for by the Corporate Governance Code regarding remuneration.

The Committee consists of three non-executive Directors, the majority of whom meet the independence requirements set out in the Corporate Governance Code, with the Chairman chosen from among the independent Directors.

#### The Committee

- submits to the Board (or to the Chief Executive Officer, as the case may be) proposals, or expresses opinions, on the remuneration of executive Directors and other Directors vested with special tasks, of Other Strategic Executives, as well as on the performance targets to be set for the variable part of remuneration, verifying, in particular, that the targets are actually achieved. The process of calculating whether the targets set are reached is carried out by the Committee with the support of the competent corporate functions;
- periodically assesses the adequacy and overall consistency of the Policy for Directors and Other Strategic Executives, and monitors its actual application.
- assists the Board in the formulation of the Policy.
- examines in advance the Report on the Policy and fees paid, which will be approved by the Board of Directors and made available to the public in advance of the Annual Shareholders' Meeting.



The Compensation Committee in office since 29 April 2022 is composed of the Directors Roberta Somati (Independent Director) as Chairman, Giovanna Pacchiana Parravicini (Independent Director) and Giancarlo Boschetti (Non-Executive Director)<sup>5</sup>.

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

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

As mentioned above, the Board of Directors is responsible for the implementation of the Policy, with the power to delegate to the Chairman of the Board of Directors or to the Chief Executive Officer of the Company pro tempore in office, subject to the involvement of the Compensation Committee, in the cases provided for by the policy.

<sup>5</sup> For more details on the composition and functioning of the Committee, please see the "Report on Corporate Governance and Ownership Structures" prepared pursuant to Article 123-bis of the Consolidated Finance Act and published annually by the Company on its website [www.diasoringroup.com](http://www.diasoringroup.com) in the section "Governance/Governance Documents/Reports on Corporate Governance".



#### (iv) Board of Statutory Auditors

On the subject of remuneration, the Board of Statutory Auditors expresses the opinions required by regulations concerning, in particular, the remuneration of Directors vested with special tasks pursuant to Article 2389, paragraph 3, of the Italian Civil Code, verifying their consistency with the Policy. The Chairman of the Board of Statutory Auditors regularly attends the meetings of the Compensation and Nominating Committee.

#### (v) The Group Human Resources Department

The challenge for the Group's Human Resources is to accompany the evolution of the corporate culture by developing a People Strategy that not only takes into account the nature and diversity of the Group, but is also capable of managing it in an inclusive manner, finding global and local solutions to make the most of the talents of the people who contribute with dedication and passion to the achievement of the company's objectives.

In line with the Corporate Culture, the HR team supports the sustainable success of DiaSorin and the growth of its people, through:

- the development of current and future leadership skills
- the use of innovation and technology to ensure process excellence
- exploiting the full potential of all employees

In this context and in keeping with the inspiring principles of the Policy, the Human Resources Department works in close liaison with the Compensation Committee, in order to translate the inspiring principles into concrete action, helping to attract, motivate and retain key personnel and, at the same time, aligning the interests of management with the primary objective of promoting the pursuit of sustainable success, to the benefit and in the interest of shareholders and all other stakeholders.

In particular, in conjunction with the company departments concerned and in

compliance with the company's organisational evolution, the Human Resources Department is responsible for:

- contributing to the evolution of the corporate culture, characterised by the European and American scope of the Group;
- ensuring the updating, implementation and governance of the Performance, Compensation and Talent Management processes at Group level;
- proposing updates to the Policy and associated instruments, verifying their impact and safeguarding the governance;
- ensuring the implementation of a structured and effective Performance Management system and the consequent connection to remuneration actions aimed at recognising the merit of the Management and of each employee;
- working with the Compensation Committee in the development of indicators, benchmarking analyses useful for evaluating key roles and for estimating remuneration components in line with market best practices;
- supporting the Management in the application of the Remuneration Policies at Group level, monitoring their consistency;
- attracting talents from the market by enhancing their skills against the reference market;
- ensuring an effective onboarding process for new colleagues with the ultimate aim of cultivating a sense of belonging;
- developing individual and teamworking skills in the different geographical regions in which the Group operates in order to contribute to creating and maintaining an environment conducive to business and innovation;
- contributing to a fair vision of the Group's entire workforce, with the aim of promoting and managing organic and harmonious Personnel Policies in relation to the different professional levels of the company.





### (vi) Intervention by independent experts

DiaSorin defines its policies and reviews the remuneration structure also on the basis of analyses carried out with the assistance of consultants, using market benchmarks based on companies in the sector that are considered comparable both in terms of size and business affinity (the so-called “peer group”), monitoring trends and best practices in the Italian and global market.

In 2022, the Company used Mercer for methodological support and market benchmarks on the remuneration of the CEO/General Manager and Other Strategic Executives. Spencer Stuart, a leading international executive search firm, was also asked to provide a second opinion on the market positioning of the remuneration packages of the above individuals, taking into account the so-called substitutability criterion. For more information on these benchmark analyses, shared with the Remuneration Committee on 5 December 2022, please refer to section 1.6 below.

## 1.7 REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to Article 16 of the By-Laws, the Directors are entitled to an annual remuneration – which is decided by the Ordinary Shareholders’ Meeting that appoints them – and to reimbursement of expenses incurred in connection with their office.

The Shareholders’ Meeting may set a total amount as remuneration for all of the Directors, except for those who have been delegated to perform operational functions, whose remuneration is determined by the Board of Directors with the input of the Board of Statutory Auditors. Alternatively, the Shareholders’ Meeting may exercise its right to set a total amount as remuneration for all of the Directors, including those entrusted with special tasks.

The emoluments for Board service, established cumulatively by the Shareholders, are then allocated by the Board of Directors, after hearing the opinion of the Board of Statutory Auditors, taking into account the roles and offices held, and only provide for fixed components for term in office and the various offices. This is without prejudice to any specific appointments pursuant to Article 2389, paragraph 2, of the Italian Civil Code.

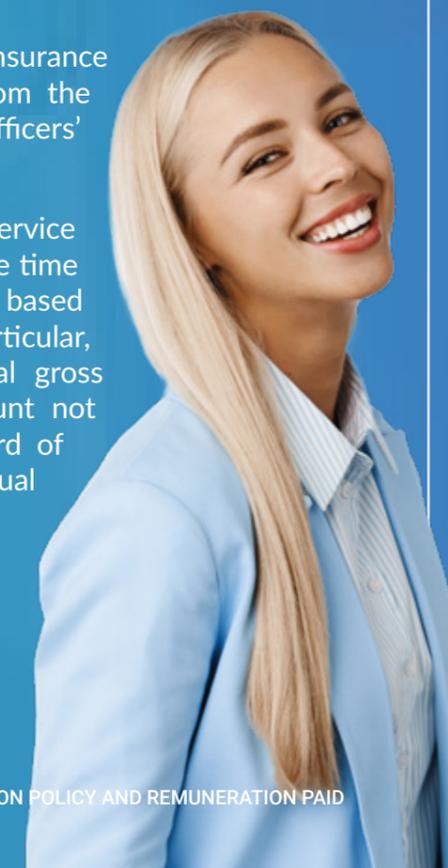
The Chairman and the Deputy Chairman of the Board of Directors receive a specific remuneration for their position.

Directors who serve as Chairman or member of the Compensation Committee, the Control, Risks and Sustainability Committee and Related-Party Committee receive a further ad hoc compensation in addition to the Director remuneration.

Non-executive Directors receive only fixed remuneration and do not participate in any incentive plan adopted by the Company.

The members of the Board of Directors are covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, Directors’ & Officers’ Liability).

The Board of Directors receives annual emoluments for service approved by the Company’s Shareholders’ Meeting at the time of appointment (most recently held on 29 April 2022), based on the proposals submitted by the Shareholders. In particular, the Shareholders’ Meeting resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding € 1,200,000.00 giving mandate to the Board of Directors to assign individual compensations to individual directors.



The Board of Directors during the meeting held on 29 April 2022 and 6 May 2022 assigned individual compensation from the total set by the Shareholders' Meeting, as shown in the figure:

POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Directors	€ 400,000.00
Deputy Chairman of the Board of Directors	€ 150,000.00
Non- executive Director	€ 40,000.00
Chairman of the Board committee	€ 10,000.00*
Member of the Board committee	€ 5,000.00*

\* In addition to the above remuneration, there is the remuneration received as Director.



It should be noted that no remuneration is envisaged for persons who are members of the Board of Directors, who already receive remuneration as a result of their employment relationship with the Company as executives. The directors who do not receive remuneration as executives of the Company are the current Chief Executive Officer Mr Carlo Rosa, formerly the sole recipient of remuneration as CEO/General Manager, and Mr Chen Menachem Even, formerly the recipient of remuneration as CCO of the Company.

## 1.8 REMUNERATION OF THE MEMBERS OF CONTROL BODIES

POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Statutory Auditors	€ 50,000.00
Statutory Auditor	€ 40,000.00

Pursuant to Article 2402 of the Italian Civil Code, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting at the time of appointment for the entire duration of their office on a fixed annual basis. The Statutory Auditors are also entitled to reimbursement of expenses incurred in the course of their duties.

The members of the Board of Statutory Auditors are also covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, Directors' & Officers' Liability).

It should be noted that the Shareholders' Meeting of 29 April 2022, which resolved on the renewal of the auditing body, set the remuneration of the Chairman of the Board of Statutory Auditors at € 50,000 and of the Standing Auditors at € 40,000. These fees, which are higher than those envisaged for the 2019-2021 term of office, have been determined taking into account the sector in which the Company operates, its evolution in size and the increasing complexity of its processes.

## 1.9 REMUNERATION OF THE CEO/GENERAL MANAGER, CCO AND OTHER STRATEGIC EXECUTIVES.

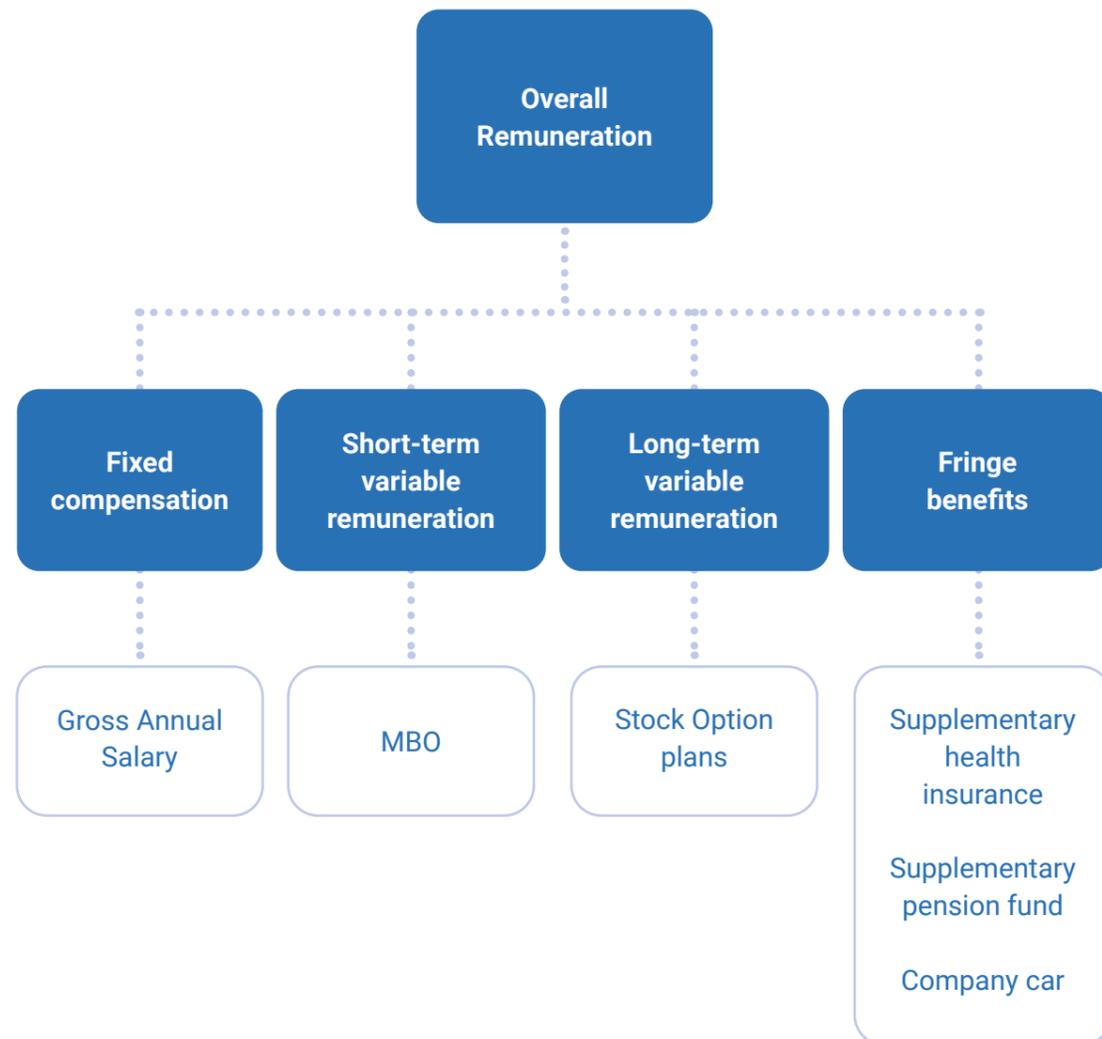
### Principles of the Policy of the CEO/General Manager, CCO and Other Strategic Executives

The Remuneration Policy for the CEO/General Manager, the CCO and the Other Strategic Executives follows the principle of "pay per performance" and is aimed at the closest alignment of the remuneration paid to the individual Strategic Executive, their market value and the interests of the Company. This Policy is based on an in-depth assessment carried out by the Compensation Committee and by the competent corporate functions, also through a benchmarking analysis aimed at verifying the



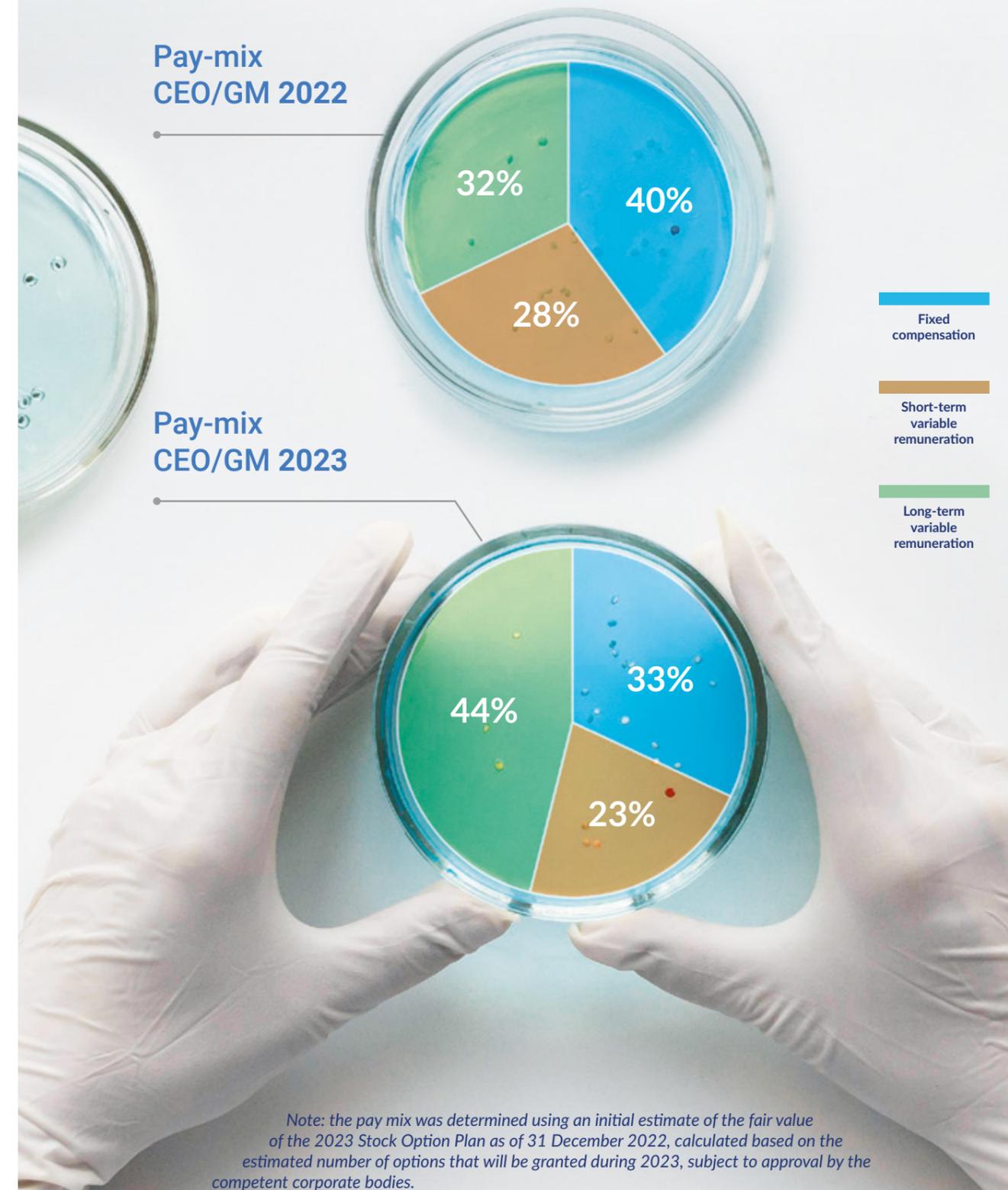
competitiveness of the remuneration offer by: (i) comparing the remuneration of the Strategic Executives with the remuneration for the corresponding functions in other companies deemed comparable; (ii) comparing the pay mix with market practices, in order to assess the balance between the fixed remuneration and the short- and long-term variable components.

In particular, in order to carry out the aforementioned activity, with the support of the independent consultant Mercer and the international executive search firm Spencer Stuart, two comparative analyses with the Italian and European reference market were carried out in 2022 on the remuneration of the CEO/General Manager, the CCO and the Other Strategic Executives. For more information see section 1.6 below.



### CEO/General Manager pay mix

The graph above shows the CEO/General Manager's pay mix in 2022 and 2023 calculated assuming the achievement of target results.

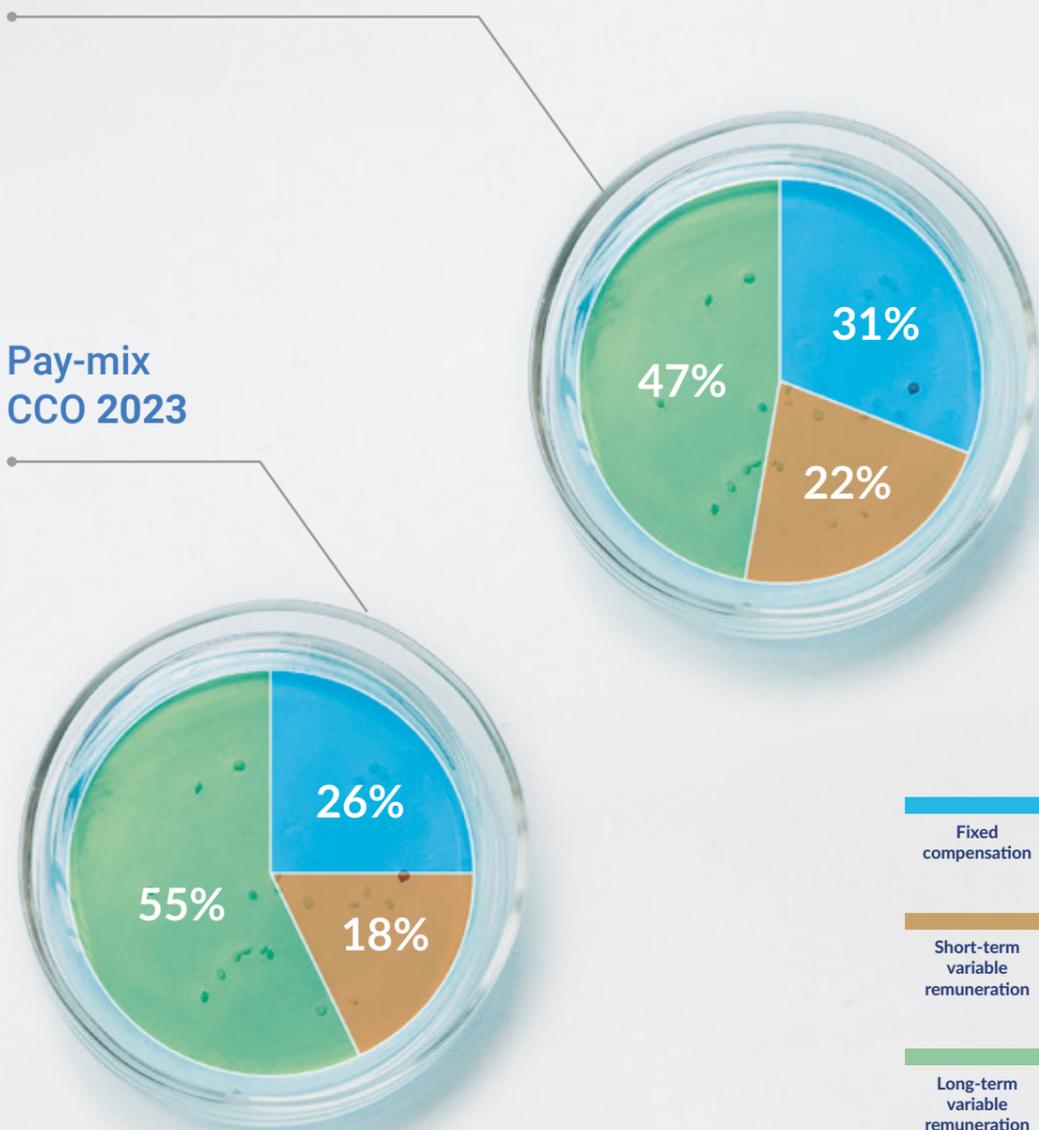


## Pay mix CCO

The graph above shows the CCO's pay mix in 2022 and 2023 calculated assuming the achievement of target results.

### Pay-mix CCO 2022

### Pay-mix CCO 2023



Note: the pay mix was determined using an initial estimate of the fair value of the 2023 Stock Option Plan as of 31 December 2022, calculated based on the estimated number of options that will be granted during 2023, subject to approval by the competent corporate bodies.

## Short-term variable remuneration - MBO

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

- a fixed part linked to the role, individual skill level and personal responsibilities, subject to possible revisions in order to commensurate with any changes in the scope of responsibilities and delegations at Group level, and
- by a variable part (*Variable Incentive* or *Target Bonus*), established in relation to management results, a key objective for the value creation task assigned to Strategic Executives.

The variable component of remuneration linked to the MBO (excluding the fair value of equity compensation) is, net of any statutory increases, equal to 70% of gross annual remuneration for the CEO/General Manager and the CCO and 50% for the Other Strategic Executives.

This Target Bonus, which constitutes the short-term variable part (MBO) of the total annual remuneration, is paid in a single instalment, normally in March, after the Board of Directors' approval of the management results for the previous year, certified and approved by the competent corporate and audit functions.

The payment of the variable annual remuneration is subject to a claw-back mechanism that may be activated by the Company (i) if the degree to which the performance targets were achieved has been calculated based on incorrect or false data and the differences between the data used and the adjusted data have not allowed bonuses or part of bonuses to accrue; (ii) in the event of violation of the Code of Ethics.

Lastly, it should be noted that DiaSorin has exercised its right to protect the confidentiality of additional information deemed commercially sensitive by not disclosing forward-looking data whose disclosure could be prejudicial. This is also in line with Consob's guidelines on the subject, which reserve "the right for companies to omit such information [targets achieved in comparison] where necessary for the protection of commercially sensitive information or unpublished forecast data."





It should be noted that in 2023, ESG targets related to the implementation of the 2023-2025 ESG Plan were assigned to the CEO/ GM, the CCO and the Other Strategic Executives.

Below are some illustrative diagrams of the structure and weight of the various objectives assigned within the MBO 2023 to the CEO/General Manager and the CCO.

**CEO and General Manager Mr Carlo Rosa**

TYPE	PARAMETER	MEASURING MECHANISM	WEIGHT (%)	ACCRUED INCENTIVE (€)	
Economic and financial objectives	Group EBIT	Reconciliation between target and payout	90%	Threshold (95%)	306,180 (50% target)
				Target (100%)	612,360 (100% target)
				Stretch (115%)	796,068 (130% target)
ESG target	Implementation of the 2023 targets of the 2023-2025 ESG Strategic Plan	on/off	10%	Target (on / off)	68,040



**CCO Mr. Chen Menachem Even**

TYPE	PARAMETER	MEASURING MECHANISM	WEIGHT %	ACCRUED INCENTIVE (€)	
Economic and financial objectives	Group EBIT	Reconciliation between target and payout	90%	Threshold (95%)	160,650 (50% target)
				Target (100%)	321,300 (100% target)
				Stretch (115%)	386,100 (130% target)
ESG target	Implementation of the 2023 targets of the 2023-2025 ESG Strategic Plan	on/off	10%	Target (on/off)	35,700

## Long-Term Variable Remuneration - Proposal for the Adoption of a New Stock Option Plan

The General Manager, CCO and Other Strategic Executives participate in the Company's Stock Option Plans, aimed at retaining them and rewarding them on the basis of the Company's growth in value (in terms of the valuation of the DiaSorin share price on the market), by setting a vesting period for the options granted.

The 2016, 2017, 2018, 2019, 2020 and 2021 Stock Option plans are currently in force. The Plans do not contain provisions for the retention in portfolio of financial instruments after their acquisition; moreover, the exercise of the options is not subject to the achievement of performance targets<sup>6</sup>.



The Compensation Committee, having noted that the previous stock option grants made in favour of the CEO/General Manager, the CCO and the Other Strategic Executives under the 2018 Stock Option Plan would have matured on 2 January 2023, at the meeting held on 5 December 2022, expressed its favourable opinion with respect to the proposal to proceed with the grant in favour of the same of certain stock options from the 2021 Stock Option Plan and the future 2023 Stock Option Plan, which will be submitted to the Shareholders' Meeting for approval pursuant to Article 114-bis of the Consolidated Finance Act. The decision to confirm the assignment of stock options to Strategic Executives is dictated by the opportunity to use an incentive tool linked to the creation of value for shareholders.

### Other benefits

The Chief Executive Officer and CEO/General Manager, the CCO and Other Strategic Executives are covered by an insurance policy covering third-party liability for facts arising from the exercise of their functions (so-called D&O, Directors' & Officers' Liability).

They are also beneficiaries, like the other DiaSorin managers, of a company car, according to the company car allocation policy of the Company. Like all other employees, they are also beneficiaries of a company welfare plan - Flexible Benefit under which they are allowed, in compliance with the current rules of the Income Tax Consolidation Act, to choose, within a predefined budget, the options closest to their individual needs.

<sup>6</sup> For further details, please refer to Section II, Part III of this Report, as well as to the Information Documents published on the Company's website [www.diasoringroup.com](http://www.diasoringroup.com) in the Section "Governance/ Remuneration/Information Documents Incentive Plans".

## 1.10 COMPARISON WITH THE REFERENCE MARKET FOR THE REMUNERATION OF THE CEO/ GENERAL MANAGER, CHIEF COMMERCIAL OFFICER AND OTHER STRATEGIC EXECUTIVES

The acquisition of Luminex in 2021 resulted in a significant growth in size and increased complexity of the business, as well as a significant increase in the level of internationalisation, with a focus on North America.

As a result of this evolution, the Company decided in 2022 to commission two benchmark analyses from two leading consulting firms, Mercer and Spencer Stuart, in order to evaluate the remuneration policy for the CEO/General Manager, the CCO and the other strategic executives of the Group, based on best market practices, the expectations of the main investors and Proxy Advisors and the recommendations of the Corporate Governance Code. The analyses covered both the composition of the packages and their relative levels of competitiveness in order to enable their evaluation and, where necessary, to identify possible proposals for their development. The benchmarks were carried out according to the different methodologies applied by the advisors.



## Mercer Methodology

A comparison with the reference market was carried out by defining peer groups composed of companies comparable with DiaSorin according to the defined parameters and by drawing comparative remuneration data:

- from the remuneration information made available in official documents by the peer group companies for the role of CEO and GM;
- from the Mercer “remuneration surveys” for the role of CCO and Other Strategic Executives.

## Spencer Stuart Methodology

Based on Spencer Stuart’s expertise in the different functions involved, a Europe-wide analysis of senior positions was undertaken, which allowed for the collection of considerations on the key remuneration elements of the roles analysed, using similar profiles in terms of experience, skills and complexity managed. The logic behind this analysis involves the use of the “substitutability criterion”.

The analysis of the data using the two different methodologies allowed a comparative review of the remuneration packages of the Strategic Executives and the careful planning of the resulting performance measures.



## Comparative analysis of the CEO/General Manager remuneration package

### Mercer pay benchmark

The comparative analysis was carried out within peer groups of companies selected on the basis of the degree of comparability of their business model with that of DiaSorin, shareholder structure and level of internationalisation so as to potentially represent a reference market for the CEO/General Manager, as well as a pool from which to draw talent.

Below are the selection criteria adopted for the composition of the Italian and European Panels:

	PEER GROUP - ITALIAN PANEL	PEER GROUP - EUROPEAN PANEL
SELECTION CRITERIA ADOPTED	<ol style="list-style-type: none"> <li>1. Inclusion in the FTSE Index MIB and Mid Cap at 31 December 2021.</li> <li>2. Exclusion of financial companies.</li> <li>3. Evaluation aimed at identifying companies most comparable to Diasorin on the basis of:                             <ul style="list-style-type: none"> <li>• type of business and labour market (higher comparability for life science companies)</li> <li>• Level of internationalisation: globally operating companies</li> <li>• Shareholding structure</li> <li>• Main dimensional and economic criteria.</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>1. Listed European companies operating in Pharmaceuticals &amp; Biotechnology, Health Care Equipment &amp; Services.</li> <li>2. Other companies taken into consideration in the previous 2020 benchmark.</li> <li>3. Selection of companies most comparable to DiaSorin in economic and size terms.</li> </ol>
	Panel identified: <ul style="list-style-type: none"> <li>• Amplifon</li> <li>• Brembo</li> <li>• Campari Group</li> <li>• Datalogic</li> <li>• DeLonghi</li> <li>• Interpump Group</li> <li>• Moncler</li> <li>• Recordati</li> <li>• Safilo</li> </ul>	Panel identified: <ul style="list-style-type: none"> <li>• Abcam</li> <li>• ALK</li> <li>• Ambu</li> <li>• Argenx</li> <li>• Biomérieux</li> <li>• Elekta</li> <li>• Icon</li> <li>• Philips</li> <li>• Qiagen</li> <li>• Sartorius Stedim</li> <li>• Straumann Group</li> <li>• SynLab</li> <li>• Tecan</li> <li>• Zeiss</li> </ul>

The careful definition of Peer Groups enabled the company to understand:

- the overall salary level recognised on the market for the role under analysis;
- consistency of remuneration practices, such as pay mix, incentive curves, mix of long-term incentive vehicles, with market best practice.

This is to ensure the internal consistency of the analyses against comparable national and international companies.

### ***Substitutability analysis carried out by Spencer & Stuart***

The methodology used draws on Spencer Stuart's experience as a global leader in leadership advisory and executive search services and is based on the identification of a panel of comparable executive profiles, taking into account:

- Size and structure of the business;
- International exposure;
- Complex governance with multiple stakeholders;
- Business evolution through extraordinary transactions

With regard to the profile of the CEO/General Manager, the analysis was carried out on the basis of the information contained in the Remuneration Reports published in 2022.



### **Comparative Analysis of the Remuneration Package of the Chief Commercial Officer and Other Strategic Executives**

#### *Mercer pay benchmark*

Analyses for the CCO and Other Strategic Executives, were carried out by position weight, compared with information in Mercer Remuneration Surveys, on national and international industry groupings deemed most similar.

The comparative analysis was carried out within a peer group of 40 companies belonging to a cross-sector market relevant to DiaSorin's business, integrated with high performing Italian companies with reference to shareholder value creation.

**8%** High Tech

**13%** High Performing

**15%** Chemicals

**65%** Life Sciences



Below is the list of companies selected for the benchmarking of the CCO and Other Strategic Executives:

Abbott Laboratories	Novartis
Abbvie	Ppg Industries
Angelini Group	Roche
Astrazeneca	Siemens Healthineers
Baxter	Solvay
Bayer	Syngenta
Corbion	Tomtom
Ericsson	Vertex Pharmaceuticals
Firmenich	Alk-Abello
Fondation Pierre Fabre	Elekta
Fresenius Medical Care	Biomerieux
General Electric	Sartorius
Getinge Group	Straumann Group
Glaxosmithkline pharmaceutical	Tecan Group
Hartmann	The Carl Zeiss Foundation (Stiftung)
Hempel Group	Amplifon
Ipsen	Campari
Johnson & Johnson	Enel
Leo Foundation	Ferrari
Medtronic	Nexi

In light of the benchmark assessments carried out and the remuneration positioning, the Committee deemed it appropriate to define proposals for adjusting the remuneration packages of certain Strategic Executives.

### **Substitutability analysis by Spencer & Stuart**

With regard to the CCO and Other Strategic Executives, the methodology used for the remuneration analysis was similar to that used for the CEO/General Manager.

## 1.11 PROCEDURE FOR THE MANAGEMENT OF THE SHORT-TERM VARIABLE PART (MBO) OF THE ANNUAL SALARY OF THE CEO/GENERAL MANAGER, THE CCO AND THE OTHER STRATEGIC MANAGERS.

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

The amount of the variable bonus upon achieving 100% of the budget targets is 70% of the gross annual fixed remuneration for 2023.

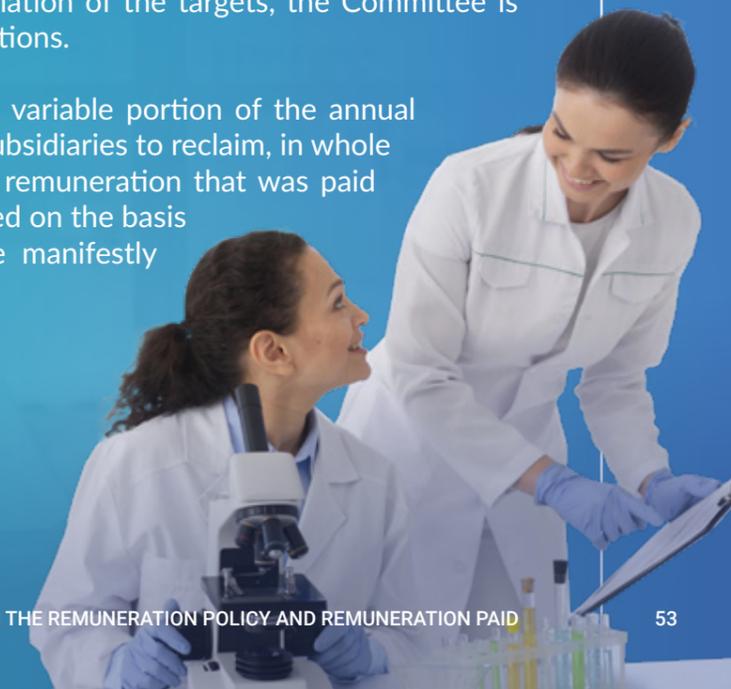
The variable bonus may change in relation to the annual final results compared to the budget, up to a maximum payout, in the event of over-achievement, of 130% of the target bonus in the event of results of 115% or better than the assigned budget targets.

In particular, the access threshold for the bonus is set at 95% of the budget EBIT. If the final results are lower, the bonus is not paid. The achievement of 95% of the target entails the recognition of a variable amount equal to half the target bonus; for performance between 95% and 100%, the bonus varies linearly, while for performance above 100% and up to 115%, the bonus is increased by twice the percentage by which the target was exceeded.

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

The final calculation of the targets is subject to verification by the Compensation Committee, which, on an annual basis, is called upon to adjust the EBIT result by the non-recurring asset or liability items (i.e., non-recurring events and transactions not considered in the budget). In the calculation of the targets, the Committee is supported by the competent corporate functions.

The procedure for the management of the variable portion of the annual remuneration allows the Company and its subsidiaries to reclaim, in whole or in part, the variable components of the remuneration that was paid (or to hold deferred payments), as determined on the basis of data which subsequently proved to be manifestly misstated.





With reference to the reporting year 2023, the variable component of remuneration is linked both to performance targets of a financial nature and to business targets linked to strategic projects. In particular, it should be noted that, also with a view to aligning top management with the sustainable success of the company, a qualitative ESG objective is envisaged for the CEO/General Manager, the CCO and all Other Strategic Executives, linked to the achievement of the milestones envisaged for 2023 in the 2023-2025 ESG Plan.

## 1.12 FRINGE BENEFITS

With reference to the Company's policy on fringe benefits<sup>7</sup>, the award of these benefits to the General Manager, CCO and Other Strategic Executives, takes place in accordance with the Company Procedure or the relevant National Collective Bargaining Agreement: in particular, as regards company cars, the Policy in force at DiaSorin provides for the assignment of company cars to employees classified as *Executives*.

The General Manager, CCO and Other Strategic Executives are covered by insurance, welfare and pension schemes, in line with those required by law, collective agreements and supplementary agreements; a supplementary health coverage is also provided.

## 1.13 SEVERANCE INDEMNITY

The Policy provides that benefits in the event of termination of office or termination of employment are regulated under the contractual relationships in place with the General Manager, CCO and Other Strategic Executives.

Agreements pursuant to Article 123-*bis*, paragraph 1, letter i) of the Consolidated Finance Act exist between the Company and (i) the General Manager Mr Carlo Rosa (who, in addition to being a Company employee, also holds the position of Chief Executive Officer), (ii) the CCO Mr Chen M. Even (who, in addition to being a Company employee, also holds the position of Executive Director of the Company), and (iii) Mr Piergiorgio Pedron, Strategic Executive and Senior Corporate V.P. & Chief Financial Officer.

In particular, the aforementioned three agreements provide for predetermined severance indemnities for these Strategic Executives.

<sup>7</sup> Excluding Stock Options.

### **Severance Indemnity of the General Manager Mr. Carlo Rosa**

The criterion for determining the indemnity of Mr Carlo Rosa, as General Manager, was determined by the Board, on the proposal of the Compensation, as 24 months' salary in the event of termination without just cause by the Company of the employment contract pursuant to the relevant National Collective Bargaining Agreement (CCNL), and as 36 months' salary, also in the event of termination of Mr Carlo Rosa's employment with the Company due to the residual case of the splitting of the position of General Manager from that of Chief Executive Officer, change of shareholder pursuant to Article 93 TUF, repeated breach of the employment contract by the Company and substantial change of duties without an agreement between the parties. The monthly indemnity payments are calculated in accordance with the criteria set out in Article 2121 of the Italian Civil Code.

The recognition of an allowance that, in the residual cases mentioned above, may exceed 24 months' salary is justified in light of the strategic role played by Mr Carlo Rosa.

### **Severance Indemnity of the CCO Mr. Chen Menachem Even**

In addition, with reference to the Chief Financial Officer Mr Piergiorgio Pedron, qualified as Other Strategic Executive, the indemnity in the amount of 24 months' salary is due, except in the event of just cause, in the event that the termination of the employment relationship is an initiative of the Company due to a substantial change in the Company's majority shareholders pursuant to Article 93 TUF.



## Severance Indemnity of the Strategic Executive Mr. Piergiorgio Pedron

In addition, with reference to the Chief Financial Officer Mr Piergiorgio Pedron, qualified as Other Strategic Executive, the indemnity in the amount of 24 months' salary is due, except in the event of just cause, in the event that the termination of the employment relationship is an initiative of the Company due to a substantial change in the Company's majority shareholders pursuant to Article 93 TUF.

Effects of the termination of the relationship on the rights assigned within the scope of the share-based incentive plans or cash payouts are governed by the stock option plan regulation applicable in the present case and by the LTI Plan regulation.

### Non-competition agreements

There are no agreements providing for compensation for non-competition commitments.

## 1.14 ELEMENTS OF THE REMUNERATION POLICY THAT CAN BE WAIVED IN EXCEPTIONAL CIRCUMSTANCES

In exceptional circumstances, the Company may waive the elements of the Remuneration Policy as set out below.

It should be noted that "exceptional circumstances" means those situations in which the derogation from the Policy is necessary for the pursuit of long-term interests and the Sustainability of the Company as a whole or to ensure its ability to remain on the market such as, by way of example and not limited to:

- i. the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Company or the sectors and/or markets in which it operates, which significantly affect the results of the Company;
- ii. substantial changes in the organisation of the business activity, both of an

objective nature (such as extraordinary operations, mergers, disposals, etc.), and of a subjective nature, such as changes in the Top Management structure;

- iii. the need to replace, due to unforeseen circumstances, a chief executive officer and having to negotiate a remuneration package quickly, where the constraints contained in the approved Policy could limit the company's ability to attract managers with the most appropriate professional skills to manage the enterprise;
- iv. significant changes in the scope of the company's activity during the term of the Policy, such as the sale of a company/business unit on whose activity the performance objectives of the Policy were based, or the acquisition of a significant business not considered when preparing the Policy.

Derogations will be subject to prior review by the Compensation Committee and to the application of the rules set out in the Procedure for Related-party Transactions, where applicable.

Without prejudice to the above, with reference to the variable remuneration scheme for the General Manager, CCO and Other Strategic Executives, a derogation may be made in order to take into account the aforementioned exceptional circumstances and only to the extent that this is instrumental to the pursuit of the aforementioned interests:

- the award of one-off cash bonuses;
- the payment of special indemnities;
- a change in the ratio between fixed and variable components of remuneration;
- the modulation of the performance objectives to which variable remuneration is linked and the frequency with which they are set, along with criteria used to assess said objectives.

Any exceptions will be disclosed in the subsequent Report on Remuneration Policy and Remuneration Paid, together with the reasons why the Group has provided for such a procedure. It should be noted that there were no departures from the remuneration policy in the financial year 2022.



## SECTION II



## SECTION II

<b>Part one - Items that make up the remuneration</b>	<b>63</b>
<b>2</b> Implementation of the 2022 Remuneration Policy	<b>63</b>
<b>2.1</b> Remuneration of the members of the Board of Directors	<b>63</b>
<b>2.2</b> Remuneration of the members of control bodies	<b>65</b>
<b>2.3</b> Remuneration of the General Manager and CCO	<b>72</b>
<b>Part two - Analytical representation of fees paid during the year</b>	<b>80</b>
<b>Part three - Information on the grant of financial instruments to directors, executives and other employees of diasorin s.p.a. and its subsidiaries</b>	<b>95</b>
<b>Part four - Interests held by members of the board of directors, the board of statutory auditors and other strategic executives</b>	<b>98</b>

This Section, by name, for the remuneration paid to the Directors, to the members of the Board of Statutory Auditors and in aggregate form for the remuneration paid to the Other Strategic Executives:

- in **PART ONE**, (i) supplies an appropriate, clear and comprehensible representation of each components of the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy followed by the Company in the reference year and the manners through which remuneration contributes to the Company's long-term results; (ii) provide information on any exemption of the Remuneration Policy applied under exceptional circumstances; (iii) illustrates how the Company took into account the vote cast the previous year by the Shareholders' Meeting on Section Two of the Remuneration Report;

- in **PART TWO**, illustrates in detail the remuneration paid in the reporting year for whatever reason and in whatever form by the Company and its subsidiaries or associates, highlighting components of such remuneration that relate to work carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the reporting year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers;

- in **THIRD PART**, provides information on the allocation of financial instruments to directors, officers and other employees of DiaSorin and its subsidiaries;

- in **PART FOUR** indicates, in accordance with the criteria set out in Annex 3A, Schedule 7-ter, the interests held in the Company and its subsidiaries by members of the corporate governance bodies, by the General Manager and by the Company's Other Strategic Executives, as well as by their spouses and minor children, directly or through subsidiaries, trust companies or third parties, as shown in the shareholders' ledger, in the communications received and in other information collected from the members of the corporate governance bodies, from the General Manager and from the Other Strategic Executives.

Pursuant to the provisions of Annex 3A, Schedule 7-bis of the Issuers' Regulation, the Company provides aggregate information on the remuneration received by Other Strategic Executives, other than the General Manager and Chief Commercial Officer, as there are no Other Strategic Executives who during the reporting year have received total remuneration (obtained by summing cash remuneration and share-based remuneration) greater than the highest total remuneration paid to the members of the corporate governance bodies, as well as to the General Manager.

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

The independent auditors PricewaterhouseCoopers S.p.A. verified – in accordance with the provisions of Article 123-ter, paragraph 8-bis, of the Consolidated Finance Act – the preparation by the Board of Directors of this Section of the Remuneration Report.



## Executive Summary - 2022 Remuneration Policy - Fees Paid

COMPONENT	PURPOSE AND FEATURES	IMPLEMENTATION
Fixed compensation (RAL, gross annual salary)	It rewards leadership, managerial, professional and technical skills required by the role.	Assessment of the compensation profile on the basis of performance, experience, level of responsibility, internal consistency with respect to the evolution of the organisation, and market benchmarks carried out with the support of specialised consultancy company.
Short-term variable remuneration (MBO)	Encourages the achievement of strategic and financial objectives as well as the adoption of behaviours consistent with the corporate leadership model.	<p>Assignment of individual objectives linked to the Group Performance Management Process (P.M.P. Lead).</p> <p><b>CEO/GG:</b></p> <ul style="list-style-type: none"> <li>Target: € 680,400 (equal to 70% of the fixed compensation)</li> <li>Payout range: 0% -130% of the Target</li> <li>KPI: (i) Group EBIT (weight 90% of target accrued incentive); (ii) Quality objective: DiaSorin Group 2023-2025 ESG Strategic Plan (weight 10% of target accrued incentive)</li> </ul> <p><b>CCO:</b></p> <ul style="list-style-type: none"> <li>Target: € 330,000 (equal to 70% of the fixed compensation)</li> <li>Payout range: 0% -130% of the Target</li> <li>KPI: Group EBIT (100% weight)</li> </ul> <p><b>Other Strategic Executives:</b></p> <ul style="list-style-type: none"> <li>Target: 50% of the fixed remuneration</li> <li>Payout range: 0% -130% of the Target</li> <li>KPI: as the case may be, (i) Group Ebit; (ii) other qualitative and quantitative targets linked to individual responsibilities</li> </ul> <p>Claw back clause</p>
Long-term variable remuneration (LTI: Stock options and Cash Bonus)	Promotes the sustainability of value creation in the medium to long term period for Shareholders and Stakeholders by fostering the engagement and sense of belonging of key personnel.	<p><b>CEO and CCO and Other Strategic Executives:</b></p> <p>2018 Stock Option Plan: number of options granted in accordance with the role held and on the basis of market practices</p> <p>Cash Bonus: based on performance indicator (Group Ebit 2019-2022)</p> <ul style="list-style-type: none"> <li>Total target value: € 1 million for each beneficiary</li> <li>Payout range: 0% -130% of the Target</li> </ul>
Fringe benefits	An integral part of the remuneration package, they are characterised by their predominantly welfare and social security nature or by their being instrumental to the activity carried out.	<p>Determined in compliance with the provisions of collective bargaining contracts and national and company regulations.</p> <p><b>CEO, CCO CCO and Other Strategic Executives:</b></p> <ul style="list-style-type: none"> <li>Supplementary health insurance</li> <li>Supplementary pension fund</li> <li>Company car</li> </ul>
Indemnity	Severance pay aimed at protecting the interests of the company and of Strategic Executives.	Provide for pre-established severance indemnities in favour of some Strategic Executives. The criterion for determining the indemnity was defined by the Board, on the proposal of the Remuneration Committee. In the case of the CEO/GM it may vary in the amount of 24 or 36 months' salary, in some residual cases.

## PART ONE - ITEMS THAT MAKE UP THE REMUNERATION

### 2 IMPLEMENTATION OF THE 2022 REMUNERATION POLICY

The following is a description of the remuneration measures implemented in 2022 in favour of the members of the management bodies, the Chief Executive Officer and General Manager, the Chief Commercial Officer and, in aggregate form, the Other Strategic Executives.

The implementation of the 2022 Remuneration Policy was substantially consistent with the general principles referred to in the resolutions passed by the Board of Directors, as well as with the market benchmarking carried out in 2020.

In implementing the 2022 Remuneration Policy, the Committee took into account the vote and views expressed by the shareholders at the Shareholders' Meeting of 29 April 2022 on Section II of the Remuneration Policy and the fees paid.

#### 2.1 REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

The Board of Directors receives annual emoluments for service approved by the Company's Shareholders' Meeting at the time of appointment, based on the proposals submitted by the Shareholders.

##### Board of Directors in office until 29 April 2022

The Shareholders' Meeting of 24 April 2019 had resolved to award the Board of Directors remaining in office until 29 April 2022 with a total gross annual emolument not exceeding € 1,200,000.00 to be divided internally in the manner determined by the Board.

The Board of Directors during the meeting held on 24 April 2019 and 9 May 2019 assigned individual compensation from the total set by the Shareholders' Meeting, as shown in the figure:



POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Directors	€ 400,000.00
Deputy Chairman of the Board of Directors	€ 150,000.00
Non- executive Director	€ 35,000.00
Chairman of the Board committee	€ 10,000.00*
Member of the Board committee	€ 5,000.00*

\* In addition to the above remuneration, there is the remuneration received as Director.

## Board of Directors in office as of 29 April 2022

The Shareholders' Meeting of 29 April 2022 resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding € 1,200,000.00 giving mandate to the Board of Directors to assign individual compensations to individual directors.

The Board of Directors during the meeting held on 29 April 2022 and 6 May 2022 assigned individual compensation from the total set by the Shareholders' Meeting, as shown in the figure:

POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Directors	€ 400,000.00
Deputy Chairman of the Board of Directors	€ 150,000.00
Non-executive Director	€ 40,000.00
Chairman of the Board committee	€ 10,000.00*
Member of the Board committee	€ 5,000.00*

\* In addition to the above remuneration, there is the remuneration received as Director.

The Policy does not provide for remuneration for persons who are members of the Board of Directors and who already receive remuneration as a result of their employment relationship with the Company as executives. The persons concerned are the current Chief Executive Officer Mr. Carlo Rosa, who already receives remuneration as General Manager of the Company, and Mr. Chen M. Even, who already receives remuneration as CCO of the Company.

## 2.2 REMUNERATION OF THE MEMBERS OF CONTROL BODIES

### Board of Statutory Auditors in office until 29 April 2022

The compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors remaining in office until 29 April 2022 was determined by the Shareholders' Meeting of 24 April 2019 upon their appointment on the proposal of the Shareholders. The Meeting attributed the following annual compensation, as shown in the figure:

POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Statutory Auditors	€ 40,000.00
Statutory Auditor	€ 30,000.00

### Board of Statutory Auditors in office as of 29 April 2022

The compensation of the Chairman of the Board of Statutory Auditors and the individual Statutory Auditors was determined by the Shareholders' Meeting of 29 April 2022. The Shareholders' Meeting attributed the following annual compensation, as shown in the figure:

POST HELD	ANNUAL COMPENSATION
Chairman of the Board of Statutory Auditors	€ 50,000.00
Statutory Auditor	€ 40,000.00

## 2.3 REMUNERATION OF THE GENERAL MANAGER AND CCO.

### Summary of the 2022 Remuneration of the General Manager and the CCO

The following table shows the remuneration for the reporting year received by the General Manager, who also holds the position of Chief Executive Officer of DiaSorin.

2022 REMUNERATION - GENERAL MANAGER	
REMUNERATION ITEM	COMPENSATION RECEIVED (€)
Gross annual salary (fixed component)	971,000.12
Short-term variable remuneration (MBO)	853,221.6
<b>Total</b>	<b>1,825,221.18</b>

The following table shows the remuneration for the reporting year received by the Chief Commercial Officer, who also holds the position of Director of DiaSorin.

2022 REMUNERATION - CCO	
REMUNERATION ITEM	COMPENSATION RECEIVED (€)
Gross annual salary (fixed component)	471,678.48
Short-term variable remuneration (MBO)	413,820
<b>Total</b>	<b>885,498.48</b>

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

2022 REMUNERATION - OTHER STRATEGIC EXECUTIVES	
REMUNERATION ITEM	COMPENSATION RECEIVED (€)
Gross annual salary (fixed component)	1,034,678.58
Short-term variable remuneration (MBO)	597,663.00
<b>Total</b>	<b>1.632.341.58</b>

### Fixed compensation

The Chairman of the Board of Directors and the Chairman of the Compensation Committee, based on the proposal of the Human Resources Department and following review by the Compensation Committee, granted, as of 1 July 2020, an increase in the fixed remuneration of the General Manager and CCO of +10% and an increase in short-term variable remuneration (70% of the RAL) as of 1 January 2021. Considering the above-described change in remuneration, the fixed remuneration for the financial year received:

- by the General Manager, who also holds the position of CEO, amounted to € 972,000.12;
- by the CCO, amounted to € 471,678.48;
- by Other Strategic Executives, amounted in aggregate to € 1,034,678.58

### MBO 2022

During 2022, DiaSorin recorded excellent economic-financial and operational performance, which enabled the achievement of the economic-financial performance targets underlying the short-term incentive plans (MBO 2022).

The following table shows, for each of the KPIs assigned to the General Manager and the CCO, the level of performance achieved with respect to the target and the relevant incentive accrued.

2022 MBO STATEMENT - GENERAL MANAGER					
KPI	WEIGHT	ACCRUABLE INCENTIVE (€)		PERFORMANCE VS TARGET	ACCRUED INCENTIVE (€)
Group EBIT	90%	Threshold (95%)	306,180	108%	710,338
		Target (100%)	612,360		
		Stretch (115%)	796,068		
2023-2025 ESG Strategic Plan	10%	Target (on/off)	68,040	on (100%)	68,040

2022 MBO CALCULATION - CCO					
KPI	WEIGHT	ACCRUABLE INCENTIVE (€)		PERFORMANCE VS TARGET	ACCRUED INCENTIVE (€)
Group EBIT	100%	Threshold (95%)	165,000	108%	382,800
		Target (100%)	330,000		
		Maximum (115%)	429,000		

### 2018 Stock Option Plan

To complete the above, the increase in the value of the stock option plans must be considered, with reference to the assignment in May 2018 under the 2018 Plan (as described below):

- to the CEO/General Manager of 140,000 Options at a price of € 76,2368 each, exercisable between 2 January 2023 and 2 January 2024. The assumed value of the options granted is € 2,093,418, of which € 449,999 accrued in the reporting year.
- to the CCO of 120,000 Options at a price of € 76,2368 each, exercisable between 2 January 2023 and 2 January 2024. The assumed value of the options granted is € 1,794,359, of which € 385,713 accrued in the reporting year.

It should be noted that the grants under the 2018 Stock Option Plan vested in January 2023, as better summarised in Table 2 in the Appendix.

### LTI Plan - Cash Bonus

With regard to the LTI Plan - Cash Bonus, the performance objectives were applied on the basis of the methods indicated in the "Procedure for the Management of the Variable Part of the Annual Salary of the General Manager, CCO and Other Strategic Executives" described in Section I of this Report; the target for the reporting year was achieved with a percentage of 112% - payout 124%.

The following table shows the LTI Plan - Cash Bonus figures for each financial year.

FINALISED 2019 - 2022 LTI PLAN				
KPI	WEIGHT	REPORTING YEAR	PERFORMANCE VS. AGGREGATE TARGETS (%)	ACCRUED INCENTIVE (€)
Group EBIT	100%	2019	112	<ul style="list-style-type: none"> <li>CEO/GM: 1,240,000</li> <li>CCO: 1,240,000</li> <li>Other SE : 3,720,000</li> </ul>
		2020		
		2021		
		2022		



It should be noted that with the payment of the accrued incentive, the LTI Plan - Cash Bonus is to be considered terminated.

### Fringe Benefit

The Fringe Benefit values for the financial year 2022 amount to € 3,545.72 for the General Manager and € 3,575.76 for the Chief Commercial Officer and € 11,075.04 for the Other Strategic Executives.



### Comparison of annual change in remuneration of the Chief Executive Officer, Chief Commercial Officer, Company results and average employee remuneration.

Below is a comparison of the annual change for the last five years:

- total remuneration of each of the persons for whom the information in this Section II of the Report is provided by name, and therefore of the General Manager Mr. Carlo Rosa and the Chief Commercial Officer Mr. Chen M. Even;
- net profit of the Company;
- the gross annual salary, based on full-time employees, of employees other than those whose remuneration is set out by name in this Section II of the Report.

	2018	2019	2020	2021	2022
General Manager Remuneration	€ 1,258,141.18	€ 1,334,380.51	€ 1,504,536.30	€ 1,825,221.7	€ 1,825,221.7
	0.74 %	6.06%	12.75%	21%	0%
Chief Commercial Officer	€ 606,270.58	€ 643,853.46	€ 726,901.02	€ 885,498.48	€ 885,498.48
	0.74 %	6.20%	12.94%	22%	0%
Net profit of the Company <sup>1</sup>	€ 158,130	€ 175,735	€ 246,628	€ 310,732	€ 243,009
	13.0%	11.13%	42.05%	26%	17.9%
Average employer remuneration 30 June 2022 <sup>2</sup>	€ 47,974.42	€ 50,215.66	€ 52,673.62	€ 52,174.01	€ 52,407.86
	0.53%	4.67%	4.89%	-1%	+0.4%
Average employee remuneration 31 December 2022 <sup>3</sup>	€ 47,974.42	€ 50,215.66	€ 52,673.62	€ 52,174.01	€ 91,847.95
	0.53%	4.67%	4.89%	-1%	+76.04%

<sup>1</sup> Net profit of the DiaSorin Group

<sup>2</sup> Average employee remuneration as of 30 June 2022, prior to the completion of the redefinition of the corporate structure that resulted in the transfer of 607 employment contracts to the newly incorporated company DiaSorin Italia S.p.A.

<sup>3</sup> Average remuneration of employees as of 31 December 2022, after completion of the redefinition of the corporate structure, referring to DiaSorin S.p.A. alone.

For completeness, the following is specified.

The remuneration paid during the reporting year is consistent, in its amount and in the items composing it, with the Policy set out by the Company and approved by the Shareholders' Meeting on 29 April 2022.

During the reporting year, no indemnities and/or other benefits were granted to Directors and Other Strategic Executives of the Company due to termination of office or employment.



Pursuant to Article 84-*quater* of the Issuers' Regulation, in compliance with the provisions of Annex 3A, Schedule 7-*bis* of the said Regulation, the remuneration paid during the reporting year to the members of the Board of Directors and Board of Statutory Auditors, to the General Manager and, in aggregate, to the Other Strategic Executives, which are consistent with the Policy approved by the Shareholders' Meeting on 22 April 2022, are reported below.

## PART TWO - ANALYTICAL REPRESENTATION OF FEES PAID DURING THE YEAR

### Fees paid to the members of the Board of Directors in office until 29 April 2022

TABLE 1A

First and last name	Post held	Period in which the office was held	Expiry of office	Fixed remuneration (Euros)	Remuneration for participation in committees (Euros)	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total (Euros)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonuses and other incentives	Share of profits <sup>17</sup>					
Gustavo Denegri	Chairman	01/01/2022 - 29/04/2022	29/04/2022	130,410.96 <sup>1</sup>	-	-	-	-	-	130,410.96	-	-
Carlo Rosa <sup>2</sup>	CEO	01/01/2022 - 29/04/2022	29/04/2022	-	-	-	-	-	-	-	-	-
Michele Denegri <sup>3</sup>	Deputy Chairman	01/01/2022 - 29/04/2022	29/04/2022	48,904.11 <sup>4</sup>	1,630.14 <sup>5</sup>	-	-	-	-	50,534.25	-	-
Chen M. Even <sup>2</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	-	-	-	-	-	-	-	-	-
Luca Melindo	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-
Franco Moschetti <sup>7</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	6,520.55 <sup>8</sup>	-	-	-	-	17,931.51	-	-
Giuseppe Alessandria <sup>9</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	4,890.41 <sup>10</sup>	-	-	-	-	16,301.37	-	-
Stefano Altara	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-
Roberta Somati <sup>11</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	3,260.27 <sup>12</sup>	-	-	-	-	14,671.23	-	-
Giancarlo Boschetti <sup>13</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	1,630.14 <sup>14</sup>	-	-	-	-	13,041.1	-	-
Francesca Pasinelli	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-
Monica Tardivo	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-
Tullia Todros	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-
Elisa Corghi <sup>15</sup>	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	1,630.14 <sup>16</sup>	-	-	-	-	13,041.1	-	-
Fiorella Altruda	Director	01/01/2022 - 29/04/2022	29/04/2022	11,410.96 <sup>6</sup>	-	-	-	-	-	11,410.96	-	-

<sup>1</sup> Pro-rata of the total annual remuneration for the office of Chairman amounting to € 400,000.

<sup>2</sup> Receives compensation exclusively as a Company Executive. No compensation is provided for service on the Board of Directors.

<sup>3</sup> Member of the Compensation and Nominating Committee receiving a remuneration of € 5,000 for the aforementioned office.

<sup>4</sup> Pro-rata annual remuneration for the office of Deputy Chairman of € 150,000.

<sup>5</sup> Pro-rata annual remuneration for the office of Remuneration Committee member, amounting to € 5,000.

<sup>6</sup> Pro-rata of the total annual remuneration for the office of Director, amounting to € 35,000.

<sup>7</sup> Chairman of the Control, Risks and Sustainability Committee and the Related Party Transactions Committee.

<sup>8</sup> Pro-rata annual total remuneration for the office of Chairman of the Control, Risks and Sustainability Committee and the Related-Party Transactions Committee, amounting to € 10,000 for each of the aforementioned offices.

<sup>9</sup> Chairman of the Compensation and Nominating Committee and member of the Related-Party Transactions Committee.

<sup>10</sup> Pro-rata annual total remuneration for the office of Chairman of the Compensation and Nominating Committee and member of the Related-Party Transactions Committee, amounting to € 10,000 and € 5,000 respectively.

<sup>11</sup> Member of the Control, Risks and Sustainability Committee and of the Related-Party Transactions Committee

<sup>12</sup> Pro-rata annual total remuneration for the office of Chairman of the Control, Risks and Sustainability Committee and the Related-Party Transactions Committee, amounting to € 5,000 for each of the aforementioned offices.

<sup>13</sup> Member of the Control, Risks and Sustainability Committee and of the Related-Party Transactions Committee.

<sup>14</sup> Pro-rata annual total remuneration for the office of Chairman of the Control, Risks and Sustainability Committee and the Related-Party Transactions Committee, amounting to € 5,000 for each of the aforementioned offices.

<sup>15</sup> Member of the Compensation and Nominating Committee.

<sup>16</sup> Pro-rata annual remuneration for the office of member of the Compensation and Nominating Committee, amounting to € 5,000 per annum.

<sup>17</sup> No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

## Fees paid to the members of the Board of Statutory Auditors in office until 29 April 2022

First and last name	Post held	Period in which the office was held	Expiry of office	Fixed remuneration (Euros)	Remuneration for participation in committees (Euros)	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total (Euros)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonuses and other incentives	Share of profits <sup>1</sup>					
Monica Mannino	Chairman	01/01/2021 - 31/12/2021	29/04/2022	13,041.10 <sup>2</sup>	-	-	-	-	-	13,041.10	-	-
Ottavia Alfano	Statutory Auditor	01/01/2021 - 31/12/2021	29/04/2022	9,780.82 <sup>3</sup>	-	-	-	-	-	9,780.82	-	-
Matteo Michele Sutera	Statutory Auditor	01/01/2021 - 31/12/2021	29/04/2022	9,780.82 <sup>3</sup>	-	-	-	-	4,890.41 <sup>4</sup>	14,671.23	-	-

<sup>1</sup> No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

<sup>2</sup> Pro-rata annual remuneration for the office of Chairman of the Board of Statutory Auditors, amounting to € 40,000.

<sup>3</sup> Pro-rata annual remuneration for the office of Standing Auditor, amounting to € 30,000.

<sup>4</sup> Pro-rata annual remuneration for the office of Member of the Supervisory Board, amounting to € 15,000.



## Fees paid to the members of the Board of Directors in office as of 29 April 2022

TABLE 1B

First and last name	Post held	Period in which the office was held	Expiry of office	Fixed remuneration (Euros)	Remuneration for participation in committees (Euros)	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total (Euros)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonuses and other incentives	Share of profits <sup>15</sup>					
Michele Denegri	Chairman	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	269,589.04 <sup>7</sup>	-	-	-	-	-	269,589.04		-
Carlo Rosa <sup>1</sup>	CEO	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	-	-	-	-	-	-	-		-
Giancarlo Boschetti <sup>2</sup>	Deputy Chairman	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	101,095.89 <sup>8</sup>	3,369.86 <sup>10</sup>	-	-	-	-	104,465.75		-
Chen M. Even <sup>1</sup>	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	-	-	-	-	-	-	-		-
André M. Ballester <sup>3</sup>	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	10,109.59 <sup>11</sup>	-	-	-	-	37,068.49		-
Stefano Altara	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Fiorella Altruda	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Luca Melindo	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Franco Moschetti <sup>4</sup>	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	3,369.86 <sup>12</sup>	-	-	-	-	30,328.76		-
Francesca Pasinelli	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Giovanna Pacchiana Parravicini <sup>5</sup>	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	6,739.73 <sup>13</sup>	-	-	-	-	33,698.63		-
Diego Pistone	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Roberta Somati <sup>6</sup>	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	13,479.45 <sup>14</sup>	-	-	-	-	40,438.35		-
Monica Tardivo	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-
Tullia Todros	Director	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>9</sup>	-	-	-	-	-	26,958.90		-

<sup>1</sup> Receives compensation exclusively as a Company Executive. No compensation is provided for service on the Board of Directors.

<sup>2</sup> Member of the Compensation and Nominating Committee.

<sup>3</sup> Chairman of the Control, Risks and Sustainability Committee and Member of the Related-Party Transactions Committee.

<sup>4</sup> Member of the Control, Risks and Sustainability Committee.

<sup>5</sup> Member of the Compensation and Nominating Committee and of the Related-Party Transactions Committee, receiving a fee of € 5,000 for each of the aforementioned offices.

<sup>6</sup> Chairman of the Compensation and Nominating Committee and Chairman of the Related-Party Transactions Committee.

<sup>7</sup> Pro-rata annual remuneration due to the Chairman of the Board of Directors, amounting to € 400,000.

<sup>8</sup> Pro-rata of the annual remuneration due to the Deputy Chairman of the Board of Directors, amounting to € 150,000.

<sup>9</sup> Pro-rata of the annual remuneration due to Board members, amounting to € 40,000.

<sup>10</sup> Pro-rata annual remuneration for the office of Member of the Compensation and Nominating Committee, amounting to € 5,000.

<sup>11</sup> Pro-rata annual remuneration for the office of Chairman of the Control, Risks and Sustainability Committee and member of the Related-Party Transactions Committee, amounting to € 10,000 and € 5,000 respectively.

<sup>12</sup> Pro-rata annual remuneration for the office of Member of the Control, Risks and Sustainability Committee, amounting to € 5,000.

<sup>13</sup> Pro-rata of the annual remuneration due for the office of Member of the Compensation and Nominating Committee, amounting to € 5,000.

<sup>14</sup> Pro-rata annual remuneration for the offices of Chairman of the Compensation and Nominating Committee and Chairman of the Related-Party Transactions Committee, amounting to € 10,000 each.

<sup>15</sup> No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

## Fees paid to the members of the Board of Statutory Auditors in office as of 29 April 2022

First and last name	Post held	Period in which the office was held	Expiry of office	Fixed remuneration (Euros)	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits	Other fees	Total (Euros)	Fair Value of equity remuneration	Termination of office or employment indemnity
						Bonus and other incentives	Share of profits <sup>1</sup>					
Monica Mannino	Chairman	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	33,698.63 <sup>2</sup>	-	-	-	-	-	33,698.63	-	-
Ottavia Alfano	Statutory Auditor	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>3</sup>	-	-	-	-	-	26,958.90	-	-
Matteo Michele Sutera	Statutory Auditor	29/04/2022 31/12/2022	Approval of financial statements as at 31/12/2024	26,958.90 <sup>3</sup>	-	-	-	-	10,109.59 <sup>4</sup>	37,068.49	-	-

<sup>1</sup> No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

<sup>2</sup> Pro-rata annual remuneration for the office of Chairman of the Board of Statutory Auditors, amounting to € 50,000.

<sup>3</sup> Pro-rata annual remuneration for the office of Standing Auditor, amounting to € 40,000.

<sup>4</sup> Pro-rata annual remuneration for the office of Member of the Supervisory Board, amounting to € 15,000.

## Remuneration paid to General Managers, the CCO and Other Strategic Executives\*

First and last name	Post held	Period in which the office was held	Expiry of office	Fixed remuneration <sup>1</sup> (Euros)	Remuneration for participation in committees	Non-equity variable remuneration (Euros)		Fringe benefits <sup>2</sup> (Euros)	Other fees	Total (Euros)	Fair Value of equity remuneration (Euros)	Termination of office or employment indemnity
						Bonus and other incentives <sup>3</sup>	Share of profits <sup>3</sup>					
Carlo Rosa	General Manager	Year 2022	-	972,000.12	-	778,378	-	3,545.72	-	1,753,923.44	499,999	-
Chen M. Even	Strategic Executive	Year 2022	-	471,678.48	-	382,000	-	3,575.76	-	858,054.24	385,713	-
Other Executives	-	Year 2022	-	1,034,678.58	-	585,940	-	11,075.04	-	1,631,693.62	964,283	-

\* The persons considered here, in addition to the CEO Mr. Carlo Rosa and the CCO Mr. Chen Menachem Even, are the Other Strategic Executives Mr. Stefano Ronchi, Mr. Ugo Gay and Mr Piergiorgio Pedron; the remuneration of these last three Executives is shown as an aggregate amount under "Other Executives".

\*\*No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

<sup>1</sup> Fixed remuneration as an employee, gross of social security contributions and taxes payable by the employee, excluding mandatory collective social security contributions payable by the company and provision for severance pay. Fixed remuneration includes the gross annual salary without bonuses, as at 31 December 2022 (therefore, if a Strategic Executive

is hired or appointed during the year, the actual payment to be considered should be: that from their hiring or appointment plus the thirteenth month's pay).

<sup>2</sup> It is the value of the fringe benefits (consistent with a taxable amount approach). Consequently, fringe benefits refer to the Company car benefit.

<sup>3</sup> Remuneration amounts vested during the year for objectives achieved in the year itself, against monetary incentive plans, paid in March 2023.

With reference to the cash bonus under the LTI Plan, the fair value for the reporting year is recognised in profit or loss under labour costs in general and administrative expenses in the amount of € 176,541.02 for each Strategic Executive.

## PART THREE - INFORMATION ON THE GRANT OF FINANCIAL INSTRUMENTS TO DIRECTORS, EXECUTIVES AND OTHER EMPLOYEES OF DIASORIN S.P.A. AND ITS SUBSIDIARIES

The Stock Option Plans currently in force are detailed below, namely the 2016 Plan, the 2017 Plan, the 2018 Plan, the 2019 Plan, the 2020 Plan and the 2021 Plan, as well as the incentive plan called the “Equity Awards Plan” approved by the Shareholders’ Meeting of 29 April 2022.



### DiaSorin S.p.A. 2016 Stock Option Plan

#### 1. Plan beneficiaries

Senior executives with management functions pursuant to Annex 1 to Related Parties Regulations, as well as other key employees of DiaSorin and its subsidiaries (“Beneficiary/ies”).

#### 2. Characteristics of the financial instruments

The 2016 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date <sup>8</sup>	Exercise period
I	Other employees		16.5.2016	46,218*	€ 52.5431	€ 52.25	16.5.2019-16.5.2022
II	Other employees		4.8.2016	20,000	€ 56.3108	€ 57.80	5.8.2019-5.8.2022
III	Other employees		19.12.2016	25,000*	€ 51.83923	€ 53.65	20.12.2019-20.12.2022
IV	Other employees		3.8.2017	40,000	€ 69.6334	€ 73.05	4.8.2020-4.8.2023
V	Other employees		7.3.2018	18,933*	€ 70.0517	€ 68.85	8.3.2021-8.3.2024
VI	Other employees		7.11.2018	20,000	€ 82.4239	€ 79.57	8.11.2021-8.11.2024
VII	Other employees		14.3.2019	25,000	€ 86.0448	€ 85.80	15.3.2022-17.3.2025

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

<sup>8</sup> The market price refers to the closing value of the trading day on which grant was approved.

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

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

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise<sup>9</sup> date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2016 Plan, equal to € 28,951 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

## DiaSorin S.p.A. 2017 Stock Option Plan

### 1. Plan beneficiaries

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

### 2. Characteristics of the financial instruments

The 2017 Plan is a stock option plan.

The Board of Directors approved the following tranches of options to be awarded to the Beneficiaries as follows.

<sup>9</sup> For the sake of clarity, the following example is formulated: if the Good Leaver hypothesis occurs after 12 months from the grant date and the initial exercise date is 36 months from the Grant Date, the Beneficiary will be entitled to exercise one third of the Options assigned.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		9.11.2017	143,878*	€ 78.4724	€ 72.05	10.11.2020-10.11.2021
II	Other employees		7.3.2018	10,000	€ 70.0517	€ 65.85	8.3.2021-8.3.2022
III	Other employees		8.5.2018	40,000*	€ 76.2368	€ 76.35	10.5.2021-10.5.2022
IV	Other employees		7.11.2018	15,000	€ 82.4239	€ 79.57	8.11.2021-8.11.2022
V	Other employees		14.3.2019	10,000	€ 86.0448	€ 85.80	15.3.2022-15.2.2023
VI	Other employees		10.6.2019	10,000	€ 95.3515	€ 102.00	13.6.2022-13.6.2023
VII	Other employees		31.7.2019	65,000	€ 102.6159	€ 105.00	1.8.2022-1.8.2023
VIII	Other employees		6.11.2019	45,000	€ 99.5983	€ 104.30	7.11.2022-7.11.2023
IX	Other employees		19.12.2019	30,000	€ 119.2837	€ 117.60	20.12.2022-20.12.2023
X	Other employees		11.3.2020	5,000	€ 110.4394	€ 113.00	13.3.2023-13.3.2024
XI	Other employees		13.5.2020	20,000	€ 156.44	€ 172.50	15.5.2023-15.5.2024
XII	Other employees		30.7.2020	56,122	€ 173.2803	€ 167.50	31.7.2023-31.7.2024

\* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to 2017 Plan.

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

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their heirs) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2017 Plan, equal to € 1,553,546 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

## DiaSorin S.p.A. 2018 Stock Option Plan

### 1. Plan beneficiaries

Senior executives with management functions pursuant to the Appendix to the Related Parties Regulation, including Mr. Carlo Rosa (Chief Executive Officer and General Manager) and Mr. Chen M. Even (Director and Strategic Executive), Mr. Piergiorgio Pedron, Mr. Stefano Ronchi and Mr. Ugo Gay, Strategic Executives, as well as other key employees of DiaSorin and its subsidiaries (the "Beneficiaries").

### 2. Characteristics of the financial instruments

The 2018 Plan is a stock option plan.

On 8 May 2018, the Board of Directors resolved to grant options to the Chief Executive Officer Mr. Carlo Rosa and the Director Mr. Chen M. Even in their capacity as General Manager and Chief Commercial Officer of the Company, respectively. In the occasion of the above resolution, the CEO Mr. Carlo Rosa and the Director Mr. Chen M. Even abstained from voting as they are Beneficiaries of the 2018 Plan.

The Board of Directors approved the following tranches of options to be awarded to the Beneficiaries as follows.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	8.5.2018	140,000	€ 76.2368	€ 76.35	2.1.2023-2.1.2024
	Chen M. Even	Strategic Executive		120,000			
	Other Strategic Executives			200,000			
	Other employees			115,000			

<sup>10</sup> See Note no. 10.

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

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2018 Plan, equal to € 2,130,361 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

## DiaSorin S.p.A. 2019 Stock Option Plan

### 1. Plan beneficiaries

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

### 2. Characteristics of the financial instruments

The 2019 Plan is a stock option plan.

The Board of Directors approved the following tranches of options to be awarded to the Beneficiaries as follows.

<sup>11</sup> See Note no. 4.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		30.7.2020	8,878	€ 173.2803	€ 167.50	31.7.2023-31.7.2024
II	Other employees		11.11.2020	91,122	€ 189.0455	€ 172.40	13.11.2023-13.11.2024
III	Other employees		11.11.2021	5,000	€ 186.1457	€ 185	12.11.2024-12.11.2026

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

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date<sup>12</sup>. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2019 Plan, equal to € 1,166,599 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

## DiaSorin S.p.A. 2020 Stock Option Plan

### 1. Plan beneficiaries

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

### 2. Characteristics of the financial instruments

The 2020 Plan is a stock option plan.

The Board of Directors approved the following tranches of options to be awarded to the Beneficiaries as follows.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		11.11.2020	18,878	€ 189.0455	€ 172.40	13.11.2023-13.11.2024
II	Other employees		21.12.2020	15,000	€ 169.9500	€ 171.70	22.12.2023-23.12.2024
III	Other employees		11.03.2021	60,000	€ 168.4550	€ 144.30	12.03.2024-12.03.2025
IV	Other employees		14.05.2021	5,000	€ 145.5000	€ 138.00	15.05.2024-15.05.2025
V	Other employees		30.07.2021	40,000	€ 164.2300	€ 171.15	31.07.2024-31.07.2025
VI	Other employees		11.11.2021	11,122	€ 186.1457	€ 185	12.11.2024-12.11.2026

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

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date<sup>13</sup>. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2020 Plan, equal to € 1,735,020 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

<sup>12</sup> See Note no. 4.

<sup>13</sup> See Note no. 4

## DiaSorin S.p.A. 2021 Stock Option Plan

### 1. Plan beneficiaries

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

### 2. Characteristics of the financial instruments

The 2021 Plan is a stock option plan.

The Board of Directors approved the following tranches of options to be awarded to the Beneficiaries as follows.

Tranche	Full name	Post	Resolution date	Options granted	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other employees		11.11.2021	48,878	€ 186.1457	€ 185	12.11.2023-12.11.2026

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

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- i. if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- ii. if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date<sup>14</sup>. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2021 Plan, equal to € 1,094,420 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

<sup>14</sup> See Note no. 4

For further information on the Stock-option Plans for members of the Board of Directors, of Other Strategic Executives – including the General Manager – and other executives and employees of DiaSorin and its subsidiaries, pursuant to Article 84-bis of the Issuers' Regulation, please refer to the relevant documentation made available on the Company's website in the section "Governance/Information for Shareholders/Stock Option Plans".

## Equity Awards Plan

### 1. Plan beneficiaries

The Equity Awards Plan (the "Plan") is intended for persons who, as of the Grant Date (as defined in the Information Document pursuant to Article 84-bis of the Issuers' Regulation, published on the Issuer's website at <https://diasoringroup.com/it/governance/remunerazione/documenti-informativi-piani-di-incentivazione>), are employed by the Company or its subsidiaries.

The Plan provides for the Board of Directors (or persons delegated by the Board of Directors) to be mandated to identify individual beneficiaries.

Potential beneficiaries of the Plan include those persons who serve as members of the administrative bodies of subsidiaries, who may be granted rights to receive shares in the Issuer by virtue of their existing employment relationship.

The plan, which is not intended for persons qualifying as Strategic Executives, provides that:

- beneficiaries who are Vice Presidents are assigned Rights to receive in part performance shares (from 50% of the pay opportunity) and in part Restricted Share Units (the remaining 50% of the pay opportunity);
- the Other Beneficiaries (as defined in the above-mentioned Information Document) are assigned rights to receive Restricted Share Units (for 100% of the pay opportunity).

### 2. Characteristics of the financial instruments

The Plan provides for the free assignment to the Beneficiaries of the rights that (if vested upon fulfilment of the conditions, as well as in accordance with the terms and conditions set forth in the Plan) entitle them to receive, free of charge, from the Company ordinary shares of DiaSorin S.p.A. listed on the Euronext - Milan market in the ratio of 1 Share for every 1 right vested.

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

The Plan is divided into 4 (four) rights assignment cycles, each of which has a four-year vesting period during which the shares, once the conditions set out in the plan have been verified, are assigned, with a quantity for each tranche equal to 25% of the accrued bonus.

The vesting period of each cycle starts from the verification date. For the sake of clarity, the vesting period of the first cycle of the Plan corresponds to the financial years 2023, 2024, 2025 and 2026. With reference to each Cycle, an annual assignment of the Rights may be made in each of the financial years 2022 (first cycle), 2023 (second cycle), 2024 (third cycle) and 2025 (fourth cycle).

The number of rights to be assigned to each beneficiary will be calculated on the basis of the normal value of the shares, determined pursuant to Article 9 of Presidential Decree 917/1986, i.e. based on the arithmetic mean of the prices recorded in the month preceding the grant date, taking into consideration the average of exchange rates of the same period.

All the Rights assigned in each assignment cycle will accrue at the end of the first financial year included in the same cycle, following the Board of Director's approval of the group's consolidated financial statements for the relevant financial year and subject to the conditions indicated in the Plan being met (to verify on the verification date).

The CEO, who has been specifically delegated by the Board, has decided to allocate the rights indicated in the table below.

Assignment cycle	Full name	Post	Grant Date	Rights assigned at 31/12/2022	Market price of the shares at the grant date <sup>15</sup>	Vesting period	Rights assigned at 31/12/2022
I	Other employees		06.05.2022	51,187*	€ 120,65	06.5.2022-06.5.2026	0

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

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

Under the Plan, the accrual of the rights of the beneficiaries is subject to the relationship being maintained from the grant date up to each allocation date included in the vesting period.

In the event of termination as a result of:

- a Bad Leaver hypothesis during the applicable vesting period, or in any case before the allocation of the shares on each allocation date, the beneficiary will permanently lose in full the right to receive all the shares due, as per the rights accrued up to that moment and not yet assigned;
- a Good Leaver hypothesis during the applicable vesting period, or in any case before the allocation of the shares, the Beneficiary (or their successors) will retain the right to receive a pro-rata quantity of shares corresponding to the pro-rata of the rights to receive Shares assigned (even if not yet accrued) before the date of termination of the relationship.

The overall cost of the 2020 Plan, equal to € 1,382,308 for the Reporting year, was recognised in the income statement as part of labour costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.



<sup>15</sup> The market price refers to the closing value of the trading day on which grant was approved.

**TABLE 2 -Stock-options granted to members of the Board of Directors, General Managers and other Strategic Executives**

**TABLE 2**

First and last name	Post held	Plan*	Options held at the beginning of the year			Options assigned during the year						Options exercised during the year			Options expired during the year ****	Options held at the end of the year	Options for the year	
			Number of options	Exercise price (€)	Potential exercise period (from-to)	Number of options	Exercise price (€)	Potential exercise period (from-to)	Fair value on grant date	Grant date	Market price of the shares at the grant of the options (€)**	Number of options	Exercise price (€)	Market price of the shares at the exercise date (€)**				Number of options
Carlo Rosa	General Manager	2018 Plan 23/04/2018	140,000	76.2368	02/01/2023-02/01/2024	---	---	---	---	---	---	---	---	---	---	140,000	449,999	
Chen Even	Strategic Executive	2018 Plan 23/04/2018	120,000	76.2368	02/01/2023-02/01/2024	---	---	---	---	---	---	---	---	---	---	120,000	385,713	
Other Strategic Executives		2018 Plan 23/04/2018 (3)	300,000	76.2368	02/01/2023-02/01/2024	---	---	---	---	---	---	---	---	---	---	300,000	964,283	
Other employees		2016 Plan 23/04/2018 (20)	4,699	70.0517	08/03/2021- 08/03/2024	---	---	---	---	---	---	---	---	---	---	4,699	-	
			2,000	82.4239	08/11/2021-08/11/2024	---	---	---	---	---	---	---	---	---	---	2,000	-	
		2017 Plan 27/04/2017 (41)	25,000	86.0448	15/03/2022-17/03/2025	---	---	---	---	---	---	15,000	86.0448	123.4900	---	10,000	28,951	
			10,000	70.0517	08/03/2021-08/03/2023	---	---	---	---	---	---	10,000	70.517--	122.75	---	10,000	-	
			5,000	82.4239	08/11/2021-08/11/2023	---	---	---	---	---	---	---	---	---	---	5,000	-	
			10,000	86.0448	15/03/2022- 15/03/2024	---	---	---	---	---	---	10,000	86.0448	131.9513	---	0	9,753	
			10,000	95.3515	13/06/2022-13/06/2024	---	---	---	---	---	---	5,000	95.3515	133.1500	---	5,000	39,335	
			65,000	102.6159	01/08/2022-01/08/2024	---	---	---	---	---	---	12,500	102.6159	139.2000	---	52,500	367,974	
			30,000	99.5983	07/11/2022-07/11/2024	---	---	---	---	---	---	5,000	99.5983	132.1000	---	25,000	216,228	
			19,632	119.2837	20/12/2022-20/12/2024	---	---	---	---	---	---	---	---	---	---	19,632	194,153	
			5,000	110.4394	13/03/2023-13/03/2025	---	---	---	---	---	---	---	---	---	---	5,000	42,093	
			20,000	156.44	15/05/2023-15/05/2025	---	---	---	---	---	---	---	---	---	---	20,000	307,621	
			29,492	173.2803	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	---	29,492	376,389	
			2018 Plan 23/04/2018 (2)	102,781	76.2368	02/01/2023-02/01/2024	---	---	---	---	---	---	---	---	---	---	102,781	330,366
			2019 Plan 24/04/2019 (11)	8,878	173.2803	31/07/2023-31/07/2025	---	---	---	---	---	---	---	---	---	---	8,878	113,305
		86,122		189.0455	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	86,122	973,573	
		5,000		186.1457	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	5,000	69,237	
		2020 Plan 10/06/2020 (13)	18,878	189.0455	13/11/2023-13/11/2025	---	---	---	---	---	---	---	---	---	---	18,878	213,408	
			15,000	169.95	22/12/2023-23/12/2025	---	---	---	---	---	---	---	---	---	---	15,000	199,863	
			56,346	168.4550	12/03/2024-12/03/2026	---	---	---	---	---	---	---	---	---	---	56,346	480,374	
			5,000	145.5000	15/05/2024-15/05/2026	---	---	---	---	---	---	---	---	---	---	5,000	55,049	
			40,000	164.2300	31/07/2024-31/07/2026	---	---	---	---	---	---	---	---	---	---	40,000	605,881	
			11,000	186.1457	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	---	11,122	177,331	
		2021 Plan 22/04/2021 (10)	---	---	---	3,654	131.7335	02/12/2025- 02/12/2027	0	01/12/2022	131.7500	---	---	---	---	3,654	3,114	
			48,878	186.1457	12/11/2024-12/11/2026	---	---	---	---	---	---	---	---	---	3,787	45,091	710,666	
			---	---	---	50,000	129.7000	07/05/2025-07/05/2027	0	06/05/2022	120.6500	---	---	---	---	50,000	352,778	
			---	---	---	36,346	131.7335	02/12/2025- 02/12/2027	0	01/12/2022	131.7500	---	---	---	---	36,346	30,976	
Compensation to the company preparing the financial statements			---	---	---	---	---	---	---	---	---	---	---	---	---	---	4,844,808	
Compensation from subsidiaries and affiliates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	2,864,088	
<b>Total</b>			<b>1.235.811</b>			<b>170,000</b>						<b>139.112</b>			<b>69,217</b>	<b>1,193,828</b>	<b>7,708,896</b>	

\* Name of the Plan, date of approval by the Shareholders' Meeting. The number of beneficiaries, including any good leavers and excluding bad leavers, as at 31 December 2022 is shown in brackets.

\*\* Official closing price of the shares on the grant date.

\*\*\* Weighted average of the official closing price of the shares at the date of each year.

\*\*\*\* Options not exercised or forfeited due to Good Leaving or Bad Leaving under the relevant Stock Option Plan.

## Cash incentive plans benefiting members of the Board of Directors, General Managers and other Strategic Executives

TABLE 3B

A	B	(1)			(2)			(3)
		Bonus for the year (€) *			Bonuses from previous years (€)			
Full name	Post held	Payable/ Paid <sup>16</sup>	Deferred	Deferral period	No longer payable	Payable/ Paid	Still Deferred	Other bonuses (€)
Carlo Rosa	General Manager	778.378	-	-	-	-	-	-
Chen M. Even	Director CCO	382.800	-	-	-	-	-	-
Other Strategic Executives	Strategic Executives <sup>17</sup>	585940	-	-	-	-	-	-
<b>Totale</b>		<b>1,747,117.60</b>	-	-	-	-	-	-

\*All compensations listed will be disbursed by the company preparing the financial statements. No compensation is due by subsidiaries or affiliated companies.

**Note:** Please note that the table above reflects all types of cash incentive plans, including both short-term and medium/long-term plans.



<sup>16</sup> Payment at March 2023 for 2022 targets.

<sup>17</sup> The aggregate figure includes the following Other Strategic Executives: Mr Stefano Ronchi, Mr. Piergiorgio Pedron and Mr. Ugo Gay.

## PART FOUR - INTERESTS HELD BY MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND OTHER STRATEGIC EXECUTIVES

### Scheme No. 7-ter

Scheme with information about the equity interests held by members of corporate governance bodies, General Managers and Strategic Executives.

### Members of the Board of Directors Interests held in the company DiaSorin S.p.A.

First and last name	Investee Company	Number of shares held at the end of 2021	Number of shares bought in 2022	Number of shares sold in 2022	Number of shares held at the end of 2022
Michele Denegri	DiaSorin S.p.A.	0	0	0	0
Carlo Rosa	DiaSorin S.p.A.	4,679,214	0	0	4,679,214
Giancarlo Boschetti	DiaSorin S.p.A.	0	0	0	0
Chen M. Even	DiaSorin S.p.A.	2,350,000	0	0	2,350,000
André Michel Ballester	DiaSorin S.p.A.	0	0	0	0
Stefano Altara	DiaSorin S.p.A.	0	0	0	0
Fiorella Altrudina	DiaSorin S.p.A.	0	0	0	0
Luca Melindo	DiaSorin S.p.A.	1,500	500	500	1,500
Franco Moscetti	DiaSorin S.p.A.	0	0	0	0
Francesca Pasinelli	DiaSorin S.p.A.	0	0	0	0
Giovanna Pacchiana Parravicini	DiaSorin S.p.A.	0	0	0	0
Diego Pistone	DiaSorin S.p.A.	0	0	0	0
Roberta Somati	DiaSorin S.p.A.	0	0	0	0
Monica Tardivo	DiaSorin S.p.A.	0	0	0	0
Tullia Todros	DiaSorin S.p.A.	0	0	0	0

### Members of the Board of Directors terminated on 29 April 2022 Interests held in the company DiaSorin S.p.A.

First and last name	Investee company	Number of shares held at the end of 2021	Number of shares purchased up to 29 April 2022	Number of shares sold up to 29 April 2022	Number of shares held as at 29 April 2022
Gustavo Denegri	DiaSorin S.p.A.	0	0	0	0
Giuseppe Alessandria	DiaSorin S.p.A.	2,000	0	0	2,000
Elisa Coghi	DiaSorin S.p.A.	0	0	0	0

## Other Interests held in the DiaSorin Group's companies

First and last name	Investee company	Number of shares held at the end of 2021	Number of shares bought in 2022	Number of shares sold in 2022	Number of shares held at the end of 2022
Carlo Rosa	DiaSorin SA (France)	1	0	0	1
Chen M. Even	DiaSorin Mexico SA de CV (Mexico)	1	0	0	1
	DiaSorin SA/NV (Belgium)	1	0	0	1
	DiaSorin Iberia SA (S.p.A.in)	1	0	0	1

## Members of the Board of Statutory Auditors Interests held in the company DiaSorin S.p.A.

First and last name	Investee company	Number of shares held at the end of 2021	Number of shares bought in 2022	Number of shares sold in 2022	Number of shares held at the end of 2022
Monica Mannino	DiaSorin S.p.A.	0	0	0	0
Ottavia Alfano	DiaSorin S.p.A.	1,500	0	0	1,500
Matteo Michele Sutera	DiaSorin S.p.A.	0	0	0	0
Romina Guglielmetti	DiaSorin S.p.A.	0	0	0	0
Cristian Tundo	DiaSorin S.p.A.	0	0	0	0

## Strategic Executives

Full name	Investee company	Number of shares held at the end of 2021	Number of shares bought in 2022	Number of shares sold in 2022	Number of shares held at the end of 2022
Strategic Executives *	DiaSorin S.p.A.	2,500	0	0	2,500

\* The table refers to the aggregating category of significant Company parties, as per Annex of the Related Parties Regulations, in the reference year of this report. Transactions executed by Messrs Rosa and Even are not included because they are shown in the table for members of the Board of Directors, even though they qualify as Strategic Executives.



# GLOSSARY



## GLOSSARY

**Other Strategic Executives:** persons identified by the Board of Directors, other than members of the Board and the Board of Statutory Auditors, who, pursuant to the Annex to the Related Parties Regulation and the reference made therein to the accounting standard IAS 24, have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities. The Other Strategic Executives currently identified are Mr Stefano Ronchi, Senior Corporate V.P. Human Resources, Mr Piergiorgio Pedron, Senior Corporate V.P. & Chief Financial Officer, Mr Ugo Gay, who served until 1 July 2022 as Senior Corporate V.P. Industrial Operations of the Company and subsequently as Managing Director and General Manager of DiaSorin Italia S.p.A.

**Shareholders' Meeting:** the Shareholders' Meeting of DiaSorin S.p.A.

**CEO or Chief Executive Officer:** the Chief Executive Officer of the Company, Mr. Carlo Rosa.

**CCO or Chief Commercial Officer:** the Chief Commercial Officer of the Company, Mr Chen Menachem Even, who also serves as a member of the Board of Directors.

**Corporate Governance Code:** the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., available at [www.borsaitaliana.it](http://www.borsaitaliana.it).

**Civil Code:** the Italian Civil Code.

**Compensation Committee or Committee:** the Company's Compensation and Nominating Committee.

**Board or Board of Directors:** the Company's Board of Directors.

**DiaSorin or Company:** the company, issuer of the shares, to which the Report refers.

**CEO/General Manager:** the General Manager and CEO of the Company, Mr. Carlo Rosa. It should be noted that Mr. Rosa receives remuneration solely on account of his position as General Manager.

**Strategic Executives:** members of the Board of Directors and the Board of Statutory Auditors, the General Manager, and Other Strategic Executives who, pursuant to the Annex to the Related Parties Regulation, have the power and responsibility, directly or indirectly, for planning, directing and controlling the Company's activities.

**Reporting Year:** the reporting year to which Section II of this Remuneration Report refers as defined herein, i.e., reporting year 2022.

**Group or DiaSorin Group:** DiaSorin, with the (Italian or foreign) companies directly or indirectly controlled from time to time by the Company pursuant to Article 93 of the Consolidated Finance Act or which qualify as subsidiaries in accordance with the accounting standards applicable from time to time or included in the scope of consolidation.

**LTI Cash Bonus:** the cash bonus, paid under the LTI Plan, based on the achievement of a target consisting of the sum of the Group's final EBIT for the reporting years 2019-2020-2021-2022, compared to the sum of the Group's target EBIT for each of said years.

**MBO:** the short-term variable incentive tool aimed at guiding, monitoring and rewarding employees' performance results, linking variable remuneration to individual performance results, in line with DiaSorin's strategy and annual business objectives.

**DiaSorin Leadership Model:** the document that presents DiaSorin's corporate culture and inspires managerial actions on a daily basis, allowing the Company's strengths to be identified and promoting its continuous development. The Leadership Model combines and balances the entrepreneurial spirit with the portfolio of managerial skills and underpins the process to foster and develop talent. The main objectives of the Leadership Model are to create a common language that encourages the sharing of DiaSorin's management style, to clearly set out expectations regarding objectives and results, to facilitate recruitment procedures by sharing with candidates the values and characteristics required, to structure a methodology for assessing non-technical skills, and to foster a culture of evaluation and meritocracy.

**New Equity Plan or Equity Awards Plan:** the long-term incentive plan for the Group's Vice Presidents, Senior Directors and Directors, as well as to selected best performers identified from time to time, which provides for the free assignment to the beneficiaries of rights to receive, also free of charge, DiaSorin shares, the amount of which is determined according to the pay opportunity principle of each beneficiary of the Plan and is commensurate to the responsibilities and value of the individual manager. For further information, please refer to the related Information Document prepared pursuant to Article 84-bis of the Issuers' Regulation, published on the Company's website in the section "Governance", "Remuneration", "Information Documents Incentive Plans".

**2016 Plan:** the "DiaSorin S.p.A. 2016 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 28 April 2016.

**2017 Plan:** the "DiaSorin S.p.A. 2017 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 27 April 2017.

**2018 Plan:** the "DiaSorin S.p.A. 2018 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 23 April 2018 for the purpose of retaining key executives of the DiaSorin Group.

**2019 Plan:** the "DiaSorin S.p.A. 2019 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 24 April 2019.

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

**2021 Plan:** the "DiaSorin S.p.A. 2021 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 22 April 2021.

**LTI Plan:** the four-year incentive plan for key executives of the DiaSorin Group, including the General Manager, the CCO and Other Strategic Executives.

**Policy:** the policy of DiaSorin on the remuneration of Directors and Strategic Executives illustrated in Section I of the Remuneration Report.

**Chairman of the Board of Directors:** until 29 April 2022, the Chairman of the Board of Directors, Mr Gustavo Denegri. As of 29 April 2022, the Chairman of the Board of Directors, Mr Michele Denegri.

**Stock Exchange Regulations:** the Market Regulations organised and managed by Borsa Italiana S.p.A.

**Issuers' Regulation:** Consob Regulation No. 11971 of 14 May 1999, as amended.

**Related Parties Regulation:** Consob Regulation No. 17221 of 12 March 2010, as amended, on related party transactions.

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

**Sustainability:** synonymous with ESG (Environment, Social, Governance). Environment: concerns the protection of the environment, which includes risks such as climate change, CO2 emissions, air and water pollution, deforestation; Social: refers to attention to a broader audience of stakeholders and includes diversity and inclusion policies, education, human rights, labour standards and Civil Society relations; Governance: takes a snapshot of corporate governance practices, including the remuneration policies of the corporate governance bodies, the General Manager and the Other Strategic Executives, the composition of the Board of Directors, the control procedures, the behaviour of top management and the company in terms of compliance with the law and ethics. Further details are provided in the "Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016" published by the Company.

**Sustainable success:** the objective that guides the Board of Directors action and that is embodied in the creation of long-term value for the benefit of Shareholders, taking into account the interests of other stakeholders relevant to the Company.

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

**Deputy Chairman of the Board of Directors:** until 29 April 2022, the Deputy Chairman of the Board of Directors, Mr Michele Denegri. As of 29 April 2022, the Deputy Chairman of the Board of Directors, Mr Giancarlo Boschetti.

## Analytical Index by Topic (Consob Resolution No. 21623 of 10 December 2020)

Consob Resolution	Information required	Reference in the report (paragraph)
	With reference to members of the management bodies, general managers and other strategic executives, the section shall contain at least the following information, to be explained in a clear and comprehensible way:	
a)	<b>corporate bodies or parties involved in the drafting</b> , approval and review, if any, of the Remuneration Policy, specifying their respective roles, and corporate bodies or parties responsible for the proper implementation of the policy;	1.6
b)	the possible involvement of a <b>remuneration committee</b> or any other committee competent in the matter, describing its composition (with the distinction between non-executive and independent directors), its powers and modus operandi, and any additional measures to avoid or manage conflicts of interest;	1.6 (iii)
c)	how the company took into account the remuneration <b>and working conditions of its employees when determining its remuneration policy</b> ;	1.5
d)	the names of any <b>independent experts</b> involved in the preparation of the remuneration policy;	1.10
e)	the <b>aims pursued by the remuneration policy</b> , the principles underlying it, its duration and, in the event of a revision, a description of the <b>changes from the remuneration policy</b> last submitted to the shareholders' meeting and how such revision takes into account the votes and <b>views expressed by the shareholders at that meeting or subsequently</b> ;	1.1, 1.6
f)	the description of the <b>policies on fixed and variable remuneration components</b> , with particular regard to the indication of the <b>relative proportion within the total remuneration</b> and distinguishing between short-term and medium to long-term variable components;	1.9
g)	the policy followed with regard to <b>non-monetary benefits</b>	1.12
h)	with reference to the variable components, a description of the <b>financial and non-financial performance objectives</b> , where appropriate taking into account criteria relating to corporate social responsibility, on the basis of which they are assigned, distinguishing between short-term and medium- to long-term variable components, and information on the link between the change in performance and the change in remuneration;	1.9
i)	the criteria used to assess the achievement of performance objectives underlying the award of shares, options, other financial instruments or other variable components of remuneration, specifying the <b>extent of the variable component to be paid according to the level of achievement of the objectives</b> ;	1.9
j)	information aimed at highlighting the <b>contribution</b> of the remuneration policy, and in particular the policy on variable remuneration components, to the corporate strategy, the <b>pursuit of long-term interests and the sustainability</b> of the company;	1.9

Consob Resolution	Information required	Reference in the report (paragraph)
k)	the vesting periods, any deferred payment systems, with an indication of the deferral periods and the criteria used to determine such periods and, if any, the ex post <b>correction mechanisms</b> of the variable component (malus or claw-back of variable compensation);	1.9
l)	information on whether there are any provisions for <b>retaining the financial instruments in the portfolio</b> after their acquisition, with an indication of the retention periods and the criteria used to determine these periods;	1.9
m)	the policy on <b>benefits in the event of termination of office or termination of employment</b> , specifying: (i) the duration of any employment contracts and further agreements, the notice period, if applicable, and what circumstances give rise to the right; (ii) the <b>criteria for determining the remuneration due to directors</b> , general managers and, at an aggregate level, to strategic executives, distinguishing, where applicable, the components attributed by virtue of the office of director from those relating to employment relationships, as well as the components for any non-competition undertakings. If these fees are expressed on a per annum basis, indicate in detail the components of that annuity (fixed, variable, etc.); (iii) the <b>link</b> , if any, between <b>such remuneration and the company's performance</b> ; (iv) the <b>effects</b> , if any, of the <b>termination of the relationship on the rights granted under share-based or cash incentive plans</b> ; (v) any provision for granting or retaining non-monetary benefits to the persons or for entering into consultancy contracts for a period after the termination of the relationship;	1.13
n)	information on the presence of any <b>insurance, or social security or pension coverage</b> , other than compulsory insurance;	1.7, 1.8, 1.9
o)	any remuneration policy followed by reference: (i) to independent directors, (ii) to participation in committees and (iii) to holding particular offices (chairman, vice chairman, etc.);	1.7
p)	whether the remuneration policy was defined using the <b>remuneration policies of other companies as a reference</b> , and if so, the criteria used for the selection and designation of those companies;	1.10
q)	the <b>elements of the remuneration policy from which, in exceptional circumstances, derogations may be made</b> and, without prejudice to the provisions of Regulation No. 17221 of 12 March 2010, any further procedural conditions under which the derogation may be applied.	1.14
	With regard to the members of the supervisory bodies, without prejudice to the provisions of Article 2402 of the Italian Civil Code, the section describes any criteria for determining remuneration. If the outgoing board of statutory auditors, with a view to the shareholders' proposal to the shareholders' meeting concerning the remuneration of the board of statutory auditors, has provided the company with details on the quantification of the commitment required to perform the task, the section contains a summary of such details	N/A

# DiaSorin

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