

**SHAREHOLDERS' MEETING  
DIASORIN S.p.A.**

**April 22, 2021 (first calling)  
April 23, 2021 (second calling)**



**EXPLANATORY REPORTS  
AND  
MOTIONS FOR RESOLUTIONS  
CONCERNING THE ITEMS ON THE AGENDA**

**(prepared pursuant to Article 84-ter of Consob Resolution No. 11971/1999, as later amended, and Article 125-ter of Legislative Decree No. 58/1998, as later amended)**

DiaSorin S.p.A.  
Via Crescentino, no building No., 13040 Saluggia (VC)  
Tax I.D. and Vercelli Company Register No. 13144290155

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## **CORPORATE BODIES**

**Board of Directors** (elected on April 24, 2019)

*Chairman* Gustavo Denegri

*Deputy Chairman* Michele Denegri

*Chief Executive Officer* Carlo Rosa <sup>(1)</sup>

*Directors* Giancarlo Boschetti  
Stefano Altara  
Chen Menachem Even  
Franco Moscetti <sup>(2)</sup>  
Giuseppe Alessandria <sup>(2) (3)</sup>  
Roberta Somati <sup>(2)</sup>  
Fiorella Altruda <sup>(2)</sup>  
Francesca Pasinelli <sup>(2)</sup>  
Monica Tardivo <sup>(2)</sup>  
Luca Melindo  
Tullia Todros <sup>(2)</sup>  
Elisa Corgi <sup>(2)</sup>

## **Board of Statutory Auditors**

*Chairman* Monica Mannino

*Statutory Auditors* Ottavia Alfano  
Matteo Michele Sutera

*Alternates* Romina Guglielmetti  
Cristian Tundo

**Independent Auditors** PricewaterhouseCoopers S.p.A.

## COMMITTEES

**Control, Risks and Sustainability Committee** Franco Moscetti (Chairman)  
Giancarlo Boschetti  
Roberta Somati

**Compensation and Nominating Committee** Giuseppe Alessandria (Chairman)  
Michele Denegri  
Elisa Corgi

**Related Parties Committee** Franco Moscetti (Chairman)  
Giuseppe Alessandria  
Roberta Somati

(1) General Manager

(2) Independent Director

(3) *Lead Independent Director*

## **Notice of Shareholders' Meeting**

In light of the continuing public emergency caused by the current coronavirus pandemic which led, among other things, to the issue of Law Decree no. 18/2020 converted with amendments by Law no. 27/2020 introducing some exceptional measures applicable to the shareholders' meetings of listed companies, as extended by effect of Article 3, paragraph 6 of Law Decree 183/2020, converted into law with amendments by Law no. 21 of 26 February 2021 (the “**Decree**”), DiaSorin S.p.A. hereby announces that the Ordinary and Extraordinary Shareholders' Meeting indicated in this notice of call shall take place in such manner as to ensure compliance with the provisions of the Decree.

Eligible shareholders are invited to attend an Ordinary and Extraordinary Shareholders' Meeting scheduled at **3:00 p.m.**, on **April 22, 2021**, exclusively through telecommunication devices and, if necessary, at 3:00 p.m., on April 23, 2021, on second call, to discuss and vote on the following

### **Agenda**

#### **Ordinary Part**

- 1. Statutory Financial Statements at December 31, 2020 and appropriation of the year's net profit:**
  - 1.1 motion for the approval of the Statutory Financial Statements, having examined the Report on Operations for the year ended December 31, 2020; presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2020; related and required resolutions;**
  - 1.2 motion for the appropriation of the net profit; related and required resolutions.**
- 2. Report on the Remuneration Policy and fees paid:**
  - 2.1 approval of the remuneration policy pursuant to Article 123-ter, Paragraph 3-ter of Legislative Decree No. 58/1998;**
  - 2.2 resolution on the “Second Section” of the report, pursuant to Article 123-ter, Paragraph 6 of Legislative Decree No. 58/1998.**
- 3. Establishment of a Stock Option Plan pursuant to Article 114-bis of Legislative Decree No. 58/1998. Related and required resolutions.**
- 4. Authorization to the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions. Related and required resolutions.**

#### **Extraordinary part**

- 1. Proposal to amend Articles 3 (Purpose), 8 (Shareholders' Meeting), 9-bis (Increased voting right), 11 (Board of Directors), and 18 (Board of Statutory Auditors) of the Company's Bylaws. Related and required resolutions.**

## **Share Capital**

The Company's subscribed and paid-in share capital amounts to 55.948.257,00 Euros. It is comprised of 55.948.257 common shares, par value 1 Euro each. Each common share conveys the right to cast one vote, exception made for the shares with increased voting rights (in the ratio of two voting rights for each share). As of the date of this Notice, the Company held 1.183.812 treasury shares whose voting rights are suspended pursuant to Article 2357-ter of the Italian Civil Code. The Company's website ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/Information for Shareholders/Total Shareholders' basis") contains detailed information on the amount of the share capital and its composition.

The Extraordinary Shareholders' Meeting of April 28, 2016 approved the insertion in the Bylaws (Articles 9-bis, 9-ter and 9-quater) of the increased voting rules, with the result that, pursuant to Article 120, paragraph 1, of the Legislative Decree 58/1998 (the "**Consolidated Law on Finance**"), the total number of voting rights shall be considered as share capital. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to No. 83,839,503. For more information, please refer to the Company's website ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/ Loyalty Shares"). The Company, pursuant to Article 9-quater of the Company's Bylaws, will update the Special List (where necessary) by the 5th (fifth) trading day following the end of each calendar month and, in any case, within the trading day following the date indicated in Article 83-sexies, Paragraph 2, of the Consolidated Law on Finance (record date), i.e. by April 4, 2021.

## **Reduction of risks related to the health emergency - Eligibility to attend the Shareholders' Meeting and exercise the right to vote, attendance at the Shareholders' Meeting and granting of the proxy to the Designated Representative**

Pursuant to Article 83-sexies of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call, i.e. April 13, 2021 (record date). Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e. by April 19, 2021); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

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

**Directors, Statutory Auditors, the Designated Representative and the Secretary as well as anyone allowed to intervene pursuant to law, other than those who are entitled to vote, may attend the Shareholders' Meeting through telecommunication devices which also guarantee their identification. Instructions for attending the Shareholders' Meeting through telecommunication devices will be communicated by the Company to those interested.**

The Designated Representative appointed by the Company pursuant to art 135-*undecies* of the Consolidated Law on Finance is Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan. Shareholders wishing to attend the Shareholders' Meeting shall give the Designated Representative a proxy, with voting instructions, on the proposed resolutions on the agenda of the Shareholders' Meeting, without expenses for the delegating party (except for any shipping costs).

The proxy shall contain voting instructions on all or some of the proposed resolutions on the agenda and be valid only for those proposed resolutions in relation to which voting instructions have been granted.

The proxy shall be granted by signing a specific proxy form, available on the company's website ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"), together with the relevant instructions for filling in and transmitting the form.

The proxy form shall be received by said Designated Representative by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second call (i.e. by 11:59 p.m. on April 20, 2021 or, should the Shareholders' Meeting be held on second call, by 11:59 p.m. on April 21, 2021) using the following alternative procedures: i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Subject line "Proxy 2021 DIASORIN Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano (Ref. "Proxy 2021 DIASORIN Shareholders' Meeting") sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy 2021 DIASORIN Shareholders' Meeting").

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second call (i.e. by 11:59 p.m. on April 20, 2021 or, should the Shareholders' Meeting be held on second call, by 11:59 p.m. on April 21, 2021) in the manner described above.

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

**Under the abovementioned Decree, proxies or sub-proxies may also be granted to the Designated Representative, pursuant to Article 135-*novies* of the Consolidated Law on Finance and notwithstanding the Article 135-*undecies*, Paragraph 4, of the Consolidated Law on Finance**, by signing a specific ordinary proxy form available on the company's website ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"). For the transmission of proxies/sub-proxies, the procedures indicated above and reported in the proxy form must be followed.

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

**The Designated Representative will be available for any clarifications and information at the following email address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following phone number (+39) 0280687.335-319 (on working days, from 9:00 a.m. to 5 p.m.)**

No postal or electronic voting procedures are envisaged.

The Company reserves the right to supplement and/or change the above instructions according to the any future needs following the current COVID-19 epidemic emergency and its developments that cannot be foreseen now.

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

Pursuant to Article 127-ter of the Consolidated Law on Finance, shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting. Questions must be submitted by e-mail sent to the following certified email address: [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted and the Company will provide a joint answer to questions with the same content. Questions must be received by seven trading days prior to the Shareholders' Meeting date, i.e. by April 13, 2021 accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication by the qualified intermediary pursuant to Article 43 of the new Joint Regulation on post-trading adopted by Banca d'Italia and Consob on August 13, 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") ("**Joint Regulation**") proving the legitimacy of the exercise of such right; the legitimacy of the voting right can be confirmed even after the submission of questions, by the third day following the date indicated in Article 83-sexies, Paragraph 2, of the Consolidated Law on Finance (*record date*), i.e. by April,16 2021; however, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting. The Company will answer questions having verified their relevance to the items on the agenda and the legitimacy of the submitting party, through publication on its website ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/Information for Shareholders/Shareholders meetings and board/2021"), waiving the minimum term provided by art. 127-ter, paragraph 1-bis, of the Consolidated Law on Finance, at least three days prior to the Shareholders' Meeting, i.e. by April 19, 2021.

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

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice (i.e. by March 29, 2021) that the Meeting's Agenda be amended, listing on their application the additional items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders' Meeting as a result of such requests must be publicized in the same manner required for the publication of the Notice of Shareholders' Meeting, at least 15 days before the date of the Shareholders' Meeting (i.e. by April 7, 2021). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders' Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-ter, Paragraph 1, of the Consolidated Law on Finance. Amendments, delivered within the deadline and at the address mentioned above, must be sent to the Company by an e-mail communication sent to the following certified email address: [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it), and they must be accompanied by a report on the items submitted for discussion or the reason for further resolution proposals submitted. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 43, Paragraph 1, of the Joint Regulation certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

### **Power to individually submit motions of resolutions before the shareholders' meeting**

In addition to the above, taking into account that the attendance to the Shareholders' Meeting is allowed exclusively through the Designated Representative, those entitled to participate in the Shareholders' Meeting which intend to submit motions of resolutions on the items on the agenda are invited to submit them beforehand, by April 7, 2021, with the same manners set out in the previous paragraph. Such motions will be made available to the public on the website of the Company by April 9, 2021, in order to allow those entitled to vote consciously also taking into account such new motions and allow the Designated Representative to collect voting instructions also on those. The requiring shareholder shall provide suitable documentation proving the legitimacy to participate in the Shareholders' Meeting and the granting of the proxy to the Designated Representative for the participation in the same Meeting.

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The documents pertaining to the Shareholders' Meeting will be made available to the public on the Company's *website* ([www.diasoringroup.com](http://www.diasoringroup.com), Section "Governance/Information for Shareholders/Shareholders meetings and board/2021") and according to the other procedures envisaged by Consob regulations, as follows:

- simultaneously with the publication of the present notice, the Explanatory Reports of the Board of directors concerning all the items of the agenda of the ordinary part and the Information Memorandum on the Stock Option Plan prepared pursuant to Article 84-*bis* of the Issuers' Regulation and the Explanatory Report of the Board of directors concerning the sole item of the agenda of the extraordinary part;
- at least 21 days before the date of the Shareholders' Meeting on first call (i.e. by March 31, 2021: (i) the Annual Financial Report as at December 31, 2020 pursuant to Article 154-*ter* of the Consolidated Law on Finance - including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2020, the Report on Operations (including the Consolidated non-financial statement as at December 31, 2020 pursuant to Article 3 of Legislative Decree no. 254/2016), the Annual Corporate Governance Report and the certifications and report provided by law; (ii) the Report on the Remuneration Policy and fees paid prepared pursuant to Article 123-*ter*, of the Consolidated Law on Finance and 84-*quater* of the Issuers' Regulation, as referred to item no. 2 on the agenda;
- at least 15 before the date of the Shareholders' Meeting on first call, (i.e. by April 7, 2021), the documents required by Article 77, paragraph 2-*bis* of the Issuers' Regulation and by Article 15, paragraph 1, lett. A) of the Regulations of the Markets adopted with CONSOB Resolution No. 20249/2017 will be filed, with the warning that such filing shall take place only at the Company's registered office.

This notice is published, pursuant to Article 125-*bis* of the Consolidated Law on Finance and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's Bylaws, on the Company's *website* [www.diasoringroup.com](http://www.diasoringroup.com) (Section "Governance/Information for Shareholder/Shareholders' Meeting and board/2021"), on the authorized central storage mechanism "eMarket Storage" (available on the website [www.emarketstorage.com](http://www.emarketstorage.com)) and, as an extract, in the newspaper "*La Stampa*" (on March 20, 2021).

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Due to COVID-19 emergency, the Company recommends that Shareholders exercise their right to vote using of the forms of remote communication indicated in this notice.



Finally, the Company reserves the right to supplement and/or modify the content of this notice should it become necessary consequently to the evolution of the current health emergency situation.

Saluggia, March 19, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*

## Ordinary Part

### Explanatory Report concerning item No. 1 on the Agenda

#### **1. Statutory Financial Statements at December 31, 2020 and appropriation of the year's net profit:**

**1.1 motion for the approval of the Statutory Financial Statements, having examined the Report on Operations for the year ended December 31, 2020; presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2020; related and required resolutions;**

**1.2 motion for the appropriation of the net profit; related and required resolutions.**

The Annual Financial Report at December 31, 2020 pursuant to Article 154-*ter* of Legislative Decree No. 58/1998 (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2020, the Report on Operations –comprising the Consolidated Non-Financial Statement pursuant to Articles 3 and 4 of Legislative Decree no. 254/2016 – the Annual Corporate Governance Report and the certifications and reports provided by law) will be made available at the Company’s registered office and on the Company’s website [www.diasoringroup.com](http://www.diasoringroup.com) (Section “Governance/Information for Shareholders/Shareholders meetings and board/2021”) and on the authorized central storage mechanism “eMarket Storage”, accessible at [www.emarketstorage.com](http://www.emarketstorage.com), by March 31, 2021.

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Dear Shareholders,

We ask you to approve the Company’s financial statements for the year ended December 31, 2020 and recommend that you appropriate the net profit of 164,215,786 Euros as follows:

- considering that the statutory reserve already reached the maximum threshold pursuant to Article 2430 of the Italian Civil Code, to distribute to the shareholders 54,764,445.00 Euros as a dividend of 1.00 Euros per common outstanding share at coupon date, excluding the treasury shares held in portfolio, equal to No. 1,183,812 shares;
- to carry forward as retained earnings the balance of 109,451,341.00 Euros

The dividend will be payable starting from May 26, 2021, with coupon date on May 24, 2021 to the common outstanding shares, excluding the treasury shares. According to Article 83-*terdecies* of Legislative Decree No. 58/1998, those resulting as shareholders at the end of the accounting day of May 25, 2021 (the so-called record date) shall be entitled to the payment of dividend.

Therefore, Shareholders are asked to approve the following resolutions:

#### Proposed resolution concerning item 1.1. on the Agenda:

*“The ordinary Shareholders’ Meeting of DiaSorin S.p.A., having examined the Report on Operations, having acknowledged the Consolidated Financial Statements at December 31, 2020, and the Non-Financial Statement,*

*resolves*

*to approve the Statutory Financial Statements at December 31, 2020 in all their parts and findings;”*

Proposed resolution concerning item 1.2. on the Agenda:

*“The Ordinary Shareholders Meeting of DiaSorin S.p.A, having heard and approved the Board of Directors’ proposal,*

**resolves**

*to approve the appropriation of the net profit, amounting to 164,215,786 Euros, as follows:*

- *considering that the statutory reserve already reached the maximum threshold pursuant to Article 2430 of the Italian Civil Code to distribute to the Shareholders 54,764,445.00 Euros as a dividend of Euro 1,00 on each share outstanding at coupon date, with the exception of treasury shares held in portfolio, equal to 1,183,812 shares, with coupon date on May 24, 2021 to the common outstanding shares, excluding the treasury shares (ex-date); entitlement to payment of the dividend, pursuant to article 83-terdecies of Legislative Decree 58/1998 on May 25, 2021 (record date) and payment date on May 26, 2021;*
- *to carry forward as retained earnings the balance of 109.451.341,00 Euros.*

Saluggia, March 11, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*

## Explanatory Report concerning item No. 2 on the Agenda

### Report on the Remuneration Policy and fees paid:

2.1 approval of the Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree n. 58/1998;

2.2 resolutions on the "Second Section" of the Report, pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998.

Dear Shareholders,

the Board of Directors of your company has called you to an ordinary Shareholders' Meeting to present the Report on the Remuneration Policy and fees paid (the "**Remuneration Report**") prepared pursuant to art. 123-ter of Legislative Decree 58/98 ("**TUF**") – as last amended by Legislative Decree 49/2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the so-called *Shareholders' Right Directive II*), which amends Directive 2007/367/EC on the exercise of certain rights of shareholders in listed companies as regards the encouragement of long-term shareholder engagement – and art. 84-*quater* of Consob Regulation No. 11971/1999 ("**the Issuers' Regulations**") and drawn up in accordance with Annex 3A, Scheme 7-*bis* and Scheme 7-*ter* of the Issuers' Regulations, as last amended.

The Remuneration Report is divided into the following sections:

- Section I outlines the policy of the Company for the remuneration of Directors, Executives with Strategic Responsibilities and, without prejudice to art. 2402 of the Italian Civil Code, of the members of the Company's Board of Statutory Auditors, on an annual basis, and the procedures used for the adoption, review and implementation of this policy, including measures to avoid or manage any conflicts of interest;

In addition, pursuant to art. 84-*quater* of the Issuers' Regulations, the remuneration policy described in Section I of the Remuneration Report:

- indicates how it contributes to the company strategy, the pursuit of the interests in the long term and the company sustainability, and is conceived keeping into account the compensation and the work conditions of the company employees;
  - defines the various remuneration components that can be assigned. In case of assignment of variable remuneration, it establishes criteria for the assignment of this remuneration that are clear, exhaustive and differentiated, based on financial and non-financial performance objectives, if appropriate, keeping into account criteria of social corporate responsibility;
  - specifies the policy elements that can be temporarily departed from in case of occurrence of the exceptional circumstances indicated in Article 123-ter, paragraph 3-*bis*, of TUF and the procedural conditions based upon which – without prejudice to the provisions of Regulation no. 17221 of 12 March 2010 on transactions with related parties – the departure can apply;
- Section II contains the individual remuneration for Directors and members of Statutory Auditors and, in aggregate form, for Executives with Strategic Responsibilities:
    - in the first part, it provides an adequate, clear and understandable representation of each item comprising the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy relating to the reference year and the manner according to which the remuneration contributes to the Company's long-term results;
    - in the second part, it outlines: (i) detailed compensation paid in the year for any purpose and in any form by the Company and its subsidiaries, highlighting components of such compensation that relate to activities 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; (ii) how the Company took into account the vote expressed the previous year by the Shareholders' Meeting on Section Two of the Report;

- in the third part, it provides information on the grant of financial instruments to directors, executives and other employees of DiaSorin and its subsidiaries;
- in the fourth part, it indicates, pursuant to the criteria established in Attachment 3A, Scheme 7-ter of the Issuers' Regulations, investments held in the Issuer and its subsidiaries by members of the Company's boards, its General Manager and Executives with Strategic Responsibilities, or by their spouses (unless legally separated) and minor children, either directly or through subsidiaries, through trust companies or third parties, as resulting from the Shareholders Register, by communications received and other information acquired by the same members of the corporate boards, the General Manager and Executives with Strategic Responsibilities.

Section II also provides information on the investments held in DiaSorin and in its subsidiaries, by members of the Company's boards and Executives with Strategic Responsibilities, or by their spouses (unless legally separated) and minor children, in compliance with the provisions of art. 84-*quater* of the Issuers' Regulations.

The Remuneration Report will be made available on the Company website [www.diasoringroup.com](http://www.diasoringroup.com) (Section "Governance / Information for Shareholders / Shareholders' Meeting and Board/2021") and on the authorized storage mechanism "eMarketStorage", at [www.emarketstorage.com](http://www.emarketstorage.com), at least 21 days before the date of the Shareholders' Meeting, i.e. by March 31, 2021.

Shareholders are reminded that, in accordance with Article 123-*ter*, paragraph 3-*bis* of TUF, they will be called upon to vote for or against Section I of the Remuneration Report, with a binding resolution pursuant to art. 123-*ter*, paragraph 3-*ter*, of TUF. You will also be called, pursuant to art. 123-*ter*, paragraph 6, of TUF, to resolve on Section II of the Remuneration Report, with a non-binding resolution.

The result of the vote will be made available to the public within the statutory deadline, pursuant to articles 123-*ter*, paragraph 6, and 125-*quater*, paragraph 2, of TUF.

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Therefore, Shareholders are asked to adopt the following resolutions.

Proposed resolution concerning item 2.1 on the Agenda:

*"The ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the Remuneration Policy prepared by the Board of Directors pursuant to art. 123-ter of Legislative Decree no. 58/1998,*

**resolves**

*to approve -pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998 and in accordance with all other laws and regulation and, therefore, with binding resolution - the Remuneration Policy".*

Proposed resolution concerning item 2.2 on the Agenda:

*“The ordinary Shareholders’ Meeting of DiaSorin S.p.A., having examined the “Second Section” of the Report prepared by the Board of Directors pursuant to art. 123-ter of Legislative Decree no. 58/1998*

**resolves**

*to approve - pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998 and in accordance with all other laws and regulation and, therefore, with non-binding resolution - the “Second Section” of the Report”.*

Saluggia, March 11, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*

## Explanatory Report concerning item No. 3 on the Agenda

### **Establishment of a stock option plan pursuant to Article 114-*bis* of Legislative Decree No. 58/1998. Connected and related resolutions.**

We are submitting for your approval a plan to incentivize and increase the loyalty of employees called “DiaSorin S.p.A. 2021 Stock Option Plan” (the “**2021 Plan**”) reserved for executives and employees of DiaSorin S.p.A. (“**DiaSorin**” or the “**Company**”) and the companies that it controls directly or indirectly (hereinafter the “**Subsidiaries**” and, together with DiaSorin, the “**Group**”), pursuant to Article 144-*bis* of Legislative Decree No. 58/1998 (the “**TUF**”), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

An Information Memorandum about the 2021 Plan, prepared in accordance with Article 84-*bis* of the CONSOB Resolution No. 11971/1991, as amended, (hereinafter the “**Issuers’ Regulations**”) and in compliance with the Annex 3A of the Issuers’ Regulations, has been made available to the public within the deadline and in the manner required pursuant to law.

#### **1. Reasons for adopting the 2021 Plan**

The purpose of the 2021 Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth.

The motion for the adoption of the 2021 Plan has been submitted by the Board of Directors upon recommendation of the Compensation and Nominating Committee.

With reference to the incentivizing remuneration based on stock options plans, it should be also noted that the adoption of remuneration plans based on shares is consistent with the principles included in the “Compensation Policy” adopted by the Company, as described in the Report on the compensation policy and fees paid pursuant to Article 123-*ter* of the TUF, available on the Company’s website [www.diasoringroup.com](http://www.diasoringroup.com) (Section “Governance/Governance Documents”).

#### **2. Subject and Implementation Method of the 2021 Plan**

The 2021 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the “**Beneficiary/ies**”), of options (hereinafter the “**Options**”) that convey to the Beneficiary the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option, in accordance with the terms and conditions of the 2021 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares are traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option Grant Date (as defined below) and the same day of the previous calendar month (hereinafter the “**Exercise Price**”).

We recommend that 300.000 DiaSorin common shares be available for allotment to the Beneficiaries in implementation of the 2021 Plan.

For the purpose of implementing the 2021 Plan, the Company’s Ordinary Shareholders’ Meeting (convened for April 22, 2021 on the first calling and April 23, 2021 on the second calling) will be asked to approve, as the 4<sup>th</sup> item on the Agenda, a motion to authorize the Board of Directors to execute transactions to buy and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of the TUF and related implementation provisions, reserved for use, among others, in connection with the 2021 Plan. For additional information, please consult the relevant explanatory report prepared in accordance

with Article 73 of the Issuers' Regulations, which was made available to the public within the deadline and in the manner required pursuant to law.

As for the date of this report, the Company held No. 1,183,812 treasury shares, equal to 2.115% of the share capital. None of its subsidiaries held DiaSorin shares.

The Options awarded under the 2021 Plan will convey to the Beneficiaries the right to acquire 300.000 common shares, at the Exercise Price, based on a ratio of 1 share for each awarded exercised Option, in accordance with the terms and conditions of the 2021 Plan, as explained below.

The Company will make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the Options were exercised. The shares attributable to the Beneficiaries following the exercise of the Option shall have the same ranking for dividends as the Company's common shares on the date of purchase and shall carry the coupons in effect as of that date.

The 2021 Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

### **3. Beneficiaries of the 2021 Plan**

The 2021 Plan is addressed to parties who, on the Option grant date (the "**Grant Date**") have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries).

On each Grant Date, the Board of Directors will designate the individual Beneficiaries, within the abovementioned categories, and determine the number of Options awarded to each Beneficiary, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The Board of Directors may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the 2021 Plan, to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer (as well as over any other decision related and/or pertaining to the management and/or implementation of the 2021 Plan concerning the abovementioned parties).

Consistent with the guidelines of the Corporate Governance Code issued by the Corporate Governance Committee and with the Compensation Policy adopted by the Company, the Compensation and Nominating Committee provides consulting support and makes recommendations with regard to the implementation of the 2021 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2021 Plan.

Specifically, under the 2021 Plan, if the employment relationship is ended as a result of a bad leaver situation before the exercise of the Options, all Options awarded to the Beneficiary shall lapse and shall become null and void, thereby releasing the Company from any obligation or liability. Bad leaver refers to situations when the employment relationship is ended due to:

(i) firing of a Beneficiary for cause or: (a) violation by the Beneficiary of the laws governing employment relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act;



(ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation, the Beneficiary will retain the right to exercise his/her awarded Options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to:

(i) firing without cause;

(ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months;

(iii) death of the Beneficiary;

(iv) retirement of the Beneficiary;

(iv) loss of the status of Subsidiary by the company employing the Beneficiary.

#### **4. Duration of the 2021 Plan and Exercise of the Options**

The Options awarded to a Beneficiary may be exercised in accordance with the provisions of the 2021 Plan Regulations, whose adoption will be delegated to the Board of Directors, and the corresponding option contract.

Under the 2021 Plan, (i) Options may be awarded to Beneficiaries identified by the Board of Directors over a period of three years from the date when the 2021 Plan Regulations are approved and (ii) Options are exercisable during the exercise periods defined in the 2021 Plan Regulations and/or the option contract, it being understood that awarded Options may not be exercised for a three-years period following the Grant Date.

Without prejudice to the exercise procedure indicated above, Beneficiaries are entitled to early exercise the Options when specific events occur, including:

1. change of control, pursuant to Article 93 of the TUF, even if it does not require the obligation to launch a takeover bid;
  2. launch of a takeover bid on the Company shares pursuant to Articles 102 *et seq.* of the TUF;
- or
3. resolution of transactions that may result in the delisting of DiaSorin ordinary shares.

Under the 2021 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date.

The Board of Directors shall also have the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year, or to anyway allow the exercise of the Options

if this responds to the best execution of the 2021 Plan, in the interests of the Company and of the Beneficiaries.

## 5. Restrictions on the Transfer of Options

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Unless the Board of Directors resolves otherwise and except for the provisions applicable in the event of interruption of an employment relationship (including transfers due to death), Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

There are no restrictions on the transfer of Company ordinary shares acquired through the exercise of the Options.

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Dear Shareholders,

Based on the information provided above, we recommend that you adopt the following resolutions:

*“The Ordinary Shareholders’ Meeting of DiaSorin S.p.A., having reviewed and approved the Explanatory Report submitted by the Board of Directors,*

### **resolves to**

*(i) approve, pursuant to and for the purposes of Article 114-bis of Legislative Decree No. 58/1998, the establishment of a new stock option plan called “DiaSorin S.p.A. 2021 Stock Option Plan” with the characteristics (including implementation conditions and requirements) specified in the Explanatory Report of the Board of Directors and in the Information Memorandum prepared in accordance with article 84-bis of CONSOB regulations no. 11971/1999, as amended, (thereto attached under letter “A”), delegating to the Board of Directors the task of adopting the required regulations;*

*(ii) grant to the Board of Directors any and all powers that may be necessary or appropriate to implement the “DiaSorin S.p.A. 2021 Stock Option Plan,” including, the following non-exhaustive list being provided merely by way of example, all powers to designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin’s Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin’s Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2021 Plan concerning the abovementioned parties”.*

Saluggia, March 11, 2021

For the Board of Directors

The Chairman  
Gustavo Denegri

ANNEX “A”

DIASORIN S.P.A.

INFORMATION MEMORANDUM ABOUT A COMPENSATION PLAN BASED ON GRANTS OF STOCK OPTIONS, PREPARED IN ACCORDANCE WITH ARTICLE 84-*BIS* OF REGULATIONS NO. 11971 APPROVED BY THE CONSOB ON MAY 14, 1999, AS AMENDED, WHICH IS BEING SUBMITTED TO THE SHAREHOLDERS’ MEETING OF DIASORIN S.P.A. FOR APPROVAL

Saluggia, March 11, 2021

## DEFINITIONS

The following definitions apply to the corresponding terms, when used in this Information Memorandum.

<b>Beneficiary</b>	The Recipient of an Option grant;
<b>Board</b>	The Company's current Board of Directors or its representatives;
<b>Compensation and Nominating Committee</b>	The Company's Compensation and Nominating Committee, which provides, among others, consulting support and makes recommendations with regard to the implementation of the Plan, consistent with the guidelines of the Corporate Governance Code and the Compensation Policy adopted by the Company, as described in the report on compensation and fees paid pursuant to Article 123-ter of the TUF, available on the Company's website <a href="http://www.diasoringroup.com">www.diasoringroup.com</a> (Section Governance/Governance Documents);
<b>DIASORIN or the Company</b>	DIASORIN S.p.A., with registered office at Via Crescentino (no building number), Saluggia (VC), Italy;
<b>Exercise Notice</b>	The communication by which a Beneficiary exercises the awarded Options;
<b>Exercise price</b>	The consideration that a Beneficiary will be required to pay to exercise Options and buy Shares;
<b>Final Exercise Date</b>	The final deadline for exercising Options, as defined in the Plan Regulations and/or the Option Contract;
<b>Grant Date</b>	The date when the Board approves an Option grant to a Beneficiary;
<b>Group</b>	DIASORIN and its Subsidiaries;
<b>Information Memorandum</b>	This information memorandum, prepared in accordance with Article 84-bis of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations;
<b>Initial Exercise Date</b>	The date when Options become exercisable, as defined in the Plan Regulations and/or the Option Contract;
<b>Issuers' Regulations</b>	Consob Regulation No. 11971/1999, as amended;
<b>MTA</b>	Abbreviation from the Italian name (Mercato Telematico Azionario) of the Italian online securities market organized and operated by Borsa Italiana S.p.A.;
<b>Option</b>	The right granted to a recipient to buy Shares in

	accordance with the Plan's rules; each Option conveys the right to buy one Share;
<b>Option Contract</b>	The Contract by which the Company grants Options to a Beneficiary, duly signed by the latter for acceptance;
<b>Ordinary Shareholders' Meeting</b>	The Company's Ordinary Shareholders' Meeting convened for April 22, 2021, on the first calling, and April 23, 2021, on the second calling to vote (i) on a motion to adopt the Plan (3 <sup>rd</sup> item on the Agenda) and (ii) on a motion to authorize the Board of Directors to buy and dispose of treasury shares (4 <sup>th</sup> item on the Agenda);
<b>Plan</b>	The motion to adopt the "DIASORIN S.p.A. 2021 Stock Option Plan" approved by DIASORIN's Board of Directors on March 11, 2021, which will be submitted for approval to the Ordinary Shareholders' Meeting, pursuant to Article 114- <i>bis</i> of the TUF;
<b>Recipient</b>	A party who, on the Grant Date, has a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries);
<b>Relationship</b>	The employment relationship between a Recipient and the Company or a Subsidiary (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries);
<b>Shares</b>	The DIASORIN common shares, with a par value of 1 (one) euro each, subject of the Plan, reserved for Beneficiaries who exercise their Options;
<b>Subsidiaries</b>	Italian and foreign companies that are directly or indirectly controlled by the Company, pursuant to Article 93 of the TUF;
<b>TUF</b>	Legislative Decree No. 58/1998 (Testo Unico sulla Finanza), as amended

## **FOREWORD**

The subject of this Information Memorandum, prepared in accordance with Article 84-*bis* of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations, is the motion to adopt the "DIASORIN S.p.A. 2021 Stock Option Plan" approved by DIASORIN's Board of Directors on March 11, 2021, upon recommendation of the Compensation and Nominating Committee.

The abovementioned motion to adopt the "DIASORIN S.p.A. 2021 Stock Option Plan" will be submitted for approval to the Ordinary Shareholders' Meeting of the Company, convened for

April 22, 2021, on the first calling, and April 23, 2021, on the second calling (3<sup>rd</sup> item on the Agenda).

As of the date of this Information Memorandum, the motion to adopt the “DIASORIN S.p.A. 2021 Stock Option Plan” has not been approved by the Ordinary Shareholders’ Meeting yet.

Therefore:

(i) this Information Memorandum has been prepared based exclusively on the content of the motion to adopt the “DIASORIN S.p.A. 2021 Stock Option Plan” approved by the Company’s Board of Directors on March 11, 2021, upon recommendation of the Compensation and Nominating Committee;

(ii) any reference to the Plan (as above defined) contained in this Information Memorandum shall be understood as referring to the motion to adopt the “DIASORIN S.p.A. 2021 Stock Option Plan”.

If necessary, this Information Memorandum will be updated, within the deadline and in the manner required pursuant to current regulations, if the motion to adopt the “DIASORIN S.p.A. 2021 Stock Option Plan” is approved by the Ordinary Shareholders’ Meeting, consistent with resolutions adopted by the Ordinary Shareholders’ Meeting and the organizational entities responsible for implementing the Plan.

The Plan shall be considered of “major significance” pursuant to Article 114-*bis*, Section 3, of the TUF and Article 84-*bis* of the Issuers’ Regulations, as it is addressed to some Recipients belonging to the top management of DIASORIN.

## **1. PLAN’S RECIPIENTS**

### **1.1 Listing by name of the Plan’s Recipients who are not members of the Board of Directors or the Managing Board of the issuer of financial instruments, companies controlling the issuer and direct or indirect subsidiaries of the issuer.**

See Section 1.2 below.

### **1.2 Categories of employees or associates of the issuer of financial instruments, companies controlling the issuer and subsidiaries of the issuer.**

The Plan is addressed to parties who on the Grant Date have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries).

As of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting. Under the Plan, the Board of Directors will be responsible for designating the individual Beneficiaries. Consequently, a listing by name of Beneficiaries, within the Recipients category identified above, cannot be provided. It is possible that the Beneficiaries designated by the Board of Directors may also include parties serving as Directors of the Company or its subsidiaries.

### **1.3 Designation by name of Plan Beneficiaries belonging to the following groups:**

*a) general managers of the financial instrument issuer;*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

*b) other executives with strategic responsibilities of the financial instrument issuer not classed as “small”, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation assigned to the members of the board of directors or management board, and to the general managers of the financial instrument issuer;*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

*c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer;*

Not applicable, because there are no individuals controlling DIASORIN.

#### **1.4 Description and numerical listing, broken down by category, of the following:**

*a) executives with strategic responsibilities other than those specified under letter b) of paragraph 1.3;*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

*b) in the case of “small” companies, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all executives with strategic responsibilities of the financial instrument issuer;*

Not applicable.

*c) any other categories of employees or collaborators for which different characteristics are envisaged for the plan (e.g. executives, middle management, employees, etc.).*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

The Plan does not call for the use of different characteristics for special categories of Recipients nor does it provide criteria for setting different Exercise Prices for different Beneficiaries.

## **2. REASONS FOR ADOPTING THE PLAN**

### **2.1 Objectives pursued through the adoption of the Plan**

The reason for and the objectives of the Plan are creation of value for the shareholders and retention of key executives and high-potential employees of the Company and its Subsidiaries. The purpose of the Plan is to continue the policy of incentivizing and increasing the loyalty of key Group executives by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth. The Plan’s Beneficiaries will be key of DIASORIN and its subsidiaries, identified by the Board from time to time.

With reference to the incentivizing remuneration based on stock options plans, it should be also noted that the adoption of remuneration plans based on shares is consistent with the recommendations set forth in Article 6 of the Corporate Governance Code issued by Borsa Italiana S.p.A. and with the principles included in the “Compensation Policy” adopted by the Company, as described in the Report on compensation and fees paid, pursuant to Article 123-ter of the TUF, available on the Company’s website [www.diasoringroup.com](http://www.diasoringroup.com) (Section Governance/Governance Documents)

#### **2.1.1 Additional information**

Under the Plan, (i) Options may be awarded to Beneficiaries identified over a period of three years from the date when the Plan regulations are approved and (ii) Options are exercisable during the exercise periods defined in the Plan Regulations and/or the Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. This length of time was deemed to be the most suitable for achieving the Plan's incentivizing and employee loyalty objectives. Further information is provided in Section 4.2 below.

The Plan does not call for a predetermined ratio between the number of Options awarded to a single Beneficiary and the overall compensation received by that Beneficiary.

## **2.2 Key variables, including performance indicators used to determine grants under plans based on financial instruments**

Options are awarded to the Beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

### **2.2.1 Additional information**

Not applicable. Options are awarded to the Beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

## **2.3 Elements used to determine the amount of compensation based on financial instruments, or criteria for its computation**

The number of options awarded to each beneficiary is determined by the Board on each occasion, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

### **2.3.1 Additional information**

The number of options awarded to each Beneficiary shall be determined taking into accounts factors specified in Section 2.3 above.

## **2.4 If applicable, reasons for the decision to offer a compensation plan based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries, controlling companies or companies outside the issuer's group; if the abovementioned instruments are not traded on a regulated market, information about the criteria used to determine the value assigned to them**

Not applicable, because the Plan is based on grants of Options that convey the right to acquire through subscription Company Shares.

## **2.5 Considerations about significant tax and accounting effects that affected the design of the plans**

There were no significant tax and accounting effects that affected the design of the Plan.

## **2.6 If available, support of the plan by the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003**



The Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

### **3. APPROVAL PROCESS AND TIMING OF OPTION GRANTS**

#### **3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for plan implementation purposes**

On March 11, 2021 the Board of Directors, with the abstention of the directors concerned and upon recommendation of the Compensation and Nominating Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval of the Plan for the award to the beneficiaries of 300,000 Options valid to buy 300,000 Shares.

The Ordinary Shareholders' Meeting is called to resolve, in addition to the approval of the Plan, the granting to the Board of any and all powers that may be necessary or appropriate to implement the Plan, including, the following non-exhaustive list being provided merely by way of example, all powers to adopt the Plan regulations, designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, determine the Exercise Price of the Options and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan, as explained in Section 3.2 below.

#### **3.2 Designation of the parties responsible for managing the plan and their functions and competencies**

The responsibility to execute the Plan will be granted to the Board, which will be empowered by the Ordinary Shareholders' Meeting for the management and implementation of the Plan.

Under the Plan, the Board may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, acting jointly or severally. In such a case, all reference to the Board contained in the Plan shall be construed as referring to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DIASORIN's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the Plan concerning the abovementioned parties.

Consistent with the guidelines of the Corporate Governance Code and with the Compensation Policy adopted by the Company, the Compensation and Nominating Committee provides consulting support and makes recommendations with regard to the implementation of the Plan.

#### **3.3 Any existing procedures for the revision of plans, including those applicable in connection with changes in the basic objectives**

The Board will be granted with the powers to amend or modify the Plan regulations (once it has been approved), in the most appropriate manners, as it deems useful or necessary for a better achievement of the Objectives of the Plan, having regard for the interest of the Beneficiaries.

The right to exercise the Options is not tied to the achievement of specific performance targets and, therefore, there are no procedures for revising the Plan due to changes in the basic objectives. See Section 4.23 for additional information.

### **3.4 Description of the method used to determine the availability and grants of the financial instruments on which the plans are based**

The Plan calls for awarding to the Beneficiaries Options valid to buy Company treasury shares, on the basis of 1 Share for each Options exercised. The maximum number of Shares that may be allocated to the Beneficiaries to implement the Plan is 300,000 Shares.

To this end, on March 11, 2021 the Board agreed, among others, with the abstention of the directors concerned, to submit to the Ordinary Shareholders' meeting a motion authorizing it to purchase and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of the TUF and related implementation provisions.

The purpose of the request for the authorization to buy and dispose of treasury shares is to allow the Board to have access to treasury shares needed to implement the 2021 Plan; the authorization is being requested to purchase, in one or more instalments, up to 300.000 Company common shares with a par value of 1 (one) euro each, equal to 0.536% of the Company's share capital.

The Company shall make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the options were exercised.

### **3.5 Role played by each Director in determining the characteristics of the abovementioned plans; existence of any conflicts of interest affecting interested Directors**

The features of the Plan to be approved by the Ordinary Shareholders' Meeting within the meaning and for the purposes of art. 114-*bis* of the TUF, have been determined collectively by the Board, with the abstention of the directors concerned, upon recommendation of the Compensation and Nominating Committee, who met on March 2, 2021.

It should also be noted that the motion for the adoption of the Plan is in line with the compensation policy adopted by the Company.

### **3.6 For the purposes of complying with the requirements of Article 84-*bis*, Section 1, date of the decision adopted by the governance body authorized to recommend the approval of plans to the Shareholders' Meeting and any recommendations submitted to the abovementioned body by the Compensation Committee**

The Board, with the abstention of the directors concerned, approved the Plan on March 11, 2021, upon a recommendation of the Compensation and Nominating Committee.

### **3.7 For the purposes of complying with the requirements of Article 84-*bis*, Section 5, Letter a), date of the decision adopted by the governance body authorized to award grants of financial instruments and any recommendations submitted to the abovementioned body by the Compensation Committee**

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

### **3.8 Market price on the abovementioned dates of the financial instruments on which the plan is based, if traded on regulated markets**

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

### **3.9 In the case of plans based on financial instruments traded on regulated markets, when deciding the timing of grants of securities in implementation of a plan, on what basis and in which manner does the issuer take into account potential timing overlap of:**

**(i) the abovementioned grant or decisions made in this regard by the Compensation Committee, with**

**(ii) the dissemination of material information, pursuant to Article 17 of EU Regulation no. 596/2014; for example, when such information:**

**a. is not yet public and could have a positive impact on market prices; or**

**b. has already been published and could have a negative impact on market prices.**

The length of the time period chosen to compute the Exercise Price, as shown in Section 4.19 below, is sufficient to ensure that the grant is not significantly affected by the potential dissemination of material information, pursuant to Article 17 of EU Regulation no. 596/2014.

Under the Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date.

The Board of Directors shall also have the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year, or to anyway allow the exercise of the Options if this responds to the best execution of the Plan, in the interests of the Company and of the Beneficiaries.

## **4. CHARACTERISTICS OF THE AWARDED INSTRUMENTS**

### **4.1 Description of how compensation plans based on financial instruments are structured**

The Plan calls for the award, free of charge, of Options that can be used subsequently, on predetermined terms, to purchase Shares with settlement against physical delivery. Therefore, these are stock options.

Each awarded Option conveys the Beneficiary the right to purchase no. 1 (one) Share, with regular dividend, upon payment of the Exercise Price to the Company.

### **4.2 Indication of the plan's actual implementation period, with mention of any different cycles, if applicable**

The Plan calls for the award to the beneficiaries of 300,000 Options valid to buy 300,000 Shares.

Under the Plan, Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the Plan Regulations are approved. Options are exercisable during the exercise periods defined in the Plan Regulations and/or the individual Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. Therefore, Options will be exercisable during the period between the Initial Exercise Date and the Final Exercise Date, as stated in the individual Option Contract signed by the Company and the Beneficiary. In any case, options must be exercised by the Final Exercise Date.

The Plan calls for early exercise of the Options when specific events occur, including:

1. change of control, pursuant to Article 93 of the TUF, even if it does not require the obligation to launch a takeover bid;
2. launch of a takeover bid on the Company shares pursuant to Articles 102 *et seq.* of the TUF; or
3. resolution of transactions that may result in the delisting of DIASORIN ordinary shares.

#### **4.3 Duration of the plan**

See Section 4.2 above

#### **4.4 Maximum number of financial instruments, including options, awarded each fiscal year to individuals identified by name or to designated categories**

The Plan calls for the award to the beneficiaries of 300,000 Options valid to buy 300,000 Shares.

The Plan does not call for a maximum number of Options to be awarded in a fiscal year.

#### **4.5 Plan's implementation methods and clauses, specifying if the actual award of financial instruments is subject to the fulfilment of conditions precedent or the attainment of predetermined performance targets; description of these conditions and results**

Information about the Plan's implementation methods and clauses is provided in the different sections of this Information Memorandum. Specifically, as mentioned in Section 2.3 above, the number of Options awarded to each Beneficiary is determined by the Board, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The award of financial instruments is not subject to the achievement of performance targets.

#### **4.6 Indication of any availability restrictions on the awarded financial instruments or the financial instrument obtained through the exercise of options, specifically indicating the time periods during which the subsequent transfer to the company or a third party is allowed or forbidden**

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

Option will become null and void and may no longer be exercised if an attempt is made to transfer or negotiate them, including, by way of example, any attempt to transfer them by means of a contract or pursuant to law, the establishment of a pledge or other encumbrance, seizure or attachment affecting the Option.

There are no restrictions on the transfer of Company Shares acquired through the exercise of Options.

#### **4.7 Description of any cancellation conditions regarding the establishment of plans, if the recipients execute hedging transactions to bypass any prohibitions to sell awarded financial instruments, including options, or financial instruments obtained through the exercise of options**

Not applicable because there are no cancellation conditions if a Beneficiary executes hedging transactions to bypass any prohibitions to sell awarded Options.

However, please note the information provided in Section 4.6 above about instances of Options being voided if an attempt is made to transfer or negotiate them.

#### **4.8 Description of the effects resulting from the end of the employment relationship**

A Relationship with DIASORIN or a Subsidiary is an eligibility requirement for the Plan.

Specifically, under the Plan, if the Relationship is ended as a result of a bad leaver situation before the Options are exercised, all options awarded to the Beneficiary shall automatically lapse and shall become null and void, thereby releasing the Company from any obligation or liability.

Bad leaver refers to situations when the employment relationship is ended due to (i) firing of a Beneficiary for cause or (a) violation by the Beneficiary of the laws governing the Relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act; (ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation before the Options are exercised, the Beneficiary will retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to (i) firing without cause; (ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the Beneficiary and (v) loss of the status of subsidiary by the company employing the Beneficiary.

The Options cancelled for whatever reason will return in the Board's availability, which may re-award them within a period of three years from the approval date of the regulations of the Plan.

#### **4.9 Description of any other cause of plan cancellation**

Options shall become void and will be no longer exercisable if the restrictions described in Section 4.6 above are violated.

Moreover, if the Company does not receive the Exercise Notice within the deadline established by the Board and stated in the Option Contract, or if the full Exercise price owed by the beneficiary is not paid to the Company within the required deadline, the Beneficiary shall lose permanently the right to exercise the awarded Options and the affected Options will be deemed

to have been permanently cancelled, thereby releasing the Company and the Beneficiary from any existing obligations.

Aside from the situations described above, and without prejudice to the provisions explained in Section 3.3 above, there are no other causes of cancellation under the Plan.

**4.10 Reasons for a provision, if any, concerning the “redemption” by the company of the financial instruments subject of the plans, adopted pursuant to Articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption, specifying whether the redemption applies only to certain employee categories; effect of the end of the employment relationship on the redemption**

There is no provision giving the Company the right to redeem the Options object of the Plan and of the Shares deriving from their Exercise.

**4.11 Any loans or other subsidies that may be granted for the purchase of shares, pursuant to Article 2358, Section 8, of the Italian Civil Code**

No provision has been made to grant loans or other subsidies for the purchase of Shares, pursuant to Article 2358, Section 8, of the Italian Civil Code.

**4.12 Indication of the cost that the company expects to incur on the award date, as determinable based on predefined terms and conditions, in terms both of total amount and amount for each financial instrument in the plan**

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders’ Meeting has not yet approved the Plan.

**4.13 Description of any dilutive effects on the share capital caused by compensation plans**

Because no new shares will be issued under the Plan, the Plan will not have a dilutive effect on the Company’s share capital.

**4.14 Restrictions, if any, on the exercise of voting rights and the attribution of ownership rights**

The object of the Plan are stock options and there are no restrictions on the exercise of voting rights and the attribution of ownership rights inherent in the Shares deriving from the Exercise of the Options.

**4.15 If the shares are not traded on regulated markets, any useful information for an informed assessment of the value attributable to them**

Not applicable because the Shares are traded on the Mercato Telematico Azionario (MTA).

**4.16 Number of financial instruments underlying each option**

Each awarded Option, if exercised with the deadlines and in accordance with the conditions of the Plan, conveys the right to purchase one Share.

**4.17 Expiration of the options**

See Section 4.2 above.

**4.18 Exercise mode (American/European), timing (e.g., periods valid for exercising) and exercise clauses (e.g., knock-in and knock-out clauses)**

The Options will have a “European” exercise mode. See Section 4.2 above for the Option exercise periods.

**4.19 The price for the exercise of the option or method and criteria for its determination, with specific regards: a) to the formula for calculating the exercise price in relation to a given market price (the “fair market value”) (e.g. exercise price equal to 90%, 100% or 110% of market price) and b) to the method used to determine the market price taken as reference for the determination of the exercise price (e.g. last price of the day prior to assignment, day average, average of the last 30 days, etc.)**

The Exercise Price for each Option will be determined by the Board in an amount that shall not be less than the simple average of the official prices on the MTA during the period between the Option Grant Date and the same day of the previous calendar month.

**4.20 If the exercise price is different from the market price determined as explained in Section 4.19 above (fair market value), reasons for the difference**

Not applicable.

**4.21 Criteria for setting different exercise prices for different beneficiaries or different categories of beneficiaries**

Not applicable, because there are no criteria used to determine different Exercise Prices for different Beneficiaries.

**4.22 If the financial instruments underlying the options are not traded on regulated market, indication of the value attributable to the underlying instruments or criteria to determine their value**

Not applicable because the Shares are traded on the MTA.

**4.23 Criteria for the adjustments required as a result of extraordinary share capital transactions and other transactions causing a change in the number of the underlying instruments (capital increases, extraordinary dividends, reverse stock splits and stock splits, mergers and demergers, conversions into other classes of shares, etc.)**

The Board of Directors has the right to make any amendment or integration to the Plan as it deems useful or necessary for the best achievement of the objectives of the Plan, provided that they do not affect the Exercise of the Options granted to the Beneficiaries.

**4.24 Compensation plans based on financial instruments (table)**

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders’ Meeting has not yet approved the Plan.

## Explanatory Report concerning item No. 4 on the Agenda

**Authorization to buy and dispose of treasury shares, in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and applicable implementation provisions. Connected and related resolutions.**

Dear Shareholders,

You have been called to an Ordinary Shareholders' Meeting to review and approve a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or the "**Company**"), in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 (the "**Consolidated Law on Finance**") and applicable implementation provisions.

### **1. Reasons for requesting the authorization to buy and dispose of treasury shares.**

The request to authorize the purchase and disposition of treasury shares is being made for the purpose of providing the Board of Directors with the treasury shares needed to implement the Company's new stock option plan named "DiaSorin S.p.A. 2021 Stock Option Plan" (the "**2021 Plan**"), pursuant to which the plan's beneficiaries will be awarded grants of options valid to buy DiaSorin common shares that are already outstanding and are held by the Company as treasury shares.

In particular, the 2021 Plan is intended for executives and key employees of DiaSorin and its subsidiaries designated from time to time by the Board of Directors, calls for the award to the beneficiaries of 300.000 options valid to buy 300.000 DiaSorin common shares held by the Company as treasury shares. Additional information about the motion to establish the 2021 Plan, submitted for approval to the Company's Ordinary Shareholders' Meeting (convened for April 22, 2021, on the first calling, and April 23, 2021, on the second calling) as the 3<sup>rd</sup> item on the Meeting's Agenda is provided in the explanatory report prepared in accordance with Article 114-bis of the Consolidated Law on Finance and the Information Memorandum of the 2021 Plan prepared in accordance with Article 84-bis of the Issuers' Regulations, which have been made available to the public in the manner and by the deadline required pursuant to law.

Given the purpose of the motion to authorize the purchase and disposition of treasury shares related to the 2021 Plan beneficiaries, the transactions involving treasury shares are consistent with Article 5 of Regulation (EU) no. 596/2014 (the Market Abuse Regulation, hereinafter "**MAR**") and the procedures contemplated under Article 13 of MAR.

### **2. Maximum number, class and par value of the shares subject of the authorization.**

The authorization is being requested to purchase, in one or more instalments, no. 300.000 Company common shares, par value 1 (one) euros each, regular ranking for dividends, equal to 0.536% of the Company's share capital.

### **3. Useful information for an informed assessment of compliance with the relevant provision of Article 2357, Section 3, of the Italian Civil Code.**

As of the date of this Report, DiaSorin's share capital amounted to 55,948,257 euros (fully subscribed and paid-in), comprised of 55,948,257 common shares, par value 1 (one) euro each.

As of the date of this Report, the Company held No. 1.183.812 treasury shares, equal to 2.115% of the share capital. None of its subsidiaries held DiaSorin shares.

The authorization to buy treasury shares is being requested to purchase no. 300.000 common shares, equal to 0.536% of the Company's share capital. This percentage is below the ceiling of



one-fifth of the share capital set forth in Article 2357, Section 3, of the Italian Civil Code, it being understood that, pursuant to Article 2357, Section 1, of the Italian Civil Code, purchases of treasury shares shall be deemed to have been authorized for, and, therefore, held within, an amount that does not exceed the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, based on the consideration actually paid by the Company for the abovementioned purchases.

All of the accounting entries required pursuant to law and the applicable accounting principles shall be made in connection with the purchase and disposition of treasury shares.

#### **4. Length of time for which the authorization is being requested.**

The authorization to buy treasury shares is being requested for a period of 18 months, counting from the date of the corresponding resolution of the Shareholders' Meeting. The Board of Directors will proceed with the authorized transactions, in one or more instalments and at any time, with different manner and terms, in accordance with the applicable law and with a gradual approach deemed to be beneficial for the Company. The authorization to dispose of the treasury shares is being request without time limit.

#### **5. Consideration for purchases and disposal transactions**

##### **5.1. Minimum and maximum consideration for purchases of treasury shares**

The Board of Directors recommends that purchases of treasury shares be carried out consistent with conditions for trading set forth in Article 3 of Delegated Regulation (EU) no. 2016/1052 (the “**Regulation 1052**”) in implementation of MAR and, therefore, at a price that may not be greater than the price of the latest independent transaction or the price of the highest independent bid available on the trading market where the purchase is being executed, whichever is higher, it being understood that the consideration per share may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction.

##### **5.2. Consideration for disposals of treasury shares**

The DiaSorin common shares purchased pursuant to the authorization subject of this motion will be allocated to the beneficiaries who exercise the options awarded to them in accordance with the terms and conditions of the 2021 Plan, at a price that will be determined by the Board of Directors at the time of the option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the option grant date and the same day of the previous calendar month.

Should there be any remaining treasury shares when the 2021 Plan expires (or the Plan is fully utilized or become wholly or partly ineffective), these treasury shares may be destined for other purposes permitted by law, including their use to serve other Stock Option Plans adopted by the Company under the terms and conditions established by the Plans themselves, or may be disposed of through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, provided that any sale on the regulated market shall not have a price per share lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

#### **6. Methods applied to execute purchases.**

The Board of Directors recommends that purchases be executed in accordance with the Issuers' Regulations in implementation of Article 132 of the TUF, in compliance with conditions and

restrictions for trading set forth in Articles 3 and 4 of Regulation 1052 and with a gradual approach deemed to be beneficial for the Company.

Acts of disposition involving the treasury shares acquired in the manner described above will be executed through allotment of the shares to beneficiaries of the 2021 Plan, without prejudice to the provisions of Section 5.2 above in relation to any further methods of disposal of treasury shares held in portfolio.

Transactions executed to dispose of treasury shares shall always be carried out in accordance with current laws and regulations governing the execution of transactions involving listed securities, including the procedures contemplated by Consob under Article 13 of MAR, and may be carried out in one or more instalments, with a gradual approach deemed to be beneficial for the Company.

Pursuant to and for the purposes of Article 44-*bis*, Section 4, of the Issuers' Regulations, the treasury shares purchased by DiaSorin under this authorization to fulfill its obligations arising from the 2021 Plan approved pursuant to Article 114-*bis* of the Consolidated Law on Finance are not excluded from the Company's share capital as basis to determine the major shareholding for the purposes of the regulations about the mandatory public offers to buy, and namely for the purposes of Article 106, Sections 1, 1-*bis*, 1-*ter* and 3, letter b), of the Consolidated Law on Finance.

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Dear Shareholders,

Based on the information provided above, we recommend that you adopt the following resolutions:

*“The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having reviewed and approved the report of the Board of Directors,*

**resolves to**

*(A) authorize the transactions for the purchase and disposition of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and the applicable regulatory provisions, earmarked for the purpose of implementing the “DiaSorin S.p.A. 2021 Stock Option Plan” (the “2021 Plan”), as explained below, consistent with the methods, terms and conditions set forth in the Report of the Board of Directors, and, therefore, to:*

*1. authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more instalments over a period of 18 months counting from the date of the present resolution, of maximum no. 300.000 Company common shares for a consideration per share that may never be higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, without prejudice to the fact that the consideration may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction, consistent with conditions and restrictions for trading set forth in Articles 3 and 4 of Delegated Regulation (EU) no. 2016/1052; however, the maximum number of treasury shares held at any time in implementation of this resolution shall never exceed the ceiling set forth in the current applicable regulations, counting also any Company shares from time to time held by the Company and by its subsidiaries;*

*2. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board's behalf, acting either jointly or severally, to proceed with purchases of the shares for the purposes and on the terms set forth above, as gradually as it may be appropriate in the Company's interest, and in the manner required by Consob Regulation No. 11971/1999 (as amended), in accordance with Article 132 of TUF and in compliance with conditions and*

*restrictions for trading set forth in Articles 3 and 4 of Delegated Regulation (EU) no. 2016/1052, granting them the broadest powers for the execution of transactions subject of this resolution and any other related formality, including retaining the services of intermediaries qualified pursuant to law, with the option of appointing special representatives;*

*3. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board's behalf, acting either jointly or severally and through representatives, so that, pursuant to and for the purpose of Article 2537-ter of the Italian Civil Code, to dispose of the treasury shares purchased in accordance with this resolution at any time, in whole or in part, in one or more instalments, without time limits, even before completing the planned purchases, as follows: (i) through allocation to the Beneficiaries of the 2021 Plan, in accordance with the terms and conditions of the same 2021 Plan; (ii) residually, should there be any remaining treasury shares when the 2021 Plan expires (or the 2021 Plan is fully utilized or becomes wholly or partly ineffective), through destination for other purposes permitted by law, including their use to serve other Stock Option Plans adopted by the Company under the terms and conditions established by the Plans themselves or through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, provided that any sale on the regulated market shall not have a price per share lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction; transactions involving the disposal of treasury shares held by the Company shall always be executed in accordance with the laws and regulations in force governing the trading in listed securities, including the procedures contemplated under Article 13 of MAR. Transactions may be carried out in one or more instalments, as gradually as it may be deemed appropriate in the Company's interest;*

*(B) order that, pursuant to law, the purchases subject of this authorization be contained within the limit corresponding to the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, and that all of the accounting entries required pursuant to law and the applicable accounting principles be made in connection with the purchase and disposition of treasury shares.”*

Saluggia, March 11, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*

## Extraordinary Part

### Explanatory Report concerning item No. 1 on the Agenda

**Proposal to amend the following articles of the Bylaws: Article 3 (Purpose); Article 8 (Shareholders' Meeting); Article 9-bis (Increased voting right); Article 11 (Board of Directors); Article 18 (Board of Statutory Auditors). Related and required resolutions.**

Dear Shareholders,

the Board of Directors of DiaSorin S.p.A (“**DiaSorin**” or the “**Company**”) has convened you in an extraordinary Shareholders’ Meeting to discuss and resolve on the amendments to the company Bylaws currently in force.

The Explanatory Report of the Company's Board of Directors (the “**Report**”), drawn up pursuant to article 125-ter of Legislative Decree 58/1998 (“**TUF**”) and article 72 of Consob Regulation no. 11971/1999 (“**Issuers’ Regulations**”) in accordance with Annex 3A, scheme 3, of said Issuers' Regulations, aims to present shareholders with the proposed amendments to the Bylaws and the related reasons for such, offering by way of comparison, the current text of articles 3,8,9- bis and, in the adjacent column, the proposed amendments to be made.

#### **1. Proposed amendments to the Bylaws**

The Board of Directors proposes to amend the current text of articles 3 (Purpose), 8 (Shareholders' Meeting), 9-bis (Increased voting right), 11 (Board of Directors) and 18 (Board of Statutory Auditors).

The proposed amendments aim, on the one hand, to adjust the Bylaws in accordance with the legal and regulatory provisions in force from time to time on gender balance in relation to the composition of the Board of Directors and Board of Statutory Auditors and to make it consistent with Consob guidelines on the increased voting right and, on the other hand, to make the Bylaws more functional for the Company's and the Group's current organizational requirements and simplify the procedure for convening the Shareholders' Meeting.

With reference to the amendments to articles 11 and 18 in relation to the regulatory provisions on gender quotas in the Board of Directors and Board of Statutory Auditors of listed companies, it should be noted the entry into force, on 1 January 2020, of the provisions of Law no. 160 of 27 December 2019 (“2020 Budget Law”), which amended articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the TUF on gender balance in the boards of listed companies. With regard to the composition of corporate bodies, before the 2020 Budget Law listed companies had to comply with a gender composition criterion according to which the less represented gender accounted for at least one fifth of the members of the Board of Directors and Board of Statutory Auditors for the first term of office, and a third for the following two terms of office. The 2020 Budget Law provided for a different quota reserved for the less represented gender, equal to “at least two-fifths”, and also established that this criterion applies for “six consecutive terms” with effect “from the first renewal of the Board of Directors and Board of Statutory Auditors of companied listed on regulated markets following the date of entry into force of this Law”, which occurred on 1 January 2020.

According to Article 144-undecies.1 of the Issuers' Regulations, if the application of the gender distribution criterion does not result in a whole number of members of the Board of Directors and Board of Statutory Auditors belonging to the less represented gender, this number is rounded up to the next higher unit, with the exception of the corporate bodies made up of three members whose number is rounded down.

#### **1.1. Amendment to Article 3 of DiaSorin’s Bylaws**

It is proposed to amend Article 3 of the Bylaws relating to the corporate purpose, specifying that the exercise of the activities envisaged by the current corporate purpose may occur either directly or indirectly

through the company's subsidiaries. The amendment does not entail a change in DiaSorin's corporate purpose in terms of business, product and service sector in which the Company currently operates but it explicitly clarifies the possibility that the Company carries out the activities aimed at achieving the corporate purpose also indirectly through its subsidiaries, as is already the case with the activities carried out through foreign subsidiaries.

The proposed amendment is intended to explain the statutory clause relating to the corporate purpose and to improve the organization of the Group structure.

### **1.2. Amendment to Article 8 of DiaSorin's Bylaws**

It is proposed to amend article 8 of the Bylaws relating to the Shareholders' Meeting, providing that the ordinary and extraordinary shareholders' meeting are convened in a single call, it being understood that if the Board of Directors deems it appropriate, the notice convening either the ordinary or the extraordinary Shareholders' Meeting may also indicate the day of the second or third call.

The proposed amendment is intended to make the Bylaws provision consistent with Article 2369 of the Civil code and facilitate the proceedings of the Shareholders' Meeting in a single call.

### **1.3. Amendment to Article 9-bis of DiaSorin's Bylaws**

It is proposed to amend article 9-bis of the Bylaws relating to increased voting right at the Shareholders' Meeting.

The amendment provides that the increased voting right will be automatic upon the occurrence of the conditions provided for in the Bylaws (after twenty-four months of uninterrupted ownership of the shares), without the statement concerning the permanence of the registration in the appropriate register by the intermediary with which the shares are registered must be requested by the holder of the shares for recognition of the right. The increased voting right will be effective as from the first date between : (i) the fifth trading day of the calendar month following the month in which the conditions required by the Bylaws for the increased voting right are met; or (ii) the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (*record date*) for the participation at a Shareholders' Meeting following the date in which the conditions required by the Bylaws for the increased voting right are met.

The amendment is intended to make the provisions relating to the increased voting right consistent with Consob guideline no. 0214548 of 18 April 2019.

### **1.4. Amendment to Article 11 of DiaSorin's Bylaws**

It is proposed to amend Article 11 of the Bylaws relating to the percentages that legitimize the submission of the slates and the composition of the slates in order to comply with the regulations concerning gender balance in the Board of Directors and Board of Statutory Auditors of listed companies.

The first amendment provides that slates of candidates may be filed only by shareholders who, alone or jointly with others, represent a percentage of the share capital subscribed at the time the slates are submitted, that is at least equal to the percentage established and published by Consob pursuant to the Issuers' Regulations. Such percentage will be communicated in the notice convening the Shareholders' Meeting. Previously, the fixed percentage of the share capital was 2.5%. The proposed amendment is intended to make the statutory provision consistent with the relevant Consob provisions.

The second amendment provides that slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders, according to the provisions of the notice convening the Shareholders' Meeting, in order to comply with the provisions in force from time to time on gender balance within the Board of Directors. The proposed amendment is intended to amend the Bylaws according to the recent regulatory changes on gender balance within the Board of Directors and Board of Statutory Auditors of listed companies and to ensure that the Bylaws are always consistent with the regulatory provisions from time to time in force.

### **1.5. Amendment to Article 18 of DiaSorin's Bylaws**

It is proposed to amend Article 18 of the Bylaws relating to the percentages that legitimize the submission and the composition of the slates in order to comply with the regulations concerning gender balance in the Board of Directors and Board of Statutory Auditors of listed companies.

The first amendment provides that slates of candidates may be filed only by shareholders who, alone or jointly with others, represent a percentage of the share capital subscribed at the time the slates are submitted, that is at least equal to the percentage established by the Bylaws to submit the slates for the appointment of the members of the Board of Directors. Previously, the fixed percentage of the share capital was 2.5%. The proposed amendment is intended to make the statutory provision consistent with the relevant Consob provisions.

The second amendment provides that the slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders so that the first two candidates for the post of Statutory Auditor and the first two candidates for the post of Alternates belong to different genders, in compliance with the regulations on gender balance within the Board of Statutory Auditors. The proposed amendment is intended to amend the Bylaws according to the recent regulatory changes on gender balance within the Board of Directors and Board of Statutory Auditors of listed companies.

## 2. Comparative text of the amendments to the Bylaws

Current text	Proposed amendments
<p style="text-align: center;"><b>Article 3 - Purpose</b></p> <p>The corporate purpose of the Company is to exercise, in Italy and abroad, the following activities:</p> <ul style="list-style-type: none"> <li>- manufacturing, production and trade of diagnostic and pharmaceutical products, radioisotopes and chemicals, but excluding the retail sale of pharmaceutical products;</li> <li>- production, marketing, study, research and testing of devices and any other products in any way related to or otherwise relevant to the biomedical field and related businesses;</li> <li>- design, construction, trade and research related to facilities and technologies in the abovementioned areas of activity.</li> </ul> <p style="text-align: center;">[omissis]</p>	<p style="text-align: center;"><b>Article 3 - Purpose</b></p> <p>The corporate purpose of the Company is to exercise, in Italy and abroad, <u>directly or indirectly through its subsidiaries</u>, the following activities:</p> <ul style="list-style-type: none"> <li>- manufacturing, production and trade of diagnostic and pharmaceutical products, radioisotopes and chemicals, but excluding the retail sale of pharmaceutical products;</li> <li>- production, marketing, study, research and testing of devices and any other products in any way related to or otherwise relevant to the biomedical field and related businesses;</li> <li>- design, construction, trade and research related to facilities and technologies in the abovementioned areas of activity.</li> </ul> <p style="text-align: center;">[omissis]</p>
<p style="text-align: center;"><b>Article 8 - Shareholders' Meeting</b></p> <p style="text-align: center;">[omissis]</p> <p>The Shareholders Meeting is convened by means of a notice containing the information required by current regulation and published within the deadline required pursuant to law:</p> <ul style="list-style-type: none"> <li>- on the Company website;</li> <li>- when required pursuant to a binding provision or a decision of the Board of Directors, in condensed form in a national newspaper;</li> <li>- by any other means required by the applicable laws and regulations currently in force.</li> </ul>	<p style="text-align: center;"><b>Article 8 - Shareholders' Meeting</b></p> <p style="text-align: center;">[omissis]</p> <p><u>Both ordinary and extraordinary</u> Shareholders Meeting is convened <u>in a single call</u> by means of a notice containing the information required by current regulation and published within the deadline required pursuant to law:</p> <ul style="list-style-type: none"> <li>- on the Company website;</li> <li>- when required pursuant to a binding provision or a decision of the Board of Directors, in condensed form in a national newspaper;</li> <li>- by any other means required by the applicable laws and regulations currently in force.</li> </ul>

<p>The notice convening the Meeting may indicate the date of the second call and, in case of Extraordinary Meetings, the date of the third call.</p>	<p><u>The Board of Directors, if it deems it appropriate, may indicate in the notice convening the Meeting, <del>may indicate</del> the date of the second call and, in case of Extraordinary Meetings, the date of the third call.</u></p>
<p style="text-align: center;"><b>Article 9-bis - Increased voting right</b></p> <p>If the conditions and requirements of the current laws, regulations and the Bylaws herewith are met, the holder of ordinary shares shall have two votes for each share, in relation to shares held continuously for at least twenty-four months and from the date specified in the next paragraph.</p> <p>Increased voting shall apply after registration in the list referred to in Article 9-quater of the Bylaws (the “<u>Special List</u>”):</p> <p>a) after twenty-four months of uninterrupted ownership from registration in the Special List (the “<u>Period</u>”) also attested by communication of the Intermediary who keeps account of the shares according to the regulation in force (the “<u>Intermediary</u>”), upon request of the shareholder in accordance with Article 23-bis, paragraph 3, of the Joint Regulation adopted by Consob and Bank of Italy providing the rules governing central depositories, settlement services, guarantee systems and related management companies with provision of 22 February 2008 (“<u>Joint Regulation</u>”), and thus with the continued registration for said period;</p> <p>b) following the shareholder’s request applying for the registration in the Special List, the shareholder shall make a request for all or part of the shares held to the Intermediary, by means of the relevant form on the Company’s website; the Intermediary submits the request form to the Company accompanied by a specific communication as established pursuant to Article 23-bis, paragraph 1 and 2, of the Joint Regulation certifying share ownership and containing the clause “until revocation” and the information pursuant to Article 21, paragraph 2, of the Joint Regulation, by means of certified email; in the case of subjects other than natural persons the request form submitted to the Intermediary, who submits the application to the Company, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company pursuant to Article 93 of Legislative Decree 58/1998; the Company, after verifying requirements of the current laws and Bylaws herewith are met, ensures the prompt registration in the Special List and in any case within</p>	<p style="text-align: center;"><b>Article 9-bis - Increased voting right</b></p> <p>If the conditions and requirements of the current laws, regulations and the Bylaws herewith are met, the holder of ordinary shares shall have two votes for each share, in relation to shares held continuously for at least twenty-four months and from the date specified in the next paragraph.</p> <p>Increased voting shall apply after registration in the list referred to in Article 9-quater of the Bylaws (the “<u>Special List</u>”):</p> <p>a) <u>on each share</u> after twenty-four months of uninterrupted ownership <u>(the "Period")</u>, <u>by virtue of a right in rem which entitles to the exercise of the voting right attested</u> by the registration in the Special List <del>–(the "Period")– attested and</del> by the relevant communication issued by the Intermediary who keeps account of the shares according to the regulation in force (the “<u>Intermediary</u>”) <del>–upon request of the shareholder in accordance with Article 23-bis, paragraph 3, of the Joint Regulation adopted by Consob and Bank of Italy providing the rules governing central depositories, settlement services, guarantee systems and related management companies with provision of 22 February 2008 (the "Joint Regulation"), and thus with the continued registration for said Period ;</del></p> <p>b) following the shareholder’s request applying for the registration in the Special List, the shareholder shall make a request to the Intermediary for all or part of the shares held, by means of the relevant form on the Company’s website; the Intermediary submits the request form to the Company accompanied by a specific communication, pursuant to Article <del>23-bis</del><u>44</u>, paragraph 1 and 2, of the <u>Single Measure on post-trading issued by Consob and Bank of Italy of 13 August 2018, governing central depositories and centralized management services (the "Joint Regulation")</u> certifying share ownership and containing the clause “until revocation” and the information pursuant to Article <del>21</del><u>41</u>, paragraph 2, of the Joint Regulation, by means of certified email; in the case of subjects other than natural persons the request form submitted to the Intermediary, who files the application to the Company, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company, pursuant to Article 93 of Legislative Decree 58/1998;the Company, after verifying requirements of the current laws and Bylaws herewith are met,</p>



<p>the terms required under Article 9-quater, reporting back to the shareholder on said registration;</p> <p>c) with effect starting from the fifth trading day of the calendar month following the conclusion of the Period, as long as the communication of the intermediary as referred to in letter a) is received by the Company within the third trading day of the calendar month following the conclusion of the Period, except for the provision of the following paragraph 3 of this report. It being understood that, should the communication of the intermediary as referred to in letter a) not be received by the Company within the above time-limit, increased voting right shall become effective from the fifth trading day of the calendar month following the month in which the above communication is received by the Company.</p> <p>In order to attend the Shareholders Meeting, the increased voting right following the conclusion of the Period, shall have effect at the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date), provided that within this date the Company has received the Intermediary's communication as referred to in second paragraph, letter a) of this report;</p> <p>In cases as referred to in second paragraph, letter c), and third paragraph above, the shareholder shall submit a request to the Intermediary for the assignment of increased voting right for the shares it holds and for which entitlement has been accrued pursuant to law and to the bylaws by means of a specific form to be supplied by the Intermediary who will also issue the communication as referred to in second paragraph, letter a) of this report; the Intermediary shall transmit the request to the Company together with the aforementioned communication by means of certified email.</p> <p>The increased voting right, if already accrued or - if not yet accrued - the period of ownership required to accrue the increased voting right, shall be maintained upon communication from the intermediary to the Company pursuant to article 23-bis, paragraph 8, of the Joint Regulations:</p>	<p>ensures the prompt registration in the Special List and in any case within the terms required under Article 9-quater, reporting back to the shareholder on said registration;</p> <p>c) with effect as from <u>the first date between : (i) the fifth trading day of the calendar month following the month in which <u>the conditions required by the Bylaws for the increased voting right are met</u>; or (ii) <u>the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date) for the participation at a Shareholders' Meeting following the date in which the conditions required by the Bylaws for increased voting right are met.</u></u> following the conclusion of the Period, as long as the communication of the intermediary as referred to in letter a) is received by the Company within the third trading day of the calendar month following the conclusion of the Period, except for the provision of the following paragraph 3 of this report. It being understood that, should the communication of the intermediary as referred to in letter a) not be received by the Company within the above time limit, increased voting right shall become effective from the fifth trading day of the calendar month following the month in which the above communication is received by the Company.</p> <p><del>In order to attend the Shareholders Meeting, the increased voting right following the conclusion of the Period, shall have effect at the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date), provided that within this date the Company has received the Intermediary's communication as referred to in second paragraph, letter a) of this report;</del></p> <p><del>In cases as referred to in second paragraph, letter c), and third paragraph above, the shareholder shall submit a request to the Intermediary for the assignment of increased voting right for the shares it holds and for which entitlement has been accrued pursuant to law and to the bylaws by means of a specific form to be supplied by the Intermediary who will also issue the communication as referred to in second paragraph, letter a) of this report; the Intermediary shall transmit the request to the Company together with the aforementioned communication by means of certified email.</del></p> <p>The increased voting right, if already accrued or, - if not yet accrued-, the period of ownership required to accrue the increase voting right, shall be maintained upon communication from the Intermediary to the Company, pursuant to article <del>23-bis</del>44, paragraph 8, of the Joint Regulation:</p>
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<p>a) in the event of succession on death in favor of the heir and/or legatee;</p> <p>b) in the event of merger or demerger of the holder of the shares in favor of the company resulting from the merger or the beneficiary of the demerger. The increased voting right shall also apply, upon communication from the Intermediary to the company pursuant to article 23, paragraph 4, of the Joint Regulations, to the ordinary shares (the “<u>New Shares</u>”): (i) assigned in the event of free share capital increase under article 2442 of the Civil Code payable to the holder in relation to the shares for which the increased voting right has already accrued (the “<u>Original Shares</u>”); and (ii) subscribed by the holder of the Original Shares in the exercise of the option right applicable in respect of said shares. The increased voting right shall also apply to the New Shares payable in exchange for the Original Shares in the event of a merger or demerger, as long as the merger or demerger provides for it and in the terms described therein.</p> <p style="text-align: center;">[omissis]</p> <p>The increased voting right shall cease to apply in case of the holder’s waiver, in whole or in part, of the voting increase, through a withdrawal communication (total or partial) of the registration in the Special List carried out by the Intermediary upon the shareholder’s request, pursuant to Article 23, paragraph 6, of the Joint Regulation; said communication shall reach the Company by the third trading day of the calendar month following the month in which the shareholder has made use of the waiver option and by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (<i>record date</i>). The waiver is, in any case, irrevocable and the increased voting right can be acquired again through a new registration in the Special List and the full lapse of the Period.</p> <p style="text-align: center;">[omissis]</p>	<p>a) in the event of succession on death in favor of the heir and/or legatee;</p> <p>b) in the event of merger or demerger of the holder of the shares in favor of the company resulting from the merger or the beneficiary of the demerger. The increased voting right shall also apply, upon communication from the Intermediary to the company pursuant to article <del>23</del><u>bis44</u>, paragraph 4, of the Joint Regulation, to the ordinary shares (the “<u>New Shares</u>”): (i) assigned in the event of free share capital increase under article 2442 of the Civil Code payable to the holder in relation to the shares for which the increased voting right has already accrued (the “<u>Original Shares</u>”); and (ii) subscribed by the holder of the Original Shares in the exercise of the option right applicable in respect of said shares. The increased voting right shall also apply to the New Shares payable in exchange for the Original Shares in the event of a merger or demerger, as long as the merger or demerger provides for it and in the terms described therein.</p> <p style="text-align: center;">[omissis]</p> <p>The increased voting right shall cease to apply in case of the holder’s waiver, in whole or in part, of the voting increase, through a withdrawal communication (total or partial) of the registration in the Special List carried out by the Intermediary upon the shareholder’s request, pursuant to Article <del>23</del><u>bis44</u>, paragraph 6, of the Joint Regulation; said communication shall reach the Company by the third trading day of the calendar month following the month in which the shareholder has made use of the waiver option and by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (<i>record date</i>). The waiver is, in any case, irrevocable and the increased voting right can be acquired again through a new registration in the Special List and the full lapse of the Period.</p> <p style="text-align: center;">[omissis]</p>
<p style="text-align: center;"><b>Article 11 - Board of Directors</b></p> <p style="text-align: center;">[omissis]</p> <p>Slates of candidates may be filed only by shareholders who, on their own or jointly with others, collectively own shares representing at least 2.5% (two point five percent) of share capital conveying the right to vote at Ordinary Shareholders’ Meetings, or any lesser percentage that may apply pursuant to relevant provisions of laws or regulations.</p>	<p style="text-align: center;"><b>Article 11 - Board of Directors</b></p> <p style="text-align: center;">[omissis]</p> <p>Slates of candidates may be filed only by shareholders who, on their own or jointly with others, collectively own shares representing at least <del>the percentage 2.5% (two point five percent)</del> of share capital, <u>subscribed at the date the slate is filed, which is laid down and published by Consob under the Regulations adopted by virtue of Resolution 11971 of 14 May 1999, as subsequently amended and</u></p>

<p style="text-align: center;">[omissis]</p> <p>Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders so that the least represented gender is awarded at least one-fifth of the seats (for the first term of office starting after August 12, 2012) and at least one-third (rounded up) of the seats for the next terms of office.</p> <p style="text-align: center;">[omissis]</p>	<p><u>supplemented, which will be communicated from time to time in the notice convening the Shareholders' Meeting called to appoint the Board of Directors</u> <del>conveying the right to vote at Ordinary Shareholders' Meetings, or any lesser percentage that may apply pursuant to relevant provisions of laws or regulations.</del></p> <p style="text-align: center;">[omissis]</p> <p>Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders, <u>as indicated in the notice convening the Shareholders' Meeting in accordance with the provisions currently in force on gender balance.</u> <del>so that the least represented gender is awarded at least one fifth of the seats (for the first term of office starting after August 12, 2012) and at least one third (rounded up) of the seats for the next terms of office.</del></p> <p style="text-align: center;">[omissis]</p>
<p style="text-align: center;"><b>Article 18 - Board of Statutory Auditors</b></p> <p style="text-align: center;">[omissis]</p> <p>Shareholders representing at least 2.5% (two point five percent) of the share capital with voting rights, or any other percentage that may apply pursuant to provisions of law or of regulations , may submit serially numbered slates of candidates. The slates must be deposited at the Company's registered office at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting, upon penalty of becoming invalid, without prejudice to any additional disclosure and filing requirements that may be set forth in relevant laws and regulations, including temporary provisions.</p> <p style="text-align: center;">[omissis]</p> <p>Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders so that the least represented gender is awarded at least one-fifth of the seats (for the first term of office starting after August 12, 2012) and at least one-third (rounded up) of the candidates running for being elected as Statutory Auditors and at least one-fifth for the first term of office starting after August 12, 2012) and at least one-third (rounded up) of the candidates running for being elected as Alternate.</p>	<p style="text-align: center;"><b>Article 18 - Board of Statutory Auditors</b></p> <p style="text-align: center;">[omissis]</p> <p>Shareholders representing at least <u>the percentage 2.5% (two point five percent)</u> of the share capital <u>required by the Bylaws for the submission of slates concerning the appointment of the members of the Board of Directors</u> <del>that convey the right to vote or any other percentage that may apply pursuant to provisions of laws or of regulations,</del> may submit serially numbered slates of candidates. The slates must be deposited at the Company's registered office at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting, upon penalty of becoming invalid, without prejudice to any additional disclosure and filing requirements that may be set forth in relevant laws and regulations, including temporary provisions.</p> <p style="text-align: center;">[omissis]</p> <p>Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders so that <u>the first two candidates for the post of Statutory Auditor and the first two candidates for the post of Alternates belong to different genders</u> <del>the least represented gender is awarded at least one fifth of the seats (for the first term of office starting after August 12, 2012) and at least one third (rounded up) of the candidates running for being elected as Statutory Auditors and at least one fifth for the first term of office starting after August 12, 2012) and at least one third</del></p>

[omissis]	<del>(rounded up) of the candidates running for being elected as Alternate.</del> [omissis]
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### 3. Assessment on the application of the right of withdrawal

The aforementioned proposed amendments to the Bylaws do not give rise to the right of withdrawal, as provided for by article 2437 of the Italian Civil Code, for shareholders who did not concur to the approval of the resolutions covered by this Explanatory Report.

With particular reference to the amendment to article 3 relating to the corporate purpose, the proposed amendment does not integrate the circumstances provided for under article 2437, first paragraph, lett. a), of the Civil code, as said amendment does not entail a change in DiaSorin's corporate purpose, understood as business sector (products and services) in which the Company currently operates, but it simply specifies that the Company can exercise its activities in the same business sector indirectly, through its subsidiaries, as is already the case with foreign subsidiaries; therefore, this amendment does not entail a significant change in the Company's business.

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Dear Shareholders,

in light of the above, if you are in agreement with the amendments illustrated above, we invite you to assume the following resolutions:

*“The Extraordinary Shareholders’ Meeting of DiaSorin S.p.A., having examined the Explanatory Report, having examined the text of the Bylaws previously in force and having examined the amendments to the articles 3, 8, 9-bis, 11 and 18 of the Bylaws as illustrated in the Report,*

**resolves to**

1. *amend article 3 of the Bylaws of DiaSorin S.p.A relating to the corporate purpose, by applying any amendments and additions to the text of the aforementioned article, as shown in the comparison table of the Board of Directors’ explanatory report.*
2. *amend article 8 of the Bylaws of DiaSorin S.p.A relating to the ordinary and extraordinary Shareholders’ Meeting, by applying any amendments and additions to the text of the aforementioned article, as shown in the comparison table of the Board of Directors’ explanatory report.*
3. *amend article 9-bis of the Bylaws of DiaSorin S.p.A relating to the increased voting right, by applying any amendments and additions to the text of the aforementioned article, as shown in the comparison table of the Board of Directors’ explanatory report.*
4. *amend article 11 of the Bylaws of DiaSorin S.p.A relating to the percentage of share capital legitimizing shareholders to the submission of the slates for the appointment of the Board of Directors and to the composition of the slates in order to comply with the regulations concerning gender balance, by applying any amendments and additions to the text of the aforementioned article, as shown in the comparison table of the Board of Directors’ explanatory report.*
5. *amend article 18 of the Bylaws of DiaSorin S.p.A relating to the percentage of share capital legitimizing shareholders to the submission of the slates for the appointment of the Board of Statutory Auditors and to the composition of the slates in order to comply with the regulations concerning gender balance, by applying any amendments and additions to the text of the*

*aforementioned article, as shown in the comparison table of the Board of Directors' explanatory report.*

6. *grant the Board of Directors and on its behalf the Chairman and the Chief Executive Officer, acting separately and with the power to further delegate, the fullest powers, without exception, as necessary or appropriate to execute the foregoing resolutions, and apply any amendments, additions or eliminations of a non-substantial nature that should be necessary to the resolutions of the Shareholders Meeting, upon request of all competent authorities or upon registration with the Companies' Register, in representation of the Company”.*

Saluggia, March 11, 2021

For the Board of Directors

The Chairman  
*Gustavo Denegri*