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Regolamentata

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Oggetto : PROPOSAL TO ENHANCE THE INCREASED  
VOTING RIGHTS MECHANISM TO SUPPORT  
THE COMPANY'S GROWTH STRATEGY,  
ALSO BY EXTERNAL LINES, AND REWARD  
A SHAREHOLDER BASE WITH A LONG-  
TERM INVESTMENT HORIZON

*Testo del comunicato*

See attachment.

## **PROPOSAL TO ENHANCE THE INCREASED VOTING RIGHTS MECHANISM TO SUPPORT THE COMPANY'S GROWTH STRATEGY, ALSO BY EXTERNAL LINES, AND REWARD A SHAREHOLDER BASE WITH A LONG-TERM INVESTMENT HORIZON**

**Saluggia, Italy – 27 January 2025** –The Board of Directors of Diasorin S.p.A. (FTSE MIB: DIA) ("**Diasorin**" or the "**Company**"), during a meeting held today, in the light of the approval of Law n. 21 dated 5 March 2024 (the so-called "**Legge Capitali**"), containing a series of measures aimed to enhance the competitiveness of businesses and the capital markets, approved: (i) to propose to the Extraordinary Shareholders Meeting of the Company the amendment of the By-Laws (art. 9-bis and 9-ter) in order to allow the enhancement of the increased voting rights mechanism in line with the new legal provisions; and (ii) to convene the Extraordinary Shareholders' Meeting on 28 February 2025 to submit the aforementioned statutory amendments to the approval of shareholders.

From a strategic point of view, through the introduction of an increased voting rights mechanism, enhanced compared to the one already adopted, Diasorin intends to encourage a capital structure capable of supporting the Company's path of further global growth in the long-term, in a highly competitive market, characterized by continuous technological innovation.

In this way, in fact, the Company could pursue possible further relevant growth opportunities, also by external lines, such as, for instance, acquisitions or strategic alliances, if any, to be realised through the issuance of new shares or share exchanges with third parties, as well as more effectively foster a solid shareholder base with a long-term investment horizon.

### **TIMETABLE FOR IMPLEMENTATION OF THE AMENDMENTS TO THE BY-LAWS**

**27 January 2025:** announcement of the approval of the amendments to the By-Laws by the Board of Directors

**28 January 2025** publication of the notice of call of the Extraordinary Shareholders' Meeting

**28 February 2025:** Extraordinary Shareholders' Meeting to approve the amendments to the By-Laws

If approved, the amendments to the By-Laws will become effective as of the date of registration of the resolution approving the amendment proposal with the Companies' Register of Vercelli. However, such amendments will cease to have effect in the event of fulfilment of the conditions subsequent detailed below, verification of which (and possible waiver) is expected to take place within the month of May 2025.

Further information on the procedure regarding the implementation of the amendments to the By-Laws will be made available by the Company through additional press releases in accordance with the applicable provisions of law. All additional documents required by applicable laws and regulations (including the explanatory report prepared by the Board of Directors and the new text of the By-Laws) will be made available to the public within the terms provided by law.

## THE PROPOSED AMENDMENTS

The Board of Directors resolved to submit to the Extraordinary Shareholders' Meeting the enhancement of the increased voting rights mechanism pursuant to Article 127-*quinquies* TUF as replaced by Article 14, paragraph 2, of the Legge Capitali.

The Legge Capitali modified the regulations concerning the increased voting rights mechanism, allowing the amendment of the By-Laws (*i.e.*, by amending the increased voting rights mechanism clause) to enable the so-called loyal shareholders to be granted up to a maximum number of 10 votes per share over time; the Legge Capitali now allows each shareholder, after the accrual of double voting rights, to accrue additional voting rights from year to year up to the maximum number (*i.e.* 10 votes per share).

In light of the above, the Board of Directors has decided to provide the Company with the possibility of using the increased voting mechanism to the maximum extent allowed today – following the approval of the Legge Capitali – with the objective of further incentivizing medium-long term investment in Diasorin's share capital, fostering the stability of the shareholding structure and a lasting increase in Diasorin's share value over time.

The shareholders of the Company who have already accrued 2 votes per share as of the effective date of the amendment to the By-Laws relating to the enhancement of the increased voting rights mechanism, (*i.e.*, the so-called double vote) will have the right to accrue the third vote after a further year from such date and the subsequent votes (*i.e.*, fourth, fifth vote and so on) year by year up to a maximum of 10 votes per share after 8 years from such date, provided that the relevant requirements have been maintained by the shareholder during the period of accrual of the additional voting rights introduced by the enhancement of the increased voting rights mechanism in the By-Laws.

## WITHDRAWAL RIGHT

Shareholders who do not approve the resolution on the enhancement of the increased voting rights mechanism (*i.e.*, shareholders who do not attend the Extraordinary Shareholders' Meeting or who vote against the proposed resolution or who abstain from voting) will be entitled to exercise their withdrawal right no later than 15 days following the registration of the minutes of the Extraordinary Shareholders' Meeting (convened on 28 February 2025) with the Companies' Register of Vercelli.

The withdrawal price payable to shareholders exercising their withdrawal right is equal to Euro 103.05 per Diasorin share. Such price has been determined pursuant to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, by referring to the arithmetic average of the closing prices of Diasorin's shares during the six months preceding the publication of the notice of call of the Extraordinary Shareholders' Meeting (which is expected tomorrow, 28 January 2025).

Once the 15-day period elapses, Diasorin's withdrawn shares will be offered in option ("*diritto di opzione*") and pre-emption ("*diritto di prelazione*") to the other shareholders and, subsequently, the unsold shares may be offered to third parties. The abovementioned procedure to offer and sell shares, as well as the payment of any amount due to withdrawing

shareholders, will be conditional upon the non-fulfilment of any of the conditions subsequent (as detailed below) which the amendment of the By-Laws relating to the enhancement of the increased voting rights mechanism is subject to.

The withdrawal price will be paid to those shareholders exercising the withdrawal right, after verification that the conditions subsequent have not been fulfilled (or been waived), which is expected to take place within the month of August 2025. In the meantime, withdrawing shareholders may not sell or otherwise dispose of any of the shares in respect to which the withdrawal right has been exercised.

Should the amendment to the By-Laws relating to the enhancement of the increased voting rights mechanism cease to be effective, the shares in respect of which the right of withdrawal has been exercised will continue to be owned by the shareholders who have exercised their right of withdrawal, without any payment being made to such shareholders.

Further details on the exercise of the withdrawal right and on the relevant procedure will be provided in accordance with applicable provisions of law.

#### **CONDITIONS SUBSEQUENT**

The effectiveness of the amendment to the By-Laws relating to the enhancement of the increased voting rights mechanism will cease if:

- (i) the amount in cash to be paid, if any, by Diasorin to the withdrawing shareholders, exceeds, in total, the amount of Euro 100 million; and/or
- (ii) the difference between (x) the price of Diasorin's shares for the purpose of the withdrawal settlement (equal to Euro 103.05 per Diasorin share) and (y) the closing price of Diasorin's shares on the last day of the offer period to the shareholders of the shares of the withdrawing shareholders, multiplied by the number of non-pre-empted Diasorin shares subject to withdrawal exceeds Euro 5 million;

it being understood, in any case and for the sake of clarity, that the withdrawal amount will be calculated net of the amounts due by the shareholders and the holders of convertible bonds exercising their option and pre-emption rights pursuant to Article 2437-*quater* of the Italian Civil Code.

The enhancement of the increased voting rights mechanism will cease to be effective if any of the conditions subsequent are fulfilled (unless, waived by the Company). Diasorin will promptly notify the market of the fulfilment (or waiver, as applicable) of the conditions subsequent.

In the context of the study and implementation of the amendments to the By-Laws regarding the enhancement of the increased voting rights mechanism, PedersoliGattai acts as legal advisor and Mediobanca – Banca di Credito Finanziario S.p.A. as financial advisor of Diasorin.

PRESS RELEASE ○○○

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**About DiaSorin**

Headquartered in Italy and listed at the Italian Stock Exchange in the FTSE MIB Index, DiaSorin is a global leader in the In Vitro Diagnostic (IVD) field and is active since 2021 in the Life Science business. For over 50 years, the Company has been developing, producing and marketing reagent kits used by diagnostic laboratories worldwide.

The Group operates in 5 continents through 35 companies, 4 branches, 10 manufacturing facilities and 9 research and development centers. The extensive diagnostic testing and Life Science offer, made available through continuous investments in research, positions DiaSorin as the player with the broadest range of specialty tests available within the diagnostic market, and identifies the Group as the "Diagnostic Specialist".

More info at [www.diasorin.com](http://www.diasorin.com)

**FOR ADDITIONAL INFORMATION, PLEASE CONTACT:****INVESTOR RELATIONS****Riccardo Fava**

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