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Societa' : DIASORIN

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Regolamentata

Utenza - Referente : DIASORINN01 - Ulisse Spada - Valerio
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Oggetto : Adoption of the enhancement of the increased
voting mechanism: withdrawal right exercised
by 1.69% of the share capital. Statutory option
and pre-emption offer period to start on 31
March 2025

Testo del comunicato

See attachment.

ADOPTION OF THE ENHANCEMENT OF THE INCREASED VOTING RIGHTS MECHANISM: WITHDRAWAL RIGHT EXERCISED BY 1.69% OF THE SHARE CAPITAL

STATUTORY OPTION AND PRE-EMPTION OFFER PERIOD TO START ON 31 MARCH 2025

Saluggia, Italy – 31 March 2025 –Diasorin S.p.A. (FTSE MIB: DIA) (“**Diasorin**” or the “**Company**”) announces that, in relation to the approval of the enhancement of the increased voting rights mechanism by the extraordinary shareholders’ meeting, held on 28 February 2025, the period for exercising the withdrawal right ended on 18 March 2025. Following verification of the documentation received, Diasorin announces that the withdrawal right was validly exercised in relation to no. 943,617 Diasorin shares, equal to approximately 1.69% of the share capital. Based on the withdrawal price, determined in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code, equal to Euro 103.05 per each share in relation to which the withdrawal right was exercised, the aggregate withdrawal liquidation amount is equal to Euro 97,239,731.85.

Any withdrawal notice and/or communication from the intermediaries received by Diasorin following 28 March 2025 will not be taken into consideration for the purpose of the determination of the final number of shares in relation to which the withdrawal right was validly exercised.

Conditions subsequent

As known, the effectiveness of the resolution of the extraordinary shareholders’ meeting will cease upon the fulfilment of even one of the following conditions subsequent:

- (i) that the amount in cash (if any) to be paid by Diasorin to withdrawing shareholders exceeds, in aggregate, the amount of Euro 100,000,000.00; and/or
- (ii) that the positive difference (if any) between (x) the unitary withdrawal price of Diasorin shares to be paid to withdrawing shareholders (equal to Euro 103.05) and (y) the closing price of Diasorin shares on the last day of the offer period, multiplied by the number of Diasorin withdrawn shares to be purchased by Diasorin, exceeds, in aggregate, the amount of Euro 5,000,000.00.

Since the aggregate withdrawal liquidation amount of the shares in relation to which the withdrawal right was validly exercised is equal to Euro 97,239,731.85, the condition subsequent set forth under (i) above has not been fulfilled, because – even in the case where all withdrawn shares had to be purchased by the Company – the aggregate amount to be paid by Diasorin would, in any case, not exceed Euro 100,000,000.00.

In any case, it is reminded that the condition subsequent under (ii) above may be waived by the Company. The Company will communicate the fulfilment or the unfulfilment of, or the waiver to, such condition subsequent in a timely manner and, in any case, following expiration of the option offer period.

Statutory option offer

In accordance with the liquidation procedure provided by applicable Italian law, withdrawn

shares shall first be offered to those Diasorin shareholders who did not exercise their withdrawal rights, pro rata to the number of shares held, as well as to holders of convertible bonds issued by Diasorin on the basis of the applicable exchange rate.

Withdrawn shares shall be offered, on an option right basis (*diritto di opzione*), at the withdrawal price (equal to Euro 103.05 per share) from 31 March 2025 to 30 April 2025, both inclusive.

Pre-emptive right

Diasorin shareholders and holders of convertible bonds exercising their option right during the course of the offer period will also be entitled to exercise their pre-emptive right (*diritto di prelazione*) to purchase those withdrawn shares (if any) that might remain unsold upon conclusion of the offer period. Shareholders and holders of convertible bonds intending to exercise such pre-emptive right must so request simultaneously when exercising their option right. Should the number of withdrawn shares requested in pre-emption be greater than the number of withdrawn shares remaining unsold upon conclusion of the offer period, an allotment will be made among requesting shareholders pro rata to the option rights held.

Additional terms and conditions of the offer are set forth in the notice which, on today's date, was filed with the Companies' Register of Vercelli and made available on Diasorin's corporate website (<https://int.diasorin.com/en>, Section "Company/Governance/Shareholders' meeting/2025"), and which will be published tomorrow, 1 April 2025, on the newspaper "La Stampa".

In accordance with applicable laws, any withdrawn share remaining unsold upon conclusion of the offer period may be offered and sold to third parties and/or purchased by Diasorin.

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Diasorin will communicate to the market the results of the offer and any material development pursuant to applicable laws and regulations. For further details, please refer to the documentation drawn up in relation to the transaction available on Diasorin's corporate website.

PRESS RELEASE ○○○

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

FOR ADDITIONAL INFORMATION, PLEASE CONTACT:

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