

NOT TO BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN THE UNITED STATES OF AMERICA OR TO US PERSONS, OR IN THE UNITED KINGDOM, OR IN AUSTRALIA, CANADA, OR JAPAN OR ANY OTHER COUNTRY OR JURISDICTION IN WHICH SUCH DISSEMINATION, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY LAW OR TO US PERSONS (AS DEFINED IN THE UNITED STATES SECURITIES ACT OF 1933) OR IN THE ABSENCE OF ANY EXEMPTION.

THIS OFFER (AS DEFINED BELOW) IS MADE WITH RESPECT TO THE SECURITIES OF AN ITALIAN COMPANY. THE OFFER IS SUBJECT TO THE DISCLOSURE REQUIREMENTS OF ITALY WHICH ARE DIFFERENT FROM THOSE OF THE UNITED STATES.

IT MAY BE DIFFICULT TO ENFORCE RIGHTS AND ANY CLAIM ARISING UNDER THE US FEDERAL SECURITIES LAWS, SINCE THE ISSUER IS LOCATED IN ITALY, AND SOME OR ALL OF ITS OFFICERS AND DIRECTORS MAY BE RESIDENTS OF A COUNTRY THAT IS NOT THE UNITED STATES OF AMERICA. YOU MAY NOT BE ABLE TO SUE AN ITALIAN COMPANY OR ITS OFFICERS OR DIRECTORS IN AN ITALIAN COURT FOR VIOLATIONS OF THE U.S. SECURITIES LAWS. IT MAY BE DIFFICULT TO COMPEL AN ITALIAN COMPANY AND ITS AFFILIATES TO SUBJECT THEMSELVES TO A U.S. COURT'S JUDGMENT.



## DIASORIN S.P.A.

Share capital: Euro 55.948.257,00 fully paid-in

Legal seat at Via Crescentino s.n.c., Saluggia (VC)

Companies' Register of Vercelli: tax code and registration No. 13144290155

### NOTICE TO SHAREHOLDERS OF DIASORIN S.P.A.

#### NOTICE OF OFFER IN OPTION AND PRE-EMPTION

#### PURSUANT TO ARTICLE 2437-QUATER, PARAGRAPHS 1 AND 2, OF THE ITALIAN CIVIL CODE

The extraordinary shareholders' meeting of Diasorin S.p.A. ("**Diasorin**" or the "**Company**"), held on 28 February 2025 (the "**Shareholders' Meeting**"), approved the proposal of enhancement of the increased voting rights mechanism adopted by the Company (the "**Resolution**").

On 3 March 2025 the Resolution was registered with the Companies' Register of Vercelli.

Entitled shareholders who did not participate in the approval of the Resolution had the right to withdraw within and no later than 18 March 2025, providing the number of shares in relation to which the withdrawal right was being exercised, pursuant to Article 2437-bis of the Italian Civil Code and in accordance with the terms and conditions provided by the notice made available by Diasorin pursuant to applicable law.

The withdrawal price of the shares in relation to which the withdrawal right was exercised, determined pursuant to Article 2437-ter, paragraph 3, of the Italian Civil Code, is equal to Euro 103.05 per share.

The withdrawal right was validly exercised in relation to aggregate No. 943,617 Diasorin shares (the "**Withdrawn Shares**") which, pursuant to Article 2437-quater of the Italian Civil Code, must be offered at the withdrawal price, on an option right and pre-emptive right basis, to Diasorin shareholders who did not exercise their withdrawal right.

The offer of the Withdrawn Shares in option and pre-emption, as described in the present notice (the "**Offer**"), was filed with the Companies' Register of Vercelli and made available on the Diasorin corporate website on 31 March 2025 and will be published on the daily newspaper "La Stampa" dated 1 April 2025.

It shall be noted that Withdrawn Shares are also offered in option and pre-emption, pursuant to Article 2437-quater of the Italian Civil Code, to bondholders of the convertible bond denominated "*€500,000,000 Zero Coupon Equity Linked Bond*" issued by Diasorin on 5 May 2021. A specific notice was filed with the Companies' Register of Vercelli and made available on the Diasorin corporate website on 31 March 2025 and will be published on the daily newspaper "La Stampa" dated 1 April 2025.

#### Terms and conditions of the Offer

The Withdrawn Shares are offered, all at the same conditions, to entitled Diasorin shareholders who did not validly exercise their withdrawal rights, pro rata to the number of shares held at the closing of business on 2<sup>nd</sup> April 2025 (record date) (the "**Entitled Shareholders**") based on the following option ratio:

**No. 1 Withdrawn Share for every No. 58 option rights (the "Option Rights") exercised**

It shall be noted that one Option Right is granted to each share of the Company (excluding Withdrawn Shares and treasury shares). It shall be further noted that the option ratio may be subject to amendments in case of withdrawal notices transmitted within the expiration of the period provided pursuant to the law (*i.e.*, within 18 March 2025) but not yet received by Diasorin; prompt disclosure of any such amendments will be given by means of a press release to be made available on Diasorin corporate website.

The Option Rights, having ISIN No. IT0005643561, cannot be traded and can be exercised only for a whole number of Withdrawn Shares. The number of Withdrawn Shares that can be purchased based on the Option Rights exercised will be rounded down to the nearest whole number. To the extent necessary, the Company reserves the right to further rounding for the purpose of balancing the transaction.

The offer price is equal to Euro 103.05 for each Withdrawn Share (the “**Offer Price**”).

The Offer period during which, subject to forfeiture, Entitled Shareholders may exercise their Option Rights (the “**Offer Period**”), will start running on 31 March 2025 and will expire on 30 April 2025, both inclusive.

In order to validly adhere to the Offer through the exercise of their Option Rights, Entitled Shareholders must transmit to their respective intermediaries participating in the centralized administration system of Monte Titoli S.p.A. a specific subscription form – drawn up by Diasorin and made available on Diasorin corporate website <https://int.diasorin.com/en> (Section “Company/Governance/Shareholders’ meeting/2025”) and disseminated by Diasorin to the intermediaries through Monte Titoli S.p.A. – duly filled in and signed.

#### **Pre-emptive right, assignment, allotment and distribution of the Withdrawn Shares**

Entitled Shareholders exercising their Option Rights will also be entitled to exercise their pre-emptive right to purchase, at the Offer Price, any Withdrawn Shares remaining unsold at the end of the Offer Period (the “**Residual Shares**”), provided that they so request in their respective subscription form. To this purpose, the maximum number of Residual Shares for which the pre-emptive right is exercised must be indicated in the specific section of the relevant subscription form.

The Residual Shares will be allotted to the Entitled Shareholders exercising their pre-emptive rights up to the maximum number indicated by each of them. Should the aggregate number of Residual Shares be lower than total number of Withdrawn Shares requested under pre-emption, an allotment will be made among the Entitled Shareholders exercising their pre-emptive right, pro rata to the number of Option Rights exercised.

#### **Results of the Offer and settlement of the purchased Withdrawn Shares**

Diasorin will publish the results of the Offer, inclusive of the exercise of the pre-emptive rights (if any), by means of a press release to be published on its corporate website <https://int.diasorin.com/en> (Section “Company/Governance/Shareholders’ meeting/2025”) and in accordance with applicable law.

The number of Withdrawn Shares allotted to each Entitled Shareholder adhering to the Offer through the exercise of their Option Rights and their pre-emptive right (if any), will be notified to the relevant Entitled Shareholder by their respective intermediaries, within the terms and in accordance with the procedures applied by the latter.

#### **Fulfillment of the residual condition subsequent**

The Offer and the consequent exercise of option and pre-emptive rights by Entitled Shareholders are conditional upon unfulfillment (absent the waiver by the Company) of the following condition subsequent referred to in the Resolution:

*“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.”*

Therefore, should – upon conclusion of the Offer – the Company take note of the fulfillment of the aforesaid condition subsequent and not waive it, the Resolution would cease to be effective, as would the exercise of

the withdrawal right by entitled shareholders: as a consequence, the Offer, the exercise of the option and pre-emptive rights (if any) on the Residual Shares would, too, become ineffective.

### **Restrictions**

The Option Rights and the Withdrawn Shares offered in option and pre-emption pursuant to Italian law are not, and will not be, offered or sold in those jurisdictions where the Offer would be prohibited by the applicable law without a specific authorization or exemption. The Option Rights and the Withdrawn Shares are not registered in the United States of America under the U.S. Securities Act of 1933, as amended ("**Securities Act**") and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States absent registration under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act, and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The above is, in any case, without prejudice to the non-negotiability of the Option Rights.

THIS DOCUMENT MAY NOT BE PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN ANY JURISDICTION WHERE THE OFFER WOULD BE PROHIBITED BY THE APPLICABLE LAW WITHOUT A SPECIFIC AUTHORIZATION OR EXEMPTION.

**This document may not be distributed in any jurisdiction where the offer described herein would be prohibited without a specific authorization or exemption**

ABI Code	MT Account No.	Seq. No.
.....	.....	.....

### SUBSCRIPTION FORM

OPTION AND PRE-EMPTION OFFER OF NO. 943.617 **DIASORIN SHARES** FOR WHICH THE WITHDRAWAL RIGHT WAS EXERCISED

Offer ratio: **1** Share at a price of **Euro 103.05** for every 58 option rights held

Offer period: from **31 March 2025** to **30 April 2025**

To: **Diasorin S.p.A.** c/o: **SPAFID S.p.A.**, Foro Buonaparte, 10 – 10121 Milan via registered letter  
(or via certified email at: [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it))

#### I, THE UNDERSIGNED,

(name of person or entity holding Diasorin shares)	
.....	tax code/VAT no .....
date of birth .....	place of birth (city)..... nationality .....
resident in/registered office (city)..... at (street address) .....	

#### DECLARE:

- that I am aware of the offer of shares of Diasorin S.p.A. ("**Diasorin**" or the "**Company**"), on an option and pre-emptive right basis, in relation to which the withdrawal right was exercised (the "**Shares**"), filed with the Companies' Register of Vercelli pursuant to Article 2437-*quater*, paragraph 2, of the Italian Civil Code on 31 March 2025 and made available on the same date on the Company's website at <https://int.diasorin.com/en> (Section "Company/Governance/Shareholders' meeting/2025") (the "**Offer**"), as well as published in the daily newspaper "La Stampa" on 1 April 2025, and that I fully accept the terms and conditions provided therein;
- that I did not exercise, within the expiration of the period provided for under Article 2437-*bis* of the Italian Civil Code – in relation to Diasorin shares to which option rights are granted, as specified below (the "**Option Rights**") – the withdrawal right, pursuant to Article 2437, paragraph 1, of the Italian Civil Code, following the resolution of the extraordinary shareholders' meeting of Diasorin, held on 28 February 2025, which approved the proposal of the enhancement of the increased voting rights mechanism;
- that I hold the Diasorin shares for which the right of withdrawal was not exercised and that, therefore, I hold the related Option Rights;
- that I understand that subscription to the Offer is irrevocable;
- that (1) I am resident and physically present in Italy; or (2) I am resident and physically present in one of the Member States of the European Union (other than Italy) and I am a qualified investor as defined under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017; or (3) I am not resident in a country referred to in point (2) above and I am resident and physically present in a country where the offer of securities described herein does not require regulatory authorization and I am entitled to purchase the Shares, as described below, without being subject to any legal restriction and without any further action required by Diasorin.

<b>AS HOLDER OF</b>	No. ....	<b>Option Rights</b>
<b>I EXERCISE</b>	No. ....	<b>Option Rights</b> (the number of option rights shall be equal to or a multiple of 58)
<b>I INTEND TO PURCHASE</b>	:	Only if the result is less than 1, it shall be rounded up to the next unit
	No. .... x€ 103.05	<b>Shares</b> at a price per share of
<b>FOR WHICH I UNDERTAKE TO PAY</b>	€ .....	on the date which is to be announced (the " <b>Settlement Date</b> ")

I also **REQUEST** to purchase, on a **PRE-EMPTIVE RIGHT** basis, pursuant to Article 2437-*quater*, paragraph 2, of the Italian Civil Code,

No. .... **Shares**

remaining unsold at the end of the Offer period (if any) at a price per share equal to

x€ 103.05

**FOR WHICH I UNDERTAKE TO PAY**, on the Settlement Date which is to be announced,

€ .....

**I UNDERSTAND** that, should the number of Shares remained unsold (the "**Remaining Shares**") at the end of the Offer period be lower than the total number of shares requested through the exercise of pre-emptive rights, an allotment will be made among entitled persons that exercised their pre-emptive rights pro rata to the number of Option Rights held by each of them, as indicated above, and that the overall number of Shares allotted to me within the Offer and under pre-emption will be communicated within the Settlement Date by my depository intermediary, to whom

**I ISSUE** irrevocable authorization to pay Diasorin the full purchase amount, as determined above, for the purchase of the Shares, on the understanding that payment of the above aggregate purchase price and the settlement of the purchased Shares will occur on the Settlement Date, which is to be announced.

**I UNDERSTAND** that the Offer and the consequent exercise of option and pre-emptive rights are conditional upon unfulfillment (absent the waiver by the Company) of the following condition subsequent:

"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".

Therefore, should – upon conclusion of the Offer – the Company take note of the fulfillment of the aforesaid condition subsequent and not waive it, the Offer and the exercise of the option and pre-emptive rights would cease to be effective.

**I CONFIRM**, under my responsibility, to all legal effects, the accuracy of the data contained in this subscription form.

(date) ..... (signature of subscriber or authorized representative, in case of a legal person) .....

**Personal details of individual signing on behalf of a legal person**

(First name and surname)..... position: :.....

date of birth ..... place of birth (city). .....

resident in (city) ..... at (street address).....

**THE INTERMEDIARY**

(Name) .....

(Contact details) Tel. .... E-mail .....

(Intermediary's stamp and signature) .....