Diasorin
The Diagnostic Specialist

ANNUAL FINANCIAL REPORT

as of 31 December 2024

IAAD

This year, we submitted the 2024 Annual Report to the IAAD students in Turin, giving them the chance to experiment and propose innovative graphic layouts. We selected six projects and then shared them with the communication agency, which used them as a source of inspiration to create an innovative and unconventional document.

LETTER TO SHAREHOLDERS

Dear Shareholders and Stakeholders,

I am pleased to present Diasorin's 2024 Financial Statements.

The year just ended was marked by significant milestones in our growth path, confirming the soundness of our strategy in immunodiagnostics, molecular diagnostics, and in the Life Science sector. We have proven to be an innovative and credible player within the laboratory community, as well as for clinicians and patients, further consolidating our positioning as 'specialists'.

As we celebrate the achievements attained, I would like to express my gratitude to the management and all Diasorin employees for the unwavering commitment and competence demonstrated this year. Their value and passion are what make this company unique every day.

The immunodiagnostics division continued to drive global growth in 2024, achieving significant results in both North America and Europe. This technology is confirmed as the beating heart of our Group, thanks to the combination of a menu with the world's most extensive range of specialty tests on a single, fully automated platform and the broad, widespread distribution of installed analyzers. Numerous new programs are taking shape, including the MeMed test to differentiate bacterial from viral infections, confirming our leading role in global diagnostics.

In the summer of 2024, the molecular diagnostics division reached a significant milestone by introducing the LIAISON PLEX® platform, a one-of-a-kind system that innovatively meets the laboratory demands for testing upper respiratory, blood, and gastrointestinal pathogens. Its ease of use and versatility make it a revolutionary platform that empowers our customers to improve laboratory cost efficiency. LIAISON PLEX® is the result of significant investments and is positioned in a rapidly expanding market that I am confident will bring us great satisfaction.

In relation to our molecular diagnostics portfolio, it's crucial to highlight the robust specialty catalog on the LIAISON® MDX and the strategic importance of the upcoming submission for approval of LIAISON® NES, the new platform designed to provide results in very short time and perfect for clinical settings where decentralization is becoming increasingly necessary.

In 2024, the Life Science division, also known as 'Licensed Technologies', continued to successfully provide our instruments and technology to many of the world's leading diagnostic players, pharmaceutical companies, and research centers. Our franchise is increasingly regarded as a benchmark in the sector, enabling us to offer increasingly effective solutions to our customer research centers and, at the same time, allows Diasorin to gain significant knowledge, granted by the close relationship with the most cutting-edge research centers.

The Diasorin Group is a growing company, capable of innovating while maintaining its 'Specialist' leadership. We are a global company, with a growing presence in the US, European, and Asian markets, and 2024 has confirmed our ability to grow, improve, innovate, and respond promptly to our customers' requests. We accomplished what we did this year with the awareness of being a global player whose solutions impact the lives of millions of people.

This Report confirms what is shown in the financial data and beyond; our global impact is not solely reflected in products or figures, but also in our firm dedication to sustainability and environmental, social, and governance practices. We recognize our responsibility to continually promote our positioning in the area of social responsibility, a commitment that we will continue to pursue in the future, conscious of interpreting the aspirations of our people for a more sustainable and equitable future.

Finally, as both Chairman and shareholder, I would like to express my pride and satisfaction for what has been done and achieved in 2024, confirming a future that will allow us to proceed with success and great satisfaction

Michele Denegri
Il Presidente

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1.1. DIASORIN WORLD

1.1.1 CORPORATE BODIES

Board of Directors

(appointed on 29th April 2022)

Chair
Michele Denegri

Deputy Chairman
Giancarlo Boschetti

Chief Executive Officer
Carlo Rosa(1)

Directors
Chen Menachem Even
Stefano Altara
Luca Melindo
Diego Pistone
Fiorella Altruda(2)
André Michel Ballester(2) (3)
Franco Moscetti
Francesca Pasinelli(2)
Roberta Somati(2)
Monica Tardivo (2)
Tullia Todros (2)
Giovanna Pacchiana Parravicini(2)

Independent Auditors

PricewaterhouseCoopers S.p.A.

(1) General Manager
(2) Independent Director
(3) Lead Independent Director

Board of Statutory Auditors

Chair
Monica Mannino

Statutory Auditors
Ottavia Alfano
Matteo Michele Sutera

Alternate Auditors Romina Guglielmetti
Cristian Tundo

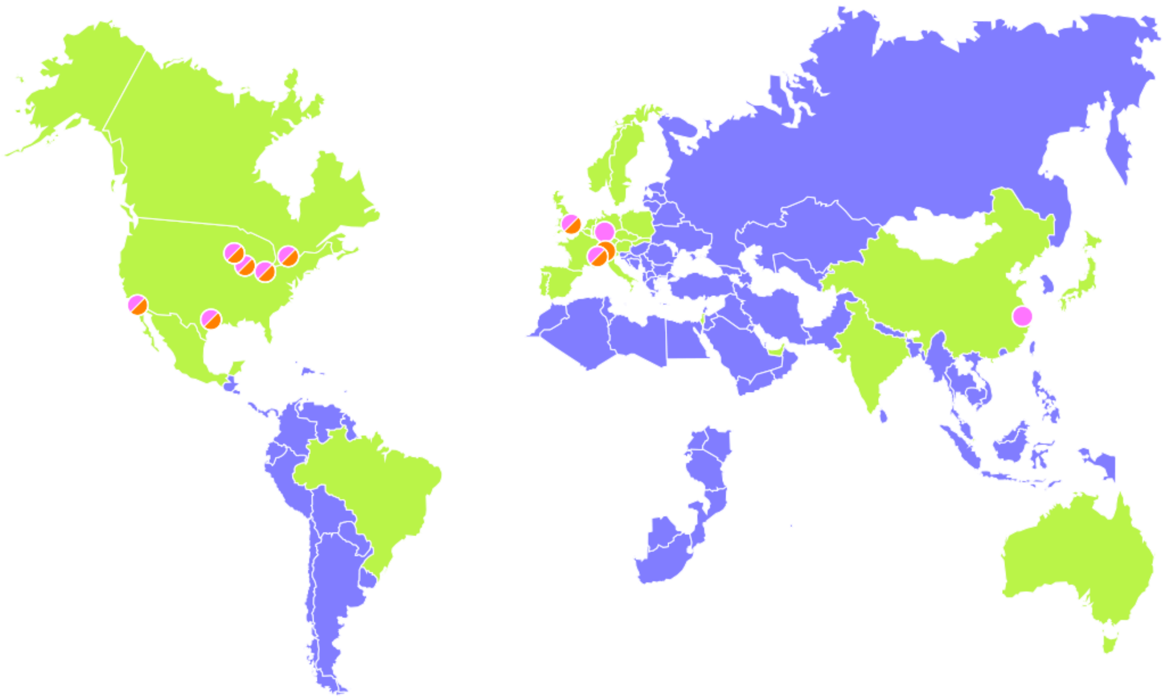
Committees

Control, Risk and Sustainability Committee
Andrè Michel Ballester(2)
(Chair)
Franco Moscetti
Roberta Somati (2)

Remuneration and Nominating Committee
Roberta Somati(2)
Giancarlo Boschetti
Giovanna Pacchiana Parravicini(2)

Committee for Related-Party Transactions
Roberta Somati(2)
Andrè Michel Ballester(2)
Giovanna Pacchiana Parravicini(2)

1.1.2 DIASORIN WORLDWIDE



3271
Employees

27
Countries with direct presence

407
People dedicated to R&D

4
Branches

75
Countries served through distributors

10
Production faciltiies

34
Companies

9
R&D centers

Data updated at December, 31st 2024

North America

USA
Austin
Chicago
Cypress
Madison
Stillwater

Canada
Toronto

Europe

Italy
Saluggia
Bresso

Germany
Dietzenbach

UK
Dartford

Asia

China
Shanghai

Direct presence
Countries served through distributors
Production centers
R&D centers

1.1.3 HISTORY OF DIASORIN

From its establishment to 2000

1968

Establishment of SORIN, a nuclear energy production center in Saluggia (Vercelli, Italy), through a joint venture between FIAT and Montecatini. Opening of the first in vitro diagnostics center in Europe."

1997

Diasorin, the diagnostic division of SORIN, is sold to the multinational American Standard International.

The story of Diasorin is told through the technologies and platforms that the Company has successfully developed over the last 25 years. Due to these and to a cutting-edge specialty menu, Diasorin provides swift and accurate diagnoses that can help clinicians decide the best treatments for patients.

Featuring a distinctive managerial character and a vision capable of outlining future markets and opportunities in the present, Diasorin strategically interprets the evolution of the diagnostic world, remaining faithful to its mission as “Diagnostic Specialist.”

Established as a division of SORIN, an Italian company created in 1968, Diasorin focuses on the development of in vitro diagnostic products, and specifically on production of reagents for tests used in testing laboratories.
In the 1970s and 1980s, the Company starts to expand its product line by introducing new technologies and tests and, in 1997, is acquired by the U.S. American Standard International.

From 2000 to 2010 – "Diasorin 1.0"

2000

A management buyout brings Diasorin's ownership of Diasorin back to Italy

2007

On July 19, Diasorin was listed on the Italian Stock Exchange (Piazza Affari, Milan).

2000 is a crucial year. Following the Management Buyout, the Company is once again an Italian Company.

Diasorin outlines a new growth strategy that the Company still embraces and that leverages its positioning as "*Diagnostic Specialist*" - the Company's hallmark compared to the other market players, through the steady development of cutting-edge specialty tests

This growth is spurred by a key technological shift: the moment when, in the immunodiagnostics market, modern CLIA (Chemiluminescent ImmunoAssay) technology replaces the older RIA and ELISA technologies. In this context, Diasorin acquires the rights to use the LIAISON® analyzer, capable of fully automatically supporting the extensive menu of tests already developed in previous years.

"Diasorin 1.0" strategy is based on this very platform with the aim of converting the tests developed on RIA and ELISA technologies to the innovative, fully automated and more efficient CLIA technology. During this time frame, Diasorin increases its international presence and opens commercial branches in Europe, Asia and Latin America.

In ten years, the Company becomes the player with the largest CLIA specialty menu on fully automated platforms, operating in most countries through its direct presence.

From 2010 to 2020 – "Diasorin 2.0"

2010

Diasorin continues to grow both organically and inorganically, expanding geographically and investing in technology and product innovation. It establishes numerous partnerships with leading players in the global diagnostics market (Roche, Beckman Coulter, Meridian Bioscience).

2016

Diasorin enters the molecular diagnostics sector by acquiring the American company Focus Diagnostics, now Diasorin Molecular, expanding the group's expertise and excellence

2018

Diasorin stock enters the FTSE MIB index. Diasorin enters into a partnership with Qiagen for the latent tuberculosis test. Diasorin acquires the Siemens Healthineers' ELISA business

2020

Diasorin signs an exclusive licensing agreement with TTP for the development of LIAISON® NES. Launch of 5 COVID tests.

The strategic choices of the previous ten years drive the Company's steady growth in various sectors: a growing diagnostic test menu, constantly improving manufacturing technologies, acquisition of new types of customers, expansion into new market segments and a strengthened global commercial presence.

Thanks to its fast-paced profile, the Company becomes a strategic partner for some of the major diagnostic players in the world, such as Roche, Beckman Coulter and QIAGEN. In particular, Diasorin entered into a partnership with the latter to develop an innovative solution to screen for latent tuberculosis, one of the most common infectious diseases in the world, providing laboratories with a solution to aid detection of this disease.

In 2016, leveraging its consolidated positioning as "*Diagnostic Specialist*", Diasorin acquires the U.S. Focus Diagnostics, integrating the preexisting immunodiagnostics technology with the molecular diagnostics technology and entering a new market segment that will be crucial during the COVID-19 pandemic.

In this scenario characterized by the consolidation of hospital and commercial laboratories on the one hand, and the growing decentralization driven by the need to provide diagnostic results in a very short time through simple and cost-effective solutions on the other, Diasorin enters a partnership with the UK engineering company TTP, for the development of a molecular Point-of-Care platform, i.e. near-patient testing, that will be known as LIAISON® NES.

From 2021 to date: The acquisition of Luminex and “Diasorin 3.0”

2021

Diasorin acquires the American company Luminex Corporation for $1.8 billion, thus acquiring multiplexing technology for molecular diagnostics and entering the Licensed Technologies field.

Diasorin launches the Lyme disease test in partnership with QIAGEN and the MeMed BV test in collaboration with MeMed.

2022

Diasorin strengthens its collaboration with BARDA to support the clinical validation and FDA 510(k) approval of LIAISON® NES. Diasorin and B·R·A·H·M·S collaborate on MR pro-ADM, a new immunodiagnostic solution for emergency departments to improve patient management.

2023

Diasorin sells all assets related to the Flow Cytometry & Imaging (FCI) business unit to Cytek® Biosciences. Diasorin collaborates with Gilead Sciences to develop an automated test for HDV detection

2024

Diasorin receives FDA 510(k) approval for its LIAISON PLEX® along with the respiratory panel and the Blood Culture Yeast Assay, the first panel for blood infections.

2021 marked a significant change for the Company. Thanks to the acquisition of the U.S. Luminex, Diasorin continues to expand its product line in the molecular diagnostic sector on the back of the multiplex technology that allows to simultaneously measure multiple parameters within a single sample. Therefore, the Company becomes one of the few players in the world capable of providing this technological solution to its customers.

Through the acquisition of Luminex, Diasorin becomes a “business to business” operator in the Life Science market where customers are no longer hospital or commercial testing laboratories but research, diagnostic or pharmaceutical companies that use the advanced technology engineered by Luminex (instruments and consumables) to develop solutions for their customers or to conduct scientific research activities in the Life Science field.

It's the beginning of a new stage in Diasorin’s evolution: in line with its “*Specialist*” positioning, the Company can now base its product offering on three different technologies and segments: immunodiagnostics (through the development of new tests based on complex algorithms), molecular diagnostics (through a menu ranging from specialty tests to complex multiplex solutions) and Life Science (supported by the innovative xMAP® technology), thus significantly increasing its penetration into the US market, the largest in the world, and strengthening its position in the more mature European market and, at the same time, reducing its exposure to the Chinese market, which has increasingly shifted towards local suppliers in the last years.

1.1.4 THE DIASORIN GROUP

- **Diasorin S.p.A.**
  - Diasorin AB **Sweden**
  - Diasorin **Switzerland** AG
  - Diasorin Ltd **UK**
  - Diasorin I.N. Limited
  - Diasorin **Italia** S.p.A. UK branch
  - Diasorin **Austria** GmbH
  - Diasorin SA/NV **Belgium** Dutch branch
  - Diasorin **Czech** s.r.o.
  - Diasorin **Deutschland** GmbH
  - Diasorin **Iberia** SA 99,99% Portuguese branch
  - Diasorin **Poland** sp. z o.o.
  - Diasorin SAS **France**
  - Diasorin Ltd **Brazil**
  - Diasorin Ltd **Israel**
  - Diasorin **Australia** PTY Ltd
  - Diasorin APAC Pte Ltd **Singapore**
  - Diasorin Ltd **China** 76%
  - Diasorin **Mexico** SA de CV
  - Diasorin **South Africa** PTY Ltd In liquidation*
  - Diasorin Middle East FZ-LLC UAE
  - **Diasorin Inc. USA**
    - Diasorin **Canada** Inc.
    - Diasorin Healthcare **India** Private - Ltd
    - Diasorin Molecular
    - **Luminex Corporation Inc.**
      - Luminex **Japan** Corporation Ltd
      - Luminex Trading **Shanghai** Co. Ltd
      - Luminex **Hong Kong**
      - Luminex Molecular Diagnostics Inc. **Canada**
      - Nanosphere LLC*
      - ChandlerTec LLC*
      - Iris Biotech LLC*
        - Amnis LLC*

**Inactive entities*

1.1.5 DIASORIN'S BUSINESS

As a leading company in the laboratory diagnostics market and a major player in the Life Science field, Diasorin develops cutting-edge solutions to meet the ongoing diagnostic and life science evolution. Through its unwavering commitment to Research and Development, the Company invests in groundbreaking projects and talents that ensure a sustainable long-term growth.

Over the past 25 years, this dedication to innovation has enabled the pioneering introduction of dozens of specialty solutions in the diagnostic sector.

Aware of the market evolution and trends in that market, Diasorin has directed its efforts towards increasingly innovative products and analyzers.
In the immunodiagnostics field, for instance, the Company is developing the new LIAISON® XXL analyzer, which was introduced during the Investor Day in December 2023. In the molecular diagnostics sector, Diasorin is expanding its range of test panels on the new multiplexing LIAISON® PLEX analyzer and is developing the cutting-edge Point of Care LIAISON® NES analyzer to meet decentralization needs. Lastly, in the Licensed Technologies field, the Company has continued to expand the INTELLIFLEX® installed base – a newly released platform.

The extensive analyzer platform installed both at small laboratories and at larger and more consolidated ones, along with the large specialty testing menu and its positioning as the "*Diagnostic Specialist*" have enabled Diasorin to develop strategic partnerships, such as those with QIAGEN for the detection of infections from latent tuberculosis and Lyme disease and with MeMed for the differentiation between bacterial and viral infections.

The Company's business model starts from the healthcare needs and turn them, through research, into diagnostic answers and solutions.

Diagnosis is the first step to determine the health status of each person: for this reason, Diasorin's diagnostic solutions can make the difference by providing timely and reliable answers to increasingly challenging clinical questions.

People's wellbeing and health are at the core of Diasorin's business and the Company focuses all its actions and strategies on this aspect. Through projects and initiatives in line with its values and corporate culture, Diasorin is committed to disseminating scientific knowledge, promoting talents and inclusiveness, adopting policies that are respectful of our planet and improving the wellbeing of the communities in which it operates.

.

From need to our solutions.

Diasorin

In vitro diagnostics

The doctor prescribes **diagnostic tests**

The patient has **samples** taken in a healthcare facility or analysis laboratory

The samples, uniquely classified and distinguishable, are **analyzed in laboratory**

In the laboratory, the samples are processed by **specialized equipment** that provide the diagnostic responses required on the basis of the reaction between the samples and the **diagnostic test reagents**

The outcome of the tests performed by the patient will allow the doctor to take the most correct therapeutic path

Luminex

Licensed Technologies

Healthcare sector clients need to **develop a new product (drug, test, vaccine, ecc.)**

Diasorin provides the **platform for research and the technology**

The client initiates the **development** and **research** process

Finished product launch

1.1.6 IMMUNODIAGNOSTICS

In the immunodiagnostics field, Diasorin researches, develops and manufactures antibody and antigen tests based on CLIA technology, which delivers extremely reliable and fast results and fully automates the diagnostic procedure, offering one of the largest test menus to laboratories.

Through this technology Diasorin provides highly accurate and fast solutions, addressing the needs of different therapeutic areas, including diagnosis of infectious diseases, detection of gastrointestinal pathogens and neonatal diagnostics - where it provides a highly specialized solution. The Company continues to expand its range of tests, optimizing the performance of its solutions to support healthcare professionals in the early diagnosis and monitoring of diseases while ensuring quality and reliable results.

With the “Diasorin 3.0” strategy, the Company has integrated into its immunodiagnostic offering a range of solutions based on advanced diagnostic algorithms that clinically support prognosis and the disease and patient management process. These solutions allow Diasorin to penetrate new markets and consolidate the Company's position as a leader in specialty diagnostics

Business growth is driven by the constant commitment to developing new tests, with solutions often aimed at less common and specialized pathologies, which have always been Diasorin's main distinguishing factor in the diagnostic market

A further growth driver is represented by the development and commercialization of new solutions, through partnership agreements with leading companies in the sector, which create synergies between different technical-scientific skills to offer innovative, often unique, solutions to laboratories


LIAISON® XS


LIAISON® XL LAS

Clinical areas

Infectious diseases
Endocrinology
Gastrointestinal infections
Autoimmunity
Hypertension
Emergency / sepsis
Bone metabolism
Oncology


LIAISON® XL


New Generation
LIAISON® XL

1.1.7 MOLECULAR DIAGNOSTICS

Diasorin's molecular diagnostics testing solutions are based on instruments that allow for simultaneous detection of up to four different pathogens (single/low-plex technology), or tens of pathogens (multiplex technology).

These platforms support a broad menu of molecular diagnostics tests for nucleic acid amplification (DNA/RNA) of specific infectious agents so that laboratories can identify their presence in patients' biological samples.

These two technologies meet different diagnostic needs: on one hand, they can detect a pathogen in cases of clear clinical suspicion (single/low-plex technology); on the other hand, they can test a wide range of syndromes (multiplex technology). Diasorin has implemented a groundbreaking flexibility in multiplex technology that allows laboratories to select and test a subgroup of pathogens on the basis of patient's conditions and exogenous factors, such as seasonality.

These solutions are extremely flexible and improve testing appropriateness, providing all the necessary information to guide critical decisions, removing redundant laboratory testing, maximizing efficiency and clinical usefulness, and ensuring a more cost-effective approach.

Point-of-Care (POC)

LIAISON® NES

Single-Low plex Platform

LIAISON® MDX

Detects the presence of up to **5 pathogen** agents starting from a single sample

Multiplex Platform

Simultaneously detects the presence of up to **40 different pathogens** from a single sample

LIAISON PLEX®

Clinical areas

Respiratory Infections

Herpes viruses

Meningitis / Encephalitis

Hospital Acquired Infections

Vector borne

Bloodstream Infections

Transplant

Women's / Neonatal Health

Genetics / Cystic Fibrosis

1.1.8 LICENSED TECHNOLOGIES (LIFE SCIENCE)

In the Licensed Technologies field, Diasorin offers the market platforms featuring proprietary xMAP® technology that can run, through the use of microspheres, a broad range of multiplex tests and meet the different needs of its partners.

Specifically, this is a business-to-business in which Diasorin technology is used by the following types of customers:

In vitro diagnostics

In vitro diagnostics companies that purchase platforms and microspheres to design proprietary tests that will be launched on the diagnostic market

Life Science

Life Science and pharmaceutical companies that use Diasorin's offering to develop tests for research purposes

Ricerca

Research and academic world

In vitro diagnostics

Life Science

Research

Main applications

Allergy Testing

Alzheimer

Autoimmune Disease

Biodefense/ Environmental

Cancer Markers

Cardiac Markers

Cellular Signaling

Cytokines, Chemokines and Growth Factors

Endocrine

Gene Expression Profiling

Genotyping

HLA Testing

Immunogenicity

Infectious Disease

Isotyping

Matrix Metalloproteinase

Metabolic Markers

Neurobiology/Brain and Nervous System

Markers

Plant & Food Safety

Sepsis Markers

Transcription Factors/ Nuclear Receptors

Toxicology

Vaccine Testing


LUMINEX® 100/200


FLEXMAP 3D®


MAGPIX®


xMAP INTELLIFLEX®

1.1.9 RESEARCH AND DEVELOPMENT

The diagnostic world is rapidly evolving in light of new scientific knowledge and new therapeutic approaches and clinical needs.

Many health services promote the Value Based Care approach to enhance prevention, optimize treatments and reduce hospital access. In this context, diagnostics plays a key role in this approach as an accurate and fast diagnosis enhances the quality and effectiveness of treatment, reducing healthcare system costs and improving patient health.

Against this backdrop, Diasorin is called upon to bring its innovative potential into play and invest resources and talent to develop solutions that can interpret new trends and improve clinical management of people's health.

The Company's growth has always been based on the consolidated ability to drive fast and sustained innovation, meeting laboratories' needs and introducing new diagnostic tools to help clinicians make the most correct decisions in patient treatment.

Thanks to over 400 researchers, mainly based in Italy and in the United States, and to major investments in research and development Diasorin supports the steady evolution of its diagnostic offering, standing out for its ability to provide laboratories all over the world with cutting-edge solutions every year and further consolidating its Specialist positioning.

Costs and investments in research and development

Consistent with the above, in 2024 the Group's research and development costs were € 131,678 thousand.

(in € thousand)	2024	2023
Research and development costs that were not capitalized	72,391	69,090
Annual amortization of capitalized costs	19,176	21,857
Total research and development costs charged to income	**91,567**	**90,947**

Research and development costs that were not capitalized	72,391	69,090
Development costs capitalized during the year	59,287	61,197
Total research and development costs	**131,678**	**130,287**

1.1.10 CORPORATE CULTURE

2024 ends with 3,271 employees worldwide, mainly in the United States and Europe.

Diasorin's organizational demographics has completely changed since the critical management buyout in 2000, alongside the expansion and the scientific and technological evolutions.

If initially Diasorin is the Company with the largest CLIA specialty tests on the market, from 2010 to 2019 the company enters new market segments and sectors (molecular diagnostics), strengthens its global commercial presence and develops major strategic partnerships with the main diagnostic players. The outbreak of the pandemic marks a strategic turning point for Diasorin: the acceleration towards decentralization and the increasing need for fast, simple and sustainable solutions drove the Company to strengthen its molecular business through the acquisition of Luminex and consolidate important collaborations in the Life Science sector.

Through these steps, Diasorin has become a multinational company operating on a global scale and ready to achieve its ambitions for further growth.

Against this strongly dynamic backdrop, the challenge of Human Resources is to guide and support the Business growth, preserving the cultural foundations of its success: a merit-based culture and entrepreneurship at all levels.
Attracting and cultivating top talent, fostering managerial skills, organizational evolutions useful to capitalize geographical and business synergies, promoting values and cultural identity are some of the areas on which Diasorin's People Strategy focuses, consistently with the Company positioning: a specialty diagnostics leader.

1.1.11 DIASORIN IN 2024

Immunodiagnostics

In 2024, Diasorin consolidated its leadership in the immunodiagnostics sector, confirming its dedication to the ongoing enhancement of its products and services and increasing its market penetration in the U.S. and Europe. 2024 was a year of strong growth characterized by the launch of new diagnostic solutions that meet the increasingly complex needs of healthcare professionals and patients and by the growth and consolidation of existing products on the market.

An example is the MeMed BV® test for the differentiation between bacterial from viral infection since often both can cause similar symptoms. The test was developed by the Israeli company MeMed and commercialized by Diasorin in the United Staes and Europe and is based on the definition of a diagnostic/clinical algorithm combining and interpreting the result of three protein markers of the immune response. It was obtained following studies and validation conducted on thousands of patients over the last ten years.
Another innovative diagnostic solution is the LymeDetect® test for the early diagnosis of Lyme disease caused by tick bites transmitting the bacterium Borrellia to humans.

LymeDetect® is an in vitro assay designed for the LIAISON® platforms. The assay exploits the combination of 3 markers of the immune response, by combining 2 conventional serology tests for determination of specific IgG and IgM antibodies to Borrelia and a test based on the cell-mediated immune response featuring the QuantiFERON technology developed by QIAGEN.

The test allows to identify patients who in the first 3-4 weeks after the tick bite have been infected with the Borrellia bacterium, with greater sensitivity than current methods, thus allowing patients to benefit promptly from a specific antibiotic treatment to prevent side effects of the disease, such as disabling neuropathies. The LymeDetect® test was submitted to the U.S. FDA in December 2023.

Furthermore, Diasorin is developing the new LIAISON® XL (introduced during the Investor Day held in December 2023 as LIAISON® XXL project) to meet the needs of larger laboratories.

Among the new products launched in 2024, it should be noted the LIAISON® *Streptococcus pneumoniae* Ag assay to diagnose and discriminate, along with other tests that are already in Diasorin menu, pneumococcal pneumonia from other lung infections with a simple, one-of-a-kind testing method.

Molecular diagnostics

Diasorin's molecular diagnostics testing solutions are based on instruments that allow for simultaneous detection of up to four different pathogens (single/low-plex technology), or tens of pathogens (multiplex technology).

The key platform for low-plex technology is the LIAISON® MDX that, in 2024, consolidated the Luminex customer base following the discontinuation of the ARIES platform. The LIAISON® MDX menu continues to grow with new discriminating specialty tests while the LIAISON® MDX Plus is under development. This instrument is the evolution of the current LIAISON MDX® in terms of connectivity and usability. In 2024, Diasorin also launched on this platform a one-of-a-kind assay for detection of *Candida auris*, an emerging, multi drug-resistant fungal pathogen commonly found in healthcare settings.

The key platform for multiplex technology is the LIAISON PLEX®, launched in 2024, which introduces an innovative approach to flexibility in its core market. The platform features the so-called flex technology: a "pay per use" solution that enables laboratories to have access to the potential of multiplexing solutions in a flexible and cost-saving way by promoting clinical appropriateness and directly correlating the price paid to the amount of test results reported.

The current offering available on the platform includes the LIAISON PLEX® Respiratory *Flex* Assay and the LIAISON PLEX® Yeast Blood Culture Assay panels. Both received US FDA 510(k) clearance. In 2024, Diasorin submitted to the US FDA two additional panels to complete the offering for the diagnosis of blood stream infections (Blood Culture), the LIAISON PLEX® Gram-Negative Culture Assay and the LIAISON PLEX® Gram-Positive Culture Assay, subject to 510(k) approval.

Lastly, in 2024 the company continued to develop and validate the LIAISON® NES platform and its first panel of tests for simultaneous detection of COVID Flu A/B and RSV infection. This instrument provides specific and high reliable tests, generating results in a short time (about15 minutes). The platform is intended for decentralized laboratories, thus meeting the growing needs of Point-of-Care solutions.

Licensed Technologies

Diasorin's strategy in this business area is based on the xMAP® microspheres technology, on strengthening partnerships, on the geographic expansion of the customer base and on the offering of xMAP® INTELLIFLEX® system that has been recently launched on the market. This one-of-a-kind platform allows for the measurement of 2 parameters per analyte for up to 500 analytes detected in each sample.

In this market segment, Diasorin operates through a "business-to-business" offering by delivering a unique technology developed by Luminex and based on complex analyzers and microparticles to diagnostic and *Life Science* companies that use it to develop and commercialize solutions for its customers (diagnostic laboratories for the former and pharmaceutical companies for the latter).

Sustainability

It is in the very nature of Diasorin business to strive for well-being.

Operating in diagnostics means place health at the hearth of every action. Throughout and around each manufacturing site, in the communities where the Company operates, in schools and treatment facilities, Diasorin strives for a fair, healthy and sustainable future that inspires products and services, actions and projects.

The intention to "build well-being" translates into activities, projects and initiatives that promote health, scientific knowledge, commitment to local communities, and talent in all its forms.

Of particular note among these are:

• ***Mad for Science***, the competition managed by Fondazione Diasorin that promotes passion for science in high schools throughout Italy;

• ***Mad for Science for Teachers***, the project dedicated to the training of teachers from the Mad for Science network;

• **Up close with Research**, the project aimed at engaging young people with the world of research and fostering orientation towards scientific careers;

• **Progetto Talenti FISIP** (Federazione Italiana Sport Invernali Paralimpici), through which Diasorin supports talented Italian athletes on the path to Milano-Cortina 2026 Winter Olympic Games;

• **Trofeo Giovanni Nasi & Diasorin *International Cup***, international competition of the EDGA circuit (European Disabled Golfers Association. The competition is valid for the world ranking and is approved by Italian Golf Federation and sponsored by the Italian Paralympic Committee;

• ***Italian Sitting Volley All Star Game***, the first and only sitting volleyball event for players with disabilities only.

Starting from 2023, Diasorin's approach to sustainability took shape in the 2023-2025 ESG Plan approved in December 2022 by the Board of Directors. The Plan outlines projects and objectives that are consistent with the corporate business and identity relating to environmental (E), social (S) and governance (G) aspects.

1.1.12 FINANCIAL COMMUNICATION AND INVESTOR RELATIONS

Jan

London
Italian Equity Conference
Intesa Sanpaolo & Intermonte

New York
Mediobanca

Portugal (Virtual)
Banca Akros & Caixa BI

Feb

London
European Healthcare Conference
UBS

London
European MedTech & Life Sciences Conference
Morgan Stanley

Milan
Equita SIM

Copenhagen
Banca Akros

Helsinki
Banca Akros

Mar

Virtual
Healthcare Conference
Exane BNP Paribas

Apr

Paris
Kepler Cheuvreux

May

London
Diagnostics Conference
Berenberg

Milan
Italian Investment Conference 2024
UniCredit

Zurich, Geneva
UBS

Jun

Lyon
European Healthcare Summit
Stifel

Milan
CEO Conference
Mediobanca

Chicago, NYC, Toronto, Montreal
Kepler Cheuvreux

New York
Global Healthcare Conference
Jefferies

Jul

Virtual
Fireside Chat
BofA

Chicago
Diasorin's Molecular Diagnostics Day «The Right Test at The Right Time»

Aug

-

Set

Bresso
Barclays

New York
UBS

London
Global Healthcare Conference
BofA

Oct

Virtual
Back to School Fireside
Jefferies

Frankfurt
Italian Champions Conference
Equita

Nov

Portugal (virtual)
CaixaBI & Banca Akros

London
Healthcare Conference
Jefferies

Paris
ESN Conference
Banca Akros

London
Mediobanca

Paris
Paris Midcap Conference
Intermonte

Virtual
Diagnostics Day
Kepler Chauvreux

Dec

Virtual
DILS Conference
Exane BNP Paribas

Conference
Roadshow

In 2024, Diasorin continued to interact and communicate with Shareholders, Institutional Investors, Financial Analysts and the press in order to provide complete and updated information about the Company's objectives and the course of business.

The Investor Relations team met more than 600 analysts and investors and organized meetings and participated in industry conferences and financial roadshows in the main financial centers in Europe and North America to provide a more in-depth understanding of the company business.

Last but not least, on July 29, 2024, the company organized an event dedicated to the world of Diasorin molecular diagnostics, the "Molecular Diagnostic Day", aimed at presenting the new multiplexing platform, LIAISON PLEX®, to the financial world, along with other molecular diagnostic technologies available on the market and under development.

Financial communication continues to be an essential interaction tool between DiaSorin and analysts and investors, in order to provide an overall in-depth understanding of business dynamics and activities.

Diasorin is committed to provide maximum accessibility to any corporate information, ensuring the utmost visibility, also through the Investor Relations section of the company website at www.diasorin.com.

Contact information with the offices responsible for communications and investor relations is provided below.

Riccardo Fava
Corporate Vice President Communication, ESG & Investor Relations

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Eugenia Ragazzo
Corporate Investor Relations & ESG Analyst

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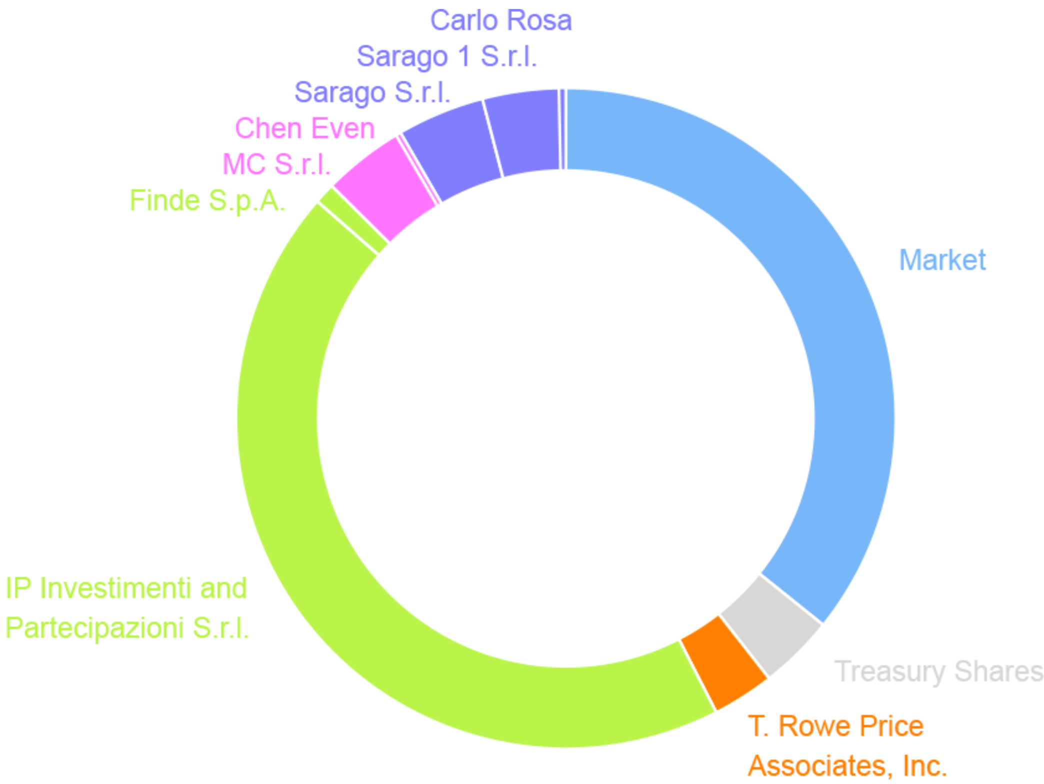
Stock ownership



35,755%	**Market**
3,675%	**Treasury Shares**
3,032%	**T. Rowe Price Associates, Inc.**

Finde SS

43,957%	*IP Investimenti and Partecipazioni S.r.l.*
1,019%	*Finde S.p.A.*
0,089%	**Chen Even**
4,111%	*MC S.r.l.*
0,089%	**Carlo Rosa**
4,294%	*Sarago S.r.l.*
3,980%	*Sarago 1 S.r.l.*

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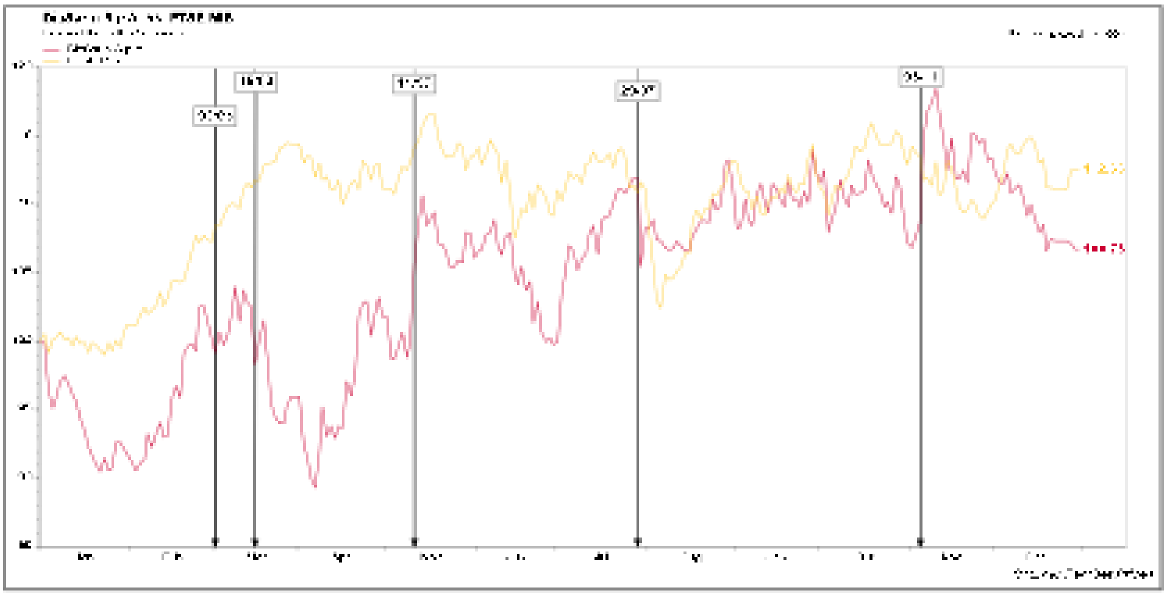
Performance of the Diasorin stock in 2024

In 2024, the Diasorin stock was *+6.8%* vis-à-vis *+12.6%* of the FTSE MIB reference stock market index.



	1/25	**Diasorin announces that it submitted the LIAISON® LymeDetect® to the U.S. Food and Drug Administration in December 2023**
PRICE Sensitive	3/3	**Diasorin receives FDA 510(K) clearance for its LIAISON PLEX® system together with the "LIAISON PLEX® Respiratory *Flex* Assay"**
	3/13	**Diasorin applied for 510(k) clearance from the U.S. FDA for the LIAISON PLEX® Yeast Blood Culture Assay for the LIAISON PLEX® system**
PRICE sensitive	3/15	**The Board of Directors of Diasorin SpA approves FY2023 Results; proposed ordinary dividend of € 1.15 per share**
	4/24	**Shareholders' Meeting 2024**
PRICE sensitive	5/10	**Q1 Revenues and Adjusted EBITDA in line with the high range of the FY'24 Guidance**
	5/16	**Diasorin receives FDA 510(k) clearance for the updated syndromic panel NxTAG® Respiratory Pathogen Panel v2**
	6/5	**Diasorin receives FDA 510(k) clearance for the LIAISON PLEX® Blood Culture Yeast Assay on the new multiplexing LIAISON PLEX®**
	7/16	**Diasorin receives FDA de-novo grant for the SIMPLEXA® *C. auris* Direct assay on the LIAISON® MDX instrument**
PRICE sensitive	7/29	**Diasorin raises full-year 2024 guidance as a result of the positive performance of the first semester of the year**
	7/29	**Molecular Diagnostic Day**
	8/22	**Withdrawal of the administrative sanction imposed by CONSOB for the alleged violation of disclosure requirements for privileged information**

	9/4	**Shareholders' Meeting 4 September 2024**
	9/9	**Diasorin launches the LIAISON® *Streptococcus pneumoniae* Ag Assay in all countries accepting the CE Mark**
	9/27	**Diasorin announced 510(K) submission for LIAISON PLEX® Gram-Negative Blood Culture Assay**
PRICE sensitive	**11/5**	**Diasorin reports another quarter with Revenues and Profitability in expansion, raising the Full-Year 2024 Revenue Guidance**
	11/11	**Diasorin announced 510(k) submission for LIAISON PLEX® Gram-Positive Blood Culture Assay, to complete the Blood Culture portfolio on LIAISON PLEX®**

1.2. OVERVIEW OF THE RESULTS

1.2.1. CONSOLIDATED FINANCIAL HIGHLIGHTS

Income statement *(in € thousands)*	2024	2023
Net revenues	1,185,427	1,148,210
Gross profit	781,701	741,186
Adjusted [1]Gross profit	781,701	748,602
EBITDA [2]	387,366	353,117
Adjusted [(1)] EBITDA	393,757	374,565
Operating result (EBIT)	258,325	216,261
Adjusted [(1)] operating result (EBIT)	303,479	283,091
Net profit for the period	187,057	158,508
Adjusted [(1)] Net profit	236,102	224,002

Statement of financial position *(in € thousands)*	12/31/2024	12/31/2023
Capital invested in non-current assets	2,334,176	2,215,855
Net invested capital	2,416,756	2,314,341
Net financial debt	(617,734)	(776,373)
Shareholders' equity	1,799,022	1,537,968

Statement of cash flows *(in € thousands*	2024	2023
Net cash flow for the period	344,270	38,538
Free cash flow[(3)]	240,548	209,410
Capital expenditures	119,716	113,240
Number of employees	3,271	3,233

[1] *The Adjusted Gross Profit, Adjusted EBIT, Adjusted EBITDA, and Adjusted Net Profit indicators are provided in the table included in the section "Overview of the Group's performance in the first half of 2024 and comparison with 2023".*

[2] *EBITDA is defined as the "Operating Result", gross of amortization and depreciation of intangible and tangible assets. EBITDA is a measure used by the Group to monitor and evaluate the Group's operating performance and is not defined as an accounting measure in IFRS and therefore shall not be considered an alternative measure for assessing the Group operating result performance. Since the composition of EBITDA is not regulated by the reference accounting standards, the criterion of determination applied by the Group may not be homogeneous with that adopted by other operators and/or groups and therefore may not be comparable.*

3 *Free cash flow is the cash flow from operating activities, counting utilizations for capital expenditures but before interest payments, acquisitions of companies and business operations and taking out/repaying borrowings.*

1.2.2. FINANCIAL HIGHLIGHTS OF THE GROUP'S PARENT COMPANY

Income statement (in € thousands)	2024	2023
Net revenues	28,834	24,806
Gross profit	28,834	24,806
Operating result (EBIT)	(31,977)	(36,212)
Net profit for the period	56,373	28,279

Statement of financial position (in € thousands)	12/31/2024	12/31/2023
Capital invested in non-current assets	1,015,167	1,021,775
Net invested capital	1,038,244	1,051,038
Net financial debt	(548,764)	(613,875)
Shareholders' equity	502,635	458,936

Statement of cash flows (in € thousands)	2024	2023
Free cash flow[2]	47,579	15,569
Capital expenditures	1,045	2,259
Number of employees	133	132

[2] *Free cash flow is the cash flow from operating activities, counting utilizations for capital expenditures but before interest payments, acquisitions of companies and business operations and taking out/repaying borrowings.*

1.2.3. OVERVIEW OF THE OPERATING PERFORMANCE IN 2024 AND COMPARISON WITH 2023

Foreword

The 2024 consolidated financial statements have been prepared in compliance with the International Accounting Standards (IFRS) issued by the International Accounting Standards Board ("IASB") and approved by the European Union and are consistent with the provisions issued in implementation of Art. 9 of Legislative Decree No. 38/2005.

This annual report presents and comments on certain financial indicators that are not identified in the IFRSs. These indicators, which are described below, are used to comment on the Group's business performance in paragraphs "Consolidated financial highlights" and "Income Statement in 2024 and comparison with 2023", in compliance with the requirements of Consob communication of 28 July 2006 (DEM 6064293), as subsequently amended and supplemented (Consob communication 0092543 of 3 December 2015, which incorporates the ESMA Guidelines 2015/1415) and ESMA Guidelines 32-382-1138 of 4 March 2021.

The alternative performance indicators listed below should be used to supplement the information required by IFRS to help readers of the report gain a more comprehensive understanding of the Group's economic, financial and operating position, net of one-off elements for the Luminex acquisition and integration carried out in 2021, the amortization deriving from the Purchase Price Allocation of Luminex, the borrowing costs related to the financing of the transaction, charges deriving from the remeasurement (in accordance with IFRS5) of the Flow Cytometry assets sold to Cytek, and their tax impact.

It should be noted that the calculation of these adjusted indicators could differ from those used by other companies.
The following table provides the alternative performance indicators as at 31 December 2024:

Figures in € millions	Gross margin	EBITDA	Operating Result (EBIT)	Net profit
IFRS Financial Statements Measures	781,701	387,366	258,325	187,057
Adjustments				
One-off costs related to the integration and restructuring of Luminex	-	6,391	6,391	6,391
Depreciation of Luminex intangibles identified in the Purchase Price Allocation	-	-	38,763	38,763
Financial charges related to the debt instruments and to the convertible bond issued to finance the acquisition of Luminex, net of hedging effects	-	-	-	19,676
Total adjustments before tax effects	-	6,391	45,154	64,830
Tax effect on adjustments	-	-	-	(15,786)
Total adjustments	-	6,391	45,154	49,044
Adjusted Measures	**781,701**	**393,757**	**303,479**	**236,102**

The following table provides the alternative performance indicators as at 31 December 2023:

Figures in € millions	Gross	EBITDA	Operating Result (EBIT)	Net profit
IFRS Financial Statements Measures	741,186	353,117	216,261	158,508
Adjustments				
One-off costs related to the integration and restructuring of Luminex	516	8,389	8,389	8,389
Depreciation of Luminex intangibles identified in the Purchase Price Allocation	-	-	38,802	38,802
Financial charges related to the debt instruments and to the convertible bond issued to finance the acquisition of Luminex, net of hedging effects	-	-	-	20,408
Charges from the divestment of the Flow Cytometry business	-	4,404	4,404	4,404
Charges form the dismantling of ARIES business	6,900	8,654	15,235	15,235
Total adjustments before tax effects	7,416	21,447	66,830	87,239
Tax effect on adjustments	-	-	-	(21,744)
Total adjustments	7,416	21,447	66,830	65,495
Adjusted Measures	**748,602**	**374,564**	**283,091**	**224,002**

Macroeconomic scenario and the foreign exchange market

In 2024 global growth held steady at 2.7% (source: World Bank - Global Economic Prospect) as inflation decelerated, allowing major central banks to ease monetary policies proceeding, albeit with different degrees of intensity, to a gradual reduction of interest rates.

The macroeconomic outlook for 2025 is marked by extreme uncertainty: protectionist trade policies implemented by the new U.S. Administration and the evolution of geopolitical instability may negatively impact growth and inflation.

In the foreign exchange market, exchange rate stability of 2024 (shown in the comparison of average exchange rates vis-à-vis the previous year) was negatively impacted by the outcome of the election in the United States, resulting in a strong depreciation of the Euro vis-à-vis the U.S. dollar (-6% the exchange rate at December 2024 compared with December 2023).

Regarding other currencies, it should be noted the strong depreciation of the currencies used by the Company in Latin America, among them the Brazilian Real and Mexican Peso reported a 20% and 15% decrease against the Euro, respectively, compared to 2023.

The table below provides a comparison of the average and end-of-period exchange rates of the main currencies used by the Group (Source European Central Bank) in 2024 and 2023.

Currency	Average exchange rates			Exchange rates at		
	2024	2023	Change	12/31/2024	12/31/2023	Change
U.S. dollar	1.0824	1.0813	0%	1.0389	1.1050	-6%
Brazilian real	5.8283	5.4010	8%	6.4253	5.3618	20%
British pound	0.8466	0.8698	-3%	0.8292	0.8691	-5%
Swedish kronor	11.4325	11.4788	0%	11.4590	11.0960	3%
Swiss franc	0.9526	0.9718	-2%	0.9412	0.9260	2%
Czech koruna	25.1198	24.0043	5%	25.1850	24.7240	2%
Canadian dollar	1.4821	1.4595	2%	1.4948	1.4642	2%
Mexican peso	19.8314	19.1830	3%	21.5504	18.7231	15%
Israeli shekel	4.0067	3.9880	0%	3.7885	3.9993	-5%
Chinese yuan	7.7875	7.6600	2%	7.5833	7.8509	-3%
Australian dollar	1.6397	1.6288	1%	1.6772	1.6263	3%
South African rand	19.8297	19.9551	-1%	19.6188	20.3477	-4%
Norwegian krone	11.6290	11.4248	2%	11.7950	11.2405	5%
Polish zloty	4.3058	4.5420	-5%	4.2750	4.3395	-1%
Indian Rupee	90.5563	89.3001	1%	88.9335	91.9045	-3%
Singapore dollar	1.4458	1.4523	0%	1.4164	1.4591	-3%
UAE Dirham	3.9750	3.9710	0%	3.8154	4.0581	-6%

1.2.4. REVIEW OF THE GROUP'S OPERATING PERFORMANCE AND FINANCIAL POSITION

Income statement in 2024 and comparison with 2023

(in € thousands)	2024	As a % of revenues	2023	As a % of revenues
Sales and service revenues	1,185,427	100.0%	1,148,210	100.0%
Cost of sales	(403,726)	34.1%	(407,024)	35.4%
Gross profit	781,701	65.9%	741,186	64.6%
Adjusted Gross profit	781,701	65.9%	748,602	65.2%
Sales and marketing expenses	(287,748)	24.3%	(285,887)	24.9%
Research and development costs	(91,567)	7.7%	(90,947)	7.9%
General and administrative expenses	(128,023)	10.8%	(128,524)	11.2%
Total operating expenses	(507,339)	42.8%	(505,358)	44.0%
Other operating income (expense)	(16,037)	1.4%	(19,567)	1.7%
Operating result (EBIT)	258,325	21.8%	216,261	18.8%
Adjusted Operating Result (EBIT)	303,479	25.6%	283,091	24.7%
Financial income/(expense)	(15,877)	1.3%	(15,045)	1.3%
Profit before taxes	242,448	20.5%	201,216	17.5%
Income taxes	(55,391)	4.7%	(42,708)	3.7%
Net profit for the period	187,057	15.8%	158,508	13.8%
Adjusted Net profit	236,102	19.9%	224,002	19.5%
EBITDA [3]	387,366	32.7%	353,117	30.8%
Adjusted EBITDA	393,757	33.2%	374,564	32.6%

[3] *Looking at the data on the Table, the Board of Directors defines EBITDA as the "operating result" before amortization of intangibles and depreciation of property, plant and equipment. EBITDA is a measure used by the Company to monitor and evaluate the Group's Parent Company operating performance and is not defined as an accounting measure in IFRS and therefore shall not be considered an alternative measure for assessing the Group's Parent Company operating result performance. Since the composition of EBITDA is not regulated by the reference accounting standards, the criterion of determination applied by the Group's Parent Company may not be homogeneous with that adopted by other operators and/or groups and therefore it may not be comparable.*

Net revenues

In 2024, Diasorin generated **revenues for € 1,185,427 thousand** (€ 1,148,210 thousand in 2023), up by 3% compared with the previous year (at current and constant exchange rates). Excluding COVID business, revenues increased by 6% (+7% at CER). Exchange rate fluctuation had a marginal impact compared to 2023 and resulted in a negative impact of around € 3 million.

Ex-COVID immunodiagnostics revenues were € 784,741 thousand and increased by 8.9% (+9.2% at CER), on the back of the upward trend of CLIA specialty tests in all the main countries where the Group operates.

Ex-COVID molecular diagnostics revenues were € 203,875 thousand, up by 3.3% compared to 2023 (+3.4% at CER), mainly due to the positive contribution of Diasorin legacy specialty business. It should be noted the positive start of the commercialization of LIAISON PLEX® respiratory panel launched in the second half of the year.

Licensed Technologies revenues were € 170,774 thousand, up by 1.9% on a like-for-like consolidation basis (+2.0% at CER).

COVID serology and molecular diagnostic tests sales were in line with expectations and equal to € 26,037 thousand, down by € 32,515 thousand compared with 2023.

Breakdown of revenues by geography

The following table provides a comparison of revenues in the periods under comparison, broken down by geographic areas, net of COVID test contribution.

(in € thousands)	2024	2023	% Change at current exchange rates	% Change at constant exchange rates
Europe direct	408,971	377,628	8.3%	7.8%
North America direct	569,088	518,579	9.7%	9.9%
Rest of the World	181,331	193,449	-6.3%	-4.5%
COVID	26,037	58,554	-55.5%	-55.4%
Total revenues	**1,185,427**	**1,148,210**	**3.2%**	**3.5%**

Europe Direct

In 2024, revenues were € 408,971 thousand, up by 8.3% (+7.8% at CER) compared with 2023. The growth is driven by the positive immunodiagnostic performance in all the main European countries on the back of the upward trend of specialty assays.

North America Direct

In 2024, revenues were € 569,088 thousand, up by 9.7% (+9.9% at CER) compared with 2023. Also this market reported a strong immunodiagnostic performance on the back of the upward trend of CLIA tests and a successful hospital strategy.

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Rest of the World

In 2024, revenues were € 181,331 thousand, down by 6.3% (-4.5% at CER) compared to 2023. The performance was impacted by the decline in revenues recorded in the Chinese market, mainly due to policies adopted by government authorities aimed at favoring local producers, and to the negative trend of certain minor markets where the Group operates through external distributors.

Breakdown of revenues by technology

(in € thousands)	2024	2023
Ex-COVID immunodiagnostics	66.2%	62.7%
Ex-COVID molecular diagnostics	17.2%	17.2%
Licensed Technologies	14.4%	15.0%
COVID	2.2%	5.1%
Total	**100%**	**100%**

Operating performance

In 2024, the adjusted gross profit was € 781,701 thousand, up by 4.4% as against € 748,602 thousand in 2023; its ratio to revenues increased to 65.9% from 65.2% in 2023.The improved margin profile was driven by the initiatives of cost control and a favorable product mix. The gross profit was **€ 781,701 thousand**.

Operating expenses, net of amortization deriving from the *Purchase Price Allocation* of Luminex, were € 468,576 thousand, in line with the previous year but their ratio to total revenues decreased to 39.5% from 40.6% del 2023. The change is due to the increase in the operating leverage following the growth in revenues combined with the ongoing monitoring of operating expenses.

Other adjusted operating income amounted to € 9,646 thousand, down from 2023 when adjusted income amounted to € 890 thousand. The decline was due to the impact of certain non-recurring income in 2023.

In 2024, adjusted items include € 6,391 thousand in costs connected to the Luminex integration, mainly relating to the divestment of Aries molecular business.

Adjusted EBITDA amounted to **€ 393,757 thousand**, up by 5.1% compared to 2023 and with an incidence to revenues of 33.2%. In 2024, EBITDA amounted to € 387,366 thousand, up by 9.7% compared to the previous year, with an incidence to revenues increasing to 32.7% in 2024 from 30.8% in 2023. The change is due to the combined effect of the elements described above.

Adjusted EBIT amounted to **€ 303,479 thousand** (€ 283,091 thousand in 2023), up by 7.2% over the previous year and equal to 25.6% of revenues as against 24.7% in 2023. The consolidated operating result (EBIT) in 2024 amounted to € 258,325 thousand, up by 19.5% compared to 2023 and equal to 21.8% of revenues.

Financial income and expense

In 2024, net financial expense amounted to € 15,877 thousand, as against € 15,045 thousand in 2023. The decline is due mainly to lower interest income accrued on liquidity investment due to lower interest rates in the second half of the year.

Interest expense and other financial charges include:

- € 9,447 thousand in financial charges arising from the application of the amortized cost relating to the convertible bond issued by the Parent Company (in line with the previous year);
- € 10,228 thousand in interest expense and other charges for the bank loan to support the Luminex acquisition in 2021 (€ 11,026 in 2023);
- € 4,030 thousand interest expense on lease recognized under the IFRS 16 accounting standard (€ 3,009 thousand in 2023).

Lastly, interest income of € 6,948 thousand (€ 13,409 thousand in 2023) accrued on financial instruments to manage liquidity denominated in U.S. dollars.

Profit before taxes and net profit

2024 ended with a result before taxes of € 242,448 thousand (€ 307,278 thousand net of costs for the Luminex integration and those deriving from the PPA), up by 20.5% as against € 201,216 thousand in the previous year, equal to 20.5%of revenues (25.9% net of costs for the Luminex integration and those deriving from the Purchase Price Allocation). The change is due to the combined effect of the elements described above.

In 2024, the **adjusted net profit** was **€ 236,102 thousand**, up by € 12,099 thousand or 5.4% compared to the previous year, equal to 19.9% of revenues (19.5% in 2023). The net profit was € 187,057 thousand.

Statement of financial position at 31 December 2024

The consolidated statement of financial position at 31 December 2024 is shown below

(in € thousands)	12/31/2024	12/31/2023
Goodwill and Intangible assets	2,028,486	1,924,970
Property, plant and equipment	271,359	256,286
Other non-current assets	34,330	34,599
Net working capital	346,398	368,834
Other non-current liabilities	(263,818)	(270,349)
Net invested capital	2,416,756	2,314,341
Net financial debt	(617,734)	(776,373)
Total shareholders' equity	**1,799,022**	**1,537,968**

Non-current assets increased to € 2,334,176 thousand at 31 December 2024 compared to 31 December 2023 (€ 2,215,855 thousand). The change is due to the conversion in euros of fixed assets denominated in U.S. dollars.

Amortization and depreciation, equal to € 129,041 thousand almost entirely offset investments amounting to € 132,428 thousand. Investments include the LIAISON PLEX and LIAISON NES projects and the development of the new CLIA platform.

Other non-current liabilities were € 263,818 thousand, down by € 6,531 thousand compared to 31 December 2023.

The table that follows shows the net working capital:

(in € thousands)	12/31/2024	12/31/2023
Trade receivables	194,696	198,560
Ending inventories	344,043	315,500
Trade payables	(99,520)	(100,706)
Other current assets/liabilities	(92,821)	(44,520)
Net working capital	**346,398**	**368,834**

At 31 December 2024, the net working capital was € 346,398 thousand, with a decrease of € 22,436 thousand compared to the previous year.

Trade receivables were € 194,696 thousand, a slight decrease compared to December 2023 as a result of improved collection time.

Inventories were € 344,043 thousand, an increase of € 28,543 thousand (+9.0%) arising from the translation of inventories denominated in dollars and from materials for manufacturing Luminex instruments and reagents for new commercial launches.

Trade payables were € 99,520 thousand at 31 December 2024, a decrease of € 1,187 thousand compared to 2023 and in line with the previous year.

Other current net liabilities were € 92,821 thousand, increasing by € 48,301 thousand compared to 2023; the change is due to the use of tax receivables accrued in the previous years.

The net financial debt at 31 December 2024 was **negative by € 617,734 thousand.**

The table that follows shows the consolidated net financial debt:

The table that follows shows the consolidated net financial debt:

(in € thousands)		12/31/2024	12/31/2023	Change
A.	Cash on hand	344,270	280,314	63,956
B.	Cash equivalents	-	-	-
C.	Other current financial assets	34,654	98,437	(63,783)
D.	Cash(A+B+C)	378,924	378,751	173
E.	Current financial debt (including debt instruments, but excluding the current portion of non-current financial borrowings)	23,621	63,346	(39,725)
F.	Current portion of non-current financial borrowing	24,106	21,728	2,378
G.	Current financial debt (E+F)	47,727	85,074	(37,347)
H.	Net current financial debt (G-D)	(331,197)	(293,677)	(37,520)
I.	Non-current financial debt (excluding the current portion and debt instruments)	481,686	612,253	(130,567)
J.	Debt instruments	467,244	457,797	9,448
K.	Trade payables and other non-current borrowings	-	-	-
L.	Non-current financial debt (I+J+K)	948,930	1,070,049	(121,118)
M.	Total financial debt **(H+L)**	617,734	776,373	(158,640)

As regards the net financial debt, the following is detailed:

- Repayment of a principal of USD 50,000,000 in January and of USD 150,000,000 in April relating to the “Term Loan”, in addition € 7,868 thousand in interest expense.
- Use of cash held by Diasorin Inc. in Time Deposit instruments for an amount equal to € 34,654 thousand, down from € 98,437 thousand at 31 December 2023.
- The Chinese subsidiary’s short-term debt equal to € 13,946 thousand.
- The “Revolving Credit Facility” due 2025 signed in 2022 by Diasorin S.p.A for an amount equal to € 150,000 thousand was not used at 31 December 2024.

Further details on the debt instruments above are provided in the Notes to the financial statements.

At 31 December 2024, the **consolidated** shareholders' equity was **€ 1,799,022 thousand** (€ 1,537,968 thousand at 31 December 2023) and includes no. 2,056,298 treasury shares, equal to 3.68% of the share capital, for a total value of € 251,783 thousand.

Analysis of consolidated cash flows

A complete statement of consolidated cash flows is provided in the financial statements. A schedule showing a condensed consolidated statement of cash flows, followed by a review of the main statement items and changes that occurred compared to the previous year is provided below.

(in € thousands)	12/31/2024	12/31/2023
Cash and cash equivalents- Opening balance	280,314	241,776
Net cash provided by/ (used in) operating activities	358,782	311,662
Cash provided by/ (used in) investing activities	(49,809)	(29,102)
Cash used provided by/ (used in) financing activities	(245,017)	(244,023)
Change in net cash before investments in financial assets	63,956	38,538
Change in net cash	63,956	38,538
Cash and cash equivalents – Closing balance	**344,270**	**280,314**

At 31 December 2024, available **liquid assets** held by the Group amounted to **€ 344,270 thousand**, an increase of € 63,956 million compared to 31 December 2023.

In 2024, the cash flow from operating activities was € 358,782 thousand, up by € 47,120 compared to 2023, mainly driven by the increase in EBITDA described above and the change in the net working capital.

Investing activities absorbed cash for € 49,809 thousand; the increase compared to 31 December 2023, equal to € 20,707 thousand is mainly due to the increase in the amount of investments connected to the new product platforms.

The **free cash flow** in 2024 was a **€ 240,548 thousand**, up by € 31,138 thousand compared to € 209,410 thousand in2023.

Net cash used in financing activities amounted € 245,017 thousand, as against € 244,023 thousand in 2023. This cash outlay is the result of the Term Loan repayments described above. Dividend distribution amounted to € 61,277 thousand (€ 58,967 thousand in 2023), and purchase of treasury shares, net of stock options exercise was positive by € 37,560 thousand (negative by € 18,534 thousand in 2023).

The translation currency effect on cash and cash equivalents was positive by € 14,110 thousand (negative by € 8,061thousand in 2023).

1.2.5. TRANSACTIONS RESULTING FROM NON-RECURRING, ATYPICAL AND OR UNUSUAL OPERATIONS

Consistent with Consob Communication No. DEM/6064293 of July 28, 2006, in 2024 the Group did not carry out atypical and/or unusual transactions as provided by the Communication, which defines as atypical and/or unusual transactions those transactions that, because of their significance/materiality, type of counterparty, purpose, method used to determine the transfer price and timing (close to the end of the year), could give rise to doubts with regard to: the accuracy/completeness of the disclosure provided in the financial statements, conflict of interests, safety of the corporate assets and protection of minority shareholders.

1.2.6. MAIN RISKS AND UNCERTAINTIES TO WHICH DIASORIN S.P.A. AND THE GROUP ARE EXPOSED

Risks connected to general economic condition

The income statement and financial position of the Group are unavoidably affected by macroeconomic factors beyond the Company's control.

The products distributed by Diasorin are part of basic medical care coverage, which, generally, is funded by national health services or private insurance companies. Some countries where the Group operates may question costs of welfare system, in which health care has a central role. This phenomenon can lead to increase pressure to reduce refunds for medical care and, in some cases, the volumes of laboratory tests ordered by physicians.

This may have an impact on the market where Diasorin operates, despite diagnostics accounts for only a marginal portion of health care spending in the main industrialized countries and its use may help national health services curb costs in terms of treatments and hospitalizations.

It should also be noted that despite its downward trend, the inflationary pressure may lead to an increase in the cost base resulting in lower margins that Diasorin could not face with a corresponding increase in prices applied to customers. To date, this phenomenon has no a material impact on the Group's figure

Risks related to the Group's international presence and expansion

Because of their presence in several countries in Europe and elsewhere in the world, the Company and the Group are exposed to numerous risk factors. The current economic and macro-political situation, which is negatively impacted by Ukraine and Middle East crises, exposes some of these countries to social, economic and political instability, thus jeopardizing growth in such countries. Nevertheless, the Group is not significantly exposed in these markets.

In countries where it does not operate through a subsidiary, the Group uses independent distributors to sell its products. As a rule, these distributors are small or medium-sized companies with limited financial resources, whose risk could be to slow sales growth or increase the risk that a distributor may become insolvent.

In light of the scenarios arising from the possible imposition of import and export tariffs on the company's products and the relevant raw materials used in manufacturing processes, Diasorin will keep track of future developments to assess any potential impact on the Group's activities. At the moment the impact on the Group's results of the tariffs imposed by the US Government is not material.

Risks related to funding requirements

A prudent cash management strategy includes maintaining sufficient cash or readily available assets and credit lines to meet immediate liquidity needs. Cash flows, funding requirements and liquidity levels are monitored centrally to ensure promptly and effectively the availability of financial resources and invest appropriately any excess liquidity.

In order to meet any financial needs and a credit market characterized by low liquidity, the Company has deemed it appropriate to adopt a EUR 150 million 3 year committed revolving credit facility, made available by a pool of banks and to be used upon set conditions.

Management believes that the funds and credit lines currently available, when combined with the resources generated by operating and financing activities (including dividends from subsidiaries), will enable the Group to meet its liquidity needs.

Credit risk

In certain emerging countries, receivables owed to the Company and to the Group can be affected by the limited financial liquidity of local customers and therefore the collection terms may be significantly longer than the contractual payment terms.

Risks associated with foreign exchange and interest rate fluctuations

The Group operates in countries and markets where the reporting currency is not the Euro and, consequently, it is exposed to the risk related to fluctuation in foreign exchange rates.

With regard to revenues, the currencies to which Diasorin is more exposed are the U.S. Dollar (accounting for about 50% of revenues in 2024), the Chinese Yuan (accounting for about 3% of revenues in 2024) and the Canadian dollar (accounting for about 3% of revenues in 2024).

With regard to the company's financial position, a significant portion of the debt from Luminex acquisition in 2021 is denominated in U.S. Dollar (about two thirds), consistently with the currency of the assets acquired and with the economic composition of revenues.

Future fluctuations of the Euro versus other currencies may have an impact, even though marginal, on the income statement, balance sheet and financial position of the Company and the Group.

With regard to interest rates, note that:

- floating-rate interest, as contractually defined, accrues on the debt denominated in U.S. dollars of the subsidiary DiaSorin Inc. for the Luminex acquisition occurred in 2021. The company used Interest Rate Swaps as a hedge against potential negative impacts deriving from any rise in interest rates;
- interest expense does not accrue on the convertible bond issued by the Group's Parent Company.

Therefore, the Group is not significantly exposed to risks associated with interest rate fluctuations as it has proper hedging instruments.

Commercial risk

Diasorin operates in a market characterized by major competitors that use particularly aggressive strategies and exert pressure on sales price. This applies to high-volume products, the so-called mainstream products, that are present in all major competitors' menus. In order to limit this phenomenon, the Group developed a strong specialty menu to enter niche markets. Furthermore, following the trend recorded in countries where small lab chains merged into big chains, revenues may be concentrated at some major customers. Potential risks connected to this phenomenon are mitigated through the adoption of long-term contracts and the implementation of a commercial strategy aimed at expanding the customer base, which is composed of medium and small-sized hospital laboratories.

1.2.7. SIGNIFICANT EVENTS OCCURRED AFTER 31 DECEMBER 2024 AND BUSINESS OUTLOOK

With reference to the business outlook, the Management expects in 2025:

• **Total revenues**	**approx. +7%**
→ Revenues net of COVID business	approx. +8%
→ COVID Revenues	approx. €20 million
• **Adjusted Ebitda margin**	**approx. 34%**

1.2.8. REVIEW OF THE OPERATING FINANCIAL PERFORMANCE OF DIASORIN S.P.A

Foreword

The 2024 separate financial statements have been prepared in compliance with the International Accounting Standards (IFRS) issued by the International Accounting Standards Board ("IASB") and approved by the European Union and are consistent with the provisions issued in implementation of Art. 9 of Legislative Decree No. 38/2005.

Overview of the Parent company's performance in 2024 and comparison with 2023

Income Statement (in € thousands)	2024	2023
Revenues	28,834	24,806
Gross profit	28,834	24,806
Sales and marketing expenses	(13,902)	(12,675)
Research and development costs	(4,563)	(4,003)
General and administrative expenses	(33,486)	(34,427)
Total operating expenses	(51,951)	(51,105)
Other operating income (expenses)	(8,860)	(9,913)
non-recurring amount	(1,193)	(3,002)
Operating result (EBIT)	(31,977)	(36,212)
Financial income	96,792	74,250
Financial expenses	(17,582)	(20,154)
Profit before taxes	47,233	17,884
Income taxes	9,140	10,395
Net profit	**56,373**	**28,279**

Net revenues

Revenues include holding activities and services amounting to € 28,834 thousand at 31 December 2024 (€ 24,806 thousand at 31 December 2023) and refer to coordination services provided to subsidiaries such as marketing activities, centralized treasury and personnel management, implementation and management of Group's IT services.

Operating performance

Operating expenses were € 51,951 thousand (€ 51,105 thousand at 31 December 2023), the balance of other operating charges and income was negative by € 8,860 thousand (negative by € 9,913 thousand in 2023). The amount includes non-recurring expenses amounting to € 1,193 thousand in connection with the Luminex Group integration.

Financial performance

In 2024, net financial income amounted to € 79,210 thousand as against net financial income of € 54,096 thousand in the previous year.

In 2024, the Company reported financial income amounting to € 96,792 thousand and include mainly:

- dividends received by Group's companies amounting to € 91,369 thousand,
- interest income connected to Group's companies amounting to € 1,610 thousand,
- interest income and other financial income amounting to € 3,812 thousand.

Interest expenses and other financial charges amounted to € 17,582 thousand (€ 20,154 thousand in 2023) and refer to notional interests at amortized cost accrued on the convertible bond for the Luminex acquisition.

Profit before taxes and net profit

In 2024, the Parent Company's profit before taxes amounted to € 47,233 thousand (€ 17,884 thousand in 2023).

The Group's Parent company's income taxes were positive by € 9,140 thousand, mainly as a result of the IRES loss recognized as income on tax consolidation.

The net profit was € 56,373 thousand (€ 28,279 thousand in 2023). The increase is due to higher dividends received from subsidiaries.

Statement of financial position at 31 December 2024

The table below shows a breakdown of the financial position at 31 December 2024:

(in € thousands)	12/31/2024	12/31/2023
Goodwill and other Intangible Assets	7,615	7,729
Property, plant and equipment	3,269	2,571
Equity investments	990,659	988,912
Other non-current assets	469	789
Net working capital	38,754	53,200
Other non-current liabilities	(2,519)	(2,164)
Net invested capital	1,038,244	1,051,038
Non-current financial receivables to Group companies	13,155	21,774
Net financial debt	548,764	613,875
Shareholders' equity	**502,635**	**458,936**

Non-current assets increased to € 1,002,012 thousand compared to 31 December 2023 (€ 1,000,001 thousand), due to the increase in equity investments as a result of the allocation of foreign stock options for € 1,923 thousand.

The net working capital was € 38,754 thousand, broken down as follows:

(in € thousands)	12/31/2024	12/31/2023	Change
Trade receivables due to Group's companies	45,855	40,651	5,204
Trade payables and amounts due to Group companies	(10,090)	(12,274)	2,184
Other current assets/liabilities [4]	2,989	24,823	(21,834)
Net working capital	**38,754**	**53,200**	**(14,446)**

Trade receivable due to Group companies were € 45,855 thousand and include receivables deriving from intercompany services.

The balance of trade payables amounted to € 10,090 thousand and include payables due to both Group companies and third distributors.

Other net assets were € 2,519 thousand at 31 December 2024, a strong decline compared to the previous year (net assets amounting to € 24,823 thousand in 2023), mainly due to tax credits carried forward.

Other non-current liabilities were € 2,989 thousand and include provisions for employee benefits.

Non-current financial receivables owed to Group's companies were € 13,155 thousand and refer mainly to loans granted to Group's companies

[4] *Other current assets/liabilities are defined as the algebraic sum of receivables and payables other than financial and commercial items.*

As at 31 December 2024, the Parent Company's **net financial debt** was negative by **€ 548,764 thousand**. Further details are provided in the section on consolidated statement of cash flow of Diasorin S.p.A.

The table that follows provides a breakdown of the net financial debt[1]:

(in € thousands)		12/31/2024	12/31/2023
A.	Cash on hand	79,953	32,374
B.	Cash equivalents	-	-
C.	Other current financial assets	9,544	15,766
D.	Cash (A+B+C)	89,497	48,140
E.	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	168,743	203,476
F.	Current portion of non-current financial debt	-	-
G.	Current financial debt (E+F)	168,743	203,476
H.	Net current financial debt (G-D)	79,246	155,336
I.	Non-current financial debt (excluding the current portion and debt instruments)	2,277	743
J.	Debt instruments	467,244	457,796
K.	Trade payables and other non-current debts	-	-
L.	Non-current financial debt (I+J+K)	469,521	458,539
M.	**Total financial debt (H+L)**	**548,767**	**613,875**

It should be noted that the net financial debt includes:

- The "Revolving Credit Facility" due 2025 signed in 2022 by Diasorin S.p.A for an amount equal to € 150,000 thousand was not used at 31 December 2024.
- Notional interests amounting to € 9,447 accrued on the Convertible debt for the Luminex acquisition occurred in 2021.

Further details on debt instruments are provided in the explanatory Notes of the Financial Statements.

At 31 December 2024, **shareholders' equity** amounting to **€ 502,635 thousand** (€ **458,936** thousand at 31 December 2023) included no. 2,056,298 treasury shares, equal 3.68% of the share capital, for a total of € 251,783 thousand.

The change, equal to a € 43,699 thousand at 31 December 2024, includes € 37,560 thousand for the purchase of treasury shares, stock options exercise and the equity plan.

[1] In accordance with the Consob Communication no. DEM/6064293 of 28 July 2006 the net financial position does not include non-current financial assets.

Analysis of cash flows

A complete statement of cash flows is provided in the financial statements. A schedule showing the statement of cash flows, followed by a review of the main statement items and the changes that occurred compared to the previous year, is provided below:

(in € thousands)	12/31/2024	12/31/2023
Cash and cash equivalents- opening balance	32,374	16,805
Cash generated by/ (used in) operating activities	10,801	(8,461)
Cash generated by/ (used in) investing activities	90,656	65,118
Cash generated by/ (used in) financing activities	(53,877)	(41,087)
Net change in cash	47,579	15,569
Cash and cash equivalents- closing balance	**79,953**	**32,374**

At 31 December 2024, available **liquid cash** held by the Parent Company increased to **€ 79,953 thousand** from € 32,374 thousand at 31 December 2023.

The cash flow from operating activities was positive by € 10,801 thousand as against negative € 8,461 thousand in 2023.

Cash from investing activities were € 90,656 thousand as against € 65,118 thousand generated in 2023 and include dividends received from Group companies.

As regards financing activities the following should be noted:

- distribution of ordinary dividend equal to € 61,277 thousand in 2024 (€ 58,870 thousand in 2023);
- purchase and sale of treasury shares to service the stock options plans for an amount equal to € 37,560 thousand (purchase/sale of treasury shares equal to € 18,534 thousand in 2023);
- increase in financial items owed to Group companies, equal to € 15,729 thousand (increase of € 31,816 thousand in 2023).

1.2.9. RELATED-PARTY TRANSACTIONS

Diasorin S.p.A. has engaged on a regular basis in commercial and financial transactions with its subsidiaries, which are also Group companies. These transactions, which are executed on standard market terms, consist of the supply of goods and services, including administrative, information technology, personnel management, technical support and consulting services, which produce receivables and payables at the end of the year, and financing and cash management transactions, which produce income and expenses. The impact of these transactions on the single items of the statement of financial position, the income statement and the cash flow is summarized in the financial statements and detailed in Note 30 of the consolidated Financial Statements and in Note 27 of the annual Financial Statements.

The "Procedure for Related-Party Transactions" for 2024 can be consulted on the company's website www.Diasorin.com

1.3. REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE

PURSUANT TO ART. 123-BIS OF THE TUF (TRADITIONAL MANAGEMENT AND CONTROL MODEL)

Glossary

Chief Executive Officer or CEO	The Director to whom the Board has assigned the functions of Chief Executive Officer of the Issuer. At the date of this Report, the role of Chief Executive Officer is held by Mr. Carlo Rosa.
Shareholders' Meeting	The Issuer's Shareholders' Meeting.
Borsa Italiana	Borsa Italiana S.p.A.
Corporate Governance Code or Codice CG	The Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, available at www.borsaitaliana.it., effective as of 1 January 2021.
Civil Code or C.C.	The Italian Civil Code.
Board or Board of Directors	The Issuer's Board of Directors. Information on its composition at the date of this Report is provided in Table 2.
Board of Statutory Auditors	The Issuer's Board of Statutory Auditors. At the date of this Report, it is composed of Ms. Monica Mannino (Chair), Ms. Ottavia Alfano and Mr. Matteo Michele Sutera (Statutory Auditors)
CRS Committee	The Issuer's Control, Risk and Sustainability Committee.
RN Committee	The Issuer's Remuneration and Nominating Committee.

Designated Officer	The Corporate Accounting Documents Officer. At the date of this Report, the office of Corporate Accounting Documents Officer is held by Mr. Piergiorgio Pedron.
Executives with Strategic Responsibilities or ESR	Persons identified by the Board who, pursuant to the Related Parties Regulation, have authority and responsibility for planning, directing and controlling the activities of the Issuer, either directly or indirectly. The Board identified as ESR the Senior Corporate Vice President & Chief Financial Officer and Corporate Accounting Documents Officer in the person of Mr. Piergiorgio Pedron and the Senior Corporate Vice President Human Resources in the person of Mr. Stefano Ronchi. Please note that the Senior Corporate Vice President Human Resources Mr. Stefano Ronchi served as ESR until 31 December 2024, when the employment relationship with the Company ended.
Issuer, Company or Diasorin	Diasorin S.p.A., the securities Issuer to which the Report refers.
Financial year	The financial year to which the Report refers.
ESRS	The sustainability reporting standards set out by the Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023
Euronext Milan	The market segment managed by Borsa Italiana S.p.A. on which the Issuer's shares are traded.
Supervisory Body or SB	The Issuer's Supervisory Body appointed pursuant to Legislative Decree 231/2001.
Chair	The Chair of the Board of Directors. At the date of this Report, the office of Chair is held by Mr. Michele Denegri.
Issuers' Regulation or IR	The Regulation issued by Consob with Resolution No. 11971 of 1999 (as amended) on issuers.
Consob Market Regulation	The Regulation issued by Consob with Resolution No. 20249 of 2017 (as amended) on markets.
Related Parties Regulation	The Regulation issued by Consob with Resolution No. 17221 of 12 March 2010 (as amended), on related-party transactions.

Report	The Report on corporate governance and ownership structure drawn up by Diasorin, pursuant to Article 123-*bis* of the TUF, for the reporting year.
Sustainability Statement	The consolidated sustainability statement prepared by the Company pursuant to Legislative Decree 125/2024 and published in the report on operations of the annual financial report published on the website, in Section “Investors/Financial Corner/Annual and Interim Reports.
ICRMS	The Issuer’s Internal Control and Risk Management System.
Website	The Issuer's website, accessible at the URL address: https://int.diasorin.com/it
Concentrated Ownership Company	Company in which one or more shareholders participating in a shareholders' voting agreement hold, either directly or indirectly (through subsidiaries, trustees or third parties), the majority of the votes that can be exercised in the ordinary shareholders' meetings.
Large Company	The company with a capitalization of more than €1 billion on the last trading day of each of the previous three calendar years.
By-laws	The current Issuer’s By-laws, last amended on 4 September 2024.
TUF	The Legislative Decree No.58 dated 24 February 1998 (as amended).
Deputy Chair	The Deputy Chair of the Board of Directors. At the date of this Report, the office of Deputy Chair is held by Mr. Giancarlo Boschetti.

1.3.1. PROFILE OF THE ISSUER

Diasorin S.p.A. was granted permission to trade on the former Italian Telematic Stock Market organized and managed by Borsa Italiana S.p.A, Star segment, on 19 July 2007.

Later, after the company entered the FTSE MIB Index (where it was listed until 23 December 2013, and then listed again on 4 December 2018, until today), the Issuer submitted a request of voluntary exclusion from the STAR segment.

The Issuer does not qualify as a SME, pursuant to art 1, paragraph 1, letter w-quater.1), of the TUF and to art. 2-ter of the Consob Issuers' Regulation.

Diasorin's system of Corporate Governance, as described in this Report, is consistent with the main recommendations of the Corporate Governance Code to which Diasorin complies with, except as specified in this Report.

Based on the provisions of the Corporate Governance Code, the Issuer qualifies as a (i) Large Company since on the last trading day of 2022, 2023 and 2024 its capitalization was more than €1 billion and (ii) Concentrated Ownership Company since Finde s.s., directly and indirectly through IP Investimenti e Partecipazioni S.r.l. and Finde S.p.A., holds the majority of the votes that can be exercised in the ordinary shareholders' meeting.

This Report describes the corporate governance structure, as set forth in the By-laws, along with regulations and policies adopted by the Group.

Diasorin is organized in accordance with the traditional management and control model referred to in articles 2380-bis and following of the Civil Code. Accordingly, it includes a Shareholders' Meeting, a Board of Director and a Board of Statutory Auditors.

The Shareholders' Meeting held on 28 April 2016, appointed "PricewaterhouseCoopers S.p.A." as statutory auditor. The audit engagement will end upon approval of the financial statements at 31 December 2024. The Shareholders' Meeting held on 4 September 2024 resolved to bring forward the statutory auditor engagement for the financial years 2025-2033 to Ernst & Young S.p.A.

Until the entry into force of Legislative Decree 125/2024 and pursuant to articles 3 and 4 of Legislative Decree 254/2016, the Issuer was required to draw up the Consolidated Non-Financial Statement, published as an annex to the Annual Financial Report (available on the Issuer's website in the Section "Investors/Financial Corner/Annual and Interim Reports", to which reference is made for additional information).

From 1 January 2024, the Issuer is required to publish the sustainability statement pursuant to art. 2 and seq. of Legislative Decree 125/2024, as it qualifies as a "parent company" of a "large group" and as a "public interest entity", as defined in art. 1 of the aforementioned Decree.

The consolidated sustainability statement (published in the report on operations of the annual financial report available on the website, in the Section "Investors/Financial Corner/Annual and Interim Reports", to which reference is made for additional information), provides information necessary to understand the company's impacts on sustainability matters and how they affect the company's development, performance and position.

The Sustainability Statement, to which reference is made, provides also information on the governance of ESG matters, as outlined in the ESRS standards.

The Board of Directors, in order to comply with the recommendations contained in the Corporate Governance Code, promotes the integration of sustainability matters within its corporate governance system and the compensation policy, in the terms described in the following Report and summarized in Section 16 "Considerations on the letter dated 17 December 2024 from the Chair of the Corporate Governance Committee".

Main contents of the 2024 Report

The Report approved by the Board of Directors on 14 March 2025, provides a general description of the corporate governance system adopted by the Group, the ownership structure and quantitative and qualitative information about the activities of the Board of Directors, its Committees and its Internal Control and Risk Management System. The Report describes how the Company has concretely applied the principles of the CG Code and its cases of disapplication, and the reasons thereof on a "comply or explain" basis. Such information is summarized in Table 7 (Executive Summary of compliance with the corporate governance code) annexed to the Report.

1.3.2. INFORMATION ON OWNERSHIP STRUCTURE

(PURSUANT TO ART. 123-BIS, PARAGRAPH 1, TUF) AS AT 31 DECEMBER 2024

a) Share capital structure (pursuant to art. 123-bis, paragraph 1, letter a), TUF)

A breakdown of the Company's share capital of € 55,948,257.00 (subscribed and fully paid-in) as at 31 December 2024, is as follows[1]:

Shares	No. of shares	No. of voting rights[2]	Listed	Rights and obligations
Ordinary share (par value € 1 each) without increased voting rights ISIN IT0003492391	23,642,187	23,642,187	Euronext Milan	Shareholders' rights and obligations are those provided in art. 2346 et seq. of the Civil Code; specifically, each share gives right to one vote, without prejudice to the shares that accrued increased voting rights, pursuant to art. 9-*bis* of the By-laws.
Ordinary share (par value € 1 each) with increased voting rights ISIN IT0005188385	32,306,070	64,612,140	Euronext Milan	Shareholders' rights and obligations are those provided in art. 2346 et seq. of the Civil Code; the shares that accrued increased voting rights pursuant to Article 9-bis of the By-laws are entitled to two share votes.

It should be noted that the Extraordinary Shareholders' Meeting held on 4 October 2021, resolved to increase the share capital in cash, against payment and in separate issues, for a maximum par value of € 2,370,411, in addition to € 497,629,589 by way of share premium for the convertibility of the bond issue called "€ 500 million Zero Coupon Equity Linked Bonds due 2028" to be paid up in one or more tranches by means of the issue of the Company's common shares, according to the criteria established by the relevant regulation, it being understood that the deadline for the subscription of the shares is set at 5 May 2029 ,and where the share capital increase had not been fully subscribed it will be in any case increased by the amount deriving from the subscriptions made by that date and effective as from the same dates, with express authorization for the directors to issue the new shares as and when they are subscribed. The authorized share capital amounts to € 58,318,668.

[1] *No. 2,056,298 treasury shares currently held in the Company's portfolio; the number of treasury shares was 2,056,298 at 12.31.2024.*

[2] *The amount of voting rights was equal to 88,316,827 at 12.31.2024.*

In 2024, a number of shareholders, each holding a number of voting rights lower than 3% of the total amount of voting rights, accrued increased voting rights in accordance with article 9-bis of the By-laws. At 31 December 2024, no. 32,368,570 shares accrued increased voting rights (see paragraph 2, lett. d).

Total amount of voting rights, the updated list of Shareholders registered in the Special List to benefit of increased voting rights and holding equity investment higher than 3% of the company's share capital, along with Shareholders entitled to increased voting rights (two votes for each share held) and holding a number of voting rights exceeding 3% of the total amount of voting rights pursuant to art. 85-bis, section 4-bis and 143-quater, paragraph 5, of the Consob Issuers' Regulation, are published on the Company's website in the Section "Group/Governance/Ownership structure/Increased voting rights", where further information on increased voting rights is provided.

Stock Option plans

The details and terms of the Stock Option Plans currently in force and, namely "Diasorin S.p.A. 2016 Stock option Plan" ("**2016 Plan**"), "Diasorin S.p.A. 2017 Stock option Plan" ("**2017 Plan**"), "Diasorin": S.p.A. 2018 Stock option Plan" ("**2018 Plan**"), "Diasorin" S.p.A. 2019 Stock option Plan" ("**2019 Plan**"), "Diasorin S.p.A. 2020 Stock option Plan" ("**2020 Plan**") and "Diasorin S.p.A. 2021 Stock option Plan" ("**2021 Plan**") the "Equity Awards Plan" approved by the Shareholders' Meeting on 29 April 2022 ("**Equity Plan**") and " Diasorin S.p.A. 2023 Stock option Plan ("**2023 Plan**") are available in the Information Documents on the Issuer's website (in the Section Group/Governance/Remuneration/Information Documents /Incentive Plans"). Updates are reported in the Report on the remuneration policy and fees paid available on the Issuer's website in the Section "Governance/Governance Documents/Shareholders' Meeting /2025".

a) Restrictions on transfer of securities (pursuant to art. 123-bis, paragraph 1, letter b), TUF)

No restrictions on transfer of securities have been issued.

b) Significant equity interests (pursuant to art. 123-bis, paragraph 1, letter c), TUF)

At the date of this Report, Shareholders holding, either directly or indirectly, equity investments exceeding 3% of the share capital (and/or a number of voting rights exceeding 3% of the total amount of voting rights), through pyramid structures and cross-shareholdings, in accordance with communications made pursuant to Art. 120 of the TUF and with information available to the Company, are as follows:

Reporting party	Direct shareholder	Number of shares	% of share capital [1]	Number of voting rights [2]	% of voting rights
Finde SS	IP Investimenti e Partecipazioni S.r.l.	24,593,454	44.957	49,186,908	57.025
	Finde S.p.A.	570,000		1,140,000	
Rosa Carlo	Sarago S.r.l.	2,402,532	8.363	4,805,064	10.547
	Sarago 1 S.r.l.	2,226,682		4,453,364	
	Rosa Carlo	50,000		50,000	
Even Chen Menachem	MC S.r.l.	2,300,000	4.200	4,600,000	5.296
	Even Chen Menachem	50,000		50,000	
T. Rowe Price Associates, Inc.	T. Rowe Price Associates, Inc.	1,696,073	3.032	1,696,073	1.922

[1] *The share capital consists of 55,948,257 shares (par value of € 1.00)*

[2] *As at 12.31.2024, the total amount of voting rights was € 88,316,827*

c) Securities conveying special rights (pursuant to art. 123-bis, paragraph 1, letter d), TUF)

On 28 April 2016, the Shareholders' Meeting approved amendments to the Company By-laws, pursuant to art. 127-quinquies of the TUF, providing that two votes are attributed to each share that has been held by the same shareholder for a continuous period of at least twenty-four months from the date of registration in a special list (the "**Special List**"). The regulation for increased voting rights of is provided in paragraph 13 of this Report

As at 31 December 2024, shares that accrued increased voting rights amounted to 32,368,570.

The list of Shareholders who, at the date of this Report, have obtained the registration to the Special List to benefit of increased voting rights as they hold equity investments exceeding 3% of the share capital, the list of Shareholders who have an amount of voting rights exceeding 3% of the total amount of increased voting rights, and the total amount of voting rights are available on the Issuer's website, Section "Group/ Governance/Ownership structure/Increased voting rights" where additional information on increased voting rights is provided.

d) Employee stock ownership: mechanisms for the exercise of voting rights (pursuant to art. 123-bis, paragraph 1, letter e), TUF)

No employee stock ownership plans have been issued, as defined in Article 123-bis, paragraph 1, letter e), TUF.

e) Restrictions on voting rights (pursuant to art. 123-bis, paragraph 1, letter f), TUF)

No restrictions of voting rights have been issued.

f) Shareholders' agreements (pursuant to art. 123-bis, paragraph 1, letter g), TUF)

As far as the Issuer is aware, as at 31 December 2024 there were no relevant agreements among Shareholders, pursuant to Article 122 of the TUF.

g) Change of control clauses (pursuant to art. 123-bis, paragraph 1, letter h), TUF) and statutory provisions on takeover bids (pursuant to art. 104, paragraph1-ter, and 104-bis, paragraph 1, TUF)

Except for what is set forth on these clauses in the Report on the remuneration policy and fees paid, published pursuant to Article 123-ter of the TUF on the Issuer's website in Section "Group/Governance/Shareholders' Meeting/2024" to which reference is made, the Issuer entered into certain significant agreements for the acquisition of Luminex, whose validity is conditional upon or connected to the Company change of control.

In particular:

- the “terms and conditions” of the equity-linked bond issue called “€500 million Zero Coupon Equity Linked Bonds due 2028”, provide that during the period from the date on which the change of control (“Change of Control”) occurs until the end of the sixtieth day following the change of control, or in the period commencing from the date the Company gives notification to the bondholders of a change of control until the end of the sixtieth day following the change of control (Relevant Event Period), each investor shall be granted either (i) the right to request the reimbursement of all or part of the Bonds at par value (principal amount), by exercising a put option, or (ii) the right, subsequent to any exercise of the conversion or settlement right, to convert the Bonds at a (new) conversion price temporarily modified on the basis of a specific formula, at the terms and according to the conditions of the Bond issue. A Change of Control means a change of control of the Issuer if one or more individuals (with the exception of Finde s.s. and its subsidiaries), acting in concert with others or individually, acquire control of the Company or more than 50 % of the voting rights or control on the exercise of more than 50% of the Issuer's voting rights;

- the Senior Facilities Agreement, which was signed on 11 April 2021 by DiaSorin Inc. (as borrower),the Issuer (as guarantor), the Agent Bank (i.e., Mediobanca – Banca di Credito Finanziario S.p.A.) and a pool of Lending Banks, provides that, inter alia, where any person who, acting individually or in concert with others (with the exception of Finde s.s. and its subsidiaries) acquires Control (as described below) of the Issuer: (i) the Issuer shall promptly notify the Agent Bank of the change as soon as the Issuer is informed of such event; (ii) the lending banks will no longer be obliged to finance DiaSorin Inc.; and (iii) if one of the lending banks so requires and gives notice to the Agent Bank within 20 days after the Company has notified the change of control, the Agent Bank shall cancel the commitment of that bank to finance DiaSorin Inc. and shall declare the sums due to that bank immediately due and payable together with interests. "Control" means the right to exercise or control more than 50% of voting rights or the power to appoint the majority of the Board of the Issuer.

On 29 April 2022, the Shareholders' Meeting approved pursuant to art. 114-bis of the TUF a new incentive plan based on the assignment of rights, which grant the right to receive Issuer's financial instruments, called the "Equity Awards Plan", intended for employees other than the members of the Board of Directors and Control bodies and who do not qualify, in any case, as Executives with Strategic Responsibilities. The regulations of the Plan provide for an acceleration to accrue rights, provided that the beneficiaries of the Plan are still employed by the Issuer (or other Group companies) if, (a) a change of control takes place pursuant to Article 93 of the TUF, even if this does not result in the obligation to launch a takeover bid; (b) a public purchase offer or a public exchange offer concerning the Company's shares is launched; or (c) resolutions are passed on transactions which may result, even indirectly, in the permanent withdrawal of shares being listed on regulated markets; or (d) resolutions and/or commitments are made that make the delisting certain. Additional information is provided in the relevant information document published on the Issuer’s website (Section “Group/Governance/Remuneration/Information Documents Incentive Plans”).

The Stock option plans in force, and namely the 2017 Plan, the 2019 Plan, the 2020 Plan, the 2021 Plan and the 2023 Plan provide for early exercise of the Options by the Beneficiaries when specific events occur, including (i) change of control, pursuant to art. 93 of the TUF, even if it does not require the obligation to launch a takeover bid(ii) launch of a takeover bid on the Company shares pursuant to articles 102 et seq. of the TUF; or (iii) resolution of transactions that may result in the delisting of Diasorin ordinary shares. Additional information is provided in the relevant information documents published on the website (Section “Group/Governance/Remuneration/Information Documents Incentive Plans”).

The Issuer’s By-laws do not include exemptions to the provisions of the passivity rule envisaged by art. 104, paragraphs 1 and 1-bis of the TUF nor do they provide for application of the neutralization rules referred to in Art. 104-bis, paragraphs 2 and 3, of the TUF.

h) Proxies for share capital increase and authorization to purchase treasury shares (pursuant to art. 123-bis, paragraph 1, letter m), TUF)

On 28 April 2023, the Shareholders' Meeting approved a motion to authorize the purchase and disposal of ordinary shares of Diasorin S.p.A. to service the 2023 Plan and other incentive plans adopted by the Company.

The Shareholders' Meeting resolved, among other things, to:

- authorize, pursuant to and for the purposes of Article 2357 of the Civil Code, the purchase, on one or more occasions for a period of eighteen months from the date of the resolution of the Ordinary Shareholders' Meeting, of ordinary shares of the Company up to a maximum amount of 610,000 ordinary shares, at a consideration not lower than a minimum of 15% and not higher than a maximum of 15% compared to the official price of the Diasorin S.p.A. share of the stock exchange session preceding each individual purchase transaction, in compliance with the conditions relating to trading, established in Article 3 of Delegated Regulation (EU) 2016/1052; at any time the maximum number of treasury shares held for the purposes of adopting the resolution shall not exceed the maximum limit established by applicable legislation in force, also taking into account the shares of the Company that may be owned by its subsidiaries;

- authorize the Board of Directors, and on its behalf the Chair and the Chief Executive Officer, also separately, to identify the amount of shares to be purchased in relation to each purchase program, within the scope of the purposes indicated above, prior to the start of the program, and to proceed with the purchase of shares in the manner established in the applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the TUF, in compliance with the conditions relating to the listing referred to in Article 3 of Delegated Regulation (EU) 2016/1052 and in the stages deemed appropriate in the interest of the Company, assigning the widest-ranging powers for the execution of the purchase transactions referred to in this resolution and any other formalities relating thereto, including the possible appointment of intermediaries authorized pursuant to law and with the right to appoint special attorneys-in-fact.

The Shareholders' Meeting provided, in accordance with the law, that the purchases referred to in this authorization are contained within the limits of distributable profits and available reserves resulting from the last financial statements (including interim financial statements) approved at the time of carrying out the transaction and that, on the occasion of the purchase and sale of treasury shares, the necessary accounting entries are recorded, in compliance with applicable provisions of law and accounting standards.

The Board of Directors launched the treasury share buy-back plan on 9 May 2023; as communicated to the market on 10 May 2024, the plan was suspended and restarted on 13 May 2024. As part of the plan that ended in 2024, a total of 380,000 ordinary shares, equal to 0.679198996% of the share capital have been purchased, for a total value of € 44.957.986,64.

Given the purpose of the aforementioned authorization, the transactions involving treasury shares are consistent with Article 5 of (EU) Regulation no. 596/2014 (the Market Abuse Regulation, hereinafter "MAR").

As at 31 December 2024, Diasorin held 2,056,298 treasury shares, corresponding to 3,6754% of its share capital. At the date of this Report, Diasorin holds 2,056,298 treasury shares, corresponding to 3.68% of the share capital.

All disclosure required by the applicable regulation is available in the Explanatory Report of the Board of Directors published pursuant to law also on the Issuer's website (Section "Group/Governance/Shareholders' Meeting/2023").

i) Management and coordination activities (pursuant to art. 2497 et seq. Italian civil code)

Even though Article 2497-sexies of the Italian Civil Code states that "unless proof to the contrary is provided, it is presumed that management and coordination authority over a company is exercised by the company or entity required to consolidate that company's financial statements or otherwise controls it, pursuant to Article 2359 of the Italian Civil Code" neither Finde s.s. nor IP Investimenti e Partecipazioni S.r.l., exercise management and coordination authority over the Company. The Issuer in its corporate and entrepreneurial endeavors operates independently of Finde s.s., its controlling company, and IP Investimenti e Partecipazioni S.r.l.

Relationships with Finde s.s. and IP Investimenti e Partecipazioni S.r.l. are limited to the normal exercise by these companies of the administrative and ownership rights inherent to their status as shareholders (such as voting at Shareholders' Meetings and collecting dividends).

It should be noted that the information required by Article 123-bis, paragraph 1, letter i) of the TUF on "Agreements between the Company and its Directors, Management Board or Supervisory Board members, which envisage indemnities in the event of resignation or dismissal without just cause or if their employment relationship terminates following a take-over bid" are illustrated in the Report on the Remuneration policy and fees paid drawn up in accordance with Article 123-ter of the TUF on the Company's website (www.diasoringroup.com, Section "Governance/Shareholders' Meeting/2024".

Information required under Article 123-bis, paragraph 1, Letter l) of the TUF on "Provisions applicable to the appointment and substitution of Directors, Management Board or Supervisory Board members, as well as to the amendment to By-laws, if different from the legislative and regulatory provisions applicable as a supplementary measure" are illustrated in the section of the Report dedicated to the Board of Directors (paragraph 4.2).

1.3.3. COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE 2020

(PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETTER A), TUF)

The Corporate Governance System adopted by Diasorin is based on the principles and recommendations expressed by the Corporate Governance Committee, which is composed of Business Associations (ABI, ANIA, Assonime, Confindustria), Borsa Italiana and the Association of Professional Investors (Assogestioni) - and contained in the CG Code approved in January 2020, which the Company complies with. The CG Code is available to the public on the Borsa Italiana website at https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf

Diasorin has always taken into account the recommendations expressed so far by the Corporate Governance Committee. At the date of this Report, the governance structure of Diasorin complies with the provisions of the Corporate Governance Code applicable to the Company, except in cases of disapplication provided in Table 7 and explained hereunder.

It should be noted that none of the subsidiaries established in other countries is subject to non-Italian provisions of law that influence the Issuer's Corporate Governance structure.

The application of the CG Code is provided in Table 7.

1.3.4. BOARD OF DIRECTORS

1) Role of the board of directors (pursuant to art. 123-bis, paragraph 2, letter d) TUF).

Powers and authorities of the Board of Directors

Pursuant to Article 15 of the By-laws, the Board of Directors enjoys the broadest powers to manage the Issuer. In accordance with the abovementioned statutory provision and pursuant to Article 2365 of the Italian Civil Code, the Board of Directors also has jurisdiction (which may not be delegated to anyone but may be ceded to the Shareholders' Meeting) over the adoption of resolutions concerning the following:

- mergers and demergers, when permissible pursuant to law;
- the opening and closing of secondary offices;
- reductions of share capital in the event of Shareholders withdrawal;
- amendments to the By-laws required pursuant to law;
- moving the Issuer's registered office to another location in Italy.

The Board of Directors performs a pivotal role within the corporate organization. Its task and responsibilities include setting strategic and organizational guidelines and ensuring that adequate controls to monitor the performance of the Issuer and of the other companies of the Diasorin Group are in place.

As specified in the Regulation of the Board of Directors (the "**Board Regulation**") adopted in accordance with the CG Code, the Board of Directors (i) leads the Issuer by pursuing its sustainable success (ii) defines the strategies of the Company and the Group it heads in accordance with this principle and monitors its implementation; (iii) defines the corporate governance system that is most functional for carrying out the company's business and pursuing its strategies, taking into account the flexibility offered by the legal framework. If necessary, the Board of Directors assesses and promotes the appropriate adjustments and submit them to the Shareholders' Meeting, when appropriate; (iv) promotes dialogue with shareholders and other stakeholders that are relevant for the company, in the most appropriate way; (v) performs, with the support of the internal committees, the powers and functions referred to in the CG Code and the applicable law on remuneration and internal control and risk management.

In particular, the Board of Directors:

- reviews and approves the business plan of the Company and the Group it heads, also on the basis of the analysis of matters that are relevant for the long-term value generation. Such analysis is carried out with the support of the CRS Committee;
- periodically monitors the implementation of the business plan and assesses the general course of the business, by comparing the results achieved with those planned; in 2024 this assessment was carried out during the Board Meeting on 15 March 2024, and on 14 March 2025; upon approval of the business plan, the CRS Committee has been previously consulted in order to carry out the analyses that fall within its remit and has provided its contribution formulating comments on the Business Plan;
- defines the nature and level of risk compatible with the Company's strategic objectives, including all the elements that can be relevant for the Company's sustainable success in its evaluations; specifically, on examining the sustainability report and supported by the CRS Committee, the Board approves the outcomes of the double materiality analysis and the material risks, impacts and opportunities;
- defines the corporate governance system of the Company and the structure of the group it heads, and assesses the adequacy of the company's organizational, administrative and accounting structure and of its strategically important subsidiaries, with particular reference to the internal control and risk management system;

- adopts corporate internal procedures, including market abuse issues ((EU) Regulation no. 596/2014, the so-called Market Abuse Regulation);
- approves the transactions of the company and its subsidiaries that have a significant impact on the company's strategies, profitability, assets and liabilities or financial position. In this regard, it should be noted that the Board has not established general criteria to identify transactions that have a significant impact on the company's strategies, profitability, assets and liabilities or financial position since the Board of Directors considers it more suitable to assess the significant transactions carried out on a case-by-case basis;
- on 16 December 2021, the Board adopted a shareholder engagement policy (further information is provided in Section 12 "*Investor Relations*").

Information required by ESRS 2 standards – Par. 19 and 20, letter b) and 22 about the roles and responsibilities of the administrative and management bodies in exercising oversight of the procedures to manage material risks, impacts and opportunities is provided in the Sustainability Statement, Paragraph "*GOV-1 – Role of administrative, management and supervisory bodies*".

Information required by ESRS 2 standards – Par. 24 and 26 on how the administrative and management bodies are informed about sustainability matters and how these matters were addressed during the reporting period is provided in the Sustainability Statement, Paragraph "*GOV 2 – Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies* ".

The Board of Directors is also responsible for the ICRMS (for which reference is made to Section **9** below) and assesses the adequacy, efficiency and effective implementation of the system and defines the system's guidelines with the support of the members involved in the Company's ICRMS, namely the CRS Committee, the Chief Executive Officer pursuant to the Corporate Governance Code, (the "**Chief Executive Officer**" or also the "**CEO**"), the Internal Audit Officer, the Corporate Accounting Documents Officer, the Board of Statutory Auditors and the Supervisory Body of the Company.

Pursuant to Article 13 of the By-laws, on the occasion of Board meetings but not less frequently than once a quarter, the governance bodies to whom powers have been delegated inform the Board of Directors and the Board of Statutory Auditors about the performance of the Issuer and of its subsidiaries, its business outlook and transactions that have a material impact on its income statement, balance sheet and financial position, focusing on transactions in which Directors may have an interest, directly or through third parties, or which may be influenced by a party with management and coordination authority.

Pursuant to Article 15 of the By-laws the Board of Directors, which is required to act with the mandatory input of the Board of Statutory Auditors, has jurisdiction over the appointment and dismissal of the Corporate Accounting Documents Officer and the determination of his compensation. The Company's Corporate Accounting Documents Officer must meet the integrity requirements of the relevant statutes currently in force for those who perform administrative and management functions, as well as professional requirements that include specific expertise in administrative and accounting issues. Expertise in these areas must be verified by the Board of Directors and must be the result of work performed in a position of sufficiently high responsibility for an adequate length of time.

Pursuant to Article 17 of the By-laws, the Board of Directors can appoint one or more General Managers and determine their powers, which may include the power to appoint representatives or grant powers of attorney for specific transactions or classes of transactions. General Managers attend the Board of Directors meetings and are entitled to make non-binding recommendations with regard to the items on the agenda.

Pursuant to Article 15 of the By-laws and Article 3, Principle XI of the Corporate Governance Code, the Board may establish committees and determine their composition and tasks. With regard to the Committees established internally by the Issuer's Board of Directors, refer to the following Sections 7.2 (Remuneration and Nominating Committee), 9.2 (Control, Risk and Sustainability Committee) and 10.2 (Committee for Related-Party Transactions).

Pursuant to Article 12 of the By-laws and Art. 3, Recommendation 18 of the Corporate Governance Code and the current Board Regulation, the Board of Directors may appoint a standing Secretary (the "**Secretary of the Board**"), even outside its members. In implementation of the aforementioned provisions, on 29 April 2022, the Board appointed Mr. Ulisse Spada, Corporate V.P. General Counsel, as its standing secretary. Further information is provided in Section 4.5 below.

All members of the Board of Directors are required to make informed and independent decisions, pursuing the goal of creating sustainable success for the Issuer and undertake to devote to the diligent performance of their duties within the Issuer the time necessary, irrespective of the posts held outside the Diasorin Group, being fully aware of the responsibilities entailed by the office they hold.

During the meeting held on 5 November 2010, the Board approved the procedure to regulate related-party transactions; the updated procedure is available on the Issuer's website (Section "Group/Governance/Governance Documents/Procedures") and detailed in Section 10.1 below.

The Issuer is required to publish information documents for "significant transactions" as per art. 70, paragraph 6 and art. 71, paragraph 1 of the Consob Issuers' Regulation as the Issuer did not exercise the right to waive the obligation to publish the abovementioned information documents.

The Shareholders' Meeting did not authorize general and precautionary derogations from the ban of competition set forth in article 2390 of the Italian Civil Code. No critical situation occurred on the matter.

2) Appointment and replacement of directors (pursuant to art 123-bis, paragraph 1, letter l), TUF)

The Issuer is managed by a Board of Directors comprised of at least 7(seven) and not more than 16 (sixteen) members. At the time of election, the Ordinary Shareholders' Meeting determines the size of the Board of Directors, within the abovementioned limits, and its term of office, which may not exceed three years. Directors may be re-elected.

The provisions of the By-laws that govern the composition and election of the Issuer's Board of Directors have been designed to ensure compliance with provisions concerning rights of minority shareholders' rights, independence of Directors and gender balance.

In addition, the ability to serve as Director is subject to the candidate meeting the requirements set forth in the statutory and regulatory provisions currently in force.

Regarding regulations on gender balance, pursuant to art. 147-*ter*, paragraph 1-*ter*, of the TUF and other provisions in force, the less represented gender shall include at least two fifths of the elected Directors (rounded up to the next higher unit).

This paragraph describes the procedures for the election of the Board of Directors in compliance with the current provisions of the By-laws. Article 11 of the By-laws requires that the Board of Directors be elected, in compliance with applicable gender balance laws and regulation, by a voting system based on slates of candidates filed by shareholders who, individually or in concert with others, represent the percentage of share capital subscribed at the date the slate is filed, which is laid down and published by Consob under the Issuers' Regulation. As duly established by Art. 144- *septies*, paragraph 1, of the Consob Issuers' Regulation, under the Management Decision no. 123 dated 28 January 2025 of the Head of the Corporate Governance Division, shareholders owning a shareholding equal to 1% of the share capital are entitled to present the slates of nominees to allocate the Directors to be elected.

Each shareholder, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of the TUF, as well as the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of the TUF may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included in only one slate, on penalty of losing the right to be elected. Votes cast in violation of this provision will not be allocated to any slate.

Notwithstanding additional statutory disclosure and filing requirements, including those set forth in regulation currently in force, slates filed by Shareholders, duly signed by the filers, must be deposited at the Company's registered office, where they must be available to anyone upon request, at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting. The slates must be accompanied by the following documents: (i) information identifying the shareholders who are filing the slates and showing the total percentage of interest held; (ii) affidavits by which the individual candidates accept their nomination and attest, under their responsibility, that there are no issues that would make them incompatible or unelectable and that they meet the requirements of their respective offices; (iii) a curriculum vitae setting forth the personal and professional qualifications of each candidate and indicating whether a candidate qualifies as independent Director. In addition, a special attestation issued by an intermediary qualified, pursuant to law, certifying the ownership, when the slate of candidates is being filed with the Company, of the number of shares needed to qualify for filing the slate must be filed with the Company within the deadline required by the rules applicable to the publication of slates of candidates by the Company.

Slates filed with a number equal to or with more than 3 candidates shall be composed of candidates belonging to both genders, as indicated in the notice convening the Shareholders' Meeting in accordance with the provisions currently in force on gender balance.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

The election of the Board Directors shall be carried out as follows:

- all except one of the Directors that need to be elected shall be taken from the slate that received the highest number of votes, in the consecutive order in which they are listed on the slate;
- the remaining Director is taken from a minority slate that is not connected in any way, directly or indirectly, with the parties who filed or voted for the slate referred to in paragraph (a) above and received the second highest number of votes cast by the shareholders, selecting for election the first candidate listed in the slate's numerical sequence. However, should the minority slate referred to in paragraph (b) above fail to receive a percentage of the votes equal at least to half the required percentage for filing a slate, as stated above, all of the Directors that need to be elected will be taken from the slate that received the highest number of votes referred to in paragraph (1) above.

Directors who meet the independence requirements that apply to Statutory Auditors pursuant to Article 148, paragraph 3, of the TUF to achieve the minimum statutory percentage of the total number of elected Directors, the non-independent candidate elected last in the sequence listed in the slate that received the highest number of votes, as referred to in paragraph (a) above, shall be replaced with the first non-elected independent candidate who is listed next sequentially in the same slate or, alternatively, by the first non-elected candidate listed sequentially on other slates, based on the number of votes received by each slate. This replacement procedure shall be applied repeatedly until the Board of Directors includes a number of Directors who meet the requirements of Article 148, paragraph 3, of the TUF equal to at least the statutory minimum. As a further alternative, the replacement candidates may be elected by means of a resolution approved with a relative majority, provided candidates have been placed in nomination in accordance with statutory requirements.

If, upon conclusion of voting, the composition of the Board of Directors does not satisfy the gender balance enjoined by applicable laws and regulation, the nominee of the most highly represented gender who was the last to be elected in the sequential order of the slate that received the highest number of votes shall be replaced by the first candidate of the least represented gender who was not elected on the same slate, in the sequential order of that slate. The elected nominees shall be replaced according to the same procedure until the composition of the Board of Directors complies with applicable laws and Regulation in force on gender balance. If this procedure does not guarantee the final result indicated hereinabove, the Shareholders' Meeting shall make the necessary changes by resolution with the statutory majority of votes, upon submission of candidates belonging to the gender less represented.

If only one slate is filed or if no slate is filed, the Shareholder's Meeting shall approve its resolution with the majorities required by law without being required to comply with the procedure described above, in compliance with the laws currently in force on gender balance.

Pursuant to Article 11 of the By-laws, if one or more Directors cease to be in office during the course of the year, provided the majority of Board members are still Directors elected by the Shareholders' Meeting, they shall be replaced in the manner described below, in accordance with the provisions of Article 2386 of the Italian Civil Code: (i) the Board of Directors appoints as replacements candidates taken from the same slate to which the Directors no longer in office belonged and the Shareholders' Meeting votes with the majorities required pursuant to law and in accordance with the principle described above; (ii) should there be no unelected candidates or eligible candidates left in the abovementioned slate or if the provisions of paragraph (i) above cannot be complied with for any reason, the Board of

Directors and the Shareholders' Meeting elect replacements with the majorities required pursuant to law, without using a slate voting system.

In all cases, the Board of Directors and the Shareholders' Meeting shall carry out the election in a manner that will result in (i) the election of a total number of independent Directors equal to at least the minimum number required by the relevant statute provisionally in force and (ii) in compliance with the laws currently in force on gender balance.

If the majority of the Directors elected by the Shareholders' Meeting ceases to be in office, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting must be convened promptly by the Directors still in office to elect a new Board.

Additional information about the procedures for the election of the Board of Directors is provided in article 11 of the By-laws and in Paragraph 7 below.

3) Composition (pursuant to art. 123-bis, paragraph 2, letter d) and d-bis), of TUF)

The Board of Directors appointed by the Shareholders' Meeting on 29 April 2022 is composed of executives and non-executives Directors, all having appropriate responsibilities and skills for the duties assigned.

The presence of a high number of non-executive directors (13), including (7) independent directors, out of 15 members is sufficient to ensure that their opinion has a significant impact on the Board resolutions and that such resolutions are properly managed.

The Board of Directors was appointed on the basis of single slate filed by IP Investimenti e Partecipazioni S.r.l. (jointly with Finde S.p.A), which certified its ownership of an equity interest equal to about 43.957% of the Company's ordinary shares. Submission of the slate took into account the recommendations provided by the outgoing Board for the 2022-2024 term, regarding (i) limits to the number of offices held as director or statutory auditor in other companies and (ii) the guidelines about managerial and professional figures and skills whose presence is deemed to be appropriate- taking into account also diversity criteria such as gender, age, skills, also international- described in the Explanatory Report of Directors on the appointment of the Board of Directors, made available on the Company's website (Section Group / Governance Shareholders' Meeting / 2022).

These guidelines have been formulated by the outgoing Board, taking into account the recommendations of the RN Committee expressed on the meeting held on 7 March 2022, following the annual self-assessment process of the Board of Directors, with the aim of ensuring a mix of expertise, experience and skills among the members of the Board to be appointed for the 2022-2024 term of office.

Pursuant to the Company By-laws, directors to be elected were taken from the single slate submitted, in this case from the slate filed by the reference shareholder IP Investimenti e Partecipazioni S.r.l. (with favorable votes amounting to 98,342% of the voting capital).

The Board of Directors appointed from the Shareholders' Meeting on 29 April 2022, and coming to the end of its term with the approval of the financial statements at 31 December 2024, is comprised of the following 15 members:

Full name	Place and date of birth	Office	Date of appointment
Michele Denegri	Turin, 7 January 1969	Chair and Non- Executive Director	29 April 2022
Giancarlo Boschetti	Turin, 14 November 1939	Deputy Chair and Non-Executive Director	29 April 2022
Carlo Rosa	Turin, 15 January 1966	Chief Executive Officer and Executive Director	29 April 2022
Chen Menachem Even	Ashkelon (Israel), 18 March 1963	Executive Director	29 April 2022
André Michel Ballester	Orleansville (Algeria), 22 May 1958	Non-executive Director	29 April 2022
Stefano Altara	Turin, 4 June1967	Non-executive Director	29 April 2022
Fiorella Altruda	Turin, 12 August 1952	Independent Director	29 April 2022
Luca Melindo	Turin, 11 November 1970	Non-executive Director	29 April 2022
Franco Moscetti	Tarquinia (VT), 9 October 1951	Non-executive Director	29 April 2022
Francesca Pasinelli	Gardone Val Trompia (BS), 23 March 1960	Independent Director	29 April 2022
Giovanna Pacchiana Parravicini	Turin, 10 November 1969	Independent Director	29 April 2022
Diego Pistone	Nizza Monferrato (AT), 28 November 1950	Non-executive Director	29 April 2022
Roberta Somati	Rivoli (TO), 9 January 1969	Independent Director	29 April 2022
Monica Tardivo	Turin, 19 April 1970	Independent Director	29 April 2022
Tullia Todros	Turin, 18 June 1948	Independent Director	29 April 2022

The table that follows summarizes personal and professional characteristics of each Director in office as at the year-end date and as at the date of this Report. Additional information is provided in the Directors' professional *curricula* at the Issuer's registered office and available on the Issuer's website (Section Group/Governance/ Shareholders' Meeting/2022) as part of the application forms and relevant documents.

Full name	Office	Background	Professional characteristics
Michele Denegri	Chair and Non- Executive Director	Economic-management	General Management
Giancarlo Boschetti	Deputy Chair and Non-Executive Director	Economic-management	General Management
Carlo Rosa	Chief Executive Officer and Executive Director	Economic-management Scientific	General Management (formerly Research and Development director)
Chen Menachem Even	Executive Director	Economic-management Scientific	Strategic Director in international sales
André Michel Ballester	Non-executive Director	Economic-management Scientific	General Management (previous executive roles in biomedical industry)
Stefano Altara	Non-executive Director	Law	Law education
Fiorella Altruda	Independent Director	Scientific	Research and Development Advisor
Luca Melindo	Non-executive Director	Economic-management	Financial Advisor
Franco Moscetti	Independent Director	Economic-management	Management Advisor
Francesca Pasinelli	Independent Director	Scientific-management	Management Advisor
Giovanna Pacchiana Parravicini	Independent Director	Law	Legal and labor law advisor
Diego Pistone	Non-executive Director	Economic-management	General Management
Roberta Somati	Independent Director	Scientific	Management Advisor
Monica Tardivo	Independent Director	Law	Legal Advisor
Tullia Todros	Independent Director	Scientific	Research and Development Advisor

For further information on the structure of the Board of Directors and its Committees see Tables 2 and 3 annexed to this Report.

Information required by ESRS 2 standards – Par. 19, 20, letter a) and c), 21 and 23 about the composition and diversity of the Board of Directors and its expertise and skills on sustainability matters is provided in the Sustainability Report, Paragraph "*GOV-1 – Role of administrative, management and supervisory bodies*".

Diversity policies

In the meeting held on 11 November 2021, the Board of Directors resolved to implement Art. 2, principle VII, Recommendation 8 of the Corporate Governance Code providing that the diversity criteria for the composition of the Board of Directors to be identified (i) in general terms within the Board Regulation and (ii) when the Board of Directors is called to approve the guidelines on the composition of the new Board.

In the meeting held on 16 March 2022, the Board of Directors, upon proposal of the RN Committee and taking into account the review outcomes, defined the guidance as to managerial and professional profiles and skills deemed to be necessary for the members of the Board of Directors to be appointed for the 2022-2024 term, also taking into account the limits on the number of offices held in other companies (for which further details are provided in the paragraph below) and diversity criteria such as gender, managerial, professional and international skills and age group within the composition of the Board itself.

In this respect, the Board provided the following guidelines about the appointment of the Board of Directors by the Shareholders' Meeting called to approve the financial statements at 31 December 2021, during the Shareholders' Meeting held on 29 April 2022. Such guidelines are disclosed in the explanatory report prepared pursuant to art. 125-*ter* of the TUF:

- taking into account the Company size and business, it is considered appropriate that the number of Directors does not exceed the current number of 15 (fifteen) Directors;
- at least one third of the Directors must meet the independence requirements, pursuant to art. 148, paragraph 3 of the TUF and to the Code;
- in compliance with regulations on gender balance, at least two fifths of Directors must belong to the less represented gender (rounded up to the next higher unit);
- as regards diversity policy (art. 123-*bis*, paragraph 2, letter d-*bis*) of the TUF) and in order to facilitate the understanding of the organization of the Company and its activities, as well as the development of an efficient governance of the Company, without prejudice to the legal requirement regarding gender balance, it is appropriate that: (a) the Board is characterized by the age diversity of its members; and (b) the educational and professional career of Directors guarantees a balanced combination of profiles and experiences, suitable to ensure the correct performance of its functions;
- it is deemed necessary that each candidate complies with limits on the number of offices held as director and statutory auditor (further details are provided in the paragraph below) in other companies in order to ensure sufficient time for the correct performance of their duty;
- with regard to the balance between executive and non-executive members, the presence of a chief executive officer with broad management powers and who has acquired specific experience and expertise in the Company is positively evaluated.

In compliance with Article 147-*ter*, paragraph 1-*ter* of the TUF and other applicable provisions, the Board of Directors in office (as at the year-end date and as at the date of this Report) is composed of 9 men and 6 women.

With the exception of Mr. Chen Even - Executive Director and Chief Commercial Officer- and Mr. André Michel Ballester- Independent Director- all the Board's members are Italian.

The Board of Directors is composed of members belonging to different age groups: 47% of Directors belong to the 51-60 age group, 20% of Directors belong to the 61-70 age group, 27% of Directors belong to the 71- 80 age group, and 7% of Directors belong to the 81-90 age group.

Professional experience and background of the Board members can be grouped into three macro areas: economics and management, science and law. In detail, 33.33% of members have a background in economics and management, 26.66% of members have a background in science, 20% of members have both a background in economics and science and 20% of members have a background in law. Most of them gained significant experience abroad, especially in the United States.

Skills and professional experience of the Board members are provided in the professional curricula available at the Issuer's registered office and on the Issuer's website (Section Group/Governance/Shareholders' Meeting /2022), as part of the submission of slates.

Diversity criteria have been made available to the public in the Explanatory report prepared pursuant to art. 125-*ter* of the TUF and in compliance with art. 84-*ter* of the Issuers' Regulation, prior to the appointment of the Board of Directors, as resolved by the Shareholders' Meeting held on 29 April 2022.

In view of the renewal of the Board of Directors that will take place at the Shareholders' Meeting for the approval of the financial statements at 31 December 2024, the Board at the meeting held on 14 March 2025, formulated, upon proposal of the RN Committee and taking into account the self-assessment outcomes, its guidelines for the composition of the new Board of Directors. In particular, the Board of Directors provided the following guidelines: (i) taking into account the Company size and business, the number of Directors may be reduced compared to current fifteen directors; (ii) one third of the Directors must meet the independence requirements, pursuant to art. 148, paragraph 3 of the TUF and to the CG Code; (iii) in compliance with regulations on gender balance, at least two fifths of Directors must belong to the less represented gender (rounded up to the next higher unit);(iv); as regards diversity policy (art. 123-*bis*, paragraph 2, letter d-*bis*) of the TUF) and in order to facilitate understanding of the Company's organization and its activities, as well as the development of an efficient corporate governance, without prejudice to the legal requirements regarding gender balance, it is appropriate that the educational and professional career of Directors guarantees a balanced combination of profiles and experiences, including international experience suitable to ensure the correct performance of its functions, including profiles with skills and expertise in the Company's business sectors as regards risk management, digital transformation and cybersecurity (v) it is deemed necessary that each candidate complies with limits on the number of offices held as director and statutory auditor at other companies, as defined by the Board of Directors in its regulations approved on 16 December 2021, in order to ensure sufficient time for the correct performance of duties; (vi) with regard to the balance between executive and non-executive members, the presence of a chief executive officer with broad management powers and who has acquired specific experience and expertise in the Company's industry is positively evaluated.

The guidelines of the Board of Directors on the qualitative and quantitative composition of the Board to be appointed is provided in the explanatory report prepared pursuant art. 125-*ter* of the TUF and regarding the appointment of the Board of Directors by the Shareholders' Meeting convened to approve the financial statements at 31 December 2024, and available on the Company's website (Section Group / Governance)

It should be noted that in 2025, the Issuer will implement an internal equal opportunities policy applicable to all Diasorin Group's companies, aimed at promoting equal treatment regardless of gender, age, marital status, health status, religious or philosophical beliefs, race, sexual orientation. The policy's contents are in line with the relevant best practices and identify specific responsibilities within the organization and reporting procedures for conduct potentially violating the aforementioned principles.

Alongside this policy, the company will approve an internal procedure -to implement the provisions of the Code of Ethics and of the Policy on Sustainability and Respect of Human Rights - to remove discrimination, harassment, bullying, providing reporting channels for any offences that are consistent with the pre-existing compliance system.

Further details on these policies as required by the ESRS standards – Par. 24 are provided in the Sustainability Statement, Paragraph "S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches"

Maximum number of offices held in other companies

With regard to the offices held by Diasorin Directors on board of directors or control bodies in other companies, during the meeting held on 16 December 2021, the Board of Directors adopted its own Regulation (*i.e.* the Board Regulation) which identifies limits on the number of offices held as Director and Statutory Auditor in other companies listed in regulated markets (including abroad), in finance, banking and insurance companies or companies of significant size (“**Maximum number of Offices**”).

For the purposes of Maximum number of Offices covered by the aforementioned Board Regulation, relevant companies are defined as (*a*) companies with shares listed on regulated markets in Italy or abroad; (*b*) Italian or foreign companies other than companies referred to in lett. (*a*) above, and operating in insurance, banking, securities brokerage, asset management or financial sectors; (*c*) Italian or foreign companies other than companies referred to in lett. (a) and (b) above, which individually or jointly at group level, if they prepare the consolidated financial statements have net revenues exceeding € 200 million.

Executive Directors are not allowed to serve as executive directors in other relevant companies other than the Issuer and the maximum number of offices as non-executive director in other relevant companies other than the Issuer cannot exceed 4 offices. For non-executive directors the maximum number of offices as directors or statutory auditors in other relevant companies other than the Issuer cannot exceed 6 offices.

In the computation of offices held, the following is not taken into account:

- offices held in companies that are directly or indirectly controlled by the Issuer, as well as in parent companies;
- offices held in holding companies where directors of the Issuer hold the majority of the voting rights that can be exercised in Shareholders' Meetings;
- offices held in companies or entities whose sole purpose is the management of private interests of the Issuer's director or of the spouse not legally separated, person bound in civil partnership or de facto cohabitation, relative or similar within the fourth degree and who do not require any type of daily management by the director himself;
- offices as alternate auditors and offices as directors and statutory auditors held in tertiary sector bodies are not taken into account (*e.g.,* foundations, including bank foundations, associations, voluntary organizations) including consortium companies, companies set up as consortia and cooperative firms that are not listed and offices held as professional in professional organizations.

All members of the Board of Directors are also required to inform the Board of any new appointments to Boards of Directors or Boards of Statutory Auditors in other companies, in order to allow the Company to comply with the disclosure requirements pursuant to applicable law provisions and regulation.

In duly performing their tasks, Directors accept the office taking into account the Maximum number of Offices, the commitment related to each role also in the light of the nature and the size of the companies in which such positions are held, as well as of whether they belong to the Issuer's Group or have as their corporate purpose the mere management of the director's private interest, without any daily management being required by the director himself.

Directors appointed by the Shareholders’ Meeting on 29 April 2022, issued an affidavit on their compliance with Maximum number of Offices.

The current composition of the Board complies with the abovementioned Maximum number of Offices that were verified on the meeting held on 14 March 2025.

The list of offices held by Directors in other companies is provided in Table 5 annexed to this Report.

Induction programme

In line with the provisions of the Corporate Governance Code providing that each Director carries out his role in an efficient and informed manner, the Chair and the Chief Executive Officer ensure that Directors and Statutory Auditors are continuously updated on company operations and market conditions, as well as on the major statutory and regulatory changes concerning the Issuer and its Group.

An induction session was held on 8 July 2022. The session lasted nine hours and was dedicated to newly directors. The session was divided into eleven modules dedicated to the most relevant business issues, corporate governance and the Issuer's Internal Control and Risk Management System, in order to provide directors with proper disclosure and promote fruitful Board meetings.

In 2024, matters defined by art. 3, Recommendation 12, lett. d) of the Corporate Governance Code (i.e., in-depth understanding of the Issuer's business, business dynamics and their evolutions also in relation to the company's sustainable success, principles of sound risks management, and laws and self-regulatory framework) were regularly discussed at the CRS Committee's meetings and submitted to the Board of Directors' meetings.

The Company management has also been in constant contact with corporate bodies for the appropriate flows of information and/or updates on issues of interest.

The Issuer undertakes, in any case, to plan structured training programs when it is deemed necessary or when requested by Directors and Statutory Auditors.

4) Functioning of the board of directors (pursuant to art.123-bis, paragraph 2, letter d) TUF)

Pursuant to Article 13 of the By-laws, the Board of Directors meets at the Company's registered office, or elsewhere, whenever the Chair deems it necessary or when a meeting is requested by the Chief Executive Officer (if one has been appointed) or by at least three Directors, without prejudice to the right of other parties to call a Board meeting pursuant to law. If the Chair is absent or incapacitated, Board meetings are called by the person who replaces him pursuant to Article 12 of the By-laws (i.e., the Deputy Chair or the oldest Director, in that order).

Meetings of the Board of Directors are validly convened when a majority of the Directors in office is in attendance and resolutions are adopted with a majority of the votes cast by the Directors attending the meeting. In the event of a tie, the Chair has the tie-breaking vote (Article 14 of the By-laws).

In order to avoid or manage potential conflict of interest, Executives with Strategic Responsibilities that are also members of the Board of Directors (namely Mr. Carlo Rosa and Mr. Chen Menachem Even) abstain from voting on the resolutions concerning their compensation.

In compliance with the CG Code, in the meeting held on 16 December 2021, the Board approved the Board Regulation which governs, among other things, the procedure to convene the meeting, timely flow of information and procedures for board meetings. More specifically, the Board is convened by the Chair who plays a connecting role between executive and non-executive Directors, taking care of the effective functioning of the Board's work. The Chair convenes the Board, defines the items on the agenda in agreement with the Chief Executive Officer and forwards the items on the agenda to Directors and Statutory Auditors, at least three working days before the date set for the meeting, with the exception of urgent cases, in which twenty-four hours' notice is required. The Board Regulation provides that any documentation relating to the items on the agenda will be made available to those concerned at least three working days before the meeting, with the exception of urgent cases or confidentiality needs.

Where it is not possible to provide the information in the aforementioned terms, the timing and scope of the flows of information will not be compromised and adequate and timely insights will be provided during the meeting.

The Chair ensures that items on the agenda are properly discussed, promoting debate that is useful for the contribution that may arise for the purposes of the decisions to be taken. To this end, the Chair may request that directors and managers of corporate functions of the Issuer or of the Group and, where necessary, consultants may attend the meeting in order to provide appropriate supplemental information on items on the agenda.

In 2024, directors of the Issuer, managers of corporate functions and consultants attended Board meetings in order to support board proceedings and provide appropriate supplemental information on items on the agenda. The Designated Officer attends meetings relating to the financial statements.

The participation and attendance at the meetings of the Board of Directors - if the Chair or anyone acting on his behalf deems it necessary – may also be held, where permitted by current regulations, exclusively by telecommunications media provided that all those entitled may participate or attend, be identified and intervene in the matters discussed in real time.

Pursuant to the Board Regulation, resolutions are to be recorded in minutes signed by both the Chair and the Secretary of the meeting; as a rule, drafts of the minutes are previously made available to the participants with an invitation to submit comments during the next useful meeting, where they will be brought for approval. Part of the minutes relating to the resolutions adopted that require immediate execution may be certified and extracted by the Chair and Secretary of the Board of Directors, even before completion of the verification process of the entire minutes, which shall also include any actions.

Pursuant to Article 3, Recommendation 18 of the CG Code, the Board Regulation defines professional requirements and duties of the Secretary of the Board (see Section 4.5 below).

In 2024, the Board had 6 meetings: on 15 March 2024, 19 April 2024, 10 May 2024, 29 July 2024, 5 November 2024 and 16 December 2024. The meetings lasted 1 hours 20 minutes on average. Information on the meeting attendance by each director is provided in Table 2 annexed to this Report.

In addition to the meeting held on 14 March 2025, no. 3 Board meetings are scheduled for 2025, as provided in the Calendar of Corporate Events published on 17 December 2024, and available on the Issuer's website (Section “Investors / Calendar”).

All the required pre-meeting information on the resolutions in agenda have been sent in a timely manner, with a notice period of at least three days before the relevant Shareholders' Meeting; in any case, where the pre-meeting information had not been provided to the Board of Directors, the Chair ensured that in-depth analyses were carried out at the Board meetings in a correct and timely manner. It should be noted that in 2024 it was not necessary to make use of this option as the pre-meeting information was provided in a timely manner. Consistently with the practices adopted also by other Issuers, presentations of financial data are not part of pre-meeting information and are directly shown during the meeting. Contents of presentations may concern documents that have been previously submitted to the Board of Directors and presented and discussed by the Chief Executive Officer and the designated management. Presentations are recorded in meeting minutes and made available to attendees. Substantially, the Issuer believes that the simple inclusion of “exemptions” to the rules concerning the deadline for providing pre-meeting information linked to information confidentiality does not constitute a non-application of Recommendation 11, given its uncommon use and its de-facto non application. Should it become necessary to exercise this right, appropriate information shall be provided in the relevant Report on Corporate Governance and ownership structure, also indicating the alternative measures activated to ensure an adequate level of information by the administrative body.

The Board of Directors’ meetings were attended by the Chief Financial Officer, the Designated Officer, the General Counsel who attends the meeting as Secretary, and the Company’s directors qualified to provide in-depth analysis on subjects or special projects in the agenda.

5) Role of the chair of the board of directors

Chair of the Board of Directors

On 29 April 2022, the Shareholders' Meeting called to appoint the new Board of Directors, appointed Mr. Michele Denegri as Chair, whom are granted the functions provided by art. 12 of the By-laws. The Chair has been granted the functions indicated in the Principle X and in the Recommendation no. 12 of the CG Code.

The Chair plays a connecting role between executive and non-executive Directors and is responsible for the effective functioning of the Board's work. The Chair convenes and chairs the meetings of the Board of Directors, sets the agenda of the Board's meetings after consultation with the Chief Executive Officer, plans and coordinates its activities and ensures that sufficient information about the items on the Agenda is provided to all Directors and Statutory Auditors.

The Chair, as well as being the legal representative under By-laws before third parties and in court, has been granted any other powers by the Board of Directors.

In compliance with the provisions of the Corporate Governance Code, the Chair of the Board of Directors, with the support of the Secretary, ensures that:

a) the pre-meeting documents are completed and provided in a timely manner and the pre-meeting documents and complementary information provided during the meetings are suitable to allow directors to act in an informed manner in performing their role;

b) the activity of the board committees with investigating, consulting and advisory functions is coordinated with the activity of the Board of Directors;

c) in agreement with the Chief Executive Officer, managers of the company and managers of Group companies, who are competent on the issues concerned, participate in the board meetings to provide appropriate insights on items on the agenda, even upon request of individual Directors;

d) all members of the Board of Directors and Board of Statutory Auditors can take part, after their appointment and during their office, in initiatives aimed at providing them with adequate knowledge of the industry in which the Company operates, of company dynamics and their evolution, also in relation to the Company’s sustainable success, as well as of principles of sound risks management and relevant laws and self-regulatory framework, with the support of the lead independent director (see section 4.3 above);

e) the review process of the Board of Directors is adequate and transparent, with the support of the RN Committee.

The Chair works with the Chief Executive Officer in relation to the Shareholder engagement. The policy on the shareholder engagement was approved on 16 December 2021, and published on the Issuer's website (Section "Group/Governance / Governance Documents/ Corporate Procedures).

Deputy Chair of the Board of Directors

The Board of Directors, by a resolution dated 29 April 2022, appointed Mr. Giancarlo Boschetti as Deputy Chair of the Board of Directors, with the same functions as the Chair to be exercised in his absence or impediment and deputy powers such as those granted to the Chief Executive Officer to be exercised exclusively in case of his inability, absence or impediment, even temporary, of any kind.

Secretary of the Board.

Pursuant to Article 12 of the By-laws and of the Board Regulation, the Board of Directors may appoint a standing Secretary, also external to its Committee. Appointment and annulment of the Secretary is proposed by the Chair. The Secretary must be a party with adequate professional requirements and experience in the legal and corporate field, with particular reference to corporate governance and corporate secretarial activities of listed companies.

In the event of his impediment or absence, his duties are entrusted to another person designated from time to time by the Chair and approved by the Board of Directors of the individual meetings.

The Secretary of the Board supports the activity of the Chair and assists him in the organization of meetings, in the transmission of pre-meeting information and, in general, in flows of information and in minutes of the meetings. The Secretary of the Board provides impartial advice and assistance to the Board of Directors on all aspects relevant to the proper functioning of the corporate governance system.

On 21 December 2020, the Board, after having verified that professional and experience requirements are met, appointed Mr. Ulisse Spada, Manager of the Corporate Legal Affairs Department, as its standing Secretary. Mr. Spada was confirmed as Secretary for the new term of office during the meeting held on 29 April 2022. In 2024, the Secretary carried out all the functions described above.

6) Executive directors

Chief Executive Officer

By resolution dated 29 April 2022, the Board of Directors appointed Mr. Carlo Rosa to the office of Chief Executive Officer granting him the power to handle all ordinary and extraordinary business transactions over which the Board of Directors has jurisdiction, with the exception of those that are expressly reserved to the Board of Directors pursuant to law, the By-laws and the abovementioned resolution, confirming the same offices and functions granted during the previous term of office of the Board. Mr. Carlo Rosa, appointed as General Manager by the Board on 28 April 2006, continued to hold his office with special functions in operational management and strategic planning regarding industrial, commercial and financial areas.

The following powers, by resolution dated 29 April 2022, are reserved to the Board of Directors and may not be delegated:

- approval and change of industrial plan and the annual budget;
- purchase of equity investments, subscription of capital increase in third-party companies for a consideration exceeding € 20,000,000;
- transfer and sale of the Company's equity investments to third parties for a consideration exceeding € 20,000,000;
- purchase, sale and lease of company and business branch for a consideration exceeding € 20,000,000;
- sale/purchase, transfer, in-kind contributions and, in general, any other disposal of intangible assets for a consideration exceeding € 5,000,000;
- investments in instruments for a total amount exceeding € 10,000,000.00 for each transaction;
- assumption of loans, credit lines and bank advances, discount of promissory notes and overdraft facilities for an amount exceeding € 25,000,00.00 for each transaction, excluding credit lines for

sureties and except for factoring contracts, which are covered by the delegated powers without amount limitations;

- grant of mortgages, pledges and liens on Company assets for an amount exceeding € 5,000,000.00 for each transaction;
- grant of sureties with third parties for an amount exceeding € 25,000,000.00;
- recruitment and dismissal of directors with level equal or above Corporate Vice President.

At all meetings or at least every three months, the Chief Executive Officer reports to the Board on activities in the exercise of delegate powers.

Mr. Carlo Rosa, Chief Executive Officer and General Manager, is the main administrator in charge of the company management (Chief Executive Officer). Mr. Carlo Rosa does not serve as Director at other Issuers.

The Chief Executive Officer with the support of the Chief Financial Officer leads and manages relations with shareholders, institutional investors, asset managers, analysts and proxy advisors, pursuant to the Shareholder Engagement policy adopted by the Board on 16 December 2021, in compliance with art. 1, Recommendation 1, letter a) of the Corporate Governance Code.

Information on the role of the Chief Executive Officer in connection with Shareholders Engagement is provided in the Shareholder Engagement policy published on the Issuer's website (Section "Governance" / "Governance Documents" / "Corporate Procedure").

Executive Committee (pursuant to art. 123-*bis*, paragraph 2, Letter d), of the TUF).

Pursuant to Article 15 of the By-laws, the Board of Directors may select some of its members to staff an Executive Committee, to which it may delegate some of its powers, except for those that the law reserves expressly to the Board of Directors, determining the Committee's composition, powers and functioning. As at the date of this Report, the Issuer's Board of Directors has not appointed an Executive Committee.

Reporting to the Board of Directors.

In 2024, at all meetings of the Board of Directors and at least every three months, the Chief Executive Officer reported to the Board of Directors on activities performed in the exercise of delegate powers.

Other Executive Directors

The only executive director different from the Chief Executive Officer is the Chief Commercial Officer. Mr. Chen Menachem Even serves as Senior Corporate Vice President Commercial Operations (apart from being a Strategic Director).

7) Independent directors

As to the minimum number of Independent Directors, the Board of Directors is composed of 7 independent directors out of 15 members - in compliance with Art. 2, Recommendation 5 of the Corporate Governance Code, according to which in large Concentrated Ownership Companies (such as Diasorin) at least one third of the members of the Board of Directors shall be independent.

The slate-voting system required by Article 11 of the By-laws is designed to ensure the election of a minimum number of Directors that meet the independence requirements set for Statutory Auditors by Article 147-*ter*, paragraph 4 and Article 148, paragraph 3 of the of the TUF.

The Board of Directors verified that the Directors in office met the independence requirements during the meeting held on April 29, 2022, on the date of their appointment. Outcomes of such assessment were disclosed to the market on the same date by a press release available on the Issuer's website, Section "Newsroom/Press Releases/2022", pursuant to Art. 144-*novies*, section 1-*bis*, of the Consob Issuers Regulation.

Most recently, the Board of Directors assessed the independence requirements during the Board meeting held on 14 March 2024, for the approval of the financial statements.

The Company applied all the criteria provided by the Corporate Governance Code to verify and assess the independence requirements, except as indicated below.

The Board of Directors, in relation to Director Somati, assessed as appropriate the non-application of art. 2, Recommendation 7, lett. e) of the Corporate Governance Code –which provides that director who has served on the Board for more than nine years, even if not consecutive, over the last twelve years cannot be considered as independent- as the director indicated above maintained the independence of judgment in performing his role and it is appropriate, in the Company's interest, to continue to make use of the high professionalism and experience of the aforementioned director by focusing on her key role within the Company and confirming her independence requirements.

The Issuer's Board of Directors in office (at the year-end date and at the date of this Report) appointed on 29 April 2022, includes seven (7) Independent Directors out of 15 members: Fiorella Altruda, Andrè Michel Ballester, Giovanna Pacchiana Parravicini, Roberta Somati, Francesca Pasinelli, Monica Tardivo and Tullia Todros. The number and authority of the Independent Directors is sufficient to ensure that their opinion has a significant impact on the decision-making process of the Issuer's Board of Directors. Independent Directors contribute specific professional expertise to Board meetings and help the Board adopt resolutions that are in the Company's interest.

During the year, Independent Directors met on 12 March 2024, and in 2025 they met on 14 March; during the aforementioned meetings Independent Directors assessed that the independent requirements were still met as confirmed when accepting the role of Director and as last confirmed in the regular checks carried out in January 2025. Independent Directors assessed also various matters regarded as being proper to the functioning of the Board of Directors and the Company's management. The aforementioned meetings took place upon request from the Lead Independent Director, in a separate and dedicated session and in the absence of the other directors, pursuant to Article 2, Recommendation 5 of the Corporate Governance Code.

The Board of Statutory Auditors verified the correct use of the criteria and procedures adopted by the Board to assess the independence of its members.

The Board of Directors in the meeting held on 11 November 2021, decided not to define ex-ante (and therefore not to apply the relevant provision of art. 2, Recommendation 7 of the Corporate Governance Code) the quantitative and qualitative criteria for assessing the significance (i) of commercial, financial or professional relationships and (ii) additional compensation, that are relevant for assessing the independence of its members. The Company decided not to define ex-ante fixed and predetermined quantitative and qualitative criteria in order to give prevalence to substance over form and assess the individual situation on a case-by-case basis, taking into account the relevant circumstances of the particular case. The adjustment would not have had a concrete application impact, since there are no significant commercial, financial and professional relationships between the Issuer, Company's subsidiaries and/or parent companies and independent directors. Furthermore, independent directors do not receive an additional remuneration other than the fixed remuneration for the office held and for serving in the committees.

Lead Independent Director

On 29 April 2022, the Board of Directors appointed Mr. André Michel Ballester as Lead Independent Director.

The Lead Independent Director represents a reference and coordination point for the requests and contributions of Non-executive Directors and Independent Directors and, pursuant to Art. 3, Recommendation 14, let. b) of the Corporate Governance Code, coordinates the meetings of Independent Directors only.

The appointment of the Lead Independent Director was one of the requirements for companies listed in the STAR segment of Borsa Italiana. This office was kept also after the Company submitted a request of voluntary exclusion from the STAR segment (thereby annulling the requirement mentioned above).

The Lead Independent Director convened the annual meeting (held on 14 March 2025) of Independent Directors only concerning the above.

1.3.5. MANAGEMENT OF CORPORATE INFORMATION

With regard to the management of inside information, the Issuer's Board of Directors adopted the initiatives and/or procedures summarized below, in order to monitor access to and circulation of inside information prior to their disclosure to the public and ensure compliance with confidentiality obligations envisaged in the provisions of laws and regulations.

On 3 July 2016, the "Regulatory technical standards" by MAR and "Implementing technical standards" by ESMA (European Securities and Markets Authority) approved by the European Commission in order to reflect the rules and regulations on Market Abuse within the European Union came into force. Thus, on 4 August 2016, the Company adopted new procedures that were subsequently updated in 2019. The Company updated the "Procedure for the Internal Management of Relevant Information and Inside Information and Public Disclosure of Inside Information" most recently in 2023.

The Company arranges training and awareness-raising activities on market abuse, on a monthly base, intended for all new employees. Other training activities concerned managing corporate information for employees operating in potentially more exposed functions and for beneficiaries of the Issuer's equity-based compensation plans.

Procedure for the Internal Management of Relevant Information and Inside Information and Public Disclosure of Inside Information.

In 2016, the Board of Directors adopted a new "Procedure for the internal management and public disclosure of inside information" (now "Procedure for the Internal Management of Relevant Information and Inside Information and Public Disclosure of Inside Information", as provided below), pursuant to art. 17 of MAR and the related implementing rules and regulations of the European Commission, in force as of 3 July 2016.

The Procedure was amended by the Board:

- on 21 December 2020, in order to set up, pursuant to the recommendations of CONSOB Guidelines, a register of persons having access to relevant information, the so-called "Relevant Information List" with the aim of tracking the stages before the disclosure of inside information, by identifying and monitoring those types of information that the Issuer deems to be relevant such as data, events, projects or circumstances that may -at a future day- become inside information;

- on 27 July 2023, in order to constantly update and improve the company's internal procedures and update the mapping of persons who are required to report any information that the IIMF may regard as relevant or inside information and formalizing the analysis of information (even if at the end of the analysis such information does not fall within relevant or inside information) through a form that shall be filled in and filed.

The Procedure, as amended, contains instructions relating to both the internal management and the external disclosure of inside information (as defined by art. 7 of MAR) regarding the Issuer and the Group companies; the internal procedure is aimed at ensuring compliance with the current laws and regulations on the subject and guaranteeing maximum secrecy and confidentiality in handling Relevant Information and Inside Information; the Procedure, in particular, is aimed at ensuring greater transparency towards the market and appropriate preventive measures against market abuse.

Public disclosure of Inside Information shall occur through a press release prepared by the Investor Relations Function; prior to its external disclosure, the text of the press release shall be submitted for final approval to the Chief Executive Officer or, in case of his absence or impediment, to the Chair of the Board of Directors and, if deemed appropriate or necessary, to the Board of Directors, subject to the prior declaration by the Corporate Accounting Documents Officer when the text contains accounting information, pursuant to and for the effects of article 154-*bis* of the TUF.

The Procedure currently in force is available on the Issuer's website (Section Group/Governance/ Governance Documents/Procedures).

Procedure to manage the Register of persons having access to Relevant Information and Inside Information.

In 2016, pursuant to art. 18 of MAR and the related implementing rules and regulations of the European Commission in force as of 3 July 2016, issuers and persons acting in their name or on their behalf are required to establish, manage and update a register listing the persons who have access to inside information. The Board has, thus, adopted a new "Procedure to manage the Register of persons having access to Inside Information".

Following the adoption of the "Relevant Information List", the Procedure was amended by the Board of Directors on 21 December 2020, in order to set up a register of persons having access to Relevant Information.

The Procedure currently in force is available on the Issuer's website (Section Group / Governance / Governance Documents / Procedures).

Procedure to comply with Internal Dealing requirements

In 2016, the Board adopted a "Procedure to comply with Internal Dealing requirements", pursuant to art. 19 of MAR and the related implementing rules and regulations of the European Commission, in force as of 3 July 2016.

The Board updated the Procedure:

- on 14 March 2019, in order to reflect, among other things, the amendments made by Consob to the Issuers' Regulation by resolution no. 19925 of 22 March 2017 and take into account amendments to the TUF introduced by Legislative Decree no. 107/2018;
- on 27 July 2023, in order to comply with best practices and enable relevant parties to examine the Procedure in a more effective and easier manner.

The Procedure will be updated to take into account the repeal, through law 5 March 2024 n. 21 (Legge Capitali), of the obligation to provide Consob and the public with information about transactions involving Issuer's shares carried out by relevant shareholders, and to comply with the new provisions introduced by (EU) Reg. 2024/2809 concerning the so-called Listing Act.

Pursuant to the Procedure, the Head currently in force of the Corporate Legal Affairs (Corporate Counsel and Corporate Affairs Department) of the Company performs the functions of Designated Officer. Currently the Corporate V.P. General Counsel Mr. Ulisse Spada serves as Designated Officer.

The Procedure currently in force is available on the Issuer's website (Section "Governance/ Governance Documents/Corporate Procedures").

1.3.6. BOARD OF DIRECTORS' INTERNAL COMMITTEES

(PURSUANT TO ART 123-BIS, PARAGRAPH 2, LETTER D), TUF)

By a resolution dated 29 April 2022, the Board of Directors appointed internally the following Committees:

Control, Risk and Sustainability Committee	Andrè Michel Ballester (Chair) Franco Moscetti Roberta Somati
Remuneration and Nominating Committee	Roberta Somati (Chair) Giancarlo Boschetti Giovanna Pacchiana Parravicini
Committee for Related-Party Transactions	Roberta Somati (Chair) André Michel Ballester Giovanna Pacchiana Parravicini

The composition of the Committees was determined taking into account the skills and experience of their members.

Functions, tasks, resources and activities are provided in the following Sections of this Report.

1.3.7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - REMUNERATION AND NOMINATING COMMITTEE

1) Board evaluation and succession of directors

Board evaluation of the Board of Directors and its internal Committees.

Although Diasorin pursuant to art. 4, Recommendation no. 22 of the CG Code can conduct the board's board evaluation on a three-year basis - the Board decided to continue to carry it out on an annual basis in order to periodically assess the effectiveness of its activity and the contribution of its Committees.

In 2022, in view of the renewal of corporate bodies during the Shareholders' Meeting called to approve the financial statements at 31 December 2021 - the Board carried out a board evaluation process on the size, composition and functioning of the Board and its committees. On 16 March 2022, the Board approved, upon proposal of the RN Committee and taking into account the self-assessment outcomes, the guidelines of the outgoing Board about managerial and professional figures whose presence is deemed to be appropriate within the future Company's Board, also in relation to the Maximum number of Offices and the diversity policy in the composition of the Board of Directors and, thus, diversity criteria such as gender, managerial and professional, also international, skills, and age.

Since the Issuer qualifies as a Concentrated Ownership Company, and therefore is not subject to the Recommendation 23 of the GC Code, the guidelines of the outgoing Board have been included in the explanatory report prepared pursuant to art. 125-ter of the TUF concerning the appointment of the Board of Directors by the Shareholders' Meeting called to approve the financial statements at 31 December 2021. Shareholders filing a slate took into account the guidelines expressed by the outgoing Board and complied with the related recommendations.

At the beginning of 2025, the Board renewed its self-assessment process on the size, composition and functioning of the Board and its Committees.

The RN Committee assisted the Board and the Chair of the Board of Directors in ensuring that the process is adequate and transparent and, more generally, supported the Board in the self-assessment process, supervising the preparation of survey (also through prior examination and sharing the survey in the meeting of the RN Committee held on 1 February 2024) and examining the findings received in order to support the Board in setting forth guidelines on the qualitative and quantitative composition deemed to be optimal.

In the board evaluation process, the Board took into account, among other things, the recommendations contained in the annual letter of the Chair of the Corporate Governance Committee.

The process involved all the directors and was performed through a survey filled out anonymously, broken down into different areas of investigation and with the possibility of providing comments and proposals. In view of the renewal of the Board of Directors that will take place during the Shareholders' Meeting called to approve the financial statements at 31 December 2024, the survey has been revised and integrated so that directors could give their feedback in relation to the mandate carried out in the 2022-2024 three-year term, and make their own observations on the composition of the new board, also in terms of professionalism expertise and soft skill, in order to support the Board in developing the guidelines for the Shareholders. Therefore, the analysis focused on the following:

I. size, composition and functioning of the Board;

II. size, composition and functioning of the Board's Committees;

III. communication between the Board of Directors and Top Management - Induction Programme;

IV. Corporate Governance and Risk Governance;

V. Number and role of Independent Directors.

The outcomes of the board evaluation carried out at the beginning of 2025 (referring to the Financial Year) were examined by the Remuneration and Nominating Committee in March 2025 and discussed during the meeting of the Board of Directors held on 14 March 2025. In particular, this board evaluation confirmed great satisfaction about the functioning and activities of the Board of Directors and its Committees, as already highlighted in the self-assessment process carried out in previous years.

The board evaluation overall shows an extremely high level of satisfaction and confirms that the functioning of the Board and of the Board's committees are proportionate to the Company's size and needs.

Despite the board evaluation reported a high level of satisfaction, it highlighted some areas where an improvement is achievable. Attention was focused on the number of current Directors, seen by some members as high; on the Board’s handling of ESG-related matters and on the definition of strategies for achieving sustainable success, on the representation of the Company’s and the Group’s risk profile for sustainable success. Attention was focused also on the role of the Board in promoting dialogue with shareholders and other stakeholders, also given the responsibilities outlined in the Shareholder Engagement Policy.

Succession plans of Executive Directors

Pursuant to Article 4, Recommendation 24 of the Corporate Governance Code, the Board of Directors, during the meeting held on 20 December 2018 approved a proposal concerning the Chief Executive Officer’s succession plan, following the appropriate assessments made by the RN Committee in its area of competence. According to this proposal, if the Board of Directors does not identify a candidate within the Diasorin Group, powers will be conferred to the Chair for this purpose. The Chair, with the necessary operating powers to address and coordinate the company management and with support, if necessary, of a Top executives committee, shall implement and manage the process to select candidates outside the Diasorin Group.

The Board of Directors at the meeting held on 16 December 2021, approved a similar proposal concerning the remaining Executive Directors' succession plan, following the appropriate assessments made by the RN Committee in its area of competence. This procedure provided for granting (i) a proxy to the Chief Executive Officer for the interim management of the matters for which the Chief Executive Officer is responsible;(ii) a proxy to the Chief Executive Officer to be exercised along with the Chair for the identification of a successor by making use of an internal pipeline or, alternatively, by starting a selection process outside the Group. In the event the above powers are exercised, it will be necessary to promptly inform the RN Committee and maintain adequate information flows on the selection process.

2) Remuneration and nominating committee

The Issuer's Board of Directors currently in office, consistent with the provisions of the Corporate Governance Code, established an internal Remuneration and Nominating Committee consisting of non-executive Directors, the majority of its members being independent Directors, including the Chair who performs the functions set forth in art. 4 of the Corporate Governance Code on issues related to nominations and in art. 5 of the Corporate Governance Code on issues related to compensation, in compliance with principles and criteria required by the provisions of the Code.

Functions of the RN Committee were formalized on 16 December 2021, in the new " *Regulation of the Remuneration and Nominating Committee*" ("**Regulation of the RN Committee**") that was subsequently approved by the Board of Directors. The Regulation grants consulting and advisory functions to the Committee, as provided for by the CG Code with regard to nomination and remuneration.

Functions of the Remuneration Committee

- assisting the Board in the formulation of the remuneration policy;
- submitting proposals or expressing opinions on compensation of executive directors and of all other directors who perform special tasks and setting performance objectives associated with the variable component of such compensation;
- monitoring the concrete application of the remuneration policy and verifying, more specifically, the actual achievement of performance objectives;
- periodically assessing the appropriateness and overall coherence of the general compensation policy of directors and top management.

Pursuant to art. 5, Recommendation 26 of the Corporate Governance Code, Directors shall not participate in the RN Committee meetings where proposals are submitted to the Board concerning their remuneration.

Functions of the Nominating Committee

Assisting the Board in the following:

- board evaluation of the Board of Directors and its committees;
- defining the optimal composition of the Board of Directors and its committees;
- identifying candidates for the office of directors to be coopted;
- assisting the outgoing Board of Directors in the submission of slates of candidates, so as to ensure a transparent composition and presentation;
- preparing, updating and implementing any succession plan for the Chief Executive Officer and other executive directors.

Composition and functioning of the Remuneration and Nominating Committee (pursuant to art. 123-*bis*, paragraph 2, letter d), TUF).

On 29 April 2022, the Board appointed as members of the RN Committee the following directors: Roberta Somati (Independent Director) who serves also as Chair, Giovanna Pacchiana Parravicini (Independent Director) and Giancarlo Boschetti (Non-Executive Director). Pursuant to Article 5, Recommendation 26 of the Corporate Governance Code, all members of the RN Committee have proper knowledge and expertise in finance or compensation policies, as assessed by the Board of Directors at the time of their appointment.

In 2024, the RN Committee met on 1 February 2024, 8 March 2024 and 22 May 2024. During the meeting the Committee, among other things:

- examined the questionnaire for the board evaluation of the Board and provided recommendations on defining and accounting for variable remuneration;
- approved the draft of the Report on remuneration and fees paid in 2023;
- examined the proposal of voluntary termination of employment relationship with an Executive with Strategic Responsibilities;
- reported the extent to which the objectives set out in the short-term incentive plan (MBO) of Executives with Strategic Responsibilities have been achieved and expressed its favorable opinion on the objectives (target bonus*)* for 2024.

Further details are provided in Section I and Section II of the Report on the Remuneration policy and fees paid, published pursuant to article 123-*ter* of the TUF on the Issuer's website (Section "Group/Governance/Shareholders' Meetings /2025").

In 2024, the RN Committee meetings were attended by members of the Board of Statutory Auditors and, upon invitation of the Chair, by some corporate directors qualified to attend the meeting.

In addition to the meetings held on 13 January 2025, and 6 March 2025, no further meetings at the date of this Report are scheduled for 2025.

The frequency, average length, attendance at the meetings of the RN Committee are listed in Table 3 annexed to this Report, to which reference is made.

As described above, the Board met on 16 December 2021, and approved the RN Committee Regulation which provides, among other things, that:

- the Chair convenes the RN Committee at least three days before the date set for the meeting, except in cases of urgency for which twelve hours' notice is required;
- documents are made available at least two days before the meeting, except in cases of urgency;
- the Board of Statutory Auditors is entitled to attend the RN Committee meetings;
- the RN Committee appoints a Secretary, also external to the Committee, who is entrusted with the task of recording the meetings;
- the Chair of the RN Committee may invite to individual meetings the Chair of the Board of Directors, the Chief Executive Officer, other directors and representatives of corporate functions qualified to attend the meeting, as well as other parties whose contribution is deemed to be useful.

In performing its functions, the RN Committee has free access to the company's areas and information considered important for fulfilling its duties and can make use of external consultants, subject to authorization by the Board of Directors.

Although the RN Committee can make use of external consultants within the limits of a budget approved by the Board of Directors on a reasoned proposal of the Committee, in 2024 the Committee was not provided with financial resources ex-ante as it uses the Issuer's resources and company structures to discharge its duties.

1.3.8. REMUNERATION OF DIRECTORS

Information on (i) the Company policy for the remuneration of Directors and Executives with Strategic Responsibilities and (ii) fees paid in 2024 is provided in Section I and Section II of the Report on the Remuneration policy and fees paid published pursuant to art. 123-ter of the TUF on the Issuer's website (Section "Group/Governance /Shareholders' meeting /2025")

Information about integration of sustainability-related performance in incentive schemes as required by ESRS 2 standards – Par. 27 and 29 is provided in the Sustainability Statement, Paragraph "*GOV-3 – Integration of sustainability-related performance in incentive schemes*".

1.3.9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM - CONTROL, RISK AND SUSTAINABILITY COMMITTEE

With regard to the ICRMS, The Board of Directors is responsible for defining the guidelines of the ICRMS, which is a set of processes designed to monitor the efficiency of the Company's operations, the reliability of all information (including financial information), the degree of compliance with laws and regulations and the level of protection of the Company's assets.

On December 19, 2012, the Board of Directors adopted the guidelines of the ICRMS (the "**Guidelines**"), last amended on 3 August 2022, to comply with the CG Code, identifying the main risks connected to the Company's activity. The Board of Directors is responsible for, among other things, (*i*) properly identifying, adequately measuring, monitoring, managing and assessing the risks in which the Company may incur, in accordance with the goal of protecting the corporate assets and consistent with the principles of sound management, including all the main risks that can have a major adverse impact on the Issuer's long-term sustainability and (*ii*) verifying on a regular basis (at least once a year) that the ICRMS is adequate, effective and functions correctly.

Pursuant to art. 2086 of the Italian civil code and art. 3 of Legislative Decree 14/2019 (the so-called Business crisis and Insolvency Code), the Board is also responsible for the implementation of adequate organizational structures also in view of the timely detection of the company crisis, and related measures in order to take action in a timely manner to overcome the crisis.

The document is composed of a first section dedicated to the members involved in the System and defines the Guidelines adopted by the Issuer's Board of Directors.

The ICRMS of the Issuer involves, each for its own part, the following corporate bodies:

- The Board of Directors has the function of directing and evaluating the adequacy of the ICRMS identifying, *inter alia*, within the Committee a (*i*) Control, Risk and Sustainability Committee that assists the Board of Directors comprised of non-executive Directors, the majority of whom is Independent, with a proper preliminary investigation and (*ii*) one or more Directors in charge of establishing and preserving an efficient ICRMS (i.e. the Chief Executive Officer, pursuant to the Corporate Governance Code);
- The Officer of the Internal Audit function, who is appointed by the Board of Directors upon proposal of the Chief Executive Officer, with the assent of the CRS Committee, has the function to verify the adequacy and efficiency of the ICRMS;

- The Board of Statutory Auditors has the function to verify the efficiency of the ICRMS;
- The Corporate Accounting Document Officer, pursuant to the art. 154-*bis*, TUF;
- The Supervisory Body established pursuant Legislative Decree 231/2001.

With regard to the Guidelines, the Organizational and Management Model adopted by the Diasorin Group pursuant to Legislative Decree No. 231/2001 is taken into account.

Information required by ESRS 2 standards – Par. 19, 20, letter b), 22, 24 and 26 about roles and responsibilities of administrative, management and supervisory bodies in exercising oversight of the procedures to manage material risks, impacts and opportunities and how administrative, management and supervisory bodies are informed about sustainability matters is provided in the Sustainability Statement, Paragraph "*GOV–5 – Risk management and internal control over sustainability reporting*", "*GOV 2 – Information provided to and sustainability matters addressed by the administrative, management and supervisory bodies* " and in the above paragraph 4.1 of the Report. The ICRMS applied to the financial reporting process adopted by the Diasorin Group was developed using as a reference model the COSO Report[1] , according to which the ICRMS, in the most general terms, can be defined as "*a process, effected by the Board of Directors, management and other personnel for the purpose of providing reasonable assurance regarding the achievement of objectives in the following categories: (i) design and effectiveness of operations;(ii) reliability of financial reporting; (iii) compliance with applicable laws and Regulation*".

Insofar as the financial reporting process is concerned, the corresponding objectives are the truthfulness, accuracy, reliability and timeliness of the financial reporting.

The Group, in defining its ICRMS for the financial reporting process, complied with the guidelines provided in this area in the following reference laws and regulations:

- Legislative Decree No. 58 of 24 February 1998 (of the TUF), as amended, specifically with regard to the provisions concerning the "*Certification of the Statutory and Consolidated Annual Financial Statements and Semiannual Report by the Corporate Accounting documents officer and the delegated governance bodies pursuant to article 154-bis of the TUF*";
- Law No. 262 of 28 December 2005 (as amended, including the amendments introduced by the Legislative Decree of 30 October 2007 adopting the Transparency Directive), specifically with regard to the preparation of corporate accounting documents;
- The Consob Issuers' Regulation, as amended and integrated;
- The Italian Civil Code, which extends to the Corporate Accounting Documents Officers the liability for company management actions (Article 2434 of the civil code) corruption between private individuals (Article 2635 of the civil code) and the crime of obstructing public and oversight authorities in the performance of their functions (Article 2638 of the civil code);
- Legislative Decree No. 231, of 8 June 2001, which citing, inter alia, the abovementioned provisions and the civil liability of legal entities for market abuse crimes, as well as corporate crimes, classifies the Corporate Accounting Documents Officer as a Top Management Person.

[1]*COSO Model developed by the Committee of Sponsoring Organizations of the Treadway Commission - "Interbak Control - Integrated framework" published in 1992 and updated in 1994 by the Committee of Sponsoring Organizations of the Treadway Commission.*

In addition, the reference components of the Group include among other things:

- the Group's Code of Ethics;
- the Organizational and Management Model Pursuant to Legislative Decree No. 231/2001, its Special Parts and related protocols;
- the Procedure to comply with Internal Dealing requirements;
- the Procedure for Related-Party Transactions;
- the Procedure for the Internal Management of Relevant Information and Inside Information and Public Disclosure of Inside Information;
- the Procedure to manage the Register of persons having access to Relevant Information and Inside Information;
- the System of delegated and proxy powers;
- the Organization chart and job description chart;
- the risk assessment Process applied to quantitative and qualitative risk analysis;
- the Accounting and Administrative Control System, which is comprised of a set of procedures and operational documents, including:
    - → the Group Accounting Manual: document designed to promote the development and use within the Group of consistent accounting criteria for the recognition, classification and measurement of the results from operations;
    - → Administrative and accounting procedures: documents that define responsibilities and control rules specifically with regard to administrative and accounting processes;
    - → Financial statements and reporting instructions and closing schedules: documents used to communicate to the various Company departments the operational and detailed procedures for managing the activities required to prepare the financial statements by predetermined and shared deadlines;
    - → Technical User Manual for the Group Reporting System: document provided to all employees who are directly involved in the process of preparing and/or reviewing accounting reports, which explains how the Reporting System operates.

Diasorin's Accounting and Administrative Control Model defines the method that must be applied when implementing the Internal Control System, which includes the following phases:

a) Mapping and assessment of the risks entailed by financial reporting.

The mapping and assessment of the risks entailed by the production of accounting reports is carried out by means of a structured risk assessment process. The implementation of this process includes identifying all of the objectives that the ICRMS must achieve in financial reporting to deliver a truthful and fair presentation. These objectives refer to the financial statement "assertions" (existence and occurrence of events, completeness, rights and obligations, valuation/recognition, presentation and disclosure) and other control objectives (e.g., compliance with authorization limits, segregation of duties and responsibilities, documentation and traceability of transactions, etc.).

The risk assessment process is thus focused on those areas of the financial statements identified as potentially having an impact on financial reporting in terms of failure to achieve control objectives.

The process of determining which entities should be classified as "significant entities" in terms of their impact on financial reporting serves the purpose of identifying, with regard to the Group's consolidated financial statements, the subsidiaries, financial statement accounts and administrative and accounting processes that are deemed to be "material," based on valuations carried out using both quantitative and qualitative parameters.

b) **Definition of controls for the mapped risks.**

The definition of the controls required to mitigate the mapped risks within administrative and accounting processes is carried out taking into account the control objectives associated with financial reporting for processes deemed to be material.

If the implementation of the phase of determining the scope of the assessment process uncovers sensitive areas that are not governed, in whole or in part, by the corpus of administrative and accounting procedures, the existing procedures are amended and, working in concert with the Corporate Accounting Documents Officer, new procedures are adopted for the affected areas.

c) **Assessment of controls for the mapped risks and handling of any known issues.**

The assessment of the effectiveness and level of implementation of the administrative and accounting procedures and of the controls they contain is carried out through specific testing activities that are consistent with best industry practices.

Testing is carried out continuously throughout the year at the request of and in coordination with the Designated Officer, who uses his own organization and the Internal Auditing Department.

As part of the implementation process, the delegated governance bodies and the administrative managers of subsidiaries are required to provide the Designated Officer with an affidavit concerning tests performed to assess the effectiveness and level of implementation of the administrative and accounting procedures.

The Internal Auditing Officer prepares an “Audit Report” in which he provides an overview of the assessment of the controls established for the mapped risks. The assessment of controls results in the definition of supplemental controls, corrective actions or improvement plans to address any identified issues.

The Audit Reports produced during the year are communicated to the CRS Committee and relevant outcomes are communicated to the Board of Statutory Auditors and the Board of Directors of the Company.

The Internal Control System applied to the financial reporting process is overseen by the Designated Officer who, appointed by the Board of Directors, in concert with the Chief Executive Officer, is responsible for developing, implementing and approving the Accounting and Administrative Control Model and assessing its effectiveness, and is required to issue certifications of the annual financial statements (separate and consolidated) and the semiannual financial report (separate and consolidated). The Designated Officer is also responsible for establishing adequate administrative and accounting procedures for the production of statutory and consolidated financial statements and, with the support of the Internal Auditing Department, providing subsidiaries with guidelines for the implementation of appropriate activities to assess their Accounting Control Systems.

In the performance of his functions, the Designated Officer:

- interacts with the Internal Auditing Director and the CEO, who performs independent audits of the effectiveness of the Internal Control System and supports the Designated Officer in monitoring the System;
- is supported by the managers of the departments concerned who, with respect to the area under their jurisdiction, attest to the completeness and reliability of the information flows provided to the Designated Officer for financial reporting purposes;
- coordinates the activities of the Accounting Managers of subsidiaries that are responsible, together with the delegated governance bodies, for implementing within their companies adequate accounting control systems to monitor administrative and accounting processes and assessing their effectiveness over time, reporting the results to the Parent Company as part of the internal certification process;
- establishes a mutual exchange of information with the CRS Committee and the Board of Directors.

The Board of Statutory Auditors and the Supervisory Body are informed about the adequacy and reliability of the internal control system applied to financial reporting.

A detailed description of the main characteristics of the ICRMS applied to financial reporting, including consolidated financial statements, as required by article 123-*bis*, paragraph 2, letter b), of the TUF, is provided in the Report on the Company's Operations annexed to the statutory and consolidated financial statements.

Information required by ESRS 2 standards – Par. 34 and 36 about the main features of internal control and risk management system in relation to the sustainability reporting process is provided in the Sustainability Statement, "*Paragraph GOV–5 – Risk management and internal control over sustainability reporting*".

1) Chief Executive Officer

The Chief Executive Officer, pursuant to the Corporate Governance Code, is responsible for overseeing the effective implementation of the ICRMS by the Board of Directors, with the support of the CRS Committee.

The CEO working within and in accordance with the guidelines established by the Board of Directors, is responsible for:

- identifying corporate risks on the basis of the activities carried out by the Issuer and its subsidiaries and periodically submitting such risks to the attention of the Boards of Directors;
- implementing the Guidelines defined by the Board, taking care of the design, implementation and management of the Control System and constantly verifying its adequacy and effectiveness, as well as ensuring its adaptation to the dynamics of the operating conditions and the legislative and regulatory framework;
- promptly reporting to the CRS Committee on problems and critical issues which arise in conducting his activities or which he became aware of, so that the Committee may take suitable measures;
- in performing these tasks, the Chief Executive Officer may ask the Internal Auditing Office to carry out checks on specific operational areas and on compliance with internal rules and procedures when performing corporate operation and notifying, at the same time, the Chair of the Board, the Chair of the CRS Committee and the Chair of the Board of Statutory Auditors. In 2024, there was no need to exercise such power.

On 29 April 2022, the Board of Directors of the Issuer confirmed Mr. Carlo Rosa, Chief Executive Officer and General Manager of the Company, as "Chief Executive Officer" for the purposes of the ICRMS. Mr. Carlo Rosa had been previously appointed as "Designated Officer" pursuant to the previous Corporate Governance Code of listed companies approved in July 2018 by the Corporate Governance Committee at the time in force.

In 2024, the CEO:

- was responsible for the identification of the main business risks (strategic, operational, financial and compliance), taking into account the characteristics of the activities carried out by the Issuer and its subsidiaries, and periodically submitted them to the Board for examination;
- implemented the Guidelines defined by the Board of Directors, taking care of the planning, realization and management of the ICRMS and constantly verifying the system's overall adequacy, effectiveness and efficiency and the need for any adjustments;
- updated the system in response to changes in the operating conditions and in the relevant regulatory framework;
- attended the meetings of the CRS Committee;
- did not deemed it necessary to request interventions from the Internal Audit Officer or to report to the CRS Committee on specific issues since no problems or critical issues required such disclosure.

2) Control, risk and sustainability committee

Following the renewal of corporate bodies on 29 April 2022, and in compliance with art. 3, Recommendation 16 of the CG Code, the Board of Directors resolved - on the same date- to assign the “Control, Risk and Sustainability Committee” the task of supervising sustainability issues connected to the corporate activities and to interactions with its stakeholders.

Functions of the CRS Committee had been updated on 16 December 2021 with the adoption of the new "*Regulation of the Control, Risk and Sustainability Committee*" (“**Regulation of the CRS Committee**").

Functions concerning internal control and risk management

In assisting the Board of Directors as part of its duties in the ICRMS, the CRS Committee:

- assesses, together with the Designated Officer, the Independent Auditors and the Board of Statutory Auditors, the proper application of accounting standards and their uniformity for the purpose of drawing up the consolidated financial statements;
- assesses that regular financial and non-financial reporting is suited to properly represent the Company's business model and strategies and the impact of Company's activity and the performance achieved;
- examines the content of the periodic non-financial disclosure relevant to the ICRMS;
- expresses its opinions on specific aspects relating to the identification of the main business risks and supports the assessments and decisions of the Board concerning the risk management arising from prejudicial events which the latter has become aware of;
- assesses regular reports and those of particular relevance prepared by the Internal Audit function;
- monitors the independence, adequacy, efficacy and efficiency of the Internal Audit function;
- may entrust the Internal Audit function with carrying out audits on specific operating areas, simultaneously notifying the Chair of the Board of Statutory Auditors;
- reports to the Board of Directors, at least every six months, on the approval of the annual and semi-annual financial statements, the activities carried out and the adequacy of the ICRMS;
- performs any additional tasks that the Board of Directors may choose to assign to the CRS Committee, with particular reference to interactions with the Independent Auditors, the activities of the Supervisory Body pursuant to Legislative Decree No. 231/2001, and to the functions involved in related-party transactions.

Functions concerning sustainability

- it supports the Board in the analysis of relevant issues for the generation of long-term value on the occasion of the examination and approval of the business plan of the Company and of the Group it heads;
- it has the function to provide consultation and make proposals to the Board of Directors on sustainability issues; it has the task of supervising sustainability issues connected to corporate activities and interactions with its stakeholders.

Among other things, it has the task of:

- monitoring sustainability issues, examining and assessing sustainability matters relating to corporate activities and interactions with its stakeholders;
- supervising sustainability initiatives of the Issuer and of companies belonging to the Diasorin Group;
- examining and assessing the system of data collection and consolidation to prepare the Sustainability Statement;
- reviewing the Sustainability Statement expressing its opinion to the Board of Directors called to approve this document, and
- expressing, upon request of the Board of Directors, opinions on any sustainability issues.

The aforementioned task of supporting the Board in the analysis of relevant issues for the generation of long-term value upon examination and approval of the business plan was granted to the CRS Committee by the Board during the meeting held on December 16, 2022, in implementation of art. 1, Recommendation n. 1, lett. a) of the Corporate Governance Code.

Pursuant to Article 6, Recommendation 37 of the Corporate Governance Code, the CRS Committee and the Board of Statutory Auditors promptly exchange information that is relevant to the performance of their respective tasks.

The CRS Committee may also request specific interventions from the Internal Audit function. In this regard, the Committee did not exercise this power in 2024.

During the year, the CRS Committee steadily carried out its audits on the correct and timely application of the guidelines and the effective management of the ICRMS and the internal control and risk management system of the subsidiaries.

During the meeting held on 14 March 2025, the CRS Committee - as required pursuant to Article 6, Recc. 35, lett. h) of the Corporate Governance Code - reported to the Board of Directors on the activities it carried out, on the outcomes of its audits and on the effectiveness of the Internal Control and Risk Management System, highlighting how the system proved to be consistent with the size and organizational and operational structure of the Issuer. The last meeting held to report to the Board of Directors on the activities and adequacy of the ICRMS was on 14 March 2025.

In 2024, the CRS Committee:

- supported the Board in performing the tasks concerning internal control and risk management;
- assessed the correct use of the accounting principles and their homogeneity for the purposes of preparing the financial statements,
- assessed that regular, financial and sustainability reporting was suited to properly represent the Issuer's business model and strategies;
- examined the content of regular non-financial information that is relevant to the ICRMS;
- examined the regular reports prepared by the internal audit function;
- monitored the autonomy, adequacy, efficiency and effectiveness of the Internal Audit function

Composition and functioning of the Control, Risk and Sustainability Committee (pursuant to art. 123-bis, paragraph 2, letter d), TUF)

The CRS Committee is composed of non-executive Directors, the majority of its members being independent Directors, including the Chair; on 29 April 2022, the Board resolved the CRS Committee to be composed of Directors André Michel Ballester (Independent Director) as Chair, Roberta Somati (Independent Director) and Franco Moscetti (Non- executive Director), who have significant expertise in accounting, finance and risks management.

The frequency, average length and attendance at the meetings of the CRS Committee are listed in Table 3 annexed to this Report.

In 2024, the CRS Committee met on 26 February 2024, 6 March 2024, 24 July 2024, and 2 December 2024.

The Board of Statutory Auditors is invited to attend the meetings of the CRS Committee. The Chief Executive Officer may participate in the meetings, pursuant to the Corporate Governance Code, and upon request of the CRS Committee, the Internal Audit Officer, the Document Officer, the Chair of the Supervisory Body and company's directors whose presence may be deemed useful for the proceedings.

In 2024, meetings of the CRS Committee were attended by members of the Board of Statutory Auditors and, upon request of the Chair, certain company's directors such as the Chief Executive Officer, the Document Officer, the Internal Audit Officer and other company's directors qualified to attend the meeting.

The Board, during the meeting held on 16 December 2021, approved the Regulation of the CRS Committee providing, among others, that:

- the Chair convenes the CRS Committee at least three days before the date set for the meeting, except in cases of urgency for which twelve hours' notice is required;
- documents are made available at least two days before the meeting, except in cases of urgency;
- the CRS Committee appoints a Secretary, also external to the Committee, who is entrusted with the task of recording the meetings;
- the Chair of the Board of Statutory Auditors or another member of the Board of Statutory Auditors designated by the Chair always participate in the CRS proceedings. In any case the other members of the Statutory Auditors, who are regularly invited, may participate in the meetings;

- upon invitation of the Chair and also upon request of the CRS Committee, the Chair of the Board of Directors, other Directors, including the Chief Executive Officer, company officers qualified to attend the meeting (in such case the Company Chief Executive Officer shall be informed), the Designated Officer and other parties who are not members of the CRS Committee and whose contribution is deemed to be useful may attend the meeting.

In performing its functions, the CRS Committee has free access to the company's areas and information considered to be important for fulfilling its duties and can make use of external consultants, subject to the authorization of the Board of Directors.

During the Shareholders' Meeting held on 29 April 2022, the Board of Directors resolved to provide financial resources of € 50,000,00 thousand to the CRS Committee to perform its activities.

3) Internal audit officer

The Board of Directors appointed the Internal Audit Officer as the person in charge of verifying that the ICRMS is functional and suited to and coherent with the guidelines defined by the Board.

During the Board meeting held on 19 December 2019, the Board of Directors on the input of the Designated Officer (now Chief Executive Officer) and following the favorable opinion of the CRS Committee and of the Statutory Auditors, appointed Mr. Francesco Mongelli to the office of Internal Audit Officer, with effect as of 1 January 2020. The Internal Audit Officer was entrusted with tasks and responsibilities contained in the Code and detailed in the Guidelines.

Pursuant to the CG Code, the Board of Directors, with the support of the CRS Committee has the task of providing the Internal Audit Officer with adequate resources to perform his tasks and of defining his compensation, in line with the company's policy.

The Internal Audit Officer, who is not responsible for any operational area, is hierarchically dependent from the Board:

- verifies, both on an ongoing basis and in relation to specific needs, and in compliance with international standards, the operation and suitability of the ICRMS, through an audit plan, which is approved by the Board of Directors annually and shared with the CRS Committee and is based on a structured process of analysis and prioritization of the main risks;
- has direct access to all information useful to carry out his duty;
- draws up regular reports containing adequate information on his activity, the procedures governing risk management, as well as on compliance with the plans defined for the mitigation of such risk. Regular reports also contain an assessment of the adequacy of the ICRMS;
- prepares timely reports on events of particular importance;
- conveys the abovementioned reports to the Chairmen of the Board of Statutory Auditors, the CRS Committee, and of the Board of Directors and to the Chief Executive Officer;
- verifying, as part of the audit plan, the reliability of the IT systems, including the accounts systems.

As from 1 January 2013, the Internal Audit Officer's work-plan is approved on annual basis by the Board of Directors, after receiving a favorable opinion from the Board of Statutory Auditors and the Chief Executive Officer; the 2024 Audit Plan was approved during the meeting held on 15 March 2024, and the 2025 Audit Plan was subject to approval at the meeting held on 14 March 2025. At least once every six months, the Internal Audit Officer reports the outcomes of the audits to the Board of Directors, the Chief Executive Officer, the CRS Committee and the Board of Statutory Auditors.

In compliance with his duties, in 2024 the Internal Audit Officer carried out his activity by preparing and submitting an annual plan, including the audit results, to the Board of Statutory Auditors and CRS Committee.

In 2024, the Internal Audit Officer carried out all the activities of his annual work-plan, reporting to the CRS Committee during the meetings held on 6 March 2024, and 24 July 2024, and to the Board of Directors during the meeting held on 15 March 2024. The Internal Audit Officer reported to the CRS Committee and to the Board of Directors again on 14 March 2025.

4) Code of ethics and organizational model, pursuant to Legislative Decree no. 231/2001

The Group's Code of Ethics.

On December 18, 2006, the Issuer approved and implemented its "Group's Code of Ethics ("the **Code of Ethics**"), with the aim of providing all employees with common consistent rules of conduct and defining their rights and obligations, as they apply to the performance of any activity that may affect the Issuer's interests. The Code of Ethics sets forth the general principles that define the values that underpin the Issuer's operations and it has been currently adopted by all Diasorin Group's companies.

On 19 December 2016, the Board of Directors approved a new edition of the Code of Ethics, in compliance with the new MedTech Code of Ethics.

The update was carried out following the release of a new Code of Ethics drafted by MedTech Europe, an association representing the European IVD industry through EDMA-European Diagnostic Manufacturers Association; Diasorin S.p.A., as a member of EDMA, was required to adopt by the end of 2016 the new MedTech Code of Ethics' provisions having an impact on the sections of the Diasorin Group's Code of Ethics referred to the relationship with healthcare professionals and healthcare organizations. Briefly, the Code was amended to introduce a new section called "*Relationship with Healthcare Professionals and Healthcare Organizations*" providing a series of principles and provisions regulating relationships with the abovementioned counterparties, to safeguard medical-scientific sector and create transparent and free of any commercial interest interactions.

The Code of Ethics currently in force is available on the Issuer's website (Section Group /Governance / Governance Documents / Code of Ethics and Model 231).

The Organization and Management Model pursuant to Legislative Decree No. 231/2001

The Board of Directors, in order to ensure the fairness and transparency of all its business transactions and corporate activities, to meet the expectations of its shareholders and to protect the Company's position and image, together with the work of its employees, adopted and implemented the organizational model (the "**Model**") required by Legislative Decree No. 231/2001, which can exempt the Company from liability for crimes committed by its employees in apical positions.

The Model was developed taking into account the provisions of the Decree 231/2001 and the guidelines provided by Confindustria.

On 3 August 2022, the Board approved the amendment to the Special Section, and, in particular, to risk mappings, also in relation to the introduction of additional predicate offences as a result of the transposition into Italian law of Directive (EU) 2017/1371 (so-called PIF Directive). More generally, in the light of the new organizational structures due to the expansion of the business scope, the Company needed to update and adjust its Organization Model pursuant to Legislative Decree 231/2001, taking into account the indications required by case law, regulations and best practices in order to align the Model with the company structure and processes. Therefore, the new Organizational Model was divided into decision protocols to prevent risks of committing the crimes that may be identified across corporate processes, thus replacing the previous structure that was broken down by types of offences.

The update of the Model took into account changes occurred in the Company's organizational structure due to redefinition of the corporate structure announced to the market on 16 December 2021, and became effective on 1 July 2022.

In December 2024, the model was updated again to take into account the introduction of predicate offenses:

- bid rigging, interference with the tender process and fraudulent transfer of values (the latter further amended by Legislative Decree 19/2024), by Legislative Decree 24/2023;
- new offence concerning extortion through cybercrimes as per art. 629, par. 3 of c.c., as amended by Law L. 90/2024;
- embezzlement, which is included among offenses against Public Administration.

The updated implemented the repeal of abuse of office and the redefinition of influence peddling by Law 114/2024 (the so-called Legge Nordio).

On 15 July 2023, the Issuer adopted a Whistleblowing Procedure in accordance with Legislative Decree 24/2023 and activated a new whistleblowing channel equipped with all the necessary technical features.

At the end of the reporting period, the Model (whose extract is available on the Issuer's website (Section "Group/Governance/ Governance Documents/Code of Ethics and Model 231") includes:

- "General Section": includes the description (i) of the regulatory framework, (ii) the governance and organizational structure adopted by Diasorin for preventing the commission of predicate offences, (iii) the purposes of the Model, (iv) the requirements and tasks of the Supervisory Body (see below), (v) the disciplinary measures adopted by the Company in case of non- compliance with the measures set out in the Model and (vi) the training and communication plan to ensure an accurate knowledge and awareness of the provisions of the Model by all the persons who must observe them.
- "Special Section" is composed by the following 20 decision-making Protocols:

  1. Management of marketing events
  2. Management of gifts, pro bono and sponsorship
  3. Reimbursement of expenses and representation allowances
  4. Procurement of goods and services for internal use, consultancy and professional services
  5. Management of product development and compliance (including patent and trademark management);
  6. Request for and management of funding, incentives and public contributions
  7. Relations and compliance with the Public Administration and Supervisory Bodies
  8. Institutional relations
  9. Monetary and financial flows
  10. Management of investments (equity investments, securities and extraordinary transactions)
  11. Management of accounts, financial statements and shareholder' equity transactions
  12. Management of tax compliance
  13. Management of cybersecurity
  14. Selection, hiring and management of personnel
  15. Litigation, criminal proceedings and settlement agreements
  16. Relations with shareholders and corporate bodies
  17. Health and safety compliance
  18. Management of conflicts of interest and related-party transactions
  19. Management of inside information and internal dealing
  20. Intercompany transactions

The Supervisory Body pursuant to Legislative Decree 231/2001

The Supervisory Body, in office until its revocation, includes in its collective form the following members: Mr. Ezio Maria Simonelli (external member) appointed as member on 13 May 2021, and as Chair on 30 July 2021, Mr. Matteo Michele Sutera (Statutory Auditors) appointed on 30 July 2021, and Mr. Ulisse Spada as a Corporate V.P. General Counsel, in the light of the provisions of Article 6. Recc. 33 lett. e) of the Corporate Governance Code, according to which the Board of Directors may decide to appoint the Head of the Legal Department as member of the Supervisory Board in order to ensure cooperation between the various parties involved in the ICRMS. The Supervisory Body is responsible for ensuring that the Model is functioning correctly, is effective and is being complied with, and for recommending updates to the model and Company procedures, when appropriate. To this end, on 15 March 2024, the Board of Directors resolved to provide the Supervisory Body with financial resources amounting to € 50,000,000 for the year ended 31 December 2024, confirming the same budget provided in the previous year.

Every six months, the Supervisory Body submits to the Board of Directors the results of its activity. The last meeting was held on 14 March 2025.

Information required by ESRS G1standards – Par. 1 and 2 about the so-called business conduct is provided in the Sustainability Statement, Paragraph "*G1-1 – Business conduct policies and corporate culture*".

5) Auditor

By resolution of the Shareholders' Meeting dated 28 April 2016, and upon a reasoned proposal by the Board of Statutory Auditors, the Company appointed PricewaterhouseCoopers S.p.A. as auditors for the years 2016-2024.

The Shareholders' Meeting dated 4 September 2024 resolved to bring forward the statutory auditor engagement for the financial years 2025-2033 to Ernst & Young S.p.A., on the basis of the reasoned proposal formulated by the Board of Statutory Auditors.

The Issuer availed itself of the transitional provision set forth in art. 18 of Legislative Decree 125/2024 and with the prior approval of the Board of Statutory Auditors decided to proceed with the assignment given to PricewaterhouseCoopers S.p.A. – the company currently in charge, among other things, of the limited audit of the consolidated non-financial statement prepared pursuant to the repealed Legislative Decree 254/2016 – also for the purposes of certification of the new sustainability statement at 31 December 2024

The Shareholders' Meeting convened to approve the Annual Financial Statements will be asked to approve the assurance engagement of Ernst & Young S.p.A for the Sustainability Statement covering 2025-2027, pursuant to art. 13, paragraph 2-*ter*, of Legislative Decree 39/2010, as per the reasoned proposal of the Board of Statutory Auditors annexed to the Explanatory Report *ex* art. 125-*ter* of the TUF of the Shareholders' Meeting convened on 28 April 2025, available on the Company's website (Section Group / Governance / Shareholders' Meeting / 2025).

6) Corporate accounting documents officer

Pursuant to Article 15 of the By-laws, the Board of Directors, which is required to act with the mandatory input of the Board of Statutory Auditors, has jurisdiction over the appointment and dismissal of the Designated Officer and over the determination of his compensation. The Designated Officer must meet the integrity requirements of the relevant statutes currently in force for those who perform administrative and management functions, as well as professional requirements that include specific expertise in administrative and accounting issues. Expertise in these areas must be verified by the Board of Directors and must be the result of work performed in a position of sufficiently high responsibility for an adequate length of time.

On 28 April 2016, the Board of Directors of the Issuer appointed Mr. Piergiorgio Pedron (Head of the Accounting, Finance and Control Department of the Issuer) to the office of Designated Officer, for an unlimited time, after verifying compliance with the requirements of integrity and professional expertise and taking into account the favorable opinion of the Board of Statutory Auditors, granting him the powers required pursuant to Article 154-*bis* of the TUF, and specifically:

- accessing all the information deemed necessary to fulfill his tasks, both within the Company and other Group companies, with the authority to view all documents relating to the drafting of the accounting and corporate records of Diasorin and other Group companies, with further authority to request clarifications to all subjects involved in the formation of the accounting records of Diasorin and of the Group;
- attending, without participating, meetings of the Board of Directors;
- authority to dialogue with the CRS Committee;
- approving corporate procedures, when these have an impact on the financial statements, the consolidated financial statements or documents subject to the issue of a statement attesting their truthfulness;
- participating in the development of information systems that have an impact on the economic and financial situation of the Company;
- setting up an adequate (in terms of number and professional level of resources) structure to carry out his tasks, using available internal resources and, where necessary, outsourcing them;
- employing internal audit resources to map processes and in carrying out specific controls, in a client/supplier environment and in the event the resources needed are not present internally, the power to outsource them;
- using the Company's information systems for control purposes.
- approving and signing all documents referred to his function and/or for which his certification is required, according to the relevant regulation.

The Designated Officer is responsible for the certifications referred to in Article 154-bis of the TUF, including the sustainability reporting certification referred to in art. 154-bis, paragraph 5-ter, of the TUF.

The Board acknowledges that the annual remuneration of Mr. Pedron for the office of Accounting Document Officer, pursuant to art. 154-*bis* of the TUF, is to be understood as included in the annual remuneration received as director of the Company.

7) Coordination of parties involved in the internal control and risk management system

The Company has assigned the function of coordinating parties involved in the ICRMS to the Board of Directors, which carries out such activity through the Chief Executive Officer. Such function was duly and regularly performed in 2024.

In particular, the Company analytically has identified in its Guidelines the activities carried out by parties involved in the ICRMS, determining concrete procedures for coordination in order to make activities of each party more efficient. Specifically, the meetings of the CRS Committee are attended by members of the Board of Statutory Auditors, as well as the directors that are mostly directly involved in the management of corporate risks (particularly the Internal Audit Officer) and by the Chief Executive Officer for the purposes of the ICRMS.

Pursuant to Article 6, Recommendation 37 of the Corporate Governance Code, the CRS Committee and the Board of Statutory Auditors promptly exchange information useful for the performance of their respective duties.

The CRS Committee reports to the Board of Directors (at least semiannually) on the activity carried out, as well as on the adequacy of the ICRMS. As for the Supervisory Body, its coordination with the other parties involved is fully ensured by the presence of a member of the Board of Statutory Auditors and of the General Counsel, as members of the Supervisory Body. Finally, the Board of Statutory Auditors during its quarterly audits meets periodically the Designated Officer, the Independent Auditors and all the company functions involved in processes and procedures that require to be specifically verified by the Board itself, including those relating to the ICRMS.

On 14 March 2025, the Board of Directors, in compliance with the provisions of art. 6, Recommendation 33, of the Corporate Governance Code, after consulting the Internal Audit function, the CRS Committee and the Supervisory Body expressed an opinion on the adequacy of the ICRMS, including the methods of coordination between the various parties involved in the system.

1.3.10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES - COMMITTEE FOR RELATED-PARTY TRANSACTIONS

1) Interests of directors and transactions with related parties

As far as related-party transactions are concerned, the Issuer's Board of Directors adopted a Procedure for Related-Party Transactions and established a Committee for such transactions.

The Board of Directors adopted the Procedure for Related-Party Transactions on 5 November 2010, in accordance with Consob Regulation in force at that date. The Procedure, which entered into force on 1 January 2011, was last amended:

- on 14 March 2019, by the Board of Directors following approval from the Committee for Related-Party Transactions on 27 February 2019, in order to, among other things, take into account that from the date on which 2017 consolidated data were approved, the Company is no longer qualified as "small sized company" pursuant to art. 3, paragraph 1, lett. f) of the Consob Related-Party Regulation;

- on 14 May 2021, by the Board of Directors following approval from the Committee for Related-Party Transactions, in order to adjust it to the amendments made to the Consob Regulation on Related-Party Transactions and Consob Market Regulation by Consob Resolution no. 21624 of 10 December 2020 implementing, also at secondary legislation level, the contents of Directive (EU) 2017/828, the so-called "Shareholders' Right Directive II"

The updated Procedure for Related-Party Transactions is published pursuant to Consob Regulation on Related-Party Transactions on the Issuer's website (Section Group / Governance / Governance documents / Procedures). The list of the Company's Related Parties is updated at any time, if necessary, and revised on an annual basis and shared with the Committee for Related-Party Transactions.

Pursuant to the Procedure, Directors who have a vested interest in a transaction must provide in a timely manner full information regarding the existence of a vested interest and the circumstances of the same to the Board of Directors, evaluating on a case-by-case basis the opportunity of leaving the meeting at the time at which the resolution is taken and to abstain from voting on the matter. In case the vested interest is held by a Chief Executive Officer, the same abstains from carrying out the transaction. In such cases, the resolutions of the Board of Directors will motivate adequately the reasons and interest of the Company to carry out the transaction.

Consistently with its regulation, the Board of Directors assesses the most appropriate decision should the directors' presence be needed to maintain the necessary quorum.

2) Committee for related-party transactions

On 29 April 2022, the Board appointed the following independent directors as members of the Committee for Related-Party Transactions: Roberta Somati (who serves as Chair), André Michel Ballester and Giovanna Pacchiana Parravicini.

The frequency, average length, attendance at the Committee for Related-Party Transactions meetings are listed in Table 3 annexed to this Report.

The functioning of the Committee for Related-Party Transactions is governed, in addition to the applicable external law, by the regulation approved by the Committee itself on 16 December 2021.

It should be noted that the regulation provides, *inter alia*, that (i) the Chair shall convene the Committee at least three days before the date set for the meeting, except in urgent cases where twelve hours' notice is required and (ii) the documentation shall be made available at least two days before the meeting, except in case of urgent meeting notice.

In 2024, the Committee for Related-Party Transactions met on 6 March 2024, and again on 22 May 2024, to express its opinion on certain Related-Party Transactions qualified as "*minor transactions*". The aforementioned meetings – whose proceedings were coordinated by the Chair of the Committee – were recorded and the Chair informed the Board of Directors during the first scheduled meeting.

1.3.11. BOARD OF STATUTORY AUDITORS

1) Appointment and replacement of statutory auditors

Pursuant to Article 18 of the By-laws, the Board of Statutory Auditors is comprised of 3 (three) Statutory Auditors and 2 (two) Alternates, who are elected for a three-year term of office and may be re-elected.

Statutory Auditors must meet the requirements of the relevant laws currently in force, also with regard to the limits on the number of offices they may hold. Specifically, in the areas of professional requirements, for the purposes of the provisions (when applicable) of Article 1, Section 3, of Ministerial Decree No. 162 of March 30, 2000, which makes reference to paragraph 2, Letters b) and c), of the abovementioned Article 1, it shall be understood that the expression "*subject matters closely related to the businesses in which the Issuer is engaged*" shall be understood to mean those related to the healthcare and medical industries.

The provisions of the Issuer's By-laws (Article 18) governing the composition and the election of the Board of Statutory Auditors effectively ensure compliance with rules and Regulation concerning with provisions concerning rights of minority shareholders' rights, independence of Directors and gender balance.

With regard to the rules concerning gender balance, it should be noted that pursuant to art. 148, paragraph 1-*bis* of the TUF, at least two-fifths of the Statutory Auditors must belong to the less represented gender. Pursuant to art. 144-*undecies.*1, paragraph 3, of the Issuers' Regulation 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.

This paragraph provides details on the election of members of control body, in accordance with the statutory provisions currently in force.

The Board of Statutory Auditors is elected on the basis of slates of candidates filed by shareholders. Each shareholder, shareholders belonging to a shareholders' agreement that meet the requirements of Article 122 of the TUF, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of the TUF may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included on only one slate, on penalty of losing the right to be elected. Votes cast in violation of this requirement will not be attributed to any slate of candidates.

According to the By-laws only shareholders who represent at least the percentage of the share capital required by the By-laws for the submission of slates concerning the appointment of the members of the Board of Directors (and thus Shareholders who, individually or jointly, collectively own shares representing at least the percentage of share capital subscribed at the date the slate is filed, which is laid down and published by Consob, pursuant to Issuers' Regulation). In compliance with Art. 144-*septies*, paragraph 1, of the Consob Issuers' Regulation, for 2025 Consob established under the Management Decision of the Head of the Corporate Governance Division no.123 of 28 January 2025 that the percentage of the share, capital required to submit slates of candidates to allocate the Board of Directors and the Board of Statutory Auditors of Diasorin to be elected is equal to 1%.

Slates filed with a number equal to or with more than 3 candidates shall be composed by 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.

Slates filed by shareholders 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, on penalty of becoming invalid, together with the documents required by the By-laws, and specifically:

I. Information identifying the shareholders who are filing the slates and showing the total percentage interest held;

II. An affidavit by the shareholders different from those who hold, jointly or individually, a controlling or relative majority interest attesting that they are not linked with the latter as a result of transactions such as those defined in the relevant laws and Regulation currently in force;

III. Detailed information about the candidates' backgrounds, affidavits by the candidates attesting that they meet statutory requirements and accept the nomination and listings of any management and control posts held by the candidates at other companies.

Within the deadline set out in the applicable regulation for the publication of slates by the Company, the appropriate certification must be filed, issued by an intermediary qualified pursuant to law, which proves ownership, at the time the list is filed at the Company, of the number of shares needed to present said slates.

If the conditions set forth above are not complied with, the affected slate shall be treated as if it had never been filed.

The election system set forth in the By-laws provides that, after the votes cast, directors will be elected as follows:

a) to the post of Statutory Auditor and Chair of the Board of Statutory Auditors the Statutory Auditor candidate listed first (1) in the slate that received the second highest number of votes and is not in any way linked, directly or indirectly, with the parties who filed the slate that received the highest number of votes;

b) to the post of Statutory Auditor the candidates listed, respectively, first (1) and second (2) in the slate that received the highest number of votes; to the post of Alternate candidates who are listed first (1) in the slates that received the highest and second highest number of votes.

If two or more slates receive the same number of votes, a new balloting is held. If the outcome of the second balloting is still a tie, the slate filed by the shareholders controlling the largest equity interest or, failing that, the slate filed by the largest number of shareholders shall prevail.

If with the manner above described the composition of the Board of Statutory Auditors with reference to the Statutory Auditors, does not comply with the laws currently in force on gender balance, the necessary replacements, in consecutive order, with candidates running for the election as Statutory Auditors from the slate that received the highest number of votes shall be carried out.

If only one slate of candidates is filed, the Statutory Auditors and Alternates are elected from that slate, in compliance with the laws currently in force on gender balance.

If no slates are filed, the Shareholders' Meeting shall adopt the relevant resolutions with the majorities required pursuant to law, in compliance with the laws currently in force on gender balance.

If a Statutory Auditor needs to be replaced, he/she is replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced. The Alternate thus elected will serve until the next Shareholders' Meeting.

If the Chair of the Board of Statutory Auditors needs to be replaced, the Chairship will pass to the Statutory Auditor elected from the same minority slate. When the Shareholders' Meeting needs to elect replacement Statutory Auditors and/or Alternates, it shall proceed as follows: if the Statutory Auditors that need to be replaced had been elected from the majority slate, they shall be elected by a plurality of the votes, without any slate requirements; if, on the other hand, the Statutory Auditors that need to be replaced had been elected from the minority slate, the Statutory Auditors are elected by a plurality of the votes taking them from the slate to which the Statutory Auditors who are being replaced belonged. If, for any reason, the use of the abovementioned procedures would not result in the replacement of Statutory Auditors designated by minority shareholders, the Shareholders' Meeting shall act by a plurality of the votes. However, in the ballot counting process, the votes cast by shareholders who, based on disclosures provided pursuant to current laws, control, directly or indirectly or jointly with other members of a shareholders' agreement, as defined in Article 122 of the TUF, a majority of the votes that may be cast at a Shareholders' Meeting and shareholders who control, are controlled by or are subject to joint control by the former shall not be counted.

The replacements procedure of the sections above shall comply with the laws currently in force on gender balance.

Additional information about the method used to elect the Board of Statutory Auditors is provided in Article 18 of the By-laws.

2) Composition and functioning of the board of statutory auditors (pursuant to art. 123-bis, paragraph 2, letters d) and d-bis),TUF)

The Board of Statutory Auditors performs the task and activities required pursuant to law. Moreover, Statutory Auditors, acting collectively or individually, may ask the Directors to provide information, clarify previous disclosures and, more in general, provide data about the Company's operating performance or specific transactions. They may also carry out at any time inspections and controls and request information pursuant to law.

Two members of the Board of Statutory Auditors acting jointly, have the right to convene a Shareholders' Meeting.

The Board of Statutory Auditors is required to meet at least once every 90 days. See Table 4 for further details on the meetings held.

In 2024, the Board of Statutory Auditors held 20 meetings. The average length of meetings was 2 hours 30 minutes.
The Board of Statutory Auditors of the Issuer was appointed by the ordinary Shareholders' Meeting on 29 April, 2022, and its term of office will end upon the approval of the financial statements at 31 December 2024.

The Board of Statutory Auditors was appointed on the basis of two slates. The first slate was filed by IP Investimenti e Partecipazioni S.r.l., which certified its ownership of an equity interest equal to about 43.957% of the Company's common shares. The second slate was filed as minority list by a number of asset management companies representing their funds which certified their ownership of an overall equity interest equal to 0.691% of common shares.

Pursuant to the By-laws, the Statutory Auditor candidate listed first in the slate that received the second highest number of votes (namely the slate presented by minority shareholders, receiving 16.998% of the voting capital) was elected to the post of Chair of the Board of Statutory Auditors and Statutory Auditor. The candidates referred to in 1) and 2) listed in the slate that received the highest number of votes (and specifically from the slate filed by IP Investimenti e Partecipazioni S.r.l., receiving 81.691% of the Voting capital) were elected to the post of Statutory Auditors. Alternate candidates referred to in 1) listed in the slates presented by minority shareholders and by the reference shareholder were elected to the post of Alternates.

The composition of the Board of Statutory Auditors at the date of this Report is as follows:

The composition of the Board of Statutory Auditors at the date of this Report is as follows:

Full name	Place and date of birth	Office	Address for the office held
Monica Mannino	Palermo, 18 October 1969	Chair	Saluggia (VC) Via Crescentino snc
Ottavia Alfano	Milano, 2 May 1971	Statutory Auditor	Saluggia (VC) Via Crescentino snc
Matteo Michele Sutera	Milano, 29 September 1981	Statutory Auditor	Saluggia (VC) Via Crescentino snc
Romina Guglielmetti	Piacenza, 18 March 1973	Alternate Auditor	Saluggia (VC) Via Crescentino snc
Cristian Tundo	San Pietro Vernotico, 25 October 1972	Alternate Auditor	Saluggia (VC) Via Crescentino snc

Pursuant to Articles 144-*octies* and 144-*decies* of Consob Issuers' Regulation, the professional *curricula* of the Statutory Auditors and the Alternates are available at the Issuer's registered office and on the Issuer's website (Section "Group/Governance/Shareholders' Meeting /2022") as part of the application forms and relevant documents.

Functioning of the Board of Statutory Auditors

The Board of Statutory Auditors oversaw the independence of the Independent Auditors, verifying that the relevant legal requirements were met, as well as the nature and extent of the various auditing services carried out for the Company and its subsidiaries by the Independent Auditors and its network. The assessment for the year will be expressed in the report presented to the Shareholders' meeting that will approve the financial statements for the year ending 31 December 2024.

In performing its duties, the Board of Statutory Auditors worked with the Internal Audit function and with the CRS Committee, through constant exchange of information.

The Legislative Decree no. 39/2010 as last amended by Legislative Decree 125/2024, attributed to the Board of Statutory Auditors the function of Internal Control and Audit Committee and it is in charge of:

- informing the Board of Directors of the outcomes of the legal audit and of the outcome of the sustainability reporting certification and transmitting the additional Report addressed to this Board in accordance with Article 11 of the Regulation 537/2014, accompanied by any comments;
- monitoring the process of financial and sustainability reporting and presenting recommendations or proposals to ensure its integrity;
- monitoring the effectiveness of the internal quality control and risk management systems of the company and, if applicable, of the internal audit, as regards financial and sustainability reporting of the audited entity, without violating its independence;
- monitoring the statutory audit activity of the financial statements, the consolidated financial statements, and the sustainability statement certification, also taking into account any results and conclusions of the quality controls carried out by Consob pursuant to Art. 26, paragraph 6, of the Regulation 537/2014, where available;
- verifying and monitoring the independence of statutory auditors, sustainability auditors or of the independent auditing firm according to Articles 10, 10-*bis*, 10-*ter*, 10-*quater* and 17 of Legislative

Decree 39/2010 and Art. 6 of the Regulation 537/2014, in particular as regards the provision of adequate services other than auditing the Company, in accordance with art. 5 of said Regulation;

- carrying out any procedure aimed at selecting independent auditors or independent auditing firms and providing advice on independent auditors or on independent auditing firms to be appointed pursuant to Art. 16 of the Regulation 537/2014.

Information required by the ESRS 2 standards– Par. 19, 20 letter a) and c), 21 and 23 about the composition and diversity of the Board of Statutory Auditors with particular reference to sustainability competences is provided in the Sustainability Statement, Section “GOV-1 – Role of administrative, management and supervisory bodies”.

Information required by the ESRS 2 standards– Par. 19 and 20, letter b) and 22 about the roles and responsibilities of supervisory bodies in exercising oversight of the process to manage material risks, impacts and opportunities is provided in the Sustainability Statement, Section “GOV–5 – Risk management and internal controls over sustainability reporting”

Information required by the ESRS 2 standards– Par. 24 and 26 on how supervisory bodies are informed about sustainability matters and how these matters were addressed during the reporting period is provided in the Sustainability Statement, Section “GOV-3 – Integration of sustainability-related performance in incentive schemes”.

For more details on the role and the main activities carried out in 2024 by the Board of Statutory Auditors refer to the report on the audit activities of the Board of Statutory Auditors, *ex* art. 153 of the TUF available on the website (Section “Group”, “Governance”, “Shareholders’ Meeting”, 2025).

Diversity policy and criteria

The Board of Directors in the meeting held on 11 November 2021, resolved to implement art. 2, principle VII, Recommendation 8 of the Corporate Governance Code providing for diversity criteria in the composition of the Board of Statutory Auditors to be included in the Explanatory report pursuant to art. 125-*ter* of the TUF concerning the appointment of the new control body on the basis of the outcomes of the self-assessment process of the Board of Statutory Auditors.

Upon the renewal of the Board of Statutory Auditors by the Shareholders' Meeting convened to approve the financial statements at 31 December 2021, the Board of Statutory Auditors approved - on March 8, 2022- the document annexed to the explanatory report prepared pursuant to art. 125-*ter* of the TUF and called " *Guidelines for Shareholders on the renewal of the Board of Statutory Auditors*" providing some guidelines for shareholders on the diversity policy applied to the composition of the Board of Statutory Auditors of the Company. This report is available on the Issuer’s website (Section “Group/Governance/Shareholders' Meeting/2022".

As of the appointment of corporate bodies on 22 April 2013, and upon their last renewal on 29 April 2022, the Issuer complied with regulations on gender balance concerning the composition of such corporate bodies.

The Board of Statutory Auditors currently in office at the date of this Report is composed of 1 man and 2 women, while as regards the Alternate Auditors, the Board is composed of 1 man and 1 woman (in office since 2013).

The Board of Statutory Auditors is composed of members belonging to the following age groups: two members belong to the 51-60 age group, while one member belongs to the 41-50 age group. Finally, both Alternate Auditors belong to the 51-60 age group.

All Statutory Auditors and one Alternate work as Chartered Accountants and Statutory Auditors; one Alternate works as a lawyer.

Upon its renewal which will take place during the Shareholders’ Meeting convened to approve the financial statements at 31 December 2024, the Board of Statutory Auditors identified the diversity criteria in the composition of the Board of Statutory Auditors outlined in the document annexed to the explanatory report prepared pursuant to *ex* art. 125-*ter* of the TUF and available on the website (Section "Group / Governance / Shareholders' Meeting / 2025").

Independence.

The Board of Statutory Auditors, taking also into account the requirements for Directors that are set forth in Article 2, Recommendation 7 of the Corporate Governance Code, assesses the independence of its members after their appointment and at least once a year while they are in office. See Section 4.7 above for the Company's decision not to define ex-ante fixed and predetermined quantitative and qualitative criteria to assess the independence of the members of the Board of Directors and Control Bodies.

The Board of Statutory Auditors assesses periodically the independence of the Independent Auditors and provides each year its opinion on this issue in a report to the Shareholders' Meeting.

The Board of Statutory Auditors:

- verified the independence of its members on 29 April 2022, during the Shareholders' Meeting held to appoint the Board of Statutory Auditors. The outcome was disclosed to the public by press release on the same date;
- as regards the Statutory Auditor Ottavia Alfano, the Board of Statutory Auditors did not deem it necessary to apply the independent requirement provided for by the Recommendation n. 7, lett. e) of the CG Code which provides that director who has served on the board for more than nine years, even if not consecutive, of the last twelve years cannot be assessed as independent, as such director has a high level of professionalism and experience and there are no relations that may jeopardize, or appear to jeopardize, her independence of judgement and unbiased assessment of the activity of the management. The Board of Statutory Auditors has thus opted for a high level of expertise and professionalism for the composition of the control body;
- during the 2024 financial year and in the current financial year, following the self-assessment process the outcomes of which are described in the "Self-assessment Report" forwarded to the Board of Directors, the Board of Statutory Auditors assessed that the independence requirements of its members continued to be met
- in making the above evaluations, applied all the criteria envisaged by the CG Code with reference to the independence of Directors, except as indicated above with reference to Statutory Auditor Ottavia Alfano.

Remuneration.

Information about (i) the Company policy on the remuneration of members of the Board of Statutory Auditors, and (ii) fees paid in 2023 is provided in Section I and Section II of the Report on the Remuneration policy and fees paid published pursuant to Art. 123-*ter* of the TUF on the Issuer's website in Section "Governance/Shareholders' meeting /2025".

Management of interests

An Auditor who has a personal interest or an interest on behalf of a third party in a given Issuer's operation shall promptly and fully inform the other auditors and the Chair of the Board of Directors of the nature, terms, origin and extent of this interest.

1.3.12. RELATIONS WTH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

Access to information

Diasorin considers it essential to ensure a constant and transparent dialogue with its shareholders, institutional investors and other operators of the financial community in order to provide a more in-depth understanding of the activities carried out by the Company and the Group, in compliance with the rules and procedures governing the management and disclosure of inside information. In this context, the Board of Directors endeavors to provide correct, comprehensive and timely disclosure to the market and to all the stakeholders in general.

Investor Relations reporting is firstly ensured by making available corporate information and documentation in a timely and on-going manner, on the Issuer's website (Section "Newsroom"); in particular, the website provides access to documents, regulated information and most relevant information, including that relating to the equity story, strategy and the most important strategic agreements concluded by the Group in recent years.

In order to ensure that Stakeholders are constantly updated, the Company publishes specific press releases (Section "Newsroom", " Press Releases"), in a timely and on-going manner.

For the transmission and storage of regulated information, the Issuer uses the eMarket SDIR dissemination system and the eMarket STORAGE mechanism, respectively, both managed by Teleborsa S.r.l., with registered office in Rome, Piazza di Priscilla, 4 - following the CONSOB authorization and resolutions no. 22517 and 22518 of 23 November 2022.

Dialogue with shareholders and other relevant stakeholders

The delegated bodies actively operate for the Company continuous dialogue with shareholders.

To this end, the Issuer established an internal Investor Relations Office to take care of relations with Shareholders and carry out specific tasks in the publication and disclosure of price sensitive information. At the date of this Report, this office is currently headed by Mr. Riccardo Fava.

Shareholders can contact directly DiaSorin Investor Relations at ir@diasorin.it.

In line with international best practices, the Issuer promotes the dialogue with the financial community through specific institutional (including virtual) meetings and other communication and meeting opportunities. In particular, dialogue also takes place also through (i) the organization of roadshows in all the main financial centers, during which the Company is available to discuss issues concerning the Group's operational performance and strategic choices; (ii) meetings with the financial community (so-called Investor Days); (iii) organization of one-to-one meetings with Stakeholders; (iv) conferences; (v) forums; (vi) scientific and commercial events; (vi) social channels.

It should be noted that the Board of December 16, 2021, adopted, upon proposal of the Chair in agreement with the CEO, pursuant to art. 1, Principle IV., Recommendation 3 of the Corporate Governance Code, an engagement policy which has been drawn up taking into account, among other things, the engagement policies adopted by institutional investors and assets managers and has been published on the Issuer's website (Section "Group", "Governance" "Governance Documents" "Procedures").

Following the adoption of the policy mentioned above, there have been neither significant developments nor Shareholders' requests for dialogue addressed directly to the Board or on matters that, in general, fall within the remit of the Board of Directors.

The Issuer also participated in meetings with some investors institutional which covered, in addition to business issues, the results of the shareholders' vote, issues the Corporate Governance Code (e.g. the level of adherence to the Directors, the application of the criteria of assessment of the independence of the of Directors, improvements in the level of disclosure), remuneration of top management, ESG matters.

In 2024, the Issuer carried out stakeholder engagement activities targeting certain relevant and strategic suppliers and certain Group's employees. Additional information, also pursuant to ESRS 2 standards– Par. 43 and 45, is provided in the Sustainability Statement, Paragraph "SBM-2 – Interests and views of stakeholders".

1.3.13. SHAREHOLDERS' MEETINGS

(PURSUANT TO ART. 123-BIS, PARAGRAPH 1, LETTER L), TUF)

When convened in ordinary session, the Shareholders' Meeting has jurisdiction over the following areas:

a) approval of the financial statements;

b) appointment and dismissal of Directors, Statutory Auditors and the Chair of the Board of Statutory Auditors and, where required, the Accounting Document Officer;

c) determination of the remuneration of Directors and Statutory Auditors;

d) resolutions concerning the responsibility of Directors and Statutory Auditors;

e) resolution on the other matters attributed by law to the competence of the Shareholders' Meeting, as well as on any authorizations required by the By-laws for the performance of acts of Directors, without prejudice in any case to the latter's responsibility for the acts performed.

f) the approval of the rules governing the meeting's proceedings;

g) resolutions on any other issue over which it has jurisdiction pursuant to law.

The Extraordinary Shareholders' Meeting approves resolutions on amendments to the By-laws, on the appointment, replacement and powers of liquidators, and on any other issue over which it has specific jurisdiction pursuant to law. The Board of Directors has jurisdiction over the issues listed in article 15 of the By-laws, it being understood that it can cede jurisdiction over these issues to the Shareholders' Meeting convened in extraordinary session.

The relevant provisions of the law shall be applied to determine whether an Ordinary or Extraordinary Shareholders' Meeting has been validly convened and its resolutions validly adopted.

Pursuant to art. 9 of the By-laws, only the holders of voting rights are entitled to attend the Shareholders' Meeting, in accordance with the regulations in force from time to time. In this regard, the Shareholders' Meeting held on 4 September 2024, resolved to amend, among other things, art. 9 of the By-laws in order to introduce the authority for the Board of Directors to provide in the notice of meeting that the participation and exercise of the right to vote at the Shareholders' Meeting may also take place exclusively by granting a voting proxy (o sub-proxy) to the Designated Representative of the Company pursuant to art. 135-undecies, with the methods established by the same laws or regulations. With the same resolution the Shareholder' Meeting also amended art. 8 of the By-laws establishing that if the Company provides that participation and exercise of voting right at the Shareholders' Meeting by those entitled takes place exclusively through Designated Representative, the Company may also provide that participation at the Shareholders' Meeting by those entitled may also or solely take place via means of telecommunication that ensure their identification, without the need for the Chair, Secretary and/or the Notary to be in the same place. Under the resolution dated 4 September 2024, the Shareholders' Meeting changed also the company name in "Diasorin S.p.A.", without any restriction on graphic representation.

Generally, those who are entitled to vote may submit questions about the items on the Agenda prior to the Shareholders' Meeting. Questions that are received prior to the Shareholders' Meeting shall be answered at least on the day of the Meeting.

The Company may provide a single answer to question with the same content. The notice calling the meeting specifies the terms within which questions raised prior to the Shareholders' Meeting must reach the company. The terms must be no earlier than five trading days prior to the date of the first or only calling of the Shareholders' Meeting, or at the record date pursuant to article 83-*sexies,* paragraph 2, of the TUF (close of the accounting day on the seventh trading day prior to the date set for the Meeting) where the notice requires the Company to reply to submitted questions prior to the Meeting. In this case, replies are provided at least two days before the Shareholders' Meeting also by publication in the section" Shareholders' Meeting" on the company website. Ownership of the voting right can be proved even after the submission of questions provided that it occurs within the third day following the abovementioned record date.

Should it be provided that participation at the Shareholders' Meeting takes place exclusively through the Designated Representative, questions can be submitted in written form by the record date ex pursuant to art. 83-sexies, paragraph 2 of the TUF and the Company will respond no later than three days before the Shareholders' Meeting through publication in the aforementioned section of the website.

The Issuer does not recognize, at present, the need for a specific regulation for the regulation of shareholders' meetings, considering the management of the Shareholders' Meeting by the Chair to be exhaustive on the basis of the participation rules summarized at the opening of each meeting. The Chair to ensure an orderly progress of the proceedings, mentions some of the rules of conduct in reference to speech requests, contents of the speech and voting criteria.

On 28 April 2016, before the entry into force of the CG Code, the Shareholders' Meeting amended the By-laws in accordance with the provisions referred to in art. 127-quinquies of the TUF, introducing the so-called increased voting rights. The Explanatory Report pursuant to art. 125-ter of the TUF (published on the Issuer's website in Section "Group/Governance/Shareholders' Meeting/2016") dedicated to this item on the agenda, in paragraphs "2. *Effects of the introduction of increased voting rights on the ownership structure of the Company*" and "3. "*Assessment methods of the Company's interests in the adoption of increased voting rights*" (to which reference is made) had already widely explained the proposal and its contents are substantially in line also with the provisions of the CG Code and with the considerations provided in the Letter of 17 December 2023 from the Chair of the Corporate Governance Committee.

The system on increased voting rights, pursuant to art. 127-*quinquies*, of the TUF is set forth in art. 9-*bis*, 9-*ter* and 9-*quater* of the By-laws that, as an exception to the general rule that each share entitles to one vote, provide that 2 (two) votes are granted to each share held by the same individual for a continuous period of at least 24 months. In particular, pursuant to art. 9-*bis* of the By-laws, increased voting right shall apply after registration in the list held by the Company (" Special List")

a) on each share after twenty-four months of uninterrupted ownership (the "Period"), by virtue of a right in rem which entitles to the exercise of the voting right attested by the registration in the Special List and by the relevant communication issued by the Intermediary who keeps account of the shares according to the regulation in force (the "Intermediary");

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 44, paragraph 1 and 2, of the 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") certifying share ownership and containing the clause "until revocation" and the information pursuant to Article 41, paragraph 2, of the Joint Regulation, by means of certified email; in 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 law and By-laws herewith are met, ensures the prompt registration in the Special List;

c) with effect 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 By-laws 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 Increased Voting Rights are met.

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 44, paragraph 8, of the Joint Regulation:

a) in the event of succession on death in favor of the heir and/or legatee;

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 44, paragraph 4, of the Joint Regulation, to the ordinary shares (the "New Shares"): (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 "Original Shares"); 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.

The increased voting right shall cease to apply for shares (i) to be transferred for payment or free of charge, or pledged, subject to usufruct and other constraints that attribute the voting right to a third party, (ii) owned by companies or entities (the "Participants") that own shareholdings exceeding the threshold pursuant to Article 120, paragraph 2 of the Legislative Decree 58/1998 in the event of transfer of any kind, free or upon payment, of the direct or indirect control (which concerns the case in Article 2359, paragraph 1, of the Civil Code), in the Participants themselves.

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 44, paragraph 6, of the Joint Regulation. 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.

Shareholder registered in the Special List agree that the Intermediary shall report and shall be required to disclose by the third trading day of the calendar month following the month of occurrence, and in any case by the trading day prior the date provided under Article 83-*sexies*, paragraph 2, of the Legislative Decree 58/1998 (record date) all circumstances and events that, under the current provisions and the By-laws, invalidate the conditions for the vote increase or affect the ownership of the same.

For the sake of completeness, it should be noted that on 28 February 2025, the Extraordinary Shareholders Meeting resolved to exercise the option introduced in art. 127-*quinquies* of the TUF by Law n. 21 of 5 March 2024 (the "Legge Capitali") by amending articles 9-*bis* and 9-*ter* of the By-laws in order to reinforce the increased voting right system.

Specifically, art.9-bis of the By-laws now includes the provision that to the extent permitted by the law applicable from time to time, an additional vote is also attributed at the expiration of each twelve-month period following the expiration of the Period, to each share owned by virtue of a qualifying right in rem by the same person registered in the Special List, up to a total maximum of ten votes per share, it being understood that for those entitled who, on the date of registration with the competent companies' register of the resolution of the Extraordinary Shareholders' Meeting on 28 February 2025, by which this article was amended (the "Extraordinary Shareholders' Meeting Resolution Registration Date"), have already accrued the double vote and are registered in the Special List, the additional period for the accrual of the additional votes shall run from the Extraordinary Shareholders' Meeting Resolution Registration Date.

It should be noted that the effectiveness of the amendment to articles 9-bis and 9-ter of the By-laws referred to in point 1 above shall be subject to the following conditions subsequent set forth in the interest of the Company, granting the Board of Directors with any and all authority and power necessary or even only appropriate to waive them (or even only one of them):

I. the amount of cash, if any, to be paid by Diasorin to shareholders exercising their withdrawal right (the "Withdrawal Amount") shall not exceed in the aggregate the amount of Euro 100,000,000.00 (one hundred million); and/or

II. the positive difference between (x) the unitary price for the purpose of the withdrawal settlement to be paid to the 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 shares subject to withdrawal which must be purchased by Diasorin, exceeds in total the amount of Euro 5,000,000.00 (five million),

it being understood, in any case and for the sake of clarity, that the Withdrawal Amount shall be calculated net of the amounts due by the shareholders and bondholders exercising their option and pre-emption rights pursuant to article 2437-quater of the Italian Civil Code;

Additional information is provided in the By-laws available on the website (Section Group / Governance / Governance Documents) and, as to the amendment to the By-laws approved by the Shareholders Meeting on 28 February 2025, in the Explanatory Report ex art. 125-ter of the TUF, published on the website (Section Group / Governance /Shareholders' Meeting/ 2025).

Pursuant to Article 106, Paragraph 4 of Legislative Decree no. 18 of 17 March 2020, converted into law no.27 of 24 April 2020 providing " *Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the COVID-19 epidemiological emergency*" during Diasorin's Shareholders' Meeting (29 April 2024, and 4 September 2024), those who were entitled to vote could participate in the Shareholders' Meeting only through the Designated Representative chosen by the Company, pursuant to Article 135-*undecies* of the TUF (by conferring proxy); under the same provision, Directors and Statutory Auditors attended the Meeting through remote connection systems that allowed their identification.

In the financial year, the controlling shareholder did not present proposals other than those formulated by the Board pf Directors and submitted to the Shareholders' Meeting through the Explanatory Reports as per ex art. 125-ter of the TUF.

During the Shareholders' Meetings held in 2024 the internal board Committees did not report to the shareholders on how they performed their duties.

In the course of the year, no significant changes occurred in the market capitalization of the Issuer's shares or in its ownership structure, except for the effects of the increased voting rights as described in Paragraph **2** of this Report.

1.3.14. FURTHER CORPORATE GOVERNANCE PRACTICES (PURSUANT TO ART. 123-BIS, PARAGRAPH 2, LETTER A), TUF)

There are no further corporate governance practices, other than those described above that the Issuer effectively applies, above and beyond its legislative and regulatory obligations.

1.3.15. CHANGES OCCURRING SINCE THE END OF THE FINANCIAL YEAR OF REFERENCE

No changes occurred in the Corporate Governance of the Issuer between the end of the reporting period and the date on which the Annual Report has been published.

1.3.16. OBSERVATIONS ON THE LETTER DATED 17 DECEMBER 2024 FROM THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE

The letter dated 17 December 2024 from the Chair of the Corporate Governance Committee to the Chairmen of the Board of Directors of listed companies was forwarded:

- by the Corporate Legal Affairs office to the Chair of the Board of Directors, to the Chief Executive Officer, and to the Chair of the Board of Statutory Auditors on 19 December 2024;
- by the Lead Independent Director, together with the 2024 Report on Corporate Governance of Italian listed companies to all members of the Board of Directors on 20 January 2025. The letter draws attention to the recommendations made therein also during the self-assessment process with the purpose of identifying the possible evolution of governance or of remedying any shortcomings in the application or the explanations provided.

The Board believes that the governance of the Issuer is almost fully aligned with the recommendations of the Corporate Governance Code.

With regard to the areas of improvements indicated in the letter, it should be noted that the Issuer implemented the recommendation contained in the similar letter sent in January 2023 to highlight, in summary form, the essential information on compliance with the specific recommendations of the CG Code or their disapplication, by including Table 7 that indicates the application, non-application or non-applicability of each provision of the Corporate Governance Code.

It should be noted that the relevant paragraphs of this Report outline how the company adopted the recommendations issued by the Corporate Governance Committee from 2020 to the present day.

The Board of Directors at the meeting held on14 March 2025, examined the letter which had been previously shared also with members of the Board's Committees, expressing the following observations:

- **Comprehensive and timely pre-meeting information**: as already reported in the 2023 Report on Corporate Governance and ownership's structure, the Regulation of the Board of Directors provides that any documentation relating to the items on the agenda is made available to Directors and to Statutory Auditors at least three working days before the date set for the meeting, with the exception of proved urgent cases or specific confidentiality needs.

  The same notice period is also included in the Regulations with Internal Board Committee.

  If for urgent or confidentiality reasons the documentation is not provided within the notice period set, adequate and timely ex post review will be provided during the meeting, it being understood that the directors reserve the right to declare themselves not adequately informed about the matter, requesting its deferral.

  In 2024, the documentation was made available within the notice period set and its transmission has never required to be deferred for urgency or confidentiality reasons nor was a request made to defer the discussion in order to obtain supplementary information due to the late provision of the documentation.

  It should be noted that, as a rule, in line with the practices adopted also by other issuers, presentations (such as those concerning financial results) are not part of the pre-meeting information and are projected directly during the meeting. The contents of these presentations, which may refer to documents made available to the Board prior to the meeting, are shown and in-depth examined by the Chief Executive Officer and by the designated management. After the meeting, these presentations are made available to participants and filed in the meeting's records.

Substantially, the Issuer believes that the simple inclusion of “exemptions” to the rules concerning the deadline for providing pre-meeting information linked to information confidentiality does not constitute a non-application of Recommendation 11, given its uncommon use and its de-facto non application. Should it become necessary to exercise this right, appropriate information shall be provided in the relevant Report on Corporate Governance and ownership structure, also indicating the alternative measures activated to ensure an adequate level of information by the administrative body.

- **Transparent and effective remuneration policy:** Beginning in 2023, the Issuer has incorporated a short-term incentive system for individuals who qualify as executives with strategic responsibilities (namely, CEO/GM, CCO and other executives with strategic responsibilities identified by the Board of Directors). The level of priority and strategic value attributed to qualitative ESG objectives, consistent with the type of business conducted (not particularly impactful from an environmental perspective, nor exposed to material issues of a 'social' nature). It's worth noting that the aforementioned qualitative objectives have an 'on/off' metric and are linked to the implementation of certain project milestones outlined in the 2023-2025 three-year plan, approved by the Board on 1 December 2022. The plan's contents and implementation level have been shared with investors and analysts, most recently at the Diasorin Investor Day held on 15 December 2023 (whose presentation has been made available to the public and stored through eMarketStorage https://www.emarketstorage.it/it/documenti)

Therefore, the Issuer believes it has provided an adequate level of disclosure in relation to the type of ESG objectives.

It should be noted that Diasorin's annual remuneration policies have never included the option of granting discretionary bonuses beyond those linked to incentive plans.

- **Executive role of the Chair:** the recommendation is not applicable, as Diasorin’s governance system does not grant management powers to the Chair of the Board of Directors.

Table 1: Information on ownership structure at the date of this report

Share capital structure

	No. of shares	% on the share capital	No. of voting rights [1]	Listed	Rights and obligations
Ordinary shares (par value € 1 each)	55,948,257[2]	100%	88,254,327	Euronext Milan	Rights and obligations are those provided in arts. 2346 et seq. of the Civil Code. Specifically, each share gives right to one vote, without prejudice to the shares that accrued increased voting rights, pursuant to art. 9-*bis* of the By-laws.

1 The figure refers to the total amount of shares subscribed. No. 2,056,298 treasury shares held in the Company’s portfolio; number of treasury shares at 31.12. 2024 was equal to 2,056,298

2 The total amount of voting rights at 12.31.2024 was equal to 88,316,827.

Other financial instruments

(conferring the right to subscribe newly issued shares)

	Listed	No. of instruments outstanding	Type of shares at the service of the conversion/exercise	No. of shares at the service of the conversion/exercise
Convertible bonds – "€ 500 Million Senior Unsecured Equity – Linked Bonds Due 2028"	Vienna MTF – Wiener Börse	5,000	Ordinary shares (par value € 1 each)	2,370,411[1]

Significant equity interest

Reporting party	Direct shareholder	Number of shares	% on the share capital	Number of voting rights **	% of voting rights
Finde SS	IP Investimenti e Partecipazioni S.r.l.	24,593,454	44.976	49,186,908	56.025
	Finde S.p.A.	570,000		1,140,000	
Rosa Carlo	Sarago S.r.l.	2,402,532	8.363	4,805,064	10.547
	Sarago 1 S.r.l.	2,226,682		4,453,364	
	Rosa Carlo	50,000		50,000	
Even Chen Menachem	MC S.r.l.	2,300,000	4.200	4,600,000	5.269
	Even Chen Menachem	50,000		50,000	
T. Rowe Price Associates, Inc.	T. Rowe Price Associates, Inc.	1,696,073	3.032	1,696,073	1.922

[1] Deriving from the capital increase to service the conversion of the Convertible Bond, as resolved by the extraordinary Shareholders' Meeting on 4 October 2021

Table 2: Structure of the board of directors at the date of the report

Structure of the Board of Directors

Office	Members	Year of birth	Date of first appointment [1]	In office since	In office until appr. of fin. State.	List (filed by)[2]	List [3]	Exec.	Non exec.	Indep Code	Indep TUF	Number of other offices held[4]	Equity interest[5]
Chair	Michele Denegri	1969	3.26.2007	4.29.2022	12.31.2024	Shareholders	M		X				6/6
Deputy Chair and Director	Giancarlo Boschetti	1939	4.28.2016	4.29.2022	12.31.2024	Shareholders	M		X				5/6
Chief Executive Officer [6]	Carlo Rosa	1966	3.26.2007	4.29.2022	12.31.2024	Shareholders	M	X					5/6
Director [7]	Andrè Michel Ballester	1958	4.29.2022	4.29.2022	12.31.2024	Shareholders	M		X	X	X	4	4/6
Director	Stefano Altara	1967	4.23.2014	4.29.2022	12.31.2024	Shareholders	M		X				6/6
Director	Fiorella Altruda	1952	12.19.2016	4.29.2022	12.31.2024	Shareholders	M		X	X	X		6/6
Director	Chen Menachem Even	1963	3.26.2007	4.29.2022	12.31.2024	Shareholders	M	X					5/6
Director	Luca Melindo	1970	4.24.2019	4.29.2022	12.31.2024	Shareholders	M		X				6/6
Director	Franco Moscetti	1951	3.26.2007	4.29.2022	12.31.2024	Shareholders	M		X			5	6/6
Director	Francesca Pasinelli	1960	4.28.2016	4.29.2022	12.31.2024	Shareholders	M		X	X	X	4	6/6
Director	Giovanna Pacchiana Parravicini	1969	4.29.2022	4.29.2022	12.31.2024	Shareholders	M		X	X	X		5/6
Director	Diego Pistone	1950	4.29.2022	4.29.2022	12.31.2024	Shareholders	M		X			1	6/6
Director	Roberta Somati	1969	4.22.2013	4.29.2022	12.31.2024	Shareholders	M		X	X	X		5/6
Director	Monica Tardivo	1970	4.28.2016	4.29.2022	12.31.2024	Shareholders	M		X	X	X	1	6/6

[1] *Date of first appointment of each Director refers to the date on which the Director was appointed to the Board of Directors of the Issuer for the very first time.*
[2] *This column indicates if the list in which each Director was taken was presented by Shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").*
[3] *This column indicates if the list in which each director was included was presented by the majority ("M"), or the minority ("m") shareholders.*
[4] *This column indicates the number of posts held as Director or Statutory Auditor in other listed or large companies in compliance with the maximum number of offices held approved by the Board of Directors. In the Corporate Governance Report such offices are listed in detail.*
[5] This column indicates the directors' attendance record at Board meetings (expressed as the number of meetings attended out of the number of meetings held, i.e., 6/8; 8/8 etc.).
[6] *This symbol refers to the Director in charge of the internal control and risk management*
[7] *Lead Independent Director (LID)*

Director	Tullia Todros	1948	4.28.2016	4.29.2022	12.31.2024	Shareholders	M		X	X	X		6/6
Number of meetings held at December at 12.31.2023					6								
Average length of meetings					1 hour 20 minutes								

B.o.D.		Control, Risk and Sustainability Committee		Remuneration and Nominating Committee		Committee for Related-Party Transactions	
Office/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)
Non-executive Deputy Chair who is not independent from the TUF and the Code	Boschetti Giancarlo			5/5	Member		
Non-executive Director who is independent from the TUF and the Code	Ballester André Michel	4/4	Chair			3/3	Member
Non-executive Director who is not independent from the TUF and the Code	Moscetti Franco	4/4	Member				
Non-executive Director who is independent from the TUF and the Code	Pacchiana Parravicini Giovanna			5/5	Member	3/3	Member
Non-executive Director who is independent from the TUF and the Code	Somati Roberta	4/4	Member	5/5	Chair	3/3	Chair
Number of meetings held in the year		4		3		0	
Average length of meetings		**1 hour 15 minutes**		**25 minutes**		**20 minutes**	

Table 3: structure of the board committees at the date of this report

(*) This column indicates the directors' attendance record at committee meetings held in the year.

(**) This column indicates the director's role in the committee: "C": Chair; "M": member.

Table 4: Structure of the board of statutory auditors at the date of this report

Structure of the Board of Statutory Auditors

Chair	**Monica Mannino**	**1969**	**4.28.2016**	**4.29.2022**	**12.31.2024**	**m**	**X**	**20/20**	**7**
Statutory Auditor	Ottavia Alfano	1971	4.22.2013	4.29.2022	12.31.2024	M	X	20/20	30
Statutory Auditor	Matteo Michele Sutera	1981	4.24.2019	4.29.2022	12.31.2024	M	X	20/20	15
Alternate Statutory Auditor	Romina Guglielmetti	1973	4.24.2019	4.29.2022	12.31.2024	M	X	-	7
Alternate Statutory Auditor	Cristian Tundo	1972	4.24.2019	4.29.2022	12.31.2024	m	X	-	15
Statutory auditors who exited during the year					none				
Number of meetings held during the year					20				
Average length of meetings					2 hours 30 minutes				
Indicate the minimum quorum required for submission of lists at appointment					**1%**				
Office	**Members**	**Year of birth**	**Date of first appointment [1]**	**In office since**	**In office until appr. of fin. State**	**List[2]**	**Indep. Codice**	**Attendance at the Board of Statutory Auditors' meetings[3]**	**Number of other offices held[4]**

1 *Date of first appointment of each Statutory Auditor refers to the date on which the Statutory Auditor was appointed to the Board of Statutory Auditors of the Issuer for the very first time.*

2 *This column indicates the list in which each Statutory Auditor was included ("M": majority list; "m": minority list).*

3 *This column indicates the statutory auditors' attendance record at Board of Statutory Auditors' meetings (expressed as the number of meetings attended out of the number of meetings held, i.e., 6/8; 8/8 etc.).*

4 *This column indicates the number of offices held as director or statutory auditor at other companies pursuant to Art. 148-bis of the TUF and the relevant implementation of the Consob Issuer's Regulation. A complete list of posts held is published on the Consob's website pursuant to Art. 144-quinquiesdecies of Consob Issuers' Regulation*

Table 5: List of offices held by the board of directors in office at the date of this report

(offices held at other listed companies, or banking, financial, insurance companies or companies of a significant size pursuant to the criteria for the maximum number of offices held by the Board of Directors appointed on December 16, 2021

Office	Members	Post
Chair	Michele Denegri	-
Deputy Chair and Director	Giancarlo Boschetti	-
Chief Executive Officer	Carlo Rosa	-
Director	André Michel Ballester	Carso LSEHL (Director) North American Science Associates, LLC (Director) Natus Medical, Inc. (Director) Suan Farma S.A.U. (Chair of the Board of Directors)
Director	Stefano Altara	-
Director	Fiorella Altruda	-
Director	Chen Menachem Even	-
Director	Luca Melindo	-
Director	Franco Moscetti	ASTM S.p.A. (Deputy Chair) Clessidra Capital SGR S.p.A. (Director) OVS S.p.A. (Chair) Pellegrini S.p.A. (Director) Zignago Vetro S.p.A. (Director)
Director	Francesca Pasinelli	Anima Alternative SGR S.p.A. (Director) CIR Compagnie Industriali Riunite S.p.A. (Director) Kairos Partners SGR S.p.A. Dompé Farmaceutici S.p.A. (Director)
Director	Giovanna Pacchiana Parravicini	-
Director	Diego Pistone	Juventus FC S.p.A. (Director)
Director	Roberta Somati	-
Director	Monica Tardivo	Banca del Piemonte S.p.A. (Director)
Director	Tullia Todros	-

Table 6: List of offices held by the board of statutory auditors

(offices held at other companies, including listed companies, banking, financial, insurance companies or companies of a significant size)

Office	Members	Post	
Chair	Monica Mannino	ERG S.p.A. (Chair of the Board of Statutory Auditors) Fiera Milano S.p.a. (Chair of the Board of Statutory Auditors) TINEXTA S.p.A. (Statutory Auditor) Tinexta Cyber S.p.A. (Chair of the Board of Statutory Auditors)	Istituto Stomatologico Italiano Cooperativa Sociale – Onlus (Statutory Auditor) Made Eventi S.r.l. (Statutory Auditor) North Sails Apparel S.p.A. Società Benefit (Statutory Auditor)
Statutory Auditor	Ottavia Alfano	Amalfi Invest S.p.A. (Chair of the Board of Statutory Auditors) Arec Neprix S.p.A. (Alternate Auditor) Banca Ifigest S.p.A. (Chair of the Board of Statutory Auditors) B4IFund SIS S.p.A.S a capitale fisso (Alternate Auditor) Borsa Italiana S.p.A. (Statutory Auditor) Cashfin S.p.A. (Chair of the Board of Statutory Auditors) Clas S.p.A. (Alternate Auditor) Cleanbnb S.p.A. (Statutory Auditor) Cypress Holdings S.r.l. (Statutory Auditor) Evoca S.p.A. (Chair of the Board of Statutory Auditors) Fine Foods & Pharmaceuticals NTM S.p.A. FSI Holding S.p.A. (Chair of the Board of Statutory Auditors) FSI SGR S.p.A. (Chair of the Board of Statutory Auditors) Gatelab S.r.l. (Statutory Auditor) Genextra S.p.A. (Statutory Auditor)	Italian Renewable Resources S.p.A. (Chair of the Board of Statutory Auditors) La Doria Pasta PL S.r.l. (Chair of the Board of Statutory Auditors) La Doria S.p.A. (Chair of the Board of Statutory Auditors) LYNX S.p.A. (Statutory Auditor) Nice S.p.A. (Chair of the Board of Statutory Auditors) Numia Group S.p.A. (Statutory Auditor)Residenziale Immobiliare 2004 S.p.A. (Alternate Auditor) Saga Coffee S.p.A. (Chair of the Board of Statutory Auditors) Sarago 1 S.r.l. (Statutory Auditor) Sarago S.r.l. (Sole Auditor) Sicom Informatica S.r.l. (Statutory Auditor) VEI S.r.l. (Sole Auditor) VND S.p.A. (Statutory Auditor) Vodafone Gestioni S.p.A (Chair of the Board of Statutory Auditors) Vodafone Italia S.p.A. (Alternate Auditor)
Statutory Auditor	Matteo Michele Sutera	Assietta S.p.A. (Chair of the Board of Statutory Auditors) Beingpharma S.p.A. (Director) Bribri S.p.A. (Statutory Auditor) Cooperativa Sociale Start Deltatre S.p.A. (Statutory Auditor) Diasorin Italia S.p.A. (Statutory Auditor) Exilles S.p.A. (Chair of the Board of Statutory Auditors) G.P. Holding S.p.A. (Statutory Auditor)	Gerola Energia S.r.l. (Sole Auditor) I.M.S. Industria Materiali Stampati S.p.A. (Statutory Auditor) New Deal S.p.A. (Statutory Auditor) OdeXa S.p.A. (Chair of the Board of Statutory Auditors) Panakès Partners SGR S.p.A. (Statutory Auditor) Technical Plast S.r.l. (Alternate Auditor) Valbrenta S.p.A. (Chair of the Boards of Directors)
Alternate Auditor	Romina Guglielmetti	Tod's S.p.A. (Director) Compass Banca S.p.A. (Director) DEA Capital Alternative Funds SGR S.p.A. (Director) The Technoshop SGR S.p.A. (Director)	Spafid S.p.A. (Director) World Duty Free S.p.A. (Alternate Auditor) Banca Ifigest S.p.A. (Alternate Auditor)
Alternate Auditor	Cristian Tundo	Carlo Gavazzi Impianti S.p.A. (Statutory Auditor) Ce.P.I.M. S.p.a. (Statutory Auditor) CHR Hansen Italia S.p.A. (Statutory Auditor) Coffe Holding Quattro S.p.A. (Statutory Auditor) Creactives Gorup S.p.A. (Statutory Auditor) Creactives S.p.A. (Statutory Auditor) DUC S.p.A. (Statutory Auditor) HT S.p.a. (Chair of the Board of Statutory Auditors)	Iren Ambiente Parma S.p.A. (Statutory Auditor) Oterra S.p.A. (Chair of the Board of Statutory Auditors) Oterra Italia S.p.A. (Chair of the Board of Statutory Auditors) Rimini Parking Gest S.r.l. (Sole Auditor) SITI B&T Group S.p.A. (Statutory Auditor) Siti B&T Holding S.p.A. (Statutory Auditor) Tep S.p.A. (Chair of the Board of Statutory Auditors)

Table 7: Executive summary of compliance with the corporate governance code

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
Art. 1 – Role of the board of directors				
Principles I. The board of directors leads the Company by pursuing its sustainable success.	✓			4.1
II. The board of directors defines the strategies of the Company and the Group it heads in accordance with principle I and monitors its implementation.	✓			4.1
III. The board of directors defines the corporate governance system that is most functional for carrying out the company's business and pursuing its strategies, taking into account the flexibility offered by the legal framework. If necessary, the board of directors evaluates and promotes the appropriate changes and submits them to the shareholders' meeting.	✓			4.1
IV. The board of directors promotes dialogue with shareholders and other stakeholders which are relevant for the company, in the most appropriate way.	✓			12.
Recommendations 1. The board of directors: a) reviews and approves the business plan of the Company and the Group it heads, also on the basis of matters that are relevant for the long-term value generation. That analysis is carried out with the possible support of a committee whose composition and functions are defined by the board of directors; b) periodically monitors the implementation of the business plan and assesses the general course of the business, comparing the results achieved with those planned; c) defines the nature and level of risk compatible with the Company's strategic objectives, including all the elements that can be relevant for the Company's sustainable success in its evaluations; d) defines the corporate governance system of the company and the structure of the group it heads, and assesses the adequacy of the company's organizational, administrative and accounting structure and of its strategically important subsidiaries, with particular reference to the internal control and risk management system;	✓			4.1
e) approves transactions of the Company and its subsidiaries that have a significant impact on the company's strategies, profitability, assets and liabilities or financial position; to this end, it establishes the general criteria for identifying significant transactions		X		4.1
f) on proposal of the Chair in agreement with the chief executive officer, adopts a procedure for the internal and external management of documents and information concerning the company, with particular reference to inside information, in order to ensure the correct management of corporate information.				4.1,

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
2. If deemed necessary for the effectiveness of the company's corporate governance system, the board of directors develops specific proposals to be submitted to the shareholders' meeting on the following issues: a) choice and characteristics of the corporate model (traditional, "one-tier", "two-tier"); b) size, composition and appointment of the board of directors and term of office of its members; c) structure of the shares' administrative and property rights; d) percentages established for the exercise of the prerogatives set up to safeguard minority shareholders. In particular, if the board of directors intends to propose to the shareholders' meeting the introduction of increased voting rights, it provides adequate reasons in the explanatory report that will be submitted to the shareholders. The report indicates the expected effects on the company's ownership and control structure and its future strategies. In the same report, the board discloses the decision-making process followed for the definition of such a proposal and any dissenting opinions voiced within the board.	✓			2 d)
3. Upon proposal of the Chair in agreement with the chief executive officer, the board of directors adopts and describes in the corporate governance report a policy for managing dialogue with the generality of shareholders, taking also into account the engagement policies adopted by institutional investors and asset managers. The Chair ensures that the board of directors is in any case informed, within the first suitable meeting, of the development and the significant contents of the dialogue that has taken place with all the shareholders	✓			12
Art. 2 – Composition of the corporate bodies				
Principles V. The board of directors is comprised of executive and non-executive directors. All directors ensure professional skills and competence that are appropriate to their tasks.	✓			4.3
VI. The number and skills of non-executive directors ensure significant influence in the decision-making process of the board and guarantee an effective monitoring of management. A significant number of non-executive directors is independent.	✓			4.3
VII. The Company applies diversity criteria, including gender ones, to the composition of the board of directors, ensuring the primary objective of adequate competence and professionalism of its members.	✓			4.3
VIII. The control body's composition is appropriate for ensuring the independence and professionalism of its function	✓			4.3
Recommendations 4. The board of directors defines the delegation of managerial powers and identifies who among the executive directors holds the position of chief executive officer. If the Chair is entrusted with the position of chief executive officer or with significant managerial powers, the board of directors explains the reasons for this choice.	✓			4.6

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
5. The number and skills of independent directors are appropriate to the needs of the company and to the well- functioning of the board of directors, as well as to the establishment of board committees. The board of directors includes at least two independent directors, other than the Chair. In large companies with concentrated ownership, independent directors account for at least one third of the board. In other large companies, independent directors account for at least half of the board. In large companies, independent directors meet, in the absence of the other directors, on a periodic basis and at least once a year to evaluate the issues deemed of interest to the functioning of the board of directors and to the corporate management.	✓			4.7
6. The board of directors assesses the independence of each non-executive director immediately after his or her appointment. The assessment is renewed during the mandate upon the occurrence of circumstances that concern his or her independence and at least once a year. Each non-executive director provides all the elements necessary or useful for the assessment of the board of directors. On the basis of all the information available, the board considers any circumstance that affects or could affect the independence of the director.	✓			4.7
7. The circumstances that jeopardize, or appear to jeopardize, the independence of a director are at least the following: a) if he or she is a significant shareholder of the company; b) if he or she is, or was in the previous three financial years, an executive director or an employee: - of the company, of its subsidiary having strategic relevance or of a company subject to joint control; - of a significant shareholder of the company; c) if he or she has, or had in the previous three financial years, a significant commercial, financial or professional relationship, directly or indirectly (for example through subsidiaries, or through companies of which he or she is an executive director, or as a partner of a professional or consulting firm): - with the company or its subsidiaries, or with their executive directors or top management; - with a subject who, also together with others through a shareholders' agreement, controls the company; or, if the control is held by a company or another entity, with its executive directors or top management; d) if he or she receives, or received in the previous three financial years, from the company, one of its subsidiaries or the parent company, significant remuneration other than the fixed remuneration for the position held within the board and for the membership in the committees recommended by the Code or required by law; e) if he or she has served on the board for more than nine years, even if not consecutive, of the last twelve years; f) if he or she holds the position of executive director in another company whereby an executive director of the company holds the office of director; g) if he or she is a shareholder or director of a company or other legal entity belonging to the network of the external auditor of the company; h) if he or she is a close relative of a person who is in any of the circumstances set forth in previous letters.	✓			4.7

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
The board of directors defines ex ante, at least at the beginning of its mandate, the quantitative and qualitative criteria for assessing the significance of the situations set forth above in letters c) and d). If the director is also a partner in a professional or a consulting firm, the board of directors assesses the significance of the professional relationships that may have an effect on his or her position and role within the professional or the consulting firm and in any event, those pertaining to important transactions of the company and the group it heads, even regardless of the quantitative parameters. The chair of the board of directors, who has been nominated for such role according to recommendation 23, can be assessed as independent if none of the circumstances set forth above occurs. If the independent chairman is member of the board committees recommended by the Code, such committees are made up in majority of independent directors. The independent chairman of the board of directors cannot chair the remuneration committee and the control and risk committee.		X		4.7
8.The company defines the diversity criteria for the composition of the board of directors and the control body and identifies the most suitable tool for their implementation, taking into account its ownership structures. At least a third of the board of directors and the control body, where the latter is autonomous, is to be comprised of members of the less represented gender. Companies adopt measures to promote equal treatment and opportunities among genders within the entire organization, monitoring their specific implementation.	✓			4.3, 7.1, 11.2,
9. All members of the control body meet the independence requirements set out in recommendation 7 for directors. The independence assessment is carried out, with the timing and manner provided for by recommendation 6, by the board of directors or by the control body. Such assessment is based on the information provided by each member of the control body.	✓			11.2
10. The outcome of the assessments of independence of directors and members of the control body referred to in recommendations 6 and 9 is disclosed to the market immediately after the appointment through a specific press release and, later, in the corporate governance report. In both cases, the outcome of the assessment provides information about: the criteria used for the assessment of the significance of the relationships and, in case of any deviation from the circumstances set forth in recommendation 7, a clear and detailed reason for this choice motivated by the individual situation and characteristics of the director concerned.	✓			4.7
Art. 3 – Functioning of the board of directors and the role of the Chair				
Principles IX. The board of directors defines the rules and procedures for its functioning, ensuring an efficient flow of information to directors	✓			4.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
X. The chair of the board of directors plays a liaison role between executive and non- executive directors and ensures the effective functioning of the board.	✓			4.5
XI. The board of directors ensures an adequate division of its functions and establishes board committees with preliminary, propositional and consultative functions.	✓			7.2, 9.2, 10.
XII. Each director ensures adequate time commitment for the fulfilment of their board responsibilities	✓			4.3
Recommendations 11. The board of directors develops internal rules that define the functioning of the board and its committees, including the means for recording the minutes of the meetings and the procedures for providing information to directors. These procedures identify the prior notice for the submission of the documentation, ensuring that confidentiality issues are properly managed without affecting the timeliness and completeness of the flow of information. The corporate governance report provides adequate information on the main contents of the board of director's internal rules and on compliance with the procedures aimed at ensuring the timeliness and adequacy of the information provided to the directors.	✓			4.1
12. The chair of the board of directors, with the help of the board secretary, ensures that: a) the pre-meeting information and the complementary information provided during the meeting are suitable to allow directors to act in an informed manner; b) the activity of the board committees with preliminary, propositional and consultative functions is coordinated with the activity of the board of directors; c) in agreement with the chief executive officer, the managers of the company and those of the companies of the group it heads, who are competent on the issues concerned, participate in the relevant board meetings to provide appropriate insights on the items on the agenda, also upon request of one or more directors; d) all the members of the board of directors and control body can take part, after the appointment and during the mandate, in initiatives aimed at providing them with adequate knowledge of the industry in which the company operates, the company dynamics and their evolution, also in relation to the company's sustainable success. Such initiatives also cover the risk management issues as well as any relevant part of the regulatory and self-regulatory framework; e) to provide for the adequacy and transparency of the board review, with the support of the nominating committee.	✓			4.5

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
13. The board of directors appoints an independent director as lead independent director: a) if the chair of the board of directors is the chief executive officer or holds significant managerial powers; b) if the office of chairman is held by the person who controls, also jointly, the company; c) in large companies, even in the absence of the conditions indicated in letter a) and b), if requested by the majority of independent directors.	✓			4.7
14. The lead independent director: a) collects and coordinates the requests and contributions of non-executive directors and, in particular, of independent ones; b) coordinates the meetings of the independent directors.	✓			4.7
15. In large companies, the board of directors expresses its guidelines on the maximum number of offices that can be considered compatible with an effective performance and the time commitment required by the role of the directors. The relevant offices are those held in corporate bodies of other listed companies and of companies having a significant size.	✓			4.7
16. The board of directors sets up internal committees with preliminary, propositional and consultative functions regarding appointments, remuneration and control and risks. The functions that the Code assigns to the board committees can be either distributed in a different manner or even combined in a single committee. In any case, the company ensures an adequate disclosure on the tasks and activities carried out by each of the assigned functions as well as an adequate composition of each committee, as recommended by the Code. The functions of one or more committees can even be assigned to the board of directors, under the coordination of the chairman, provided that: a) independent directors represent at least half of the board; b) the board dedicates adequate sessions to the performance of such functions. In the event that the functions of the remuneration committee are assigned to the board of directors, the last paragraph of recommendation 26 applies. Companies other than large ones may assign the functions of the control and risk committee to the board of directors even in absence of the condition set forth above in letter a). Companies with concentrated ownership, even large ones, can assign the functions of the nominating committee to the board of directors even in absence of the condition set forth above in letter a).	✓			7.1
17 The board of directors defines the tasks of the committees and their composition, favoring the competence and experience of their members and avoiding, in large companies, an excessive concentration of offices. Each committee is coordinated by a chairman who informs the board of directors about the committee's activities at the first useful board meeting. The chairman of the committee may invite the chairman of the board of directors, the chief executive officer, the other directors and, by informing the chief executive officer, the managers of the corporate functions that are competent on the matters of the committee meeting, to individual committee's meetings. The members of the control body can attend the meetings of each committee. Board committees can have access to the information and the corporate functions that are necessary for the performance of their duties. Board committees have adequate financial resources and can avail themselves of external consultants according to the conditions set forth by the board of directors.	✓			7.2, 9.2

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
18. The board of directors, upon proposal of the chairman, provides for the appointment and dismissal of the board secretary and defines his or her professional requirements and attributes in the board's internal rules. The board secretary supports the activities of the chairman and provides impartial assistance and advice to the board of directors on all aspects relevant to the proper functioning of the corporate governance system.	✓			7.2, 9.2, 10.2
Art. 4 – Appointment of directors and board evaluation				
Principles XIII. The board of directors ensures, within its competence, that the process of appointment and succession of directors is transparent and functional to achieve the optimal composition of the board according to the principles set forth in Article 2.	✓			4.1
XIV. The board of directors periodically evaluates, through formalized procedures, its effectiveness and the contribution made by individual directors. The implementation of the board evaluation procedures is supervised by the board itself.	✓			7.1
Recommendations 19. The board of directors entrusts the nominating committee to support it on: a) the evaluation of the board and its committees; b) the definition of the optimal composition of the board and its committees; c) the identification of candidates in case of the director's co-optation; d) the possible submission of a slate by the outgoing board, ensuring the transparency of the process that led to the slate's structure and proposition; e) the development, updating and implementation of succession plan for the chief executive officer and the other executive directors.	✓			7.2
20. The majority of directors of the nominating committee are independent.	✓			7.2
21. The board evaluation assesses the size, composition and functioning of the board and its committees. It includes also the board's active involvement in the definition of the company's strategy and in the monitoring of the management of the company's business as well as the appropriateness of the internal control and risk management system.	✓			7.1
22. The board evaluation is conducted at least every three years, before the renewal of the board of directors. In large companies other than those with concentrated ownership, the board evaluation is conducted on an annual basis and can be diversified according to the term of the board's mandate. In such companies, the board considers whether to appoint an external facilitator for its evaluation at least once every three years	✓			7.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
23. In companies other than those with concentrated ownership, the board of directors: • sets forth guidelines on board quantitative and qualitative composition deemed optimal before its renewal, considering the outcome of the board evaluation; • requires anyone submitting a slate with a number of candidates that is higher than half the number of members to be elected to provide adequate information on the compliance of the slate with the board guidelines mentioned above, and with the board diversity criteria set forth in principle VII and recommendation 8. In such cases, the slate also identifies its candidate for the chairmanship of the board, whose appointment is conducted according to the company's bylaws. All the information mentioned in this paragraph are disclosed in the documentation attached to the slate during its filing process. The guidelines of the outgoing board of directors are published on the company's website before the publication of the notice of the shareholders' meeting convened for the board's renewal. They identify the managerial and professional profiles and the skills deemed necessary, having due consideration of the company's sectoral characteristics, the board diversity criteria set forth in principle VII and recommendation 8 as well as the board guidelines on the maximum number of offices set forth in recommendation 15.	✓			7.1
24. In large companies, the board of directors: • elaborates, with the support of the nominating committee, a plan for the succession of the chief executive officer and executive directors by identifying, at least, the procedures to be followed in the event of an early termination of office; • ascertains the existence of appropriate procedures for the succession of the top management.		X		7.1
Art. 5 – Remuneration				
Principles XV. The remuneration policy for directors, members of the control body and the top management contributes to the pursuit of the company's sustainable success and takes into account the need to have, retain and motivate people with the competence and professionalism deemed adequate for their role.	✓			8
XVI. The remuneration policy is developed by the board of directors through a transparent procedure.	✓			8
XVII. The board of directors ensures that the remuneration paid and accrued is consistent with the principles and criteria defined in the policy, considering the results achieved and any other circumstances relevant for its implementation.	✓			8

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
Recommendations 25. The board of directors entrusts the remuneration committee with the task of: a) supporting it in the development of the remuneration policy; b) submitting proposals or expressing opinions on the remuneration of executive directors and other directors who hold specific responsibilities, as well as on the setting of performance objectives related to the variable component of this remuneration; c) monitoring the actual application of the remuneration policy and verifying the effective achievement of the performance objectives; d) periodically assessing the adequacy and overall consistency of the remuneration policy for directors and the top management. In order to have people with adequate competence and professionalism, the remuneration of executive and non-executive directors and of the members of the control body is defined with due consideration of the remuneration practices that are common with regards to the company's reference sectors and size. It also considers comparable international practices, with the possible support of an independent consultant.	✓			7.2
26. The remuneration committee is made up of non-executive directors, the majority of whom are independent, and is chaired by an independent director. At least one member of the committee has adequate knowledge and experience in financial matters or remuneration policies; such skills are assessed by the board of directors before his or her appointment. No director takes part in the meetings of the remuneration committee in which proposals relating to his or her remuneration are made.	✓			7.2
27. The remuneration policy for executive directors and the top management defines: a) a balance between the fixed and the variable component which is consistent with the company's strategic objectives and risk management policy. Consistency is assessed taking into consideration the business's characteristics and the industry of the company. The variable component has in any case a significant weight on the overall remuneration;	✓			8
b) caps to the variable components;	✓			8
c) performance objectives, to which is linked the payment of the variable components, that are predetermined, measurable and predominantly linked to the long-term horizon. They are consistent with the company's strategic objectives and with the aim of promoting its sustainable success and includes non-financial parameters, where relevant;		X		8
d) an adequate deferral of a significant part of the variable component that has been already accrued. Such a deferral period is consistent with the company's business activity and its risk profile;		X		8
e) provisions that enable the company to recover and/or withhold, in whole or in part, the variable components already paid-out or due, where they were based on data which subsequently proved to be manifestly misstated. The company can identify other circumstances in which such provisions are applied;	✓			8
f) clear and predetermined rules for possible termination payments, establishing a cap to the total amount that might be paid out. The cap is linked to a certain amount or a certain number of years of remuneration. No indemnity is paid out if the termination of the office is motivated by director's objectively inadequate results.	✓			8

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
28. The share-based remuneration plans for executive directors and the top management are aligned with the interests of the shareholders over a long-term horizon, providing that a predominant part of the plan has an overall vesting and holding period of at least five years		X		8
29. The remuneration of non-executive directors is adequate to the competence, professionalism and commitment required by their role within the board of directors and its committees; this remuneration is not related to financial performance objectives, except for a non-significant pa	✓			8
30. The remuneration of the members of the control body is adequate to the competence, professionalism and commitment required by their role and the company's size, industry and current situation.	✓			8
31. On the occasion of the termination of office and/or dissolution of the relationship with an executive director or general manager, a press release is published as soon as the internal processes that led to the assignment or the recognition of any indemnities and/or other benefits has been concluded. The press release provides for detailed information on: a) the assignment or the recognition of indemnities and/or other benefits, the circumstances that justify their accrual (e.g. due to the expiration of the term of office, its termination or a settlement agreement) and the decision-making process followed for this purpose within the company; b) the total amount of the indemnity and/or other benefits, the related components (including non-monetary benefits, the vesting of rights connected with incentive plans, the compensation for non-competitive commitments or any other remuneration allocated to any reason and in any form) and the timing of their disbursement (distinguishing the part paid immediately from the part subject to deferral mechanisms); c) the application of any claw-back or malus clauses; d) the compliance of the elements indicated in letters a), b) and c) consistently with the remuneration policy, with a clear indication of the reasons and the decision-making process followed in the event of non-compliance, even if only partial, with the policy itself; e) the procedures that have been or will be followed for the replacement of the executive director or the general manager whose office has been terminated.	✓			8
Art. 6 – Internal control and risk management system				
Principles XVIII. The internal control and risk management system consists of a set of rules, procedures and organizational structures for an effective and efficient identification, measurement, management and monitoring of the main risks, aimed at contributing to the sustainable success of the company.	✓			8
XIX. The board of directors defines the guidelines of the internal control and risk management system in accordance with the company's strategies and annually assesses its adequacy and effectiveness.	✓			9
XX. The board of directors defines the principles concerning the coordination and the flow of information among the parties involved in the internal control and risk management system. Such principles aim at maximizing the effectiveness of the system itself, reducing the duplication of activities and ensuring the successful performance of the duties of the control body.	✓			9, 4.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
Recommendations 32. The organization of the internal control and risk management system involves: a) the board of directors, which plays a role in guiding and assessing the adequacy of the system; b) the chief executive officer, in charge of establishing and maintaining the internal control and risk management system; c) the control and risk committee set up within the board of directors, with the task of supporting the board of directors' assessments and decisions relating to the internal control and risk management system and the approval of periodical financial and non-financial reports. In companies that adopt the "one-tier" or "two-tier" corporate model, the functions of the control and risk committee can be assigned to the control body; d) the head of the internal audit function who is in charge of verifying that the internal control and risk management system is functional, adequate and consistent with the guidelines defined by the board of directors; e) the other corporate functions involved in the internal control and risk management system (such as the risk management functions and the functions dealing with legal and non-compliance risk) which are articulated in relation to the company's size, sector, complexity and risk profile; *f)* the control body, which monitors the effectiveness of the internal control and risk management system.	✓			9, 4.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
33. The board of directors, with the support of the control and risk committee: a) defines the guidelines of the internal control and risk management system consistently with the company's strategies and assesses, at least once a year, the adequacy of this system with respect to the company's characteristics and its risk profile, as well as its effectiveness; b) appoints and dismisses the head of the internal audit function, defining his or her remuneration which is consistent with the company policies. The board ensures that he or she has adequate resources to carry out his or her duties. If the internal audit function is entrusted, as a whole or by operating segments, to an external entity, the board ensures that it meets the adequate requirements of professionalism, independence and organization, providing adequate reasons for this choice in the corporate governance report; c) approves, at least on an annual basis, the work plan prepared by the head of the internal audit function, after hearing the control body and the chief executive officer; d) evaluates the opportunity to take measures to ensure the effectiveness and impartial assistance of the other corporate functions mentioned in recommendation 32, lett. e). To this end, the board verifies that such functions have adequate professionalism and resources; e) assigns the supervisory functions pursuant to Art. 6,1,(b) of Legislative Decree No. 231/2001 to the control body or to a body established specifically for this purpose. 231/2001. If the body does not correspond to the control body, the board of directors considers whether to appoint within the body at least one non-executive director and/or a member of the control body and/or the head of a legal or supervisory function of the company, in order to ensure coordination among the various parties involved in the internal control and risk management system; f) evaluates, after consultation with the control body, the results presented by the statutory auditor in any letter of suggestions and in the additional report addressed to the control body; g) describes, in the corporate governance report, the main characteristics of the internal control and risk management system and the methods of coordination among the subjects involved. The report provides information about the national and international reference models and best practices adopted and the board's overall assessment of the adequacy of the system itself. Moreover, it provides an adequate explanation of the composition of the control body referred to in letter e) above.	✓			9, 4.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
34. The chief executive officer: a) identifies the main business risks, considering the characteristics of the activities carried out by the company and its subsidiaries, and periodically submit them to the examination of the board of directors; b) implements the guidelines defined by the board of directors, providing for the design, implementation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness, as well as adapting it to the dynamics of the operating conditions and the legislative and regulatory landscape; c) can entrust the internal audit with the tasks of carrying out specific controls on defined operational areas and on compliance with internal rules and procedures in the implementation of company transactions. Such requests are contextually conveyed to the chairman of the board of directors, to the chairman of the control and risk committee and to the chairman of the control body; d) reports promptly to the control and risk committee on problems and critical issues that emerged in the performance of his or her activity or of which he or she nevertheless has information so that the committee can take appropriate actions.	✓			9.1
35. The control and risk committee is comprised of non-executive directors, the majority of whom are independent, and is chaired by an independent director. The committee has expertise that is consistent with the company's industry and assessment of its risks; at least one member of the committee has adequate knowledge and experience in accounting, finance or risk management. The control and risk committee, in assisting the board of directors: a) assesses the external auditor and the control body, the correct application of the accounting principles and, in the case of groups, their homogeneity for the purposes of preparing the consolidated financial statement, after hearing the manager responsible for the corporate financial documents; b) assesses whether the periodic financial and non-financial information is suitable to correctly represent the company's business model, its strategies, the impact of its business and the performance achieved, in coordination with the committee mentioned in recommendation 1, lett. a), if established; c) examines the content of the periodic non-financial information relevant to the internal control and risk management system; d) expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the board of directors' assessments and decisions relating to the management of risks deriving from prejudicial facts of which the latter has become aware; e) examines the periodic and particularly relevant reports prepared by the internal audit function; f) monitors the autonomy, adequacy, effectiveness and efficiency of the internal audit function; g) can entrust the internal audit with the task of carrying out specific controls on defined operational areas. Such a request is contextually conveyed to the chairman of the control body; h) reports to the board of directors, at least upon the approval of the annual and half- yearly financial report, on the activities carried out and on the adequacy of the internal control and risk management	✓			9.2.

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
36. The head of the internal audit function is not responsible for any operational area. He or she depends hierarchically on the board of directors and has direct access to all information that is useful for carrying out his or her duty. The head of the internal audit function: a) verifies, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the functioning and the suitability of the internal control and risk management system according to the audit plan. The audit plan is approved by the board of directors and is based on a structured process of analysis and prioritization of the main risks; b) prepares periodic reports containing adequate information on its activity, on the ways in which risk management is conducted, as well as on compliance with the plans defined for the containment of risks. The periodic reports contain an assessment of the suitability of the internal control and risk management system; c) prepares promptly, at the request of the control body, reports on events of particular relevance; d) submits the reports referred to in letters b) and c) to the chairmen of the control body, of the control and risk committee and of the board of directors, as well as to the chief executive officer, except in cases where the matter of these reports specifically concerns the activity of these subjects; e) verifies, as part of the audit plan, the reliability of the information systems, including the accounting systems.	✓			9.3
37. The member of the control body who, on his or her own behalf or on behalf of third parties, has an interest in a specific transaction of the company, provides prompt and exhaustive information to the other members of the same body and to the chairman of the board of directors about the nature, terms, origin and extent of his or her interest. The control body and the control and risk committee promptly exchange relevant information for the performance of their respective duties. The chairman of the control body, or another member of the control body designated by its chairman, takes part in the meetings of the control and risk committee.	✓			10.1

1.4. CONSOLIDATED SUSTAINABILITY REPORT OF THE DIASORIN GROUP

1.4.1. ESRS 2 GENERAL INFORMATION

General basis for preparation of the Sustainability Statement

This document represents the first Consolidated Sustainability Statement of the Diasorin Group (hereinafter also referred to as the "Sustainability Statement") prepared in accordance with Legislative Decree No.125 of 6 September 2024 implementing EU Directive 2022/2464/EU of the European Parliament and of the Council, also known as the Corporate Sustainability Reporting Directive (hereinafter "CSRD") and the European Sustainability Reporting Standards (hereinafter also "ESRS").

The document is structured in accordance with the requirements of ESRS 1, which provides for the preparation of four distinct sections: general information, environmental information (including the disclosure required by Article 8 of Regulation (EU) 2020/852, also known as the 'Taxonomy'), social information, and governance information.

As per Article 3 of Legislative Decree 125/24, the Sustainability Statement is included in a dedicated section of the Report on Operations. It provides essential information to understand the company's impact on sustainability issues and how these issues affect the company's performance, results, and position, in order to clearly and concisely meet the information needs of stakeholders. The scope of consolidation of the information provided in the Sustainability Statement is the same as for the Consolidated Financial Statements.

Additionally, this document has been subject to limited review by PricewaterhouseCoopers S.p.A. The Independent Auditors' Report is included in the annex to this document.

The document is disseminated to all Group stakeholders through publication on the Company's website and other initiatives.

Disclosure in relation to specific circumstances

To prepare this document, Diasorin implemented a data collection process to report on all applicable metrics deemed relevant/most representative of the approaches taken to manage the identified material impacts, risks, or opportunities. Whenever an estimate was required, it was based on the most up-to-date information available. The use of these estimates was minimal and limited to a few metrics (e.g., regarding Scope 3 calculation, water consumption, and incoming materials for Luminex DSM, etc.). The application of estimates is properly specified for each indicator.

No reported monetary amounts are subject to a high level of uncertainty.

For reporting purposes, the Group has adhered to the short-term (within one year), medium-term (up to five years), and long-term (over five years) time horizons defined by the ESRS 1 standard.

The Sustainability Statement does not include any references to other sections of the financial statements. Furthermore, there are no omissions regarding EU classified information or sensitive information related to intellectual property, know-how, or innovation results.

In the preparation of this document, the Group has adopted a transitional provision, applicable for the first year of reporting, regarding the publication of comparative data. This option, envisaged from the beginning, was applied in light of the operational complexities deriving from the introduction of the new legislation. Therefore, the Group decided, from a prudential point of view, to make extensive and consistent use of this option for all the indicators allowed, with the aim of focusing its attention on the mandatory disclosure and on the methods of collecting and reporting the same, as well as on the reorganization of this Sustainability Report.

As this is the first year of reporting, as envisaged by the standard, the requirements related to the value chain are mainly qualitative.

In addition, the Group applied the transitional provisions that allow the gradual introduction of the relevant disclosure requirements included in Appendix C of ESRS 1, with particular reference to:

- SBM-1 Strategy, business model and value chain (paragraph 40, letter b) and c);
- SBM-2 Material impacts, risks and opportunities and their interaction with strategy and business model (paragraph 48, letter e);
- E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities;
- E2-6 Anticipated financial effects from pollution-related impacts, risks and opportunities;
- E3-5 Anticipated financial effects from water and marine resources-related impacts, risks and opportunities;
- E5-6 Anticipated financial effects from resource use and circular economy-related impacts, risks and opportunities;
- S1-7 Characteristics of non-employee workers in the undertaking’s own workforce:
- S1-11 Social protection;
- S1-13 Training and skills development;
- S1-14 Health and Safety;
- S1-15 Work-life balance.

The Sustainability Statement does not include disclosure required by other regulations.

Information on the value chain

As part of the Sustainability Reporting process, the Company took into account the characteristics of its downstream and upstream value chain. The value chain was specifically considered as part of the impact, risk, and opportunity assessment (hereinafter also referred to as 'IRO').

In this first year of reporting in accordance with the ESRSs, Diasorin mapped its upstream and downstream value chain, including an analysis of key suppliers based on qualitative and quantitative parameters. This lays the foundation for a deeper understanding of the supply chain and existing business relationships. The aim of this process is to initiate virtuous processes that enable the timely identification and management of material impacts, risks, and opportunities related to sustainability issues throughout the supply chain. The main steps in the Diasorin Group's value chain analysis included the following phases:

- **Preliminary mapping:** understanding the DiaSorin Group’s business focusing on the products sold and their respective procurement processes. Additionally, contextual analyses were conducted using both internal and external documentation (i.e., scientific articles, etc.). The analysis led to an initial hypothesis of the macro-activities of the Group's operations and the upstream and downstream value chain.
- **Understanding Diasorin’s value chain**: For the main macro-activities identified in the previous phase, the supply flows were thoroughly examined, starting from the tier 1 suppliers (direct suppliers) and moving up to tier 3 suppliers (indirect suppliers). Furthermore, for the main product

types, the composition of materials and their respective supply chain were analyzed with the support of the supply chain function.

- **Profiling of tier 1 suppliers and context analysis:** a dedicated analysis was conducted for the Diasorin Group's key tier 1 suppliers, profiling them by type of supply (materials, services, and logistics) and country of origin. A context analysis was then carried out based on the geographical area of origin of the tier 1 suppliers, with the aim identifying potential impacts and/or significant risks on the upstream value chain. The analysis was conducted using recognized external sources, such as the WWF Biodiversity Risk Filter, Water Risk Atlas, Corruption Perception Index, and Human Rights Risk Assessment. This diligence process made it possible to understand the risk level of the geographical areas in which suppliers operate across multiple sustainability dimensions.
- **Analysis of tier 2 and tier 3 suppliers:** an analysis of the production processes was conducted, focusing on processing of organic and general raw materials, as well as the production of diagnostic equipment. This was done with the support of external sources and scientific articles. Additionally, for a sample of strategic suppliers, research on potential risks or material impacts was conducted by consulting publicly available information, such as websites, sustainability documents, financial statements, and specific databases.

Correlation of Impacts, Risks, and Opportunities: based on the information collected during the aforementioned phases, the identified IROs were correlated to the Diasorin Group's value chain.

Governance

GOV-1 – The role of the administrative, management and supervisory bodies

The Board of Directors is composed of 15 members, including 13 non-executive directors. Furthermore, 7 directors are independent, with the percentage of independent Board of Directors members being 45%. This composition ensures that non-executive directors' opinion has a significant impact on the Board resolutions and that such resolutions are properly managed. The Company's governance model and By-laws do not provide for employee representation in the governance bodies. The composition of the Committees was determined taking into account the competence and experience of their respective members.

The Board of Statutory Auditors is composed of 3 Statutory Auditors and 2 Alternate Auditors, who are elected for a three-year term of office and may be re-elected.

Statutory Auditors must meet the requirements of the relevant laws currently in force, also with regard to the limits on the number of offices they may hold. Specifically, in the areas of professional requirements, for the purposes of the provisions (when applicable) of Article 1, Section 3, of Ministerial Decree No. 162 of March 30, 2000, which makes reference to paragraph 2, Letters b) and c), of the abovementioned Article 1, it shall be understood that the expression "*subject matters closely related to the businesses in which the Issuer is engaged*" shall be understood to mean those related to the healthcare and medical industries.

The provisions of the By-Laws governing the composition and the election of the Board of Statutory Auditors effectively ensure compliance with provisions concerning minority shareholders' rights, independence of Directors and gender balance. Pursuant to Principle V of the 2020 Corporate Governance Code (hereinafter also "CG Code") the board of directors is comprised of executive and non-executive directors. All directors ensure professional skills and competence that are appropriate to their tasks. In particular:

- pursuant to Recc. 35 of the CG Code, the Control and Risk Committee must, as a whole, possess adequate expertise in the sector of activity in which the Group operates, which is essential for assessing the associated risks; at least one member of the committee must possess adequate knowledge and experience in accounting, finance or risk management.
- pursuant to Recc. 26 of the CG Code, at least one member of the Remuneration Committee must possess adequate knowledge and experience in financial matters or remuneration policies, to be assessed by the board of directors at the time of appointment.

As regards the current Board of Directors, the Issuer complied with the regulations on gender balance and diversity criteria in the composition of the board of directors, in line with the primary objective of ensuring its members' competence and professionalism (Principle VII of the CG Code).

The Company also ensures that Directors receives continuous training and information on key issues related to the Group's activities. The effectiveness of this training and information activity is verified annually during the Board of Directors' self-assessment of its functioning, in order to identify further training needs. At the beginning of 2025, the Board of Directors renewed the self-assessment process on the size, composition and functioning of the Board and of its Committees. The self-assessment overall shows a high level of satisfaction and confirms that the functioning of the Board and of the Board's committees are proportionate to the Company's size and needs.

Professional skills of the members of the Board of Directors can be grouped into three macro areas: economics and management, science and law. In detail, 33.33% of the members have experience in economic-managerial field, 26.66% of the members have experience in scientific field, 20% of the members have experience in economic and scientific field and 20% of the members have experience in legal field. Most of them gained significant experience abroad, especially in the United States.

Composition of the board of directors– 2024

Full name	Office	Background	Professional characteristics
Michele Denegri	Deputy Chair and Non-Executive Director	Economic-managerial	General Management
Giancarlo Boschetti	Non-executive Director	Economic-managerial	General Management
Carlo Rosa	Chief Executive Officer and Executive Director	Economic-managerial Scientific	General Management (formerly Research and Development director)
Chen Menachem Even	Executive Director	Economic-managerial Scientific	Strategic Director in international sales
André Michel Ballester	Non-executive Director	Economic-managerial Scientific	General Management (previous executive roles in biomedical industry)
Stefano Altara	Non-executive Director	Legal	Law education
Fiorella Altruda	Independent Director	Scientific	Research and Development Advisor
Luca Melindo	Non-executive Director	Economic-managerial	Financial Advisor
Franco Moscetti	Independent Director	Economic-managerial	Management Advisor
Francesca Pasinelli	Independent Director	Scientific-managerial	Management Advisor
Giovanna Pacchiana Parravicini	Independent Director	Legal	Legal and labor law advisor
Diego Pistone	Non-executive Director	Economic-managerial	General Management
Roberta Somati	Independent Director	Scientific	Management Advisor
Monica Tardivo	Independent Director	Legal	Legal Advisor
Tullia Todros	Independent Director	Scientific	Research and Development Advisor

With regard to the Internal Control and Risk Management System (hereinafter also "ICRMS"), the Board of Directors is responsible for defining the guidelines of the ICRMS, which is a set of processes designed to monitor efficiency of the Company's operations, reliability of all information (including financial information), compliance with laws and regulations and protection of the Company's assets.

On 19 December 2012, the Board of Directors adopted the guidelines of the ICRMS (the “Guidelines”), last amended on 3 August 2022, to comply with the CG Code, identifying the main risks connected to the Company’s activity. The Board of Directors is responsible for, among other things, (i) properly identifying, adequately measuring, monitoring, managing and assessing the risks in which the Company may incur, in accordance with the objective of protecting corporate assets and consistent with the principles of sound and correct business management, including all the main risks that can have a major adverse impact on the Issuer’s long-term sustainability and (ii) verifying on a regular basis (at least once a year) the adequacy, effectiveness, and proper functioning of the ICRMS.

The ICRMS of the Issuer involves the Board of Directors, which has the function of directing and evaluating the adequacy of the ICRMS identifying, among other things, within the Committee a (i) Control, Risk and Sustainability Committee that assists the Board of Directors comprised of non-executive Directors, the majority of whom is independent, with a proper preliminary investigation and (ii) one or more Directors in charge of establishing and preserving an efficient ICRMS (i.e. the Chief Executive Officer, pursuant to the Corporate Governance Code)

Following the renewal of corporate bodies on 29 April 2022, and in compliance with art. 3, Recommendation 16 of the CG Code, the Board of Directors resolved - on the same date- to assign the Control, Risk and Sustainability Committee the task of supervising sustainability issues, including material IROs, connected to the corporate activities and to interactions with its stakeholders.

Upon the renewal of the administrative body, the outgoing Board of Directors is required to approve, following the self-assessment process, a guideline on the qualitative and quantitative composition of the new Board of Directors, which is made available to the Shareholders and identifies the skills, professional background, and soft skills deemed appropriate to be adequately represented during the subsequent Board term. During the last renewal (which took place in 2022), it was not deemed necessary to employ professionals with specific ESG expertise.

In the meeting held on 11 November 2021, the Board of Directors resolved to implement Art. 2, principle VII, Recommendation 8 of the Corporate Governance Code providing that the diversity criteria for the composition of the Board of Directors to be identified (i) in general terms within the Board Regulation and (ii) when the Board of Directors is called to approve the guidelines on the composition of the new Board.

In the meeting held on 16 March 2022, the Company's Board of Directors, upon proposal of the Remuneration and Nominating Committee (hereinafter also "RN") and taking into account the self-assessment outcomes, defined the guidelines for managerial and professional profiles whose presence is considered necessary within the Board The guidelines considered also the limits on the number of offices held in other companies (for which further details are provided in the paragraph below) and diversity criteria such as gender, managerial, professional and international skills and age group within the composition of the Board of Directors.

Gender diversity within the Board of Directors, calculated as the average ratio between male and female members, is 0.67.

The Board of Directors was appointed on the basis of a single slate filed by the main shareholder IP Investimenti e Partecipazioni S.r.l. (jointly with Finde S.p.A), which certified its ownership of an equity interest equal to about 43.96% of the Company’s ordinary shares. Submission of the slate took into account the recommendations provided by the outgoing Board of Directors concerning (i) limits to the number of offices held as director or statutory auditor in other companies and (ii) the guidelines about managerial and professional figures and skills whose presence is deemed to be appropriate- taking into account also diversity criteria such as gender, age, skills, also international- described in the Explanatory Report of Directors on the appointment of the Board of Directors, made available on the Company's website.

The Board of Directors, in order to comply with the recommendations contained in the Corporate Governance Code, promotes the integration of sustainability matters within its corporate governance system and the compensation policy.

Composition of the board of directors- 2024

Full name	Place and date of birth	Office	Gender
Michele Denegri	Turin, 7 January 1969	Chair and Non- Executive Director	Male
Giancarlo Boschetti	Turin, 14 November 1939	Deputy Chair and Non-Executive Director	Male
Carlo Rosa	Turin, 15 January 1966	Chief Executive Officer and Executive Director	Male
Chen Menachem Even	Ashkelon (Israel), 18 March 1963	Executive Director	Male
Andre Michel Ballester	Orleansville (Algeria), 22 May 1958	Non-executive Director	Male
Stefano Allara	Turin, 4 June 1967	Non-executive Director	Male
Fiorella Altruda	Turin, 12 August 1952	Independent Director	Female
Luca Melindo	Turin, 11 November 1970	Non-executive Director	Male
Franco Moscetti	Tarquinia (VT), 9 October 1951	Non-executive Director	Male
Francesca Pasinelli	Gardone Val Trompia (BS), 23 March 1960	Independent Director	Female
Giovanna Pacchiana Parravicini	Turin, 10 November 1969	Independent Director	Female
Diego Pistone	Nizza Monferrato (AT), 28 November 1950	Non-executive Director	Male
Roberta Somali	Rivoli (TO), 9 January 1969	Independent Director	Female
Monica Tardivo	Turin, 19 April 1970	Independent Director	Female
Tullia Todros	Turin, 18 June 1948	Independent Director	Female

The Board of Directors is responsible for the Internal Control and Risk Management System and assesses the adequacy, efficiency and effective implementation of the system and defines the system's guidelines with the support of the members involved in the Company's ICRMS, namely the CRS Committee, the Chief Executive Officer pursuant to the Corporate Governance Code, the Internal Audit Officer, the Corporate Accounting Documents Officer, the Board of Statutory Auditors and the Supervisory Body of the Company.

The Chief Executive Officer, pursuant to the Corporate Governance Code, is responsible for overseeing the effective implementation of the ICRMS with the supervision of the Board of Directors and the support of the CRS Committee.

In 2024, the CEO:

- identified the main corporate risks on the basis of the activities carried out by the Issuer and its subsidiaries and periodically submitted such risks to the attention of the Boards of Directors;
- implemented the Guidelines defined by the Board of Directors, taking care of the design, implementation and management of the ICRMS and constantly verifying its overall adequacy, effectiveness, efficiency and the need for any potential changes;
- ensured adaptation of this system to the dynamic nature of the operating conditions and the legislative and regulatory framework, including the implementation of an evolutionary path in the field of sustainability;
- regularly attended the CRS Committee meetings.

The CRS Committee, in supporting the Board of Directors in the exercise of the functions attributed to it within the ICRMS, with reference to sustainability:

- supports the Board of Directors in analyzing the issues relevant to long-term value generation, during the review and approval of the Company's and its Group's business plan;
- has the function to provide consultation and make proposals to the Board of Directors on sustainability matters and is responsible for overseeing sustainability issues connected to the company's business operations and its interaction dynamics with all stakeholders.

The CRS Committee is responsible for, among other things:

- monitoring sustainability issues, examining and assessing sustainability matters connected to the company's business operations and its interaction dynamics with all stakeholders;
- overseeing sustainability initiatives of the Issuer and of Companies belonging to the Diasorin Group;
- examining and assessing the system of data collection and consolidation to prepare the Sustainability Statement pursuant to Legislative Decree 125/2024;
- reviewing the Sustainability Statement, formulating a preliminary opinion to the Board of Directors called to approve this document, and
- expressing, upon request of the Board of Directors, opinions on sustainability issues.

Additionally, given the regulatory changes implemented by the CSRD, the CRS Committee:

- reviewed the main findings of the Gap Analysis completed in the first half of 2024 and of the work plan to comply with the regulatory provisions of Legislative Decree 125/24.
- assessed the methodological approach developed for identifying material impacts, risks, and opportunities (Double materiality analysis), both current and potential, positive and negative, resulting from the Company's operations or along the value chain, taking into account related outcomes;
- was updated on the review of the Sustainability Statement procedure;
- reviews the content of the relevant Sustainability Statement.

The administration, management and oversight bodies were informed about the impacts, risks, and opportunities and reviewed and approved, each within their respective areas of expertise, the related sustainability disclosure. The skills and experiences of the governance bodies are aligned with the material topics presented in this document. Throughout the year, the key management functions involved in the process participated in training sessions focused on the reference framework, the methodologies for applying the new EFRAG guidelines, and the main differences in data collection methods. The presence of experts who guide the Company on its sustainability path, coupled with these regulatory and ESG updates, significantly contributed to strengthen professional skills in the field of sustainability.

The Board of Directors plays a central role in relation to the key aspects regarding impacts, risks, and opportunities. Currently, the responsibilities of each body regarding impacts, risks, and opportunities are in line with legal provisions; nevertheless, there are no specific operational definitions within the directors' terms of office.

The management of the processes, controls, and governance procedures used to monitor, manage, and control the impacts is delegated to specific management roles. These roles operate under the direct supervision of the Board of Directors through the current system of delegated powers and proxies. Control over these commissions is exercised through active involvement in strategic and operational decision-making processes. The CRS Committee carries out preliminary, propositional and consultative functions, contributing to the definition of corporate strategies and to the supervision of control systems.

The Board of Directors has primary responsibility within the company organization, dealing with strategic and organizational guidelines. It has also the task of verifying the adequacy of the controls necessary to monitor the performance of the Issuer and of the Diasorin Group's Companies.

The CRS Committee regularly assesses the Company's ESG performance. The Company implemented a reporting procedure for the Sustainability Statement that defines roles and responsibilities for both corporate functions (reporting to the Board of Directors and to the CSR Committee) and local functions. The process involves different levels of data collection and an ongoing exchange of information, aimed at ensuring the proper consolidation of the Sustainability Statement from both a qualitative and quantitative point of view.

GOV-2 – Information provided to and sustainability matters addressed by the administrative, management and supervisory bodies

The Board of Directors of the Company assigned oversight of sustainability matters to the CSR Committee. The Committee is responsible for monitoring and assessing sustainability matters related to business activity and interactions with stakeholders. Annually, the CSR Committee receives information on the impacts, risks, and opportunities arising from the double materiality analysis, as well as updates on policies, actions, metrics, and targets for their management, primarily during the review of the Sustainability Statement. The Committee may participate in the approval of key sustainability policies. The Board of Directors approves the IROs and the Sustainability Statement on an annual basis.

When approving the business plan of the Company and of the Group, the Board of Directors, with the support of the CSR Committee, takes into account sustainability-related impacts, risks, and opportunities. Furthermore, it periodically reviews the Group's budget to assess the inclusion of any sustainability risks, as indicated by the CSR Committee.

As per Article 13 of the By-laws, the Board of Directors and the Board of Statutory Auditors receive updates at least every three months on the Issuer's and its subsidiaries' operations, focusing on material economic, financial, and asset transactions.

For extraordinary transactions of strategic importance, decisions are made after a due diligence process with the support of experts; however, no such transactions were carried out during the year. The CSR Committee reviewed the double materiality methodology and process to identify Impacts, Risks, and Opportunities.

Risk management is supported by an Enterprise Risk Assessment (“ERA”) which, as outlined in the next section, was taken into account in the risk identification process. The CSR Committee and the CEO review the risk assessment, including sustainability risks, to ensure its completeness in relation to the Group's characteristics and the activities carried out by the Issuer and its subsidiaries.

During the year, the Control, Risk and Sustainability Committee examined the double materiality methodology and process implemented to identify material Impacts, Risks, and Opportunities. The Sustainability Statement is approved by the Board of Directors.

Further information is provided in paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities.

GOV-3 – Integration of sustainability-related performance in incentive schemes

Diasorin's Remuneration Policy provides for a differentiated structure for the CEO/General Manager, the CCO, and Other Strategic Executives – and consists of a fixed and a variable component – structured with incentives tied to company profitability and intended for Management retention. These incentives are implemented through company incentive plans, including the allocation of Stock options and/or other Long-Term Incentive plans.

The payment of the variable annual remuneration is subject to a claw-back mechanism that may be activated by the Company (i) if the degree of achievement of the performance targets was calculated on the basis of incorrect or false data and the differences between the data used and the adjusted data did not allow the accrual of bonuses or a portion of the bonus; (ii) in the event of violation of the Code of Ethics (hereinafter the "Code").

10% of the 2024 MBO for the CEO and General Manager is based on the "Corporate Sustainability Reporting Directive" objective, which entails the management of the process to comply with this regulatory requirement.

For 2024, the variable component of remuneration is associated with both financial performance objectives and business objectives related to strategic projects. In particular, a qualitative ESG objective is included in the 2024 MBO plan for the CEO/General Manager, the CCO, and other Executives with Strategic Responsibilities, focused on Directive (EU) 2022/2464 (the so-called Corporate Sustainability Reporting Directive).

In the preparation of the Remuneration Policy, Diasorin carefully considered feedbacks provided by the financial community. In 2024, the variable remuneration linked to sustainability objectives and/or impacts represents 10% of the overall short-term variable remuneration.

The Board of Directors appoints a Remuneration Committee with preliminary, propositional and consultative functions regarding remuneration and compensation. This Committee establishes the compensation of Directors holding specific positions, following the Board of Statutory Auditors' opinion, and drafts remuneration plans based on stock option plans or other financial tools for directors, employees, and collaborators, including Executives with Strategic Responsibilities. Such plans are initially submitted for approval to the General Shareholders' Meeting, and then implemented. The achievement of objectives is verified by the Remuneration Committee on an annual basis.

GOV-4 – Statement on due diligence

When reporting the present disclosure, the Company took into consideration the main international tools that provide helpful guidance for the inclusion of the Due Diligence concept within sustainability processes. Specifically, reference is made to the United Nations Guiding Principles on Business and Human Rights and the Organization for Economic Co-operation and Development (hereinafter, 'OECD') Guidelines for Multinational Enterprises.

The following elements are an integral part of the process implemented for the Sustainability reporting, based on the tools currently employed within the company and linked to the due diligence concept. Together, these tools serve as a foundation for the implementation of a due diligence process, which will be further refined in the coming years.

The OECD Guidelines provide companies with the flexibility to adapt specific characteristics, measures, and due diligence procedures to their unique circumstances.

The key areas or processes for preparing the sustainability statement, where due diligence was implemented, can be traced back to:

- **Due diligence in governance, strategy, and business model**: the Group adopted a Code of Ethics and a governance system that comply with current regulations and self-regulatory provisions. The internal procedural system focuses on compliance, in order to prevent acts of corruption and fraud, as well as on the definition of corporate strategies by the relevant bodies. The due diligence process includes the identification of the group's main areas through structured tools such as, for example, the Enterprise Risk Assessment. These tools are regularly updated to reflect business changes, the strategic approach of the business model, and business relationships.

- **Value chain analysis**: mapping and understanding the company's supply chain and production cycle included a risk-based investigation addressing different sustainability-related aspects, such as respect for Human Rights along the supply chain, and the use of external sources. The Company also implemented sustainability and human rights policies.

- **Stakeholder engagement**: while carrying out the double materiality analysis, various internal business functions and external stakeholder categories were actively engaged. This engagement is performed at least annually during the review of material topics.

- **Identifying and assessing negative impacts**: the Company carries out due diligence on its suppliers to identify potential risks or negative effects. The outcomes of this activity are taken into account in the process of updating risk assessment. Additionally, as detailed in the chapter on the double materiality analysis, the identification and assessment of negative impacts take into account the due diligence concept. An exploratory study was conducted to identify all areas of the company's activity, including its operations and relationships, and supply chains. The Company took into account relevant elements, which include geographical information, product details, company risk factors, and known risks that the company has faced or is likely to face.

- **Taking action to address negative impacts**: as detailed in the following chapters, the Company established processes, implemented actions, and set objectives within its strategic plan to prevent and monitor negative impacts, whether current or potential. Furthermore, audit activities allow for the identification of any issues along the supply chain and for their management through action plans.

- **Tracking the effectiveness of these efforts and related communication**: Where deemed appropriate, the corporate bodies review the main issues that arose during the fiscal year, evaluate potential mitigation activities, and guide strategic choices and priorities.

Key elements of due diligence	Paragraphs in the sustainability statement
Embedding due diligence in governance, strategy and business model	Governance information (G1) Control, Risk and Sustainability Committee (ESRS 2)
Engaging stakeholders throughout all the crucial steps of the due diligence	Double materiality analysis and impact, risk and opportunity management (ESRS 2) Stakeholder engagement activities (ESRS 2) Engagement processes and channels (ESRS 2 and related Topical standards)
Identifying and assessing negative impacts	Double materiality analysis and impact, risk and opportunity management (ESRS 2) Climate change information (E1), Pollution (E2), Water and marine resources (E3) and Resource use and circular economy (E5) Governance information (G1-1 and G1-3)
Taking action to address negative impacts	Actions to mitigate negative impacts outlined in the Topical standard chapters of this Sustainability Statement Supply chain actions (S2)
Tracking the effectiveness of these efforts and communicating	Governance (ESRS2 GOV1 - GOV2 - GOV5) Governance information (G1) Supply chain actions (S2)

GOV-5 – Risk management and internal controls over sustainability reporting

When identifying and assessing risks and opportunities, both in its own operations and along the value chain, the Group pays prioritizes areas where these risks are most likely, considering the nature of activities, business relationships, geographical areas, and other relevant factors.

The annual review of the materiality analysis process, along with stakeholder engagement, enables effective risk monitoring. This process is carried out consistently with other risk assessment systems that are already used by the company, such as the Enterprise Risk Assessment. Furthermore, the process is carried out in accordance with the EFRAG guideline “IG 1: Materiality Assessment Implementation Guidance” and includes the involvement of internal functions to assess material risks and opportunities. The materiality assessment is guided by dialogue with the affected stakeholders. This process seamlessly integrates internal control and risk management systems, such as the Enterprise Risk Assessment. The model, developed over the past few years, serves as a valuable resource for managing risks within the Group.

To ensure the reliability and quality of sustainability information, avoiding errors and double counting, the Company implemented a procedure that defines the roles and responsibilities of the various functions involved in the reporting process. The process, which includes different levels of check, culminates in the Board of Directors’ approval of the Sustainability Statement. To mitigate the main identified risks, the Group's sustainability reporting team works with internal and external experts to gain a better understanding of operational procedures and establish governance for data collection and control systems.

In the reporting year, the Internal Audit incorporated non-financial information into its work plan, monitoring specific sustainability indicators. The relevant outcomes of these checks are regularly communicated to the governance bodies through the department’s usual notifications.

The activities planned for 2025 include the development of the internal control system framework for the Sustainability Statement and the structural implementation of an advanced operating model.

Strategy

SBM-1 – Strategy, business model and value chain

The Diasorin Group's business model starts from the healthcare needs and turn them, through research, into innovative diagnostic answers and solutions.

Over time, the Company has demonstrated the ability to seize opportunities arising from macro-trends and/or those resulting from extraordinary exogenous events, such as, by way of example, the COVID-19 pandemic, adapting its business model. The attention to the market, competitors and the needs of its customers has found strategic expression in the acquisition of Luminex, a leading molecular diagnostic Company.

Through this acquisition, the Group's has incorporated a highly complementary business into the laboratory diagnostics, which has always been served by Diasorin. During this expansion the company has developed its own systems for risk management, expanding its technological portfolio to the range of life science solutions that support research and development in the clinical and pharmaceutical fields and, at the same time, strengthening its position in the US market.

The Company has been reporting sustainability disclosure since 2016, demonstrating the resilience of its strategy and business model.

The Group's strategy is primarily based on technology: research and innovation are considered key elements for the development of shared economic and social value.

The main strategic areas are:

Immunodiagnostics

In 2024, Diasorin consolidated its leadership in the immunodiagnostics sector, confirming its dedication to the ongoing enhancement of its products and services and increasing its market penetration in the U.S. and Europe. 2024 was a year of strong growth thanks to the launch of new diagnostic solutions that meet the increasingly complex needs of healthcare professionals and patients and to the growth and consolidation of products that are already on the market.

An example is the MeMed BV® test for the differentiation between bacterial from viral infection since often both can cause similar symptoms. The test was developed by the Israeli company MeMed and commercialized by Diasorin in the United Staes and Europe. The test is based on the definition of a diagnostic/clinical algorithm combining and interpreting the result of three protein markers of the immune response. It was obtained following studies and validation conducted on thousands of patients over the last ten years.

Another innovative diagnostic solution is the LymeDetect test for the early diagnosis of Lyme disease caused by tick bites transmitting the bacterium Borrellia to humans.

LymeDetect is an in vitro assay designed for the LIAISON platforms. The assay exploits the combination of 3 markers of the immune response, by combining 2 conventional serology tests for determination of specific *IgG* and *IgM* antibodies to *Borrelia* and a test based on the cell-mediated immune response featuring the QuantiFERON technology developed by QIAGEN.

The test allows to identify patients who in the first 3-4 weeks after the tick bite have been infected with the Borrellia bacterium, with greater sensitivity than current methods, thus allowing patients to benefit promptly from a specific antibiotic treatment to prevent side effects of the disease, such as disabling neuropathies. The LymeDetect® test was submitted to the U.S. FDA in December 2023.

Furthermore, Diasorin is developing the new LIAISON XL (introduced during the Investor Day held in December 2023 as LIAISON® XXL project) to meet the needs of larger laboratories.

Among the new products launched in 2024, it should be noted the LIAISON *Streptococcus pneumoniae* Ag assay to diagnose and discriminate, along with other tests that are already in Diasorin menu, pneumococcal pneumonia from other lung infections with a simple, one-of-a-kind testing method.

Molecular diagnostics

Diasorin's molecular diagnostics testing solutions are based on instruments that allow for simultaneous detection of up to four different pathogens (single/low-plex technology), or tens of pathogens (multiplex technology).

The key platform for low-plex technology is the LIAISON MDX that, in 2024, consolidated the Luminex customer base following the discontinuation of the ARIES platform. The LIAISON MDX menu continues to grow with new discriminating specialty tests while the LIAISON MDX Plus is under development. This instrument is the evolution of the current LIAISON MDX in terms of connectivity and usability. In 2024, Diasorin also launched on this platform a one-of-a-kind assay for detection of *Candida auris*, an emerging, multi drug-resistant fungal pathogen commonly found in healthcare settings.

The key platform for multiplex technology is the LIAISON PLEX® that, launched in 2024, introduces an innovative approach to flexibility in its core market. The platform features the so-called flex technology: a "pay per use" solution that enables laboratories to have access to the potential of multiplexing solutions in a flexible and cost-saving way by promoting clinical appropriateness and directly correlating the price paid to the amount of test results reported.

The current offering available on the platform includes the LIAISON PLEX Respiratory Flex Assay and the LIAISON PLEX Yeast Blood Culture Assay panels. Both received US FDA 510(k) clearance. In 2024, Diasorin submitted to the US FDA two additional panels to complete the offering for the diagnosis of blood stream infections (Blood Culture), the LIAISON PLEX Gram-Negative Culture Assay and the LIAISON PLEX Gram-Positive Culture Assay, subject to 510(k) approval.

Lastly, in 2024 the company continued to develop and validate the LIAISON NES platform and its first panel of tests for simultaneous detection of COVID Flu A/B and RSV infection. This instrument provides specific and high reliable tests, generating results in a short time (about15 minutes). The platform is intended for decentralized laboratories, thus meeting the growing needs of Point-of-Care solutions.

Licensed Technologies

Diasorin's strategy in this business area is based on the xMAP microspheres technology, on strengthening partnerships, on the geographic expansion of the customer base and on the offering of xMAP INTELLIFLEX system that has been recently launched on the market. This one-of-a-kind platform allows for the measurement of 2 parameters per analyte for up to 500 analytes detected in each sample.

In this market segment, Diasorin operates through a "business-to-business" offering by delivering a unique technology developed by Luminex and based on complex analyzers and microparticles to diagnostic and Life Science companies that use it to develop and commercialize solutions for their customers (diagnostic laboratories for the former and pharmaceutical companies for the latter).

Sustainability strategy

The Diasorin Group operates in the diagnostics sector, placing health and the scientific approach at the hearth of all its action. Throughout and around each manufacturing site, in the communities where the Company operates, in schools and treatment facilities, Diasorin strives for a fair and sustainable future. This commitment is reflected in its products and services, which meet the needs of stakeholders. The mission to "build well-being" translates into activities, projects and initiatives that promote health, scientific progress, commitment to local communities, and talent in all its forms.

The Diasorin Group's mission is "to contribute to improving the health of the population through the marketing of diagnostic tests that permit more effective and aware medical decisions whilst curtailing public spending on health, according to the policy issued by the Ministry of Health and equivalent bodies"

This mission is achieved through four main components:

- innovation and technological excellence;
- engaged customer relationship;
- engaged supplier collaboration;
- steady improvement of the quality culture.

The approach of the Diasorin Group to sustainability has its origins in its business. 2023 was the first year of the Group's three-year ESG plan, with the direct involvement of the Board of Directors. In response to sustainability regulations introduced at the European level, the Group embarked on a journey towards CSRD.

The first step was taken in 2024, through an analysis of the main gaps in existing policies, actions and targets compared to the non-financial statement 2023.

Areas for improvement emerged from this Gap Analysis, for which the Company is planning a process that will take into account the business model and the related strategic guidelines adopted.

In the coming years, the Group will, where deemed appropriate, redesign its objectives, defining the necessary integrations and updates policies and actions.

Currently, the 2023-2025 Sustainability Plan identifies a series of ESG (Environment, Social, Governance) commitments, demonstrating how these aspects have become an integral part of the strategic choices, meeting both internal needs and external stakeholder expectations.

Environment	Social	Governance
Reducing GHG emissions	Providing the Company with a meritocracy policy that promotes talent while ensuring equal opportunities regardless of gender, status, race, and religion	Defining and implement a Group ESG policy
Improving Diasorin's energy efficiency worldwide	Implementing a Group Engagement Survey on the workplace	Defining the ESG Governance
Keeping the Group's Health, Safety, and Environment Management System aligned with ISO 14001 (environmental management systems) and ISO 45001 (occupational health and safety management system) standards to manage the reduction of employee risks and/or accidents and environmental management aspects.	Aligning local social responsibility initiatives with the existing Group policy that identifies the types of actions that can be implemented in local communities.	Setting up an internal training program to disseminate the sustainability culture and understanding of ESG issues

There are no specific sustainability commitments aimed at managing risks or impacting stakeholders differently based on product type, customer category, or specific geographical areas.

The Plan, which was launched in 2022 and will end in 2025, saw the achievement of numerous objectives. This document will provide a summary of these public commitments in each section, emphasizing that they do not fall within the definition of objectives as defined by the ESRSs.

Sustainability and strategy

The Group's business and sustainability strategy is reflected in the products provided, whose manufacturing process involves both internal activities and external suppliers. The Group adopts a supply strategy based on solid and consolidated relationships, focused on dialogue and collaboration, with the aim of ensuring high quality standards.

Step 1: Raw materials and product development

Immunodiagnostics	Molecular diagnostics	Licensed technologies
The Group produces both the end product and, in most cases, all the required components. The process of product development involves two phases: "upstream" and "downstream". During the "upstream" phase the desired quantity of bioreagents is produced through fermentation or cell culture techniques. In the "downstream" phase bioreagents are purified to separate proteins or monoclonal antibodies (raw material) from other cellular components of the recipient organism. Usually, this process is carried out through chromatography techniques.	Likewise other producers, Diasorin purchases and/or develops the components necessary for the end product from external suppliers and in-house manufacturing. In the case of a purchase from external partners, the components are produced by companies in the Life Sciences sector from whom the Group purchases three key components for product development: oligonucleotides, enzymes and reaction buffers	As regards the xMAP Licensed Technologies business, which joined the Diasorin's business scope through the Luminex acquisition, the company develops and produces proprietary microspheres encoded with fluorescent dyes and coated with specific reagents and mixed so as to detect multiple targets in a single sample. In addition to these reagents, Diasorin develops and produces, through Luminex, platforms and software that can analyze bead-based assays, together with calibration, verification and maintenance reagent kits for xMAP instruments.

Step 2: Manufacturing

Immunodiagnostics	Molecular diagnostics	Licensed technologies
The kits are assembled using raw materials, the origin of which can be synthetic or biological (human or animal), to create semi-finished components that will be later combined with other components to produce final reagents, as part of a completed kit. Some initial components, such as buffers and cleaning solutions, can be found in different products and prepared in large batches that will be distributed, at the end of the process, in single kits. Other components (such as solids, markers, controls and calibrators, etc.) are specifically designed for each single test. Production levels are defined on the basis of batch size of the end product. Each component is subject to the strictest quality control before entering the market. Kit components are assembled in finished kits and subject to quality control, in terms of performance, in accordance with international standards (for example: WHO, CDC etc.) or tested vis-à-vis the performance of selected sample	Products are manufactured with the use of a solution containing an exact quantity of raw material (enzymes, primers, buffers,) called reaction mix, which is dispensed into vials as part of kits available for sale. End products are stored in temperature-controlled warehouses and distributed, through specialized logistics operators, to warehouses or local distributors to be finally delivered to end customers. End products are stored in temperature-controlled warehouses and distributed, through specialized logistics operators, to warehouses or local distributors to be finally delivered to end customers.	The xMAP microsphere are produced and made available to licensees of the technology, or partners, who use these microspheres to manufacture their products and kits for various applications, including, but not limited to, transplant and molecular diagnostics, immunodiagnostics and research in the field of life sciences. The platforms used to read test results and developed using xMAP microsphere technology are produced and sold to licensees and distributors for resale. In addition to production and sales to partners Diasorin, through Luminex, sells to end users both the microspheres, which are used for the development of custom tests, and a limited number of platforms to support the aforementioned applications. By using the xMAP microspheres, Diasorin finally produces a limited number of kits featuring niche applications, which are marketed directly to customers.

batches. End products are stored in temperature-controlled warehouses and distributed, through specialized logistics operators, to warehouses or local distributors to be finally delivered to end customers. End products are stored in temperature-controlled warehouses and distributed, through specialized logistics operators, to warehouses or local distributors to be finally delivered to end customers.		

Step 2: Distribution

Immunodiagnostics	Molecular diagnostics	Licensed technologies

Direct sales usually include sales made through:

- public calls for tenders in countries which rely on public health systems, through open tendering procedures;
- supply contracts with private customers that define the general supply terms, including costs, minimum quantities and payments terms.
- letters of offer used for limited sales of reagents that are not combined with analyzers; distribution contracts under which a third-party distributor purchases products from Diasorin and resell them on relevant markets.

In most cases, the Diasorin Group provides customers with its medical instruments under gratuitous loan contracts, on the basis of reagent supply contracts; pursuant to these loan contracts, Diasorin provides technical assistance. According to this business model, investments on installed instruments and service costs are expected to be offset by sales of the reagent kits that will be used on the analyzer platform, which is a closed system (i.e., these instruments work exclusively with Diasorin reagents and vice versa).

As regards the xMAP technology, Diasorin mainly sells products through global or international partners who resell the xMAP instruments, usually together with specific analysis software, for use with kit products based on the xMAP microsphere technology. In addition, Diasorin sells single beads directly to end users, for use in custom applications, as well as services to support the development of tests, kit products and tools for specific applications.

A breakdown of revenues by geographic area (operating segment) is provided in the note to paragraph " Segment information at 31 December 2024 and at 31 December 2023"

Revenues by technologies (in %)	2024	2023
ex-COVID Immunodiagnostics	66.2%	62.7%
Ex-COVID Molecular Diagnostics	17.2%	17.2%
Licensed Technologies	14.4%	15.0%
COVID	2.2%	5.1%
TOTAL	**100%**	**100%**

Relevant markets are illustrated in detail in the notes to the financial statements, paragraph 1, which reports revenues by geographic area.

The customer and market profiles remained largely unchanged from the previous year, and no material changes were made to products and/or services. The Company does not operate in the fossil fuel, controversial weapons, or tobacco farming and production. Furthermore, it does not produce chemical products, in compliance with (EC) Regulation No 1893/2006.

It should also be noted that the largest portion of the Group's workforce is based in Italy (790 employees) and in the USA (1,562 employees), with a prevalence of permanent contracts. More details can be found in the "Social Information" section.

Value chain management

The supply chain management is crucial to ensure that products and services purchased comply with the Group's quality requirements and local regulatory requirements.

Upstream

Extraction of **organic** raw materials (ie blood bank, donors, animals and worldwide collection centers)	**Extraction** of **general** raw materials the petrolium, silicon, aluminium, paper and cardboard etc.) and trasformation	► **Inbound logistics**
Laboratory **production** and processing of **organic** raw materials	**Production** and processing of **general** raw materials (plastics, shemical. substances, cardboard, etc.)	► **Inbound logistics**
Purchase of **organic** raw materials	**Purchase** of **general** raw materials	► **Utilities supply** ► **Inbound logistics**

Own Operations Diasorin

- **R&D** Activities
- **Production** and conservation
- **Quality** control
- **After-sales** service

Downstream

Diagnostic Activities	**Diagnostic** machinery **repair** activities	► **Outbound logistics**

End-users (Hospitals, Diagnostic Centers, etc.)

End-of-life of the products (disposal or gefurbish)

The Group has solid and collaborative relationships with American, Italian and German suppliers. The products provided can be mainly classified into three macro-categories:

- **organic raw materials**: used in the production of active pharmaceutical ingredients (APIs). For small molecules, this process involves the conversion of chemical raw materials, solvents, reagents, catalysts, and other materials through multi-step chemical syntheses employing various processing technologies. For large molecules (e.g., biologics or vaccines), APIs are manufactured through different types of fermentation and bioprocessing methods.
- **Purchase of "consumables"**: such as sample tubes and cuvettes, which are required to comply with chemical and biological compatibility standards, as well as ensure durability.
- **Equipment**: Components and semi-finished products for assembling the Group's diagnostic equipment.

Supplier evaluation and management are governed by internal procedures that include selection and monitoring criteria based on parameters such as non-compliance, punctual deliveries, incoming inspection results, and post-market feedback. This strategy ensures that suppliers effectively contribute to achieving the Group's quality and sustainability objectives.

With respect to the downstream supply chain, both immunodiagnostic and molecular diagnostic products are primarily intended for hospitals and testing laboratories, whether public or private, of small, medium, and large dimensions. Licensed Technology products are mostly used by companies operating in the in vitro diagnostic companies, which purchase platforms and microbeads to develop and produce proprietary tests to be launched on the diagnostic market or by Life Science and pharmaceutical companies that use Diasorin products for research tests.

SBM-2 –Interests and views of stakeholders

A description of the internal and external stakeholders whom the Diasorin Group interacts with is provided below:

- Institutional stakeholders (Shareholders, Regulators, Government)
- Partners
- Customers and medical community
- Employees
- Suppliers
- Local communities

Diasorin engages in direct dialogue with its stakeholders through meetings, participating in industry conferences, roadshows, forums, scientific, financial and business-related events, or via the Group's digital channels such as its corporate website, social media networks and other digital platforms.

Stakeholder engagement activities include institutional relations and advocacy initiatives promoted by the Company, both in person and remotely, towards public institutions, regulatory bodies, and other stakeholders. The purpose is to ensure the legitimate representation and dissemination of matters of interest to the Group, such as healthcare spending plans, employment opportunities, and value generation for the countries in which the Group operates. Major communication strategies also include Diasorin's attendance at international events: for example, Euromedlab, Clinical Virology Symphosium (CVS), European Congress of Clinical Microbiology and Infectious Diseases (ECCMID) two conferences organized by the American Society for Microbiology (ASM) and by Association for Diagnostics & Laboratory Medicine, and dedicated to infectious disease and, more generally, biochemical laboratory. Such events also enable direct contact with customers. Italian initiatives include the events organized by Amcli, Sibioc, Sipmel, Siml, Elas, and the Forum Risk Management in Arezzo.

With respect to the interests, opinions, and rights of consumers and end-users, local communities, employees, and workers along the value chain, it is important to highlight that their engagement not only help shape the company's strategy and business model, but is also crucial for preventing adverse effects on them and enhancing positive effects. The governance bodies are informed about the opinions and interests of stakeholders through the functions responsible for dialogue with each of them, based on the relevance of the impacts linked to the company's business strategy and model.

Customers and medical scientific Community

Customer relationship is managed through constant contact with the After Sales function, which is responsible for monitoring and managing satisfaction with diagnostic and life science solutions, and for identifying customer needs and business opportunities. Dialogue with customers is also conducted through customer satisfaction surveys and daily interaction. Finally, to meet customer needs, also in light of the IVDR (In Vitro Diagnostic Regulation), post-market surveillance is carried out concerning their feedback on the products.

In 2024, Diasorin strengthened its global communication initiatives for emergency laboratories, involving professional figures such as Clinical Specialists and Medical Liaison Specialists whose role is to facilitate communication and information exchange between the world of laboratories and the clinical world.

The Group's core customers are both private and public diagnostic laboratories. The company is served by a network of distributors specialized in diagnostic services in countries where it does not have a direct presence.

Local communities

The Diasorin Group is committed to its relationship with **local communities**, engaging in continuous dialogue, also through Fondazione Diasorin. The Company is actively involved in training individuals and developing personal skills across the various geographical areas where it operates. Diasorin believes that supporting local communities is a sustainable investment for the future, because it contributes to creating and maintaining an environment that fosters business and innovation.

Suppliers

Supplier relationship is principally managed via the Procurement function. The Diasorin Group monitors its suppliers, mainly through on-site or remote audits. Audit activities are conducted on the basis of a careful risk assessment. Currently, supplier selection and monitoring are not structured according to sustainability parameters. However new suppliers are subject to a due diligence process that evaluates governance, financial status, quality, and health and security aspects.

Employees

Keeping a regular dialogue with **employees** is an opportunity to interact and foster a constructive relationship, based on mutual respect and trust. The Group has long been actively involved in programs that encourage people's engagement and reinforce the sense of belonging. Additionally, new procedures and actions are being planned and developed to address the identified IROs.

Institutional stakeholders

From the time of its listing on regulated markets, the Diasorin's delegated bodies have worked actively to maintain ongoing dialogue with Shareholders. For this purpose, the Issuer internally established specific corporate units for engaging with general Shareholders, Institutional Investors, and other Relevant Parties. Specifically, Diasorin has set up a specific Investor Relations office, which can be reached by email or phone at the contact information provided on the Company's website, in the Section "Investors" - “Keep in touch”. The office maintains constant contact with stakeholders, organizing institutional meetings and facilitating continuous communications throughout the year, frequently resulting in spontaneous moments of discussion.

The Investor Relations office serves as first contact point for all shareholders' requests for a dialogue with the Company, and specifically:

- Directly receives, or through external PR companies, all requests for dialogue, including those addressed to the Board, specific Board Committees, or individual Board members;
- manages requests according to the guidelines established by this Policy, taking into account the information already provided by the Company. In the event that a specific Board Committee or an individual member of the Board of Directors receives a request from a stakeholder, such request is promptly forwarded to the Investor Relations office.

The Company has implemented an **Engagement Policy** to manage dialogue with its general shareholders.

Further information on engagement approaches can be found in the dedicated section of each thematic ESRS.

SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

The opinions and interests of stakeholders during the aforementioned engagement phases are a useful tool for the Company to identify and, where deemed necessary, address any issues, including those related to human rights compliance, that may have an impact on the company's strategy or business model. Considering the interests expressed by stakeholders, as of today, there is no perceived need to make changes to the Group's strategy or business model.

Currently, the Group pursues sustainability commitments as defined by the 2023-2025 ESG Plan. This document also outlines the processes and actions taken by the Group, and the upcoming short-term developments in relation to the management of sustainability matters associated with relevant IROs.

The financial effects currently identified by the analysis of material risks and opportunities appear to be limited compared to the economic and financial flows. No asset impairments associated with these risks were registered.

With reference to climate change, the Group has increased investments in projects aimed at reducing Greenhouse Gas emissions (hereinafter also "GHG"), for more information please refer to the Taxonomy section. Furthermore, there are also minor impacts relating to the costs connected to the ESG plan and the incentive systems linked to the sustainability plan.

The economic resources allocated to ensure compliance with the CSRD and the EU Taxonomy are similar to those of the past year.

Risk	Time horizon	Where risk arises
Risk related to unethical behavior and corruption	Short-term	Own operations

Failure to comply with laws and regulations due to unethical behavior and corruption can result in increased costs due to fines and penalties. The internal control system for managing the risk associated with Bribery and Corruption is mainly overseen by the Organization through the Code of Ethics, the Organizational Models pursuant to Legislative Decree 231/2001 of Diasorin S.p.A. and of its subsidiary Diasorin Italia S.p.A., and the whistleblowing procedure.

Among the aforementioned risk mitigation actions, the Board of Directors of Diasorin S.p.A. adopted and implemented the organization and management model ("Model") provided for by Legislative Decree No. 231 of 8 June 2001. The Model is part of the broader control system constituted by the Corporate Governance rules and by the Internal Control and Risk Management System in force in the company and the Group.

Risk	Time horizon	Where risk arises
Difficulty in recruiting and retaining highly qualified and specialized employees and consequent increase in personnel costs	Long-term	Own operations

The risk associated with potential difficulties in recruiting and retaining highly qualified and specialized employees may lead to an increase in personnel costs.

Staff training and development constitutes a significant risk for the Group: given the highly technical-scientific profile of Diasorin employees. The lack of interventions aimed at maintaining and updating knowledge could have potentially material impacts. This aspect is even more evident considering the nature of the Group's business, which is focused on knowledge and scientific research. In light of this, the Group has developed a structured path for employee training and development, starting from their first day at the Company.

Risk management is carried out through training courses and well-being activities combined with a performance review system aimed at increasing retention, company attractiveness, and meritocracy towards all employees.

Finally, as outlined in the description of the business model, the Company identifies research, development, and innovation as a potential opportunity for the development of its market. Further information about R&D ("Research and Development") topics is provided in the dedicated section ("ESRS ENTITY-SPECIFIC - Research, innovation and technological excellence").

Impact, risk and opportunity management

IRO-1 –Description of the processes to identify and assess material impacts, risks and opportunities

In line with the requirements introduced by the Corporate Sustainability Reporting Directive (CSRD), Legislative Decree No. 125 of 6 September 2024 (Legislative Decree 125/2024), as well as considering the provisions of the European Sustainability Reporting Standards (ESRS), the Diasorin Group carried out the double materiality analysis with the aim of identifying the material impacts, risks, and opportunities, as well as dependencies, associated with sustainability issues for all Group entities, their geographical location, and the main suppliers in its value chain. The process carried out is in line with the ESRSs and takes into account the guidelines issued by the European Financial Reporting Advisory Group (EFRAG): IG1 Materiality Assessment Implementation Guidance, IG2: Value Chain Implementation Guidance. Unlike previous years, the double materiality analysis takes into account two different perspectives: **impact materiality**, a perspective that has led to the identification of positive and negative, actual and potential impacts on people or the environment relevant to the Group in the short, medium, or long term. The impacts include those related to the company's own operations and the upstream and downstream value chain, also through its products, services and business relationships; and the **financial materiality** perspective, through which the risks and opportunities connected to material sustainability issues were identified. A sustainability matter is material from a financial perspective if it triggers or could reasonably be expected to trigger material financial effects on the company, its financial position, financial performance, cash flows, its access to financing, or cost of capital over the short, medium, or long term.

In particular, the process carried out was structured as follows:

1) Analysis and understanding of the organizational and business context

Analysis of the Group's activities and value chain to identify and characterize the main phases and business relationships in which sustainability-related impacts, risks, and opportunities may arise, both within direct operations and along the value chain. Concurrently, an analysis of relevant internal documentation was carried out, useful for identifying potentially material issues for the Group.

The analysis helped to understand and confirm the mapping of the main stakeholders of the Group.

2) Identification of sustainability-related impacts, risks, and opportunities

- Identification of impacts: based on the results of the context analysis and taking into account information provided by recognized public sources[1], the current or potential, positive or negative impacts generated by Diasorin directly or indirectly, through short, medium, and long-term business relationships, highlighting, where necessary and/or applicable, specificities related to geographies and/or activities conducted.
- Identification of risks and opportunities: as part of the Risk Assessment activities, the main risks and opportunities associated with sustainability issues, as well as any dependencies on environmental and social resources, were identified taking into account the evidence emerging from internal documentation and risk assessment tools already in place within the company (including the Group's Enterprise Risk Assessment)

[1] *Public sources include: ENCORE (Exploring Natural Capital Opportunities, Risks and Exposure) database developed by the Taskforce on Nature-related Financial Disclosures (TNFD), Corruption Perception Index 2023 published by Transparency International, Water Risk Atlas developed by the World Research institute, WWF Biodiversity Risk Filter.*

3) Materiality assessment of impacts, risks and opportunities

- Definition of the impact, risk, and opportunity assessment model: in accordance with the reference literature, the impact assessment model took into account the parameters that define the severity of the impact (magnitude, scope, and irremediable nature - for negative impacts only) and the likelihood of occurrence (for potential impacts only). For the assessment of risks and opportunities, the parameters considered were magnitude (measured on the basis of quantitative and qualitative parameters) and likelihood of occurrence. For both perspectives, the model provided for rating scales from 1 (Low) to 4 (Critical) in line with the Group's Enterprise Risk Assessment.

The risk assessment took into account quantitative parameters such as EBITDA, as well as qualitative parameters such as, by way of example, the legal and regulatory context, reputational repercussions, and operational and strategic repercussions.

It should be noted that, as required by the guidelines for Human Rights-related issues, priority was given to severity over the probability parameter by applying a corrective factor.

- Assessment of IROs: the impact assessment was carried out by the so-called 'Subject Matter Experts', i.e., representatives of the relevant company functions, through dedicated interviews. In the assessment, the representatives took into account the interactions held with stakeholders, including the affected communities, during the year in question; however, it should be noted that no specific consultations were carried out except as reported in the point below.

- Stakeholder engagement: questionnaires were used to engage stakeholders in the process. Specifically, the engagement took into account what was carried out in the 2023 fiscal year, during which customers and employees were involved. No external experts were involved. To gather feedback from various stakeholders, the Company decided to engage suppliers and employees, asking them to assess the Impacts, Risks, and Opportunities within their areas of expertise. They were also asked to highlight any issues that were particularly material to them.

4) Prioritization and definition of material impacts, risks and opportunities

The assessment outcomes were consolidated by calculating their average, so as to give equal importance to all stakeholders. The materiality threshold was defined for topics whose final assessments were greater than 3 (major) for both impacts and risks. This threshold made it possible to identify the material IROs for the Diasorin Group. The process also included a Top Management's and governance bodies' review of the methodology and findings in order to assess their compliance with regulations. A correlation was then made between the negative impacts and the risks. The findings of these assessments and the impact-risk correlation allowed the company to understand the priority issues.

5) Sharing results with responsible corporate bodies

The list of material impacts, risks, and opportunities was shared with the Control, Risk, and Sustainability Committee, and the outcomes were validated, as part of the approval of the sustainability statement, by the Group's Board of Directors on 14 March 2025.

The table lists the material IROs, detailing their characteristics and associated topics. It should be noted that there are no material impacts arising from the company's strategy or business model.

Summary table – impacts, risks and opportunities

Topics	Risks/Opportunities or impacts	Impact effect	Type of impact	Time Horizon	Position along the value chain
E1 – Climate change	GHG emissions produced by Diasorin throughout its own operations (Scope 1 e Scope 2), primarily attributable to its manufacturing processes	Actual Impact	Negative	ST	Own operations
	Greenhouse gas emissions generated along the value chain (Scope 3), primarily due to the supply chain and the global distribution of diagnostic products	Actual Impact	Negative	ST	Upstream and downstream of the value chain upstream and/or downstream
	The consumption of fossil fuels and electricity in Diasorin's business operations generates negative environmental impacts, such as increased concentrations of greenhouse gas (GHG) emissions in the atmosphere and climate change.	Actual Impact	Negative	MT	Own operations
E2 - Pollution	The release of air pollutants, caused by value chain activities (e.g., NOx, SOx, PM), negatively impacts air quality (physical and chemical properties).	Actual Impact	Negative	ST	Upstream and downstream of the value chain
E3 – Water and marine resources	Water withdrawal and consumption contribute to its depletion, especially in water-stressed areas	Actual Impact	Negative	MT	Own operations
	Water withdrawal and consumption for upstream activities in the value chain contribute to the depletion of this resource, especially in water-stressed areas	Actual Impact	Negative	MT	Upstream value chain
E5 – Use of resources and circular Economy	The use of non-renewable materials in manufacturing, particularly plastics and iron, contributes to resource depletion	Actual Impact	Negative	ST	Own operations and upstream value chain
	Production of diagnostic devices with low recyclability and/or single-use products	Actual Impact	Negative	MT	Own operations
	Waste generation throughout business activities negatively contributes to environmental conditions	Actual Impact	Negative	ST	Own operations
S1 – Own workforce	Negative impact on employees due to a lack of social protection against income loss caused by major life events	Potential Impact	Negative	ST	Own operations
	Employee well-being and work-life balance thanks to effective welfare plans	Actual Impact	Positive	ST	Own operations
	Promoting management systems to continuously improve occupational health and safety impacts the reduction of accidents and occupational diseases	Actual Impact	Positive	MT	Own operations
	Job-related accidents and occupational diseases can negatively impact the lives of employees.	Actual Impact	Negative	ST	Own operations
	Employee discrimination regarding treatment and equal opportunities, perception of unfair conduct due to the prevalence of individuals from overrepresented groups - gender, ethnicity, religion - in higher-level positions, resulting in worsening working conditions.	Potential Impact	Negative	MT	Own operations
	Developing employee skills and professional growth opportunities through appropriate training and skill development plans	Actual Impact	Positive	MT	Own operations
	Problems with hiring and retaining top-tier and specialized employees decrease the company's attractiveness.	Risk		LT	Own operations
S2 – Workers in the value chain	Job-related accidents and occupational diseases can negatively impact the lives of employees along the value chain.	Potential Impact	Negative	MT	Upstream value chain

	Violation of workers' human rights along the value chain involving forced labor cases that negatively affect employee well-being *1*	Potential Impact	Negative	ST	Upstream value chain
S3 – Affected communities	Supporting local communities through targeted initiatives that promote community well-being	Actual Impact	Positive	BT	Downstream value chain
S4 – Consumers and end users	Developing innovative products and ensuring a consistent supply to support diagnostic activity and safeguard patient health and safety	Actual Impact	Positive	MT	Own operations
G1 – Business conduct	Developing a corporate culture based on the principles of ethics, integrity, and transparency positively contributes to creating a reliable work environment with a direct impact on employees, business partners, and external stakeholders	Actual Impact	Positive	MT	Own operations
	Risks related to unethical behavior and corruption	Risk		BT	Own operations
Entity specific – Research, innovation and technological excellence	Expanding R&D activities, optimizing decision-making processes through investments in R&D and integrating artificial intelligence make it possible to deliver new products and services and meet patients' medical needs	Potential impact	Positive	MT	Own operations
Entity specific – Research, innovation and technological excellence	Increase market share through research and development and innovation	Opportunity	Positive	LT	Own operations and downstream value chain

[1] *Human rights*

IRO-2 – Disclosure requirements in ESRS covered by the undertaking's sustainability statement

List of information items under cross-cutting and thematic principles derived from other EU legislative acts (annex B)

Disclosure requirement and related datapoint	SFDR Reference	Third pillar reference	Benchmark regulation reference	EU climate law reference	2024 Sustainability statement chapter
ESRS 2 GOV-1 Board's gender diversity, paragraph 21, letter d)	X		X		GOV-1- The role of the administrative, management and supervisory bodies
ESRS 2 GOV-1 Percentage of board members who are independent, paragraph 21, letter e)			X		GOV-1- The role of the administrative, management and supervisory bodies
ESRS 2 GOV-4 Statement on due diligence, paragraph 30	X				GOV4 - Statement on due diligence
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40, letter d), point i)	X	X	X		Not applicable
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40, letter d), point ii)	X		X		Not applicable
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40, letter d), point iii)	X		X		Not applicable
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco, paragraph 40, letter d), point iv)			X		Not applicable
ESRS E1-1 Transition plan to reach climate neutrality by 2050, paragraph 14				X	ESRS E1 - Climate change
ESRS E1-1 Undertakings excluded from Paris-aligned benchmarks, paragraph 16, letter g)		X	X		ESRS E1 - Climate change
ESRS E1-4 GHG emission reduction targets, paragraph 34	X	X	X		E1-4 - Targets related to climate change mitigation and adaptation
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	X				E1-5 - Energy consumption and mix
ESRS E1-5 Energy consumption and energy mix Paragraph 37	X				
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43.	X				
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	X	X	X		E1-6 –Gross Scopes 1, 2, 3 and Total GHG emissions

ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	X	X	X		E1-6 –Gross Scopes 1, 2, 3 and Total GHG emissions
ESRS E1-7 GHG removals and carbon credits, paragraph 56				X	Not applicable
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			X		Not applicable
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk, paragraph 66 letter a) ESRS E1-9 Location of significant assets at material physical risk, paragraph 66, letter c)		X			Not applicable
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67, letter c)		X			Not applicable
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			X		Not applicable
ESRS E2-4 Amount of each pollutant listed in Annex II of the EPRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	X				Not applicable
ESRS E3-1 Water and marine resources, paragraph 9	X				E3 - WATER AND MARINE RESOURCES
ESRS E3-1 Dedicated policy, paragraph 13	X				E3 - WATER AND MARINE RESOURCES
ESRS E3-1 Sustainable oceans and seas, paragraph 14	X				Not applicable
ESRS E3-4 Total water recycled and reused paragraph 28, letter c)	X				E3 - WATER AND MARINE RESOURCES
ESRS E3-4 Total water consumption in m3 per net revenue on own operations, paragraph 29	X				E3 - WATER AND MARINE RESOURCES
ESRS 2 SBM-3 – E4 paragraph 16, letter a), point i)	X				Not applicable
ESRS 2 SBM-3 – E4 paragraph 16, letter b)	X				Not applicable
ESRS 2 SBM-3 – E4 paragraph 16, letter c)	X				Not applicable
ESRS E4-2 Sustainable land/agriculture practices or policies paragraph 24, letter b)	X				Not applicable
ESRS E4-2 Sustainable oceans / seas practices or policies, paragraph 24, letter c)	X				Not applicable
ESRS E4-2 Policies to address deforestation, paragraph 24, letter d)	X				Not applicable

ESRS E5-5 Non-recycled waste, paragraph 37, letter d)	X				E5-5 - Resource outflows
ESRS E5-5 Hazardous waste and radioactive waste, paragraph 39	X				E5-5 - Resource outflows
ESRS 2 – SBM 3 – S1 Risk of incidents of forced labor, paragraph 14, letter f)	X				Not applicable
ESRS 2 – SBM3 – S1 Risk of incidents of child labor, paragraph 14, letter g)	X				Not applicable
ESRS S1-1 Human rights policy commitments, paragraph 20	X				Not applicable
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organization Conventions 1 to 8, paragraph 21			X		S1-1 - Policies related to own workforce
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	X				Not applicable
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	X				S1-1 - Policies related to own workforce- Occupational Health and Safety
ESRS S1-3 Grievance/complaints handling mechanisms, paragraph 32, letter c)	X				S1-3 - Processes to remediate negative impacts and channels for own workers to raise concerns
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88, letters b) and c)	X		X		S1-14 - Health and safety metrics
ESRS S1-14 Number of days lost due to injuries, accidents, fatalities or illness, paragraph 88, letter e)	X				S1-14 - Health and safety metrics
ESRS S1-16 Unadjusted gender pay gap, paragraph 97, letter a)	X		X		S1-16 - Compensation metrics (pay gap and total compensation)
ESRS S1-16 Excessive CEO pay ratio, paragraph 97, letter b)	X				S1-16 - Compensation metrics (pay gap and total compensation)
ESRS S1-17 Incidents of discrimination, paragraph 103, letter a)	X				S1-17 – Human rights incidents, complaints and severe impacts
ESRS S1-17 No respect of UNGPs on Business and Human Rights and OECD, paragraph 104, letter a)	X		X		S1-17 – Human rights incidents, complaints and severe impacts
ESRS 2 SBM-3 – S2 Significant risk of child labor or forced labor in the value chain, paragraph 11, letter b)	X				SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS S2-1 Human rights policy commitments, paragraph 17	X				Not applicable
ESRS S2-1 Policies related to value chain workers, paragraph 18	X				S2-1 - Policies related to value chain workers
ESRS S2-1 No respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 19	X		X		S2-1 - Policies related to value chain workers
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organization Conventions 1 to 8, paragraph 19			X		S2-1 - Policies related to value chain workers
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	X				S2-4 - Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action
ESRS S3-1 Human rights policy commitments, paragraph 16	X				Not applicable
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines, paragraph 17	X		X		S3-1 – Policies related to affected communities
ESRS S3-4 Human rights issues and incidents, paragraph 36	X				S3-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions
ESRS S4-1 Policies related to consumers and end-users, paragraph 16	X				S4-1 – Policies related to affected communities
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights and OECD guidelines, paragraph 17	X		X		S4-1 – Policies related to affected communities
ESRS S4-4 Human rights issues and incidents, paragraph 35	X				S4-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material

					opportunities related to affected communities, and effectiveness of those actions
ESRS G1-1 United Nations Convention against Corruption, paragraph 10, letter b)	X				G1-1 – Business conduct policies and corporate culture
ESRS G1-1 Protection of whistle- blowers, paragraph 10, letter d)	X				G1-1 – Business conduct policies and corporate culture
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24, letter a)	X		X		G1-4 - Confirmed incidents of corruption or bribery
ESRS G1-4 Standards of anti-corruption and anti-bribery, paragraph 24, letter b)	X				G1-4 - Confirmed incidents of corruption or bribery

Disclosure requirements	Not material/ phase in	2024 Sustainability statement chapter
ESRS 2 – General Disclosures		
ESRS 2 BP-1 General basis for preparation of Sustainability Statement		General basis for preparation of Sustainability Statement
ESRS 2 BP-2 Disclosures in relation to specific circumstances		Disclosures in relation to specific circumstances
ESRS 2 GOV-1 The role of the administrative, management and supervisory bodies		GOV-1- The role of the administrative, management and supervisory bodies
ESRS 2GOV- Information provided to and sustainability matters addressed by the administrative, management and supervisory bodies		GOV 2 – Information provided to and sustainability matters addressed by the administrative, management and supervisory bodies
ESRS 2GOV-3 - Integration of sustainability-related performance in incentive schemes		GOV-3 - Integration of sustainability-related performance in incentive schemes
ESRS 2GOV-4 - Statement on due diligence		GOV-4 - Statement on due diligence
ESRS 2GOV-5 - Risk management and internal controls over sustainability reporting		GOV-5 - Risk management and internal controls over sustainability reporting
ESRS 2SBM-1 - Strategy, business model and value chain		SBM-1 - Strategy, business model and value chain
ESRS 2SBM-2 Interests and views of stakeholders		SBM-2- Interests and views of stakeholders
ESRS 2SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model	Phase in: For FY 2024, the Company has omitted the disclosure specified by ESRS 2 SBM-3, paragraph 48, letter e, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772	SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model
ESRS 2IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities		IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
ESRS 2IRO-2 Disclosure requirements in ESRS covered by the undertaking's Sustainability Statement		IRO-2 – Disclosure requirements in ESRS covered by the undertaking's sustainability statement
EU Taxonomy		
EU Taxonomy		EU Taxonomy
ESRS e1 climate change		
GOV-3 - Integration of sustainability-related performance in incentive schemes		ESRS 2GOV-3 - Integration of sustainability-related performance in incentive schemes
E1-1 Transition plan for climate change mitigation		ESRS E1 - Climate change
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		ESRS E1 - Climate change
IRO-1 Description of the processes to identify and assess climate-related material impacts, risks and opportunities		ESRS 2IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
E1-2 Policies related to climate change mitigation and adaptation	No climate change-related policies have been identified.	E1-2 - Policies related to climate change mitigation and adaptation
E1-3 Actions and resources in relation to climate change policies		E1-3 - Actions and resources in relation to climate change policies Actions and resources in relation to climate change policies
E1-4 Targets related to climate change mitigation and adaptation	No climate change-related objectives have been identified"	E1-4 Targets related to climate change mitigation and adaptation
E1-5 Energy consumption and mix		E1-5 - Energy consumption and mix

E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions		E1-6 – GHG Gross Scopes 1, 2, 3 and Total GHG emissions
E1-7 GHG removals and GHG mitigation projects financed through carbon credits	Not material	
E1-8 Internal carbon pricing	Not material	
E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	Phase in: For FY 2024, the Company has omitted the disclosure specified by ESRS E1-9, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772.	
MDR-P Policies adopted to manage material sustainability matters		E1-2 - Policies related to climate change mitigation and adaptation
MDR-A Actions and resources in relation to material sustainability matters		E1-3 - Actions and resources in relation to climate change policies Actions and resources in relation to climate change policies
MDR-M Metrics in relation to material sustainability matters		E1-5 - Energy consumption and mix E1-6 – GHG Gross Scopes 1, 2, 3 and Total GHG emissions
MDR-T Tracking effectiveness of policies and actions through targets		E1-4 Targets related to climate change mitigation and adaptation
ESRS E2 - Pollution		
IRO-1 Description of the processes to identify and assess pollution-related material impacts, risks and opportunities		ESRS 2 - IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
E2-1 Policies related to pollution	No pollution-related policies have been identified.	E2 - Pollution
E2-2 Actions and resources related to pollution	No pollution-related actions have been identified.	E2 - Pollution
E2-3 Targets related to pollution	No pollution-related targets have been identified.	E2 - Pollution
E2-4 Air, water, and soil pollution	Not material	
E2-5 Substances of concern and substances of very high concern	Not material	
E2-6 Anticipated financial effects from pollution-related risks and opportunities	Phase in: For FY 2024, the Company has omitted the disclosure specified by ESRS E2-6, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772.	
MDR-P Policies adopted to manage material sustainability matters	No pollution-related policies have been identified.	
MDR-A Actions and resources in relation to material sustainability matters	No pollution-related actions have been identified.	
MDR-M Metrics in relation to material sustainability matters	Not material, ESRS is material for the value chain only	
MDR-T Tracking effectiveness of policies and actions through targets	No pollution-related targets have been identified.	
ESRS E3 – water and marine resources		
IRO-1 Description of the processes to identify and assess water and marine resources-related material impacts, risks and opportunities		ESRS 2 - IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
E3-1 Water and marine resources policies	No Water-related policies have been identified.	E3 - Water and marine resources
E3-2 Actions and resources related to water and marine resources	No Water-related Actions have been identified	E3 - Water and marine resources
E3-3 Water and marine resources-related targets	No Water-related Targets have been identified	E3 - Water and marine resources
E3-4 Water consumption		E3 - Water and marine resources

E3-5Anticipated financial effects from water and marine resources-related impacts, risks and opportunities	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS E3-5, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772.	
MDR-P Policies adopted to manage material sustainability matters	No Water-related policies have been identified.	E3 - Water and marine resources
MDR-A Actions and resources in relation to material sustainability matters	No Water-related Actions have been identified	E3 - Water and marine resources
MDR-M Metrics in relation to material sustainability matters		E3 - Water and marine resources
MDR-T Tracking effectiveness of policies and actions through targets	No Water-related targets have been identified	E3 - Water and marine resources
ESRS E5 – resource use and circular economy		
IRO-1 Description of the processes to identify and assess resource use and circular economy-related material impacts, risks and opportunities		ESRS 2 - IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
E5-1 Policies related to resource use and circular economy	No resource use and circular economy-related Policies have been identified	E5-1 - Policies related to resource use and circular economy
E5-2 Actions and resources in relation to resource use and circular economy		E5-2 - Actions and resources in relation to resource use and circular economy
E5-3 Targets related to resource use and circular economy	No resource and circular economy-related targets have been identified	E5-3 - Targets related to resource use and circular economy
E5-4 Resource inflows		E5-4 Resource inflows
E5-5 - Resource outflows		E5-5 - Resource outflows
E5-6Anticipated financial effects from resource use and circular economy-related risks and opportunities	Phase in: For FY 2024, the Company has omitted the disclosure specified by ESRS E5-6, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772.	
MDR-P Policies adopted to manage material sustainability matters	No resource use and circular economy-related Policies have been identified	
MDR-A Actions and resources in relation to material sustainability matters		E5-2 - Actions and resources in relation to resource use and circular economy
MDR-M Metrics in relation to material sustainability matters		E5-4 Resource inflows E5-5 - Resource outflows
MDR-T Tracking effectiveness of policies and actions through targets	No resource use and circular economy-related targets have been identified	
ESRS S1 own workforce		
SBM-2 Interests and views of stakeholders		ESRS 2 - SBM-2 - Interests and views of stakeholders
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model
S1-1 Policies related to own workforce		S1-1 – Policies related to own workforce
S1-2Processes for engaging with own workers and workers' representatives about impacts		S1-2 – Processes for engaging with own workers and workers' representatives about impacts
S1-3 Processes to remediate negative impacts and channels for own workers to raise concerns		S1-3 - Processes to remediate negative impacts and channels for own workers to raise concerns
S1-4 Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches		S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches

S1-5 Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities		S1-5 - Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities
S1-6 Characteristics of the undertaking's employees		S1-6 - Characteristics of the undertaking's employees
S1-7 Characteristics of non-employee workers in the undertaking's own workforce	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-7, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	
S1-8 Collective bargaining coverage and social dialogue	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-8, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	
S1-9 Diversity metrics		S1-9 - Diversity metrics
S1-10 Adequate wages	Not material	
S1-11 Social protection	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-11, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	
S1-12 Persons with disabilities	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-12, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	
S1-13 Training and skills development metrics	Phase in: for FY 2024 the Company has omitted the disclosure specified by ESRS S1-13, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	
S1-14 Health and safety metrics	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-14, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772.	S1-14 - Health and safety metrics
S1-15 Work-life balance metrics	Phase in: for FY 2024, the Company has omitted the disclosure specified by ESRS S1-15, as required in Appendix C (ESRS 2) of (EU) Delegated Regulation 2023/2772	
S1-16 Compensation metrics (pay gap and total compensation)		S1-16 - Compensation metrics (pay gap and total compensation)
S1-17 Human rights incidents, complaints and severe impacts		S1-17 – Human rights incidents, complaints and severe impacts
MDR-P Policies adopted to manage material sustainability matters		S1-1 Policies related to own workforce
MDR-A Actions and resources in relation to material sustainability matters		S1-4 Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches
MDR-M Metrics in relation to material sustainability matters		S1-6 Characteristics of the undertaking's employees S1-9 Diversity metrics S1-10 Adequate wages S1-14 Health and safety metrics S1-16 Compensation metrics (pay gap and total compensation) S1-17 Human rights incidents, complaints and severe impacts
MDR-T Tracking effectiveness of policies and actions through targets		S1-5 - Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities

ESRS S2 workers in the value chain		
SBM-2 Interests and views of stakeholders		ESRS 2 - SBM-2 - Interests and views of stakeholders
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model
S2-1 Policies related to value chain workers		S2-1 - Policies related to value chain workers
S2-2Processes for engaging with value chain workers about impacts		S2-2 – Processes for engaging with value chain workers about impacts
S2-3 Processes to remediate negative impacts and channels for value chain workers to raise concerns		S2-3 - Processes to remediate negative impacts and channels for value chain workers to raise concerns
S2-4 Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action		S2-4 - Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action
S2-5 Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities	No value chain workers-related targets have been identified	S2-5 - Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities
MDR-P Policies adopted to manage material sustainability matters		S2-1 - Policies related to value chain workers
MDR-A Actions and resources in relation to material sustainability matters		S2-4 - Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action
MDR-T Tracking effectiveness of policies and actions through targets	No value chain workers-related targets have been identified	S2-5 - Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities
ESRS S3 – affected communities		
SBM-2 Interests and views of stakeholders		SBM-2- Interests and views of stakeholders
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model
S3-1Policies related to affected communities		S3-1 – Policies related to affected communities
S3-2 Processes for engaging with affected communities about impacts		S3-2 –Processes for engaging with affected communities about impacts
S3-3 Processes to remediate negative impacts and channels for affected communities to raise concerns		S3-3 - Processes to remediate negative impacts and channels for affected communities to raise concerns Processes to remediate negative impacts and channels for affected communities to raise concerns
S3-4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions.		S3-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions
S3-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	No affected community-related targets have been identified.	S3-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities
MDR-P Policies adopted to manage material sustainability matters		S3-1 – Policies related to affected communities
MDR-A Actions and resources in relation to material sustainability matters		S3-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions

MDR-T Tracking effectiveness of policies and actions through targets	No affected community-related targets have been identified.	S3-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities
ESRS S4 – consumers and end users		
SBM-2 Interests and views of stakeholders		SBM-2- Interests and views of stakeholders
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		ESRS 2 - SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model
S4-1 Policies related to affected communities	No affected community-related Policies have been identified.	S4-1 – Policies related to affected communities
S4-2 Processes for engaging with affected communities about impacts		S4-2 –Processes for engaging with affected communities about impacts
S4-3 Processes to remediate negative impacts and channels for affected communities to raise concerns		S4-3 - Processes to remediate negative impacts and channels for affected communities to raise concerns
S4-4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions		S4-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions
S4-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities	No consumer and end user-related targets have been identified	S4-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities
MDR-P Policies adopted to manage material sustainability matters	No affected community-related Policies have been identified.	S4-1 – Policies related to affected communities
MDR-A Actions and resources in relation to material sustainability matters		S4-4 - Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions
MDR-T Tracking effectiveness of policies and actions through targets	No consumer and end user-related targets have been identified	S4-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities
Entity-specific disclosures: Research, innovation and technological excellence		
SBM-1 - Strategy, business model and value chain		ESRS 2 – section Strategy SBM 1 – SBM 2 – SBM 3
SBM-2 Interests and views of stakeholders		ESRS 2 – section Strategy SBM 1 – SBM 2 – SBM 3
SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model		ESRS 2 – section Strategy SBM 1 – SBM 2 – SBM 3
MDR-P Policies adopted to manage material sustainability matters	No Research, Innovation and technological excellence-related Policies have been identified	ESRS 2 MDR-P - Policies adopted to manage material sustainability matters
MDR-A Actions and resources in relation to material sustainability matters		ESRS 2 MDR-A – Actions and resources in relation to material sustainability matters
MDR-T Tracking effectiveness of policies and actions through targets	No Research, Innovation and technological excellence-related targets have been identified	ESRS 2 MDR-T – Tracking effectiveness of policies and actions through targets
ESRS G1 business conduct		
ESRS 2 GOV-1 The role of the administrative, management and supervisory bodies		ESRS 2 GOV-1 The role of the administrative, management and supervisory bodies
IRO-1 Description of the processes to identify and assess, risks and opportunities material		IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities
G1-1 Business conduct policies and corporate culture		G1-1 – Business conduct policies and corporate culture
G1-2Management of relationships with suppliers	Not material	

G1-3 Prevention and detection of corruption and bribery		G1-3 - Prevention and detection of corruption and bribery
G1-4 Confirmed incidents of corruption or bribery		G1-4 - Confirmed incidents of corruption or bribery
G1-5 Political influence and lobbying activities	Not material	
G1-6 Payment practices	Not material	
MDR-P Policies adopted to manage material sustainability matters		G1-1 Business conduct policies and corporate culture
MDR-A Actions and resources in relation to sustainability matters		G1-3 Prevention and detection of corruption and bribery
MDR-M Metrics in relation to material sustainability matters		G1-4 Confirmed incidents of corruption or bribery

1.4.2. ENVIRONMENTAL INFORMATION

EU Taxonomy

The EU Taxonomy (hereinafter also referred to as the 'Regulation' or 'Taxonomy') is a unified classification system that identify **environmentally sustainable economic activities**, established by the European Union with Regulation 2020/852, in force since 12 July 2020. This system aims to provide investors and the market with a common language based on sustainability metrics, in order to ensure comparability among operators, reduce greenwashing risks, and improve quantity and quality of information on business social and environmental impacts, thus favoring more informed investment decisions. In addition to Regulation 2020/852, the European Commission has published Delegated Regulation 2139/2021 (the "Climate Delegated Act"), Delegated Regulation 2486/2023 (the "Environmental Delegated Act") and Delegated Regulation 2178/2021, which collectively provide a set of rules for the identification and reporting of environmentally sustainable economic activities**.**

The Taxonomy aims to identify economic activities considered environmentally sustainable, defined as those economic activities that:

- **make a substantial contribution** to at least one of the six environmental objectives (art. 9 of EU Regulation 2020/852);
- **do no significantly harm** to the remaining environmental objectives, according to the "*do no significantly harm*" principle (hereinafter DNSH); and
- comply with **minimum social safeguards**.

The Taxonomy **environmental objectives** include:

1. climate change mitigation;
2. climate change adaptation;
3. sustainable use and protection of water and marine resources;
4. transition to a circular economy;
5. pollution prevention and control;
6. protection and restoration of biodiversity and ecosystems.

Reporting obligations and general principles for KPI definition

Article 8 of EU Regulation 2020/852 defines the reporting obligations within the Taxonomy and clarifies that these obligations apply to any undertaking subject to the publication of the sustainability statement pursuant to Article 19-bis or Article 29-bis of Directive 2013/34/EU. The Taxonomy requires disclosure of information regarding how and the degree to which a company's activities align with environmentally sustainable economic activities.

With reference to non-financial undertakings, disclosure specifically concerns the following metrics (so-called 'key performance indicators' or 'KPIs'):"

- the share of **revenues** generated from products or services linked to economic activities classified as environmentally sustainable;
- the share of **capital expenditure** (CapEx) and the share of **operating expenditure** (OpEx) related to assets or processes associated with environmentally sustainable economic activities.

In July 2021, the publication of EU Regulation 2021/2178 supplementing Article 8 of EU Regulation 2020/852, provides further detail on the content and presentation of said KPIs, the measurement methodology to be adhered to, and the qualitative information required for their reporting. In 2023, this Regulation was amended by Annex V of Regulation 2023/2486, with specific reference to KPI reporting templates. With respect to KPI reporting for the year 2024, the Diasorin Group is required to report on eligible and aligned economic activities for all six climate and environmental objectives. Non-financial undertakings are required to determine KPIs, ensuring consistency with financial reporting and using the same currency as the consolidated financial statements, with the further requirement to include references to the relevant balance sheet items for revenues and capital expenditure indicators in their Sustainability Statement.

The Diasorin Group has identified, within its business operations, the economic activities and main projects carried out in line with the indications of the aforementioned regulations.

Identification of Taxonomy-eligible activities

Starting from 2023, the Diasorin Group has implemented a review of Taxonomy-eligible activities and has created a working Group coordinated by the Management, with the aim of reviewing the activities that may contribute to one or more of the six environmental goals.

The Diasorin Group's revenue-generating economic activities involve the development and marketing of in vitro diagnostic instruments and systems, in the field of diagnostics and medical research. The Group has reviewed the activities covered by the Taxonomy and has concluded that, according to the current regulatory framework, manufacturing activities of active pharmaceutical ingredients (APIs) and medicinal products, as described in the Regulation, are not consistent with the Group's operations. Conversely, the manufacturing of electrical and electronic equipment is included among the Group's operation as it relates to medical devices, as defined by Directive 2011/65/EU. These activities include only the revenues generated by the Luminex Company and considered eligible as they are associated with the assembly of such devices

Objective	Taxonomy-eligible activities	Description of eligible activities
Transition to a circular economy (EC)	1.2 Manufacturing of electrical and electronic equipment	The Luminex Company sells diagnostic devices falling within the definition of a medical device. Eligible revenues are solely those related to the assembly of such devices, as assembly is a key step in the manufacturing process

As for **capital expenditure** in 2024, the Diasorin Group invested in energy efficiency projects in Italy, Germany and the United Kingdom. These initiatives allowed the identification of **four eligible activities for the Taxonomy's climate change mitigation (CCM) objective**, as outlined below:

Objective	Taxonomy-eligible economic activities	Description of eligible activities
Climate change mitigation (CCM)	7.3 *Installation*, maintenance and repair of energy-efficient equipment	Individual renovation measures involving the installation, maintenance, or repair of energy-efficient equipment.
	Over the year, the Diasorin Group implemented several initiatives aimed at improving energy efficiency, which included the replacement of items such as window frames, chilled water systems, steam valves, traditional lighting with LED lighting, low-efficiency freezers, and the installation of power factor correction units. All these interventions were carried out with the aim of reducing energy consumption, optimizing plant performance, and contributing to environmental sustainability	
	7.4 Installation, maintenance and repair of charging stations for electric vehicles in buildings	Installation, maintenance and repair of charging stations for electric vehicles in buildings (and parking spaces attached to buildings).
	Over the year, the Diasorin Group has installed new charging stations for electric vehicles at the Dietzenbach facility in Germany, with the aim of supporting sustainable mobility and promoting the adoption of environmentally friendly vehicles.	
	9.3 Professional services related to energy performance of buildings	Professional services related to energy performance of buildings
	Over the year, the Diasorin Group involved external consultants to develop a roadmap aimed at optimizing the efficiency of air conditioning and chiller systems, in order to reduce energy consumption and enhance the overall building performance at the Dartford facility in the United States.	
Climate change adaptation (CCA)	7.5 Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling energy performance of buildings	Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling energy performance of buildings.
	Over the year, the Diasorin Group implemented several initiatives aimed at improving the measurement, regulation, and control of energy performance of buildings. Specifically, a critical valve in the heating system was replaced, and automatic temperature control was introduced via smart thermostatic valves, which optimized energy consumption and improved internal temperature control.	

The Group has not issued green bonds or debt securities whose primary purpose is to finance Taxonomy-aligned activities.

Taxonomy alignment analysis

An economic activity is considered **aligned** with the EU Taxonomy if:

- makes a substantial contribution to at least one of the six environmental objectives;
- does not significantly harm any of the other five environmental objectives;
- complies with minimum social safeguards.

After identifying the Taxonomy-eligible economic activities, compliance with the technical screening criteria and DNSH outlined in the aforementioned Regulations was assessed for each of the identified activities, in order to evaluate their alignment.

The Group, following the review process and taking into account the current status of documentation relating to regulatory parameters and available data and information, concluded that there are no amounts for EU Taxonomy-aligned activities, as not all the regulatory required steps were completed.

Social minimum safeguards

Article 18.1 of the EU Taxonomy Regulation describes the **social minimum safeguards**, as procedures implemented by a company to ensure that its economic activities are carried out in compliance with internationally recognized principles, as stated in the *OECD Guidelines* for Multinational Enterprises and the *UN Guiding Principles* on Business and Human Rights (UNGP). The concept takes into account also the guidelines identified by the Platform on Sustainable Finance in the '*Final Report on Minimum Safeguards*' published in October 2022.

Minimum safeguards refer to issues related to human rights, taxation, fair competition, and the fight against corruption.

The Diasorin Group has a specific human rights policy, namely the **Policy on Sustainability and respect of Human Rights.** Furthermore, it developed a **Group Code of Ethics** and an Organizational Model, pursuant to ex Legislative Decree 231/2001, which includes rules against corruption, fair competition, and taxation, as well as an **Antitrust Code** to ensure fair competition practices.
In relation to these issues, the Diasorin Group implemented programs aimed at raising employee awareness regarding the importance of legal and regulatory compliance in these areas.
In addition to the existing policies, the Group is considering the implementation of a procedure that allows to identify, assess, and mitigate risks related to human rights, fair competition, and the fight against corruption, as required by Article 3, letter c) of Regulation 2020/852.

To date, the Diasorin Group is not involved in the production and sale of controversial weapons, nor is it party to legal proceedings or convictions related to human rights, tax evasion, unfair competition, or corruption. Furthermore, the Group is not listed in the National Contact Point (NCP), which promotes compliance with the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct.

EU Taxonomy disclosure and KPIs calculation criteria

Revenues, capital expenditure and operating expenditure data for eligible and Taxonomy-aligned activities, used for the calculation of key performance indicators (KPIs) and balance sheet percentages, are presented according to the templates provided in Annex V of Delegated Regulation 2023/2486, which amends Delegated Regulation 2021/2178. As the table requires to report values from the previous year, the relevant activities have been included, even though they do not have values for 2024.

Revenue indicators

Share of revenues from products or services associated with taxonomy-aligned economic activities – 2024

		2024		Substantial contribution criteria						DNSH criteria ("does not significantly harm")									
Economic activities	Code	Revenues	Share of revenues	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Social minimum safeguards	Share of 2023 revenues	Category enabling activity	Category transitional activity
		k €	0.34%	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	0.34%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
N.a.		0	0.00%														0%		
Revenues of environmentally sustainable activities (taxonomy-aligned) (A.1.)		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-		0%		
including enabling		0	0.00%																
including transitional		0	0.00%																
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Manufacturing of electrical and electronic equipment		26.271	2.22%	N	N	N	N	EL	N										
Revenues of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		26.271	2.22%	N	N	N	N	EL	N										
TOTAL (A.1 + A.2)		26.271	2.22%	0.00 %	0.00 %	0.00 %	0.00 %	2.22 %	0.00 %										
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
Revenues of taxonomy non-eligible activities (B)		1,159,156	97.78 %																
Total (A)+(B)		**1,185,427**	**100%**																

N – Not eligible; taxonomy-non-eligible activity for the relevant environmental objective. ***EL***- Eligible; taxonomy-eligible activity for the relevant objective. **Bold** - If the economic activity contributes substantially to multiple environmental objectives, the contribution to the environmental objective used for the calculation of KPIs is indicated in bold, avoiding double counting.

The revenue KPIs have been determined as follows:

- **denominator**: operating revenues,
- **numerator**: revenues from Taxonomy-eligible and/or aligned projects.

The Diasorin Group found no changes in the calculation methods of the revenue KPIs compared to the previous year. Compared to the previous reporting year, and following regulatory updates, the Group has considered the assembly of electrical and electronic equipment for the share of revenues generated by the Luminex Company, amounting to € 26,271 thousand, equal to 2.22% of the Group's total revenues.

Portion of revenues/total revenues

	Taxonomy-aligned by Objective	Taxonomy-eligible by Objective
CCM	0.00%	0.00%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	2.22%
PPC	0.00%	0.00%
BIO	0.00%	0.00%
Total	**0.00%**	**2.22%**

The denominator is represented by annual revenues, as provided in the explanatory note n.1 “Revenues” of the consolidated financial statements, amounting to € 1,185,427 thousand (€ 1,148,210 thousand in 2023).

Capital Expenditure (CapEx) Indicators

Share of capital expenditure (CapEx) from products or services associated with taxonomy-aligned economic activities – 2024

	2024			Substantial contribution criteria						DNSH criteria ("does not significantly harm")									
Economic activities	Code	Absolute CapEx	Share of CapEx	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Social minimum safeguards	2023 CapEx Share	Category enabling activity	Category transitional activity
		k €	0.34%	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	0.34%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
N.A.		0	0.00%																
CapEx of environmentally sustainable activities (taxonomy-aligned) (A.1.)		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
including enabling		0	0.00%																
including transitional		0	0.00%																
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Construction of new buildings	7.1	0	0%														0.30%		
Renovation of existing buildings	7.2	0	0%														2.90%		
Installation. maintenance and repair of energy-efficient equipment	7.3	326	0.25%	EL	N	N	N	N	N								0.05%		
Installation. maintenance and repair of charging stations for electric vehicles in buildings	7.4	77	0.06%	EL	N	N	N	N	N								0.00%		
Installation. maintenance and repair of instruments and devices for measuring. regulating and controlling energy performance of buildings.	7.5	21	0.02%	EL	N	N	N	N	N								0.00%		
Professional services related to energy performance of buildings	9.3	8	0.01%	EL	N	N	N	N	N								0.00%		
CapEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		433	0.34%	0.34%	0.00%	0.00%	0.00%	0.00%	0.00%								3.25%		
TOTAL (A.1 + A.2)		433	0.34%	0.34%	0.00%	0.00%	0.00%	0.00%	0.00%								3.25%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
CapEx of taxonomy non-eligible activities (B)		129,958	99.67%																
TOTAL (A)+(B)		**130,291**	**100.00%**																

N – *Not eligible; taxonomy-non-eligible activity for the relevant environmental objective.* ***EL***- **Eligible; taxonomy-eligible activity for the relevant objective.**

Bold - *If the economic activity contributes substantially to multiple environmental objectives, the contribution to the environmental objective used for the calculation of KPIs is indicated in bold, avoiding double counting.*

The Capital Expenditure (CapEx) KPIs have been determined as follows:

- **denominator**: The year's additions to tangible and intangible assets and right-of-use assets from leases
- **numerator**: the portion of additions (included in the denominator) related to:

assets or processes associated with Taxonomy-eligible and/or aligned projects, or others falling under the CapEx c) definition as per Delegated Regulation (EU) 2021/2178.

The Diasorin Group has not made any changes to the calculation methods for capital expenditure.

The KPI denominator, as required by regulations, consists of the sum of capital expenditure increases recorded in the 2024 financial year with reference to tangible and intangible assets in accordance with IAS 16 (Property, Plant and Equipment), IAS 38 (Intangible Assets), IAS 16 (Leases), as indicated in explanatory notes 11 and 12. In 2024, the increase in CapEX amounted to € 130,391 thousand (€ 128,839 thousand in 2023).

The share of eligible economic activities for capital expenditure refers to the investments already described in paragraph *"Identification of Taxonomy-eligible activities".* In 2024, the share of Taxonomy-eligible economic activities for climate change mitigation is equal to € 433 thousand, equal to 0. 34% of the Group's total CapEx. The Group has adopted a rigorous approach in assigning each investment to a specific objective, whether it be climate change mitigation or adaptation, in order to avoid double counting.

Share of CapEx/total CapEx

	Taxonomy-aligned by Objective	Taxonomy-eligible by Objective
CCM	0.00%	0.34%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	0.00%
BIO	0.00%	0.00%
Total	**0.00%**	**0.34%**

The change in the Capital Expenditure KPI from the prior reporting period is due to a significant investment made last year for the renovation of a building in Chicago. This intervention, as part of a project to renovate the Group's industrial sites, contributed to improving energy efficiency and reducing the building's environmental impact, with a total financial outlay of € 3.8 million, with a significant impact on the value of Taxonomy-eligible capital expenditure. In 2024, the absence of planned investments of comparable size caused a decline in Taxonomy-eligible capital expenditure.

For 2024, there are no planned investments to align the identified EU Taxonomy-eligible activities.

Operating expenditure (OpEx) indicators

Share of operating expenses (OpEx) from products or services associated with taxonomy-aligned economic activities – 2024

	2024			Substantial contribution criteria						DNSH criteria ("does not significantly harm")									
Economic activities	Code	Absolute CapEx	Share of OpEx	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Social minimum safeguards	2023 OpEx Share	Category enabling activity	Category transitional activity
		k €	0.34%	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	Yes/No	0.34%	E	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
N.A.		0	0.00%																
OpEx of environmentally sustainable activities (taxonomy-aligned) (A.1.)		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
including enabling		0	0.00%																
including transitional		0	0.00%																
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Renovation of existing buildings	7.2	0	0.00%														0.16%		
Installation, maintenance and repair for energy efficiency	7.3	0	0.00%														0.04%		
OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		0	0.00%	-	-	-	-	-	-								0.20%		
TOTAL (A.1 + A.2)		0	0.00%	-	-	-	-	-	-								0.20%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities (B)		90,682	100%																
TOTAL (A)+(B)		**90,682**	**100%**																

N/EL *– Not eligible; taxonomy-non-eligible activity for the relevant objective.* ***EL- Eligible****; taxonomy-eligible activity for the relevant objective.* ***Bold -*** *If the economic activity contributes substantially to multiple environmental objectives, the contribution to the environmental objective used for the calculation of KPIs is indicated in bold, avoiding double counting.*

The KPIs for operating expenses (OpEx), which covers direct non-capitalized costs associated with research and development, short-term rentals, asset maintenance and repairs, and any other direct costs tied to the routine maintenance of real estate, facilities, and equipment required for their uninterrupted and efficient functioning, have been determined as follows:

- **denominator**: direct non-capitalized costs associated with research and development, short-term rentals, asset maintenance and repairs,
- **numerator**: share of operating expenses included in the denominator related to assets or processes associated with Taxonomy-eligible and/or Taxonomy-aligned projects.

The Diasorin Group has not made any changes to the calculation methods for operating expenses compared to the previous year.

The KPI's denominator, as required by regulations, consists of non-capitalized direct costs related to research and development, consulting, IT and general services, short-term leases, maintenance and repairs, and other direct expenses related to the maintenance of real estate, plants, and machinery. In this regard, the Diasorin Group's operating expenses amounted to € 90,682 thousand in 2024 (€ 76,864 in 2023).

In 2024, the Diasorin Group has not identified any operating expenses allocated to Taxonomy-eligible activities. Therefore, the OpEx KPI numerator is null.

Share of OpEx/total OpEx

	Taxonomy-aligned by Objective	Taxonomy-eligible by Objective
CCM	0.00%	0.00%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	0.00%
BIO	0.00%	0.00%
Total	**0.00%**	**0.00%**

Changes in the operating expenses KPIs are mainly due to lower expenses.

Gas and Nuclear-related activities

In accordance with Regulation 2021/2178 and in light of the Commission's clarifications, Template 1 of Annex XII to Delegated Regulation 2021/2178 concerning the Diasorin Group's activities is provided below.

Gas and Nuclear-related activities– 2024

Nuclear-related activities		
1	The undertaking carries out, funds or has exposures to research, development demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades	NO

Fossil gas-related activities		
1	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
2	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
3	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO

Summary table – policies

ESRS	Policy	Overview	Policy scope	Responsible body for implementation	Globally recognized tools	Availability
S1 - OWN WORKFORCE	Integrated Health, Safety, and Environment Policy.	Healthy and safe work environment Engagement Risk prevention	Employees of Diasorin Italia (Saluggia facility)	Chief Executive Officer of Diasorin Italia. Sales Manager Italia and R&D Molecular Manager	ISO 45001 and 14001	Accessible online via a dedicated employee platform and on company notice boards
	Environmental, Health & Safety Policy Statement	Occupational health and safety Employee training Mitigation of environmental impacts	Diasorin Group employees	Diasorin Group Chief Executive Officer		Accessible online via a dedicated employee platform
	Ways of Working	Work-life balance Hybrid work model Employee empowerment	Diasorin Group employees	Each Group Company		Accessible online via a dedicated employee platform
S2 - WORKERS ALONG THE VALUE CHAIN	Policy on Sustainability and respect of Human Rights of the Diasorin Group	Protection and promotion of human rights Human rights risk management	Diasorin Group employees Business partners Suppliers All stakeholders	Diasorin's Board of Directors approves, subject to the favorable opinion of Diasorin's Control, Risk and Sustainability Committee, this Policy and its subsequent amendments, taking into account material activities, risks, and stakeholders	Universal Declaration of Human Rights, Fundamental ILO Conventions, ILO Declaration on Fundamental Principles and Rights at Work, United Nations Guiding Principles on Business and Human Rights, United Nations Global Compact Principles, OECD Guidelines[1]	Published on Diasorin's website and communicated to all relevant personnel through appropriate communication channels
	Modern Slavery statement	Group's commitment against slavery, forced and/or compulsory labor, and human trafficking Human rights protection	Applicable to all global activities of the Diasorin Group and to its supply chains.	Board of Directors	Universal Declaration of Human Rights iLO recommendations	Published on Diasorin's website

Summary table – actions

ESRS	Action	Scope	Time horizon (planned, ongoing, completed*)
E1 – climate change	Charging stations for electric vehicles	Diasorin Germany	Ongoing
	Energy-efficiency equipment	Diasorin Group	Ongoing
E5 – resources use and circular economy	Plastic free project	Diasorin Italia	Ongoing
	Packaging optimization	Diasorin Italia	Ongoing
	Separate waste collection	Diasorin Group	Ongoing
	Waste disposal and segregation	Diasorin Group	Ongoing
	Machinery reconditioning project	Diasorin Group	Ongoing
S1 – health and safety	Implementation of a health and safety procedure	Employees of the Diasorin Group	Ongoing
	Audit activities	Employees of the Diasorin Group	Ongoing
	EHS training	Employees of the Diasorin Group	Ongoing
S1 – work-like balances	Benefits and welfare plan initiatives	Employees of the Diasorin Group	Ongoing
S1 - gender equality and equal pay & diversity	Diasorin equal opportunity policy	Employees of the Diasorin Group	Planned in 2025
	Diasorin global anti-discrimination, anti-harassment anti-bullying	Employees of the Diasorin Group	Planned in 2025
	Initiatives for gender equality and inclusion	Employees of Diasorin Italia, United Kingdom & North America	Ongoing
	Initiatives for gender equality and inclusion	Employees of the Diasorin Group	Planned in 2025
S1 – training and skills development	"Diasorin leading values" and performance management	Employees of the Diasorin Group	Ongoing
	Training & Diasorin leadership academy	Employees of the Diasorin Group	Ongoing
S2 – workers along the value chain	"Supplier management" e "procurement portal: supplier qualification"	Upstream value chain (Suppliers) Diasorin Group	Ongoing
S3 – affected communities	Donation to Fondazione Diasorin and development of dedicated projects	Downstream value chain (schools located in Italy)	Ongoing
	Fisip - Italian Paralympic Winter Sports Federation	Downstream value chain (Paralympic athletes), Diasorin Italia	Ongoing
	"Edga paralympic golf": supporting disability in sport"	Downstream value chain (EDGA Paralympic athletes), Diasorin Italia	Ongoing
	Italian sitting volley championship – Diasorin cup	Downstream value chain (Paralympic athletes), Diasorin Italia	Ongoing
	The diagnosis and prevention campaign	Downstream value chain (stakeholders in the Italian health and social care system), Diasorin Italia	Ongoing
S4 – consumers and end users	Quality Management System	Diasorin Group	Ongoing
	Diasorin group customer satisfaction survey	Downstream value chain (Customers)	Completed
	Laboratory staff training activities	Downstream value chain (laboratory Staff), Diasorin Group	Ongoing
Research innovation and technological excellence	Diasorin new products	Downstream value chain, Diasorin Group	Ongoing

* Ongoing actions are those that have a routine nature or whose benefits do not expire in the short term
*Completed actions are those of a non-routine, 'one-off' nature, or whose benefits are short-term

ESRS E1

Climate change

Sub-topic/ sub-sub-topic	Description	IRO
Climate change mitigation	Greenhouse gas emissions generated along the value chain (Scope 3), primarily due to the supply chain and the global distribution of diagnostic products.	Negative impact
Energy	The consumption of fossil fuels and electricity in Diasorin's business operations generates negative environmental impacts, such as increased concentrations of greenhouse gas (GHG) emissions in the atmosphere and climate change.	Negative impact

Disclosure requirement	Reference
E1 IRO-1 – Description of the processes to identify and assess material climate-related impacts, risks and opportunities	ESRS 2 General Information Section IRO-1 – Description of the processes to identify and assess material impacts, risks, and opportunities
E1 GOV-3 - Integration of sustainability-related performance in incentive schemes	General Information Section ESRS 2 GOV-3 and MDR-T

The Company has neither implemented an energy transition plan nor performed an in-depth analysis of the resilience of its strategy and business model regarding climate change. To identify climate-related IROs, Diasorin took into account the currently used GHG emission sources and the actions implemented over time (such as the installation of electric charging stations and photovoltaic panels). Furthermore, the identification and evaluation process carried out by internal referents highlighted that, over the years, the Company has not registered significant negative climate-related events, and therefore no relevant physical risks were identified. The mapping of material IROs showed no climate-related transition opportunities or risks affecting its operations. The in-depth analyses carried out on the value chain, with particular reference to suppliers (including reviews of their published documents) did not reveal any significant critical issues. Furthermore, no material dependencies on specific energy sources emerged, also in light of the countries in which the Company operates and the type of activities it conducts. In the coming years, the Company will assess the opportunity to conduct a scenario analysis that thoroughly and prospectively examines the effects of potential physical and transition risks on its operations and value chain. The current double materiality analysis has not identified any climate change-related dependencies or risks that would cause the Diasorin Group to consider its business model to be critically vulnerable to climate change.

Lastly, it should be noted that Diasorin complies with EU Paris-aligned benchmark requirements and is not subject to the exclusions criteria defined in Article 12 of Commission Delegated Regulation (EU) 2020/1818.

E1-2 - Policies related to climate change mitigation and adaptation

To date, the Diasorin Group has not implemented specific policies related to climate change mitigation and adaptation, energy efficiency, and the diffusion of renewable energies. While the topic is considered material, implementing a policy in this regard is not a current priority for the Group. The key intervention areas continue to be those strictly related to the business model (focused on the needs of the healthcare sector) and to personnel management, which are the areas where the Company has the most significant impact.

E1-3 - Actions and resources in relation to climate change policies

The actions described in this section are, to date, focused on climate change mitigation, leveraging decarbonization through electrification and energy efficiency, and incorporating solutions that reduce greenhouse gas (GHG) emissions. These actions relate to the Diasorin Group's own operations and demonstrate the company's commitment to improving energy efficiency. Despite the expected results, the CO_2 reduction is not currently connected to defined future objectives or activities and is not monitored in relation to individual climate change mitigation actions.

Projects have a short-to-medium-term timeframe and, neither individually nor collectively, have required significant capital expenditures (CapEx) or operating expenses (OpEx), nor the implementation of a structured plan.

Action 1: "Charging stations for electric vehicles

The installation of electric vehicle charging stations has been carried out incrementally since 2020 at Italian facilities, and subsequently extended to other Group locations. In particular, in 2024, the Group installed 5 new charging stations for electric vehicles at the German facilities in Dietzenbach, with the aim of supporting sustainable mobility and promoting the adoption of environmentally friendly vehicles. This initiative was considered eligible for the EU Taxonomy (activity 7.4) according to Regulation 852/2020, as specified in the 'Taxonomy-related Disclosure' paragraph.

Action 2:"Energy-efficiency equipment

Special attention is given to the reduction of energy consumption and the use of high-efficiency technologies. In 2024, the key energy efficiency initiatives include efficiency improvements, especially at European industrial sites. Such initiatives include:

Energy-efficiency equipment (2024 update)

Initiative	In 2024 implemented at:
Replacing window with low thermal efficiency devices	Diasorin Italia
Replacing and optimizing air conditioning and refrigeration systems, including low-efficiency freezers	Diasorin Italia
Implementing low-energy chilled water systems	Diasorin England
Reducing waste in the steam distribution system for industrial processes by replacing outdated steam valves	Diasorin England
Installing power factor correction devices to optimize energy consumption and enhance the overall efficiency of the facilities.	Diasorin Italia

All these interventions were carried out with the aim of reducing energy consumption, optimizing plant performance, and contributing to environmental sustainability. Therefore, these activities were considered eligible under the European Taxonomy (activity 7.3) according to Regulation 852/2020, as specified in the 'Taxonomy-related information' section.

E1-4 – Targets related to climate change mitigation and adaptation

The Group has adopted a 2023-2025 sustainability Plan that includes environmental commitments.

Environmental commitments - 2023-2025 esg sustainability plan
Improving Diasorin's energy efficiency worldwide
Reducing GHG emissions (Greenhouse gas emissions)
Keeping the Group's Health, Safety, and Environment Management System aligned with ISO 14001 (environmental management systems) and ISO 45001 (occupational health and safety management system) standards to manage the reduction of employee risks and/or accidents and environmental management aspects.

Currently, the public commitments mentioned above do not meet the ESRS measurability requirements. This section outlines the actions taken to address the identified material IROs and their corresponding metrics. It should be noted that the Company has not implemented a system to monitor the effectiveness of the aforementioned actions.

E1-5 – Energy consumption and mix

Table - Energy consumption and mix - 2024

Energy consumption and mix	Total (MWH)
Total fossil fuel energy consumption	44.122
Fuel consumption from coal and coal products	100
Fuel consumption from crude oil and petroleum products	6.057
Fuel consumption from natural gas	8.117
Fuel consumption from other fossil sources	-
Consumption of purchased or acquired electricity, heat, steam, or cooling from fossil sources	29.847
Share of fossil sources in total energy consumption	80%
Consumption from nuclear sources	3.780
Share of consumption from nuclear sources in total energy consumption	7%
Total renewable energy consumption	6.965
Fuel consumption from renewable sources	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	6.965
Consumption of self-generated non-fuel renewable energy	-
Share of renewable sources in total energy consumption	13%
Non-renewable energy production	-
Renewable energy production	-
Total energy consumption from activities in high climate impact sectors per net revenues from activities in high climate impact sectors	-
Total energy consumption	**54.867**

Total energy consumption of the Diasorin Group amounts to **54,867 MWh**. Fossil fuels account for approximately 79% of energy production, with a significantly high percentage in manufacturing facilities in China, Germany, Italy (Saluggia), North America (Luminex Corp. and Diasorin Molecular), United Kingdom and United States (Diasorin Inc.).

The nuclear energy contribution is **3,780 MWh**, with data exclusively from facilities located in **France, USA, Belgium** and **Germany**.

The use of energy from renewable sources had been recorded exclusively for the Italian headquarters **(Saluggia)**. The breakdown analysis of consumption by plant shows that the renewable energy used comes mainly from electricity, heat, steam, and cooling purchased or acquired from certified renewable sources, for a total of **6,965 MWh**.

The consumption of electricity, heat, steam, and cooling purchased or acquired from non-certified renewable sources, amounting to **67 MWh**, was added to the total energy consumption due to the lack of certificates of guarantee of origin attesting to their renewable origin.

Within the Diasorin Group, manufacturing sector is the sector with the highest climate impact in terms of energy consumption: the associated energy consumption amounts to **47,586 MWh**. Energy consumption is calculated as a ratio to net consolidated revenues in thousands of euros for these sectors and amounts to 0.05.

Diasorin only reports energy consumed from processes owned or controlled by the company applying the same perimeter applied for reporting GHG Scopes 1 and 2 emissions. The calculation does not include feedstocks and fuels that are not combusted for energy purposes.

Energy consumption information is reported in Mega-Watt- hours (**MWh**) and, to ensure utmost transparency, consumption is reported as final energy consumption meaning the energy actually consumed by Diasorin.

The total includes energy consumed from processes owned or controlled by the company, in compliance with Directive 2012/27/EU.

Diasorin ensures that self-produced energy is not counted twice in reporting, preventing the same consumption from being accounted for more than once. This guarantees the reliability of energy data.

The Diasorin Group does not sell energy to third parties, so it does not offset its energy consumption with any energy generated on-site and used by other entities.

Companies operating in the manufacturing sector, which is deemed to have a high environmental impact, are located in the following countries: **China, Germany, Italy (Saluggia), North America, UK** and **USA**.

A breakdown is provided in the following table:

Table - energy consumption and mix - 2024

Energy mix (MWh)	China	Germany	Italy (Saluggia)	North America	UK	USA
Fuel consumption from coal and coal products	0	0	0		0	0
Crude oil and petroleum products						
Diesel	0	4	52	80	0	0
Diesel (fleet)	0	1273	0	0	0	0
Gasoline	0	0	0	1	0	0
Gasoline (fleet)	0	302	0	0	0	0
LPG	0	0	0	2	0	0
LPG (fleet)	0	0	0	0	0	0
Natural gas	0	1329	0	1644	2140	1395
Other fossil fuels	0	0	0	0	0	0
Electricity, heat, steam, or cooling						
Electricity, heat, steam, or cooling from fossil sources	3346	1033	3788	17311	3298	0
Electricity, heat, steam, or cooling from nuclear sources	0	22	0	0	0	3602
Electricity, heat, steam, and cooling from non-certified renewable sources	0	14	0	0	0	0
Electricity, heat, steam, and cooling from certified renewable sources (MWH)	0	0	6965	0	0	0
Including: Electricity, heat, steam, and cooling purchased or acquired from biogenic sources (e.g., biomass)	0	0	0	0	0	0

The Diasorin Group does not produce energy from renewable sources; therefore, data related to internal renewable energy production is not available. However, in 2024, the Company continued the project started in the previous year, which involved the installation of photovoltaic panels at various Group sites.

The company provides information on total energy consumption from activities in high climate impact sectors, but does not report data related to net revenues associated with these activities.

E1-6 – GHG Gross Scopes 1, 2, 3 and Total GHG emissions

Table - greenhouse gas emissions - 2024

Gross GHG emissions	Total (tCO_2eq)
Scope 1 GHG emissions	
Gross Scope 1 GHG emissions	3,513
Percentage of Scope 1 GHG emissions from regulated emission trading schemes	< 1 %
Scope 2 GHG emissions	
Gross location-based Scope 2 GHG emissions	13,546
Gross market-based Scope 2 GHG emissions	12,132
Significant scope 3 GHG emissions	
Total Gross indirect (Scope 3) GHG emissions	
Percentage of Gross Scope 3 GHG emissions	94%
Purchased goods and services	92,053
Cloud computing and data center services	-
Capital goods	20
Fuel and energy consumption-related activities	-
Upstream transport and distribution	5,657
Waste from operations	-
Business travels	15,306
Employee commuting	-
Upstream leased assets	2
Downstream transportation	-
Processing of sold products	-
Use of sold products	113,217
End of life of products sold	-
Downstream leased assets	-
Franchising	-
Investments	-
Indirect GHG emissions from imported energy	-
Indirect GHG emissions from transportation	-
Total GHG emissions	
Total GHG emissions (location-based)	243,315
Total GHG emissions (market-based)	**241,901**

Diasorin's greenhouse gas (GHG) emissions measurement, relating to scopes 1, 2, and 3, is carried out in accordance with the international standard 'Corporate Accounting and Reporting Standard' of the Greenhouse Gas Protocol **(GHG Protocol)**. This standard provides the necessary guidelines for the preparation of an emissions inventory, ensuring accurate accounting of the main greenhouse gases mentioned in the **Kyoto Protocol**, where reported in environmental databases.

- Carbon dioxide (CO_2)
- Methane (CH_4)
- Nitrous oxide (N_2O)
- Hydrofluorocarbons (HFCs)
- Perfluorocarbons (PFCs)
- Sulphur hexafluoride (SF_6)
- Nitrogen trifluoride (NF_3)

The analysis of greenhouse gas (GHG) emissions was carried out, taking into consideration the entire boundary of the activities over which Diasorin exercises financial control, without exceptions. In accordance with the GHG Protocol, Scope 1, 2, and 3 emissions were accounted for; Additionally, for Scope 3, the company assessed and calculated the categories deemed to be material among the fifteen outlined by the protocol.

The Diasorin Group's total GHG emissions are presented in tons of CO_2 equivalent (tCO_2eq) per year

The emission intensity, calculated on total greenhouse gas emissions (location-based) against consolidated net revenues disclosed in note 1 of the consolidated financial statements in thousands of euros, is equal to 0,209 tCO2eq/000 euros.

To calculate CO_2eq emissions, the Group uses external sources, such as the International Energy Agency (**IEA**), the Department for Environment, Food & Rural Affairs (**DEFRA**) and the Global Logistics Emissions Council (**GLEC**), also using the most recent global warming potential (GWP) values published by the IPCC, based on a hundred-year time horizon, to calculate CO_2eq emissions of gases other than CO_2.

Diasorin ensures the accuracy of its greenhouse gas emissions inventory, avoiding double counting of emissions reported in scopes 1 and 3.

Diasorin discloses Scope 1, 2, and 3 GHG emissions for the entire consolidated Group, providing a detailed breakdown by Country.

This report does not include biogenic CO_2 emissions as they are not applicable to the company context. Consequently, biogenic CO_2 emissions are neither separately reported nor included in the overall calculation of greenhouse gas (GHG) emission; furthermore, emissions of other gases from biomass combustion or biodegradation, including methane (CH_4) and nitrous oxide (N_2O) are not reported.

At the moment, Diasorin does not purchase, sell, or transfer carbon credits, nor does it include any greenhouse gas (GHG) removals in the calculation of Scope 1, 2, and 3 emissions. Therefore, reported emissions are solely the gross emissions produced from business activities, and do not include any compensation from carbon market mechanisms.

The Group is outside the scope of the EU Emissions Trading System (EU ETS) Consequently, scope 1 and 2 emissions are not reported according to the EU ETS methodology, nor is said methodology applied to activities in geographical areas or sectors that are not covered by the system.

The Group's total location-based emissions were calculated in accordance with the guidelines of the **GHG Protocol Corporate Accounting and Reporting Standard** and amount to **243,315 tCO_2eq**. Specifically, **Scope 1** emissions amount to **3,513 tCO_2eq**. In **2024**, **Scope 2 emissions** were calculated using the **Location-based** approach, for a total amount of **13,546 tCO_2eq**, and the **Market-based** approach, for a total amount of **12,132 tCO_2eq**.

The calculation of Scope 1 includes emissions from sources owned or controlled by the Group, including the direct consumption of fossil fuels such as coal and derivatives, diesel, gasoline, and LPG, the use of bioenergy such as biomass, biogas, and biofuels, and refrigerant gas losses.

Diasorin's Scope 2 GHG emissions are computed using two main approaches:

• Location-based method**:** the consumption of electricity purchased by the Group is calculated using the average emission factor defined by TERNA.

• Market-based method**:** this approach uses specific emission factors tied to Diasorin's electricity purchase agreements, such as renewable energy guarantees of origin. Scope 2 emissions are calculated using AIB emission factor (Association of Issuing Bodies).

Diasorin conducted a detailed analysis of Scope 3 emissions along its value chain, in compliance with the **Corporate Value Chain (Scope 3) Accounting and Reporting Standard** of Greenhouse Gas Protocol.

The Company conducted a **sector benchmark analysis**, comparing the average relevance of the emission categories against similar entities and market best practices, to determine the relevance of the different **Scope 3** emission categories.

Scope 3 categories were selected by weighing the **potential contribution to overall emissions**, access to company data and information. Total **Scope 3** emissions amount to **226,256 tCO_2eq.**

On the basis of the benchmark analysis, Diasorin considers the following Scope 3 emission categories to be material: Purchased goods and services (**category 1**), Capital goods (**category 2**), Upstream transportation and distribution (**category 4**), Business travels (**category 6**), Upstream leased assets (**category 8**), Use of sold products (**category 11**).

To calculate **Scope 3** emissions, Diasorin used a combined methodological approach, integrating **spend-based method** and **average data method**.

According to the **spend-based method,** emissions are calculated on the basis of costs incurred for the purchased goods and services, while the **average data method** uses industry average data to estimate emissions associated with certain activity categories. This approach provides for an accurate and proportionate calculation of emissions across the full value chain, optimizing the use of different available data sources.

In accordance with the **carbon accounting** standards, the following categories of **Scope 3** emission have not been included in the analysis, due to their inapplicability or irrelevance: Fuel and energy-related activities (category 3), Waste from operations (category 5), Employee commuting (category 7), Downstream transport and distribution (category 9), Processing of sold products (category 10), End of life of products sold (category 12), Downstream leased assets (category 13), Franchising (category 14), Investments (category 15). Diasorin calculated Scope 3 greenhouse gas (GHG) emissions exclusively for the year 2024. Therefore, an updated inventory for comparison with prior years is not available. The reporting scope and calculation methods or estimating Scope 3 greenhouse gas emissions are as follows:

- **Scope 3 GHG Category 1 purchased goods and services**: for the **Purchased goods and services** category, the Company used a hierarchical approach and, where available, specific emission factors for each material; the spend-based method was applied solely when specific datasets were unavailable. CO_2eq emissions were calculated using **ecoinvent 3.11 and DEFRA 2021 emission factors**, adjusted for **inflation** to reflect changes in costs and consumption over time;

- **Scope 3 GHG Category 2 Capital goods**: the **Capital Goods** category includes CO_2eq emissions associated with capitalized goods (CapEx) acquired or purchased during the reporting year. **Purchased capital goods** - related data are provided by the Group and consolidated to provide a comprehensive analysis.

CO_2eq emissions were calculated using **DEFRA 2021 emission factors**, adjusted for **inflation** to reflect changes in costs and consumption over time.

- **Scope 3 GHG Category 4 Upstream transport and distribution**: the Upstream Transport and Distribution category includes CO_2eq emissions resulting from transportation services related to goods purchased and sold, paid for by the company. The analysis is based on data provided by key logistics service providers, considering different means of transport and specific calculation approaches for each operator.

Since exact data for dedicated shipments for client Diasorin alone was not available, the company considered a share of 8% of the total shipments, based on supplier indications.

Emissions were computed using DEFRA 2024 database.

- **Scope 3 GHG Category 6 Business travels:** The category Business travels includes CO_2eq emissions resulting from employee travel for professional reasons, including air travel, train journeys, and hotel stays.

CO_2eq emissions were calculated using **DEFRA emission factors**, with values **adjusted for inflation** to ensure a calculation aligned with the evolution of costs and environmental impacts related to business travel.

- **Scope 3 GHG Category 8 Upstream leased assets:** The Upstream Leased Assets category includes CO_2eq emissions related to leased assets for which the company does not directly control utility services (electricity and natural gas).

CO_2eq emissions were calculated using **DEFRA 2024** for emissions generated by natural gas consumption and IEA **2024**, using country-specific emission factors to estimate emissions linked to electricity consumption.

- **Scope 3 GHG Category 11 Use of sold products**: Co_2eq emissions from the use of sold products were calculated considering the average annual energy consumption of the instruments commercialized by Diasorin and Luminex.

CO_2eq emissions from energy consumption were calculated using the **Database IEA Emission Factors 2024**. The E.U. and the U.S. emission factors were used to calculate Diasorin's and Luminex's emissions, respectively.

E2 – Pollution

Sub-topic/ sub-sub-topic	Description	IRO
Air pollution	The release of air pollutants, caused by value chain activities (e.g., NOx, SOx, PM), negatively impacts air quality (physical and chemical properties).	Negative impact

Disclosure requirement	Reference
IRO-1 - Description of the processes to identify and assess material pollution-related impacts, risks and opportunities	Section ESRS 2 - IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

The Group, through the Double Materiality Analysis, identified certain negative impacts arising from atmospheric emissions along the entire supply chain, both upstream and downstream of its operations. To date, the Group has not implemented policies, actions, or defined objectives regarding air pollution management along the value chain.

The Group did not adopt policies, actions, or objectives with reference to pollution-related IROs. Although the topic being identified material in the value chain, the implementation of a policy and actions, as well as the definition of objectives, are not currently a priority for the Group. The key intervention areas continue to be those strictly related to the business model (focused on the needs of the healthcare sector) and to personnel management, which are the areas where the Company has the most significant impact.

During the process to identify the IROs, the relevant topics were discussed with function representatives, taking into account all Group Companies and their locations.

E3 - Water and marine resources

Sub-topic/ sub-sub-topic	Description	IRO
Water - Water consumption, Water withdrawal	Water withdrawal and consumption contribute to its depletion, especially in water-stressed areas	Negative impact
Water - Water consumption, Water withdrawal	Water withdrawal and consumption for upstream activities in the value chain contribute to the depletion of this resource, especially in water-stressed areas	Negative impact

Disclosure requirement	Reference
IRO-1 Description of the processes to identify and assess water and marine resources-related material impacts, risks and opportunities	Section ESRS 2 - IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

The double materiality analysis highlighted, among the significant topics for the Group, the consumption and withdrawal of water for its own operations and along the upstream value chain. At Diasorin, water is primarily used in two ways: for product formulation, such as reagents, and for manufacturing process, e.g. in washing and cooling fermenters. Additionally, there is no recycled and/or stored water.

Despite water is not used intensively in daily operations, as highlighted in the following table "Water Consumption", the Group promotes water stewardship to ensure a more responsible future for the environment and people.

For this reason, it undertakes to monitor its water consumption and withdrawal in relation to its operations. All wastewater discharges are carried out in full compliance with local regulations and standards, ensuring the quality of the discharged water meets the specifications of the receiving water bodies.

The Group did not adopt policies, actions, or targets with reference to water and marine resources-related IROs. Although the topic has been identified as material, the Group currently does not prioritize implementing a policy and actions, or defining objectives in this regard. The key intervention areas continue to be those strictly related to the business model (focused on the needs of the healthcare sector) and to personnel management, which are the areas where the Company has the most significant impact.

In 2024, the estimated total water consumption volume was around 256,807 liters, equal to 256 cubic meters. This volume represents the estimated water contained in testing cartridges distributed in **3,821,000 cartridges**, each containing **67 ml** of water taken from the water supply network.

Table - water consumption - 2024

Water consumption	Total (m3)
Water consumption	256
Including in water stress	256

* The following countries where the Group operates are classified as areas of High and Extremely High-water stress: Belgium, China, India, Israel, Italy, Spain, the United States, and Mexico (Source: WRI Aqueduct Water Risk Atlas).

An estimation was carried out to calculate consumption. The estimated water volume in each average diagnostic kit was multiplied by the number of kits used in the year at the manufacturing facility in Saluggia.

In terms of water intensity, the figure is 0.0002160 and was determined by dividing the total water consumption, measured in cubic meters (m3), by the net revenues of the Diasorin Group.

E5 - resource use and circular economy

Sub-topic/ sub-sub-topic	Description	IRO
Resource inflows, including resource use	The use of non-renewable materials in manufacturing, particularly plastics and iron, contributes to resource depletion	Negative impact
Resource outflows	Production of diagnostic devices with low recyclability and/or single-use products	Negative impact
Waste	Waste generation throughout business activities negatively contributes to environmental conditions	Negative impact

Disclosure requirement	Reference
IRO-1 - Description of the processes to identify and assess resource use and circular economy-related material impacts, risks and opportunities	Section ESRS 2 -IRO-1 – Description of the processes to identify and assess material impacts risks and opportunities

As for the types of goods purchased by the Group, they mainly fall under these macro-categories: diagnostic equipment, either assembled or assembled by the Company, plastics and glass for sample tubes, organic materials, and packaging.

It's important to note that, due to the industry the Company operates in, there are regulatory restrictions on the use of recycled materials in its devices. This limits the Company's ability to increase the percentage of recycled materials used in diagnostic products.

Consequently, the Group uses new and certified materials to ensure quality and compliance with international regulatory standards.

With respect to waste management, waste is classified into hazardous waste – associated with research and diagnostic activities – and waste generated in offices and/or facilities.

At all its locations, the Company promotes an approach that focuses on finding solutions to reduce waste. When this is not feasible, Diasorin implements a meticulous waste segregation process and identifies the most suitable disposal methods, prioritizing recycling and reuse.

Waste management is carried out as follows:

• tracking all waste generated from business activities, classifying and disposing of it in line with applicable regulations in each country where Diasorin operates, providing for each site the adoption of specific management procedures including, where necessary, chemical waste analysis for proper classification.

• through collection and classification of waste, complying with country-specific regulations and processed by authorized third-party waste disposal services. As the Group is responsible for correct waste disposal, the organization carries out regular audits of the disposal companies to ensure the procedures used are adequate.

It should be noted that Diasorin manufacturing facilities adopts the following systems:

- Quality Management System implemented in compliance with the European Directive IVD MD 98/79 EC, and the UNI EN ISO 9001:2015 standards (Quality Management System Requirements);
- UNI EN ISO 13485:2016 (Medical Devices. Quality Management Systems. Requirements for Regulatory Purposes) - in compliance with the US Code of Federal Regulations (“21CFR Part 820” Food and Drug Administration) as well as in accordance with further local regulations applicable to the different countries in which the Diasorin Group operates and where its products are registered and distributed.

E5-1 - Policies related to resource use and circular economy

E5-3 - Resource use and circular economy objectives

The Group did not adopt specific policies and objectives regarding resource use and circular economy. Despite the relevance of this topic, the Group does not currently prioritize implementing a policy on this matter. The key intervention areas continue to be those strictly related to the business model (focused on the needs of the healthcare sector) and to personnel management, which are the areas where the Company has the most significant impact.

E5-2 Actions and resources related to resource use and circular economy

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective, but are undertaken in response to the broader concept addressed in this section, 'Resource Use and Circular Economy,' and are aimed at both our own operations and the upstream value chain.

Projects have a short-to-medium-term timeframe and, neither individually nor collectively did they require significant capital expenditures (CapEx) or operating expenses (OpEx), nor did they require the implementation of a structured plan.

Action 1: "Plastic free project"

With the 'Plastic Free' project, launched in 2020, Diasorin continuously aims to eliminate the use of single-use plastic in offices. To this end, the company implemented eco-friendly solutions such as water dispensers, employee water bottles, and compostable cups for vending machines. In 2020, a project was launched to improve waste segregation in office spaces. In addition, an awareness campaign was launched to reduce paper waste, by implementing a printing system using badges and individual codes. This action affects all employees at the Diasorin Italia Saluggia facility and was continued throughout the reporting year.

Action 2: "Packaging optimization"

In 2023, Diasorin Italian implemented a strategic project to optimize the packaging of spare parts products by investing in the purchase of dedicated machinery. The main object is to reduce packaging volume, thus leading to greater material efficiency and, at the same time, optimizing transportation, which results in lower emissions. The project was launched in March 2024.

Action 3: "Separate waste collection"

The Diasorin Group pays close attention to waste management, through an approach that aims to identify solutions for reducing waste at the corporate level. Since 2020, the Group has implemented an effective waste separation system within office areas, actively engaging the Diasorin Group. This is an ongoing activity that has been carried out over the years.

Action 4: "Waste disposal and segregation"

Diasorin follows a systematic approach to waste management, by tracking all waste produced from its operations and classifying it in accordance with the regulations in force in the countries in which it operates. Specific handling procedures are implemented at each location. Such procedures may include, where necessary, chemical waste analysis to ensure correct classification. All generated waste is collected and sorted in compliance with local regulations and handled by authorized third-party operators.

Action 5: "Equipment regeneration project"

The Group launched a regeneration project for its machinery, aimed at renewing and restoring diagnostic and analytical equipment to extend its useful life and improve its performance This process, which includes the customer pick-up service for outdated equipment, not only optimizes the use of existing machinery but also helps reduce the environmental footprint associated with new equipment production. Following an initial feasibility screening for restoration, the instruments are reconditioned at a specialized supplier and then primarily directed towards markets and developing countries. In 2024, 101 instruments were reconditioned through this process.

E5-4 - Resource inflows

Table – resource inflows - 2024

Technical and biological products and materials used	Total (tons.)
Products used	3,705.52
electronic devices	229.96
Equipment parts and metal parts	386.53
Glass	120.66
Paper/cardboard	1,192.72
Plastic	1,775.65
Biological materials used	174.70
Reagents	16.60
Chemicals	158.09
TOTAL	**3,880.21**

The data was calculated using primary information collected from computer systems, where available, and information received from supplier companies. For Group companies that lacked precise information on the weight of purchased materials, an estimate was made based on the composition of the most valuable products. Finally, it's worth noting that a small portion of the Group's material purchase expenses was not included in these figures due to a lack of information.

E5-5 - Resource outflows

The Diasorin Group strives to develop products and materials that integrate aspects such as repairability and reconditioning in some of its immunodiagnostic equipment. Once the end consumers have finished using the diagnostic kits, they become hazardous materials and cannot be recycled.

The focus on sustainability is primarily reflected in the immunodiagnostics equipment, which can be reconditioned and reintroduced into circulation through strategic partnerships. This reconditioning process extends the useful life of the equipment, optimizing resource use and minimizing waste. To learn more about the reconditioning initiatives currently underway at Diasorin Italia, please refer to Action 5: 'Machinery Regeneration Project' in paragraph E5-4.

Table - recyclable content - 2024

Recyclable content	Total (tons.)	Total (%)
Recycled content in Products	0	0
Recyclable content in packaging	74.36	1.9%
Paper/cardboard	74.36	1.9%
Total recycled content in products and their packaging	**74.36**	**1.9%**

The packaging data was recorded following the information provided by Diasorin Italia S.p.A.'s supplier.

Table - non-disposable waste – 2024

Waste generated not intended for final disposal	Total (tons.)
Hazardous waste not intended for final disposal	17.16
Hazardous waste not intended for disposal - preparation for reuse	-
Hazardous waste not intended for final disposal - recycling	8.99
Hazardous waste not intended for disposal - intended for other recovery operations	8.17
Non-hazardous waste not intended for disposal	910.75
Non-hazardous waste not intended for disposal - preparation for reuse	-
Non-hazardous waste not intended for disposal - recycling	716.58
Non-hazardous waste not intended for disposal - INTENDED for other recovery operations	194.18
Total waste not intended for disposal	**927.91**

Table – waste intended for disposal - 2024

Waste generated intended for disposal	Total (tons.)
Hazardous waste directed to disposal	654.22
Hazardous waste for incineration disposal	206.96
Hazardous waste for landfill disposal	27.83
Hazardous waste for disposal through alternative operations	419.42
Non-hazardous waste for disposal	345.81
Non-hazardous waste for incineration disposal	6.45
Non-hazardous waste for landfill disposal	246.63
Non-hazardous waste for disposal through alternative operations	92.73
Total waste for disposal	**1,000.02**

Table- total waste - 2024

Waste	Total (TONs.)
Total amount of radioactive waste	0.00
Total amount of hazardous waste	671.37
Total amount of non-hazardous waste	1,256.56
Total amount of waste generated	1,927.93
Total amount of non-recycled waste	1,203.07
Percentage of non-recycled waste	**62%**

Production and laboratories generate hazardous waste, while non-hazardous waste originates from various sources, including production, laboratories, and offices. IVD research and manufacturing generate waste such as laboratory waste, chemical reagent waste, and unused diagnostic kits. Laboratory wastewater is collected through pipes into special containers located outside the buildings and then sent for disposal. Diagnostic kits and reagents are collected and transported to the waste disposal site, where they are then disposed of. This waste may contain biological materials, preservatives, salts, other chemical substances, and packaging materials.

Hazardous waste includes chemical waste (flammable liquids, corrosive liquids, strong acids and solvents) and hazardous biological waste (blood, blood products, tissues, clinical samples, cultures, reagents and culture media). In terms of recycling, the company handles waste such as light bulbs, batteries, computers, computer monitors, discarded tools, and other electronic equipment (WEEE).

1.4.3. SOCIAL INFORMATION

S1 – Own workforce

Human rights

The Diasorin Group is deeply committed to respecting and promoting universally recognized human rights. This commitment includes the elimination of all forms of forced and compulsory labor, as well as the effective elimination of child labor. Consistent with international standards, the Diasorin Group is committed to respecting, protecting, and promoting human rights in the conduct of its business activities. This commitment is formalized, for its own workforce, in the 'Group's Policy on Sustainability and Human Rights ', which defines the principles and conduct standards for its employees and collaborators, taking guidance from the Universal Declaration of Human Rights, the fundamental Conventions of the International Labor Organization (ILO), the ILO Declaration on Fundamental Principles and Rights at Work, the UN Guiding Principles on Business and Human Rights, the UN Global Compact Principles, and the OECD Guidelines for Multinational Enterprises. The Group prioritizes the topic of Human Rights, which extends to managing relationships with its employees and collaborators, as well as managing relationships with the supply chain, all in accordance with the principles and values outlined in the Code of Ethics.

This policy applies in all countries where the company operates directly through subsidiaries or through distributors, and is complemented by the provisions of the Group's Code of Ethics. The Policy is published on Diasorin's website (www.int.Diasorin.com) and is also communicated and made available to all interested personnel through appropriate communication channels.

Through the adoption of this document, the Group aims to verify, prevent, and remedy any negative impacts on human rights, with the objective of avoiding any behavior, action, or decision that could cause or contribute to such impacts. Respect for human rights is also promoted in relationships with employees, suppliers, business partners, and contractors, with a focus on higher-risk environments. Concerning labor practices, Diasorin requires the utmost respect for individuals and strongly condemns human trafficking, forced labor, and child labor, committing to comply with ILO Conventions and the labor laws of the countries in which it operates.

With respect to the engagement of its own employees, Diasorin actively pursues programs that foster and strengthen their sense of belonging to the Group, maintaining a continuous dialogue with worker representatives, involving them in both ordinary and extraordinary activities, and consistently maintaining a collaborative approach. Specifically, the personnel responsible for managing labor relations, where applicable based on local context, maintain constant contact with worker representatives, involving them in both the management of ordinary and potentially extraordinary situations, following a constructive and collaborative approach. In addition to dialogue with social partners, Diasorin provides direct channels for employee feedback, structured differently depending on the geographies in which the Group operates.

As the aforementioned policy applies in all countries where Diasorin operates and is integrated with the provisions of the Group's Code of Ethics, there is no global framework agreement or other agreements between the company and worker representatives regarding respect for human rights and its own workforce.

Further information on potential IROs within the value chain is provided in section " S2 Workers in the Value Chain".

S-1 Own workforce

The double materiality analysis highlighted the own workforce as one of the most relevant topics for the Diasorin Group. This topic is broken down into various sub-themes, namely Health and Safety, Work-life balance, Safe employment, Gender equality and equal pay, Diversity, Training and skills development.

Disclosure requirement	Reference
ESRS 2 SBM-2 – Interests and views of stakeholders	Section General Information ESRS 2 SBM-2 –Interests and views of stakeholders
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	Section General Information ESRS 2 SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model
S1-1 Policies related to own workforce Human Rights DR	Section Information "Human rights"

ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model

The Diasorin Group's growth in value is accompanied by the growth in value of the individuals who have worked and continue to work within it. Following the acquisition of Luminex, Diasorin has become even more international, strengthening its presence in the United States as well as in Europe. In this newly expanded scope, the Human Resources challenge is to guide and support the evolution of the corporate culture by developing a People Strategy that not only acknowledges the Group's nature and diversity, but is also capable of managing it inclusively, identifying global and local solutions to optimize the 'Culture of Merit".

The Group's strategic decisions and business model incorporate the management of identified negative impacts, risks, and opportunities (IROs) and the maximization of positive ones.

The Group's workforce is mainly composed of executives, white-collar, and blue-collar workers.

The identified IROs apply to the entire workforce and are generalized: there are no systemic IROs in the contexts where the Company operates or related to individual incidents, nor are there any impacts on the workforce resulting from transition plans. Furthermore, it is worth noting that there are no operations or geographical areas at serious risk of forced, compulsory, or child labor.

S1-1 – Policies related to own workforce

Diasorin recognizes people and their skills as one of the most important assets for its operations and is committed to ensuring equal opportunities throughout each stage of the employment relationship, from the recruitment process to role assignment, from career development to the termination of the relationship, avoiding any form of discrimination in employment or occupation based on merit, and fostering a culture in which individuals acknowledge the benefit of a diverse and inclusive labor force. At present, there are no formalized, standardized policies at the Group level regarding the elimination of discrimination and the promotion of equal opportunities, nor have specific policy commitments related to inclusion been undertaken. Nevertheless, the Company implemented policies at the local level and acknowledges the importance of these matters, in line with the outcomes of the double materiality analysis conducted by the Group. Therefore, in 2025, Diasorin will implement two Group-level policies focused on eliminating discrimination and promoting diversity and inclusion. These policies will include anti-harassment and anti-bullying measures, outlining the expected behaviors to ensure a positive and safe working environment for all employees. These policies will be tailored to the specific needs of different geographical areas and will be supported by dedicated training courses in some Group Companies. Further information is provided in section "Gender equality and equal pay & Diversity" - S1-4- "Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches".

Across the entire Organization, regardless of geographical location, no form of discrimination based on ethnicity, race, gender, sexual orientation, religion, nationality, age, disability, or political opinions is tolerated, as also specified within the Group's Policy on Sustainability and Human Rights.

The promotion of diversity and inclusion is integrated into the Group's Code of Ethics and is applied in all countries where Diasorin operates. Diasorin has an online platform (Whistleblowing) for the handling of reports of wrongdoing, in line with Legislative Decree 231/2001, which ensures the confidentiality of whistleblowers and the appropriate handling of ethical violations.

With respect to the selection, recruitment, and management of employment relationships, Diasorin also condemns any form of discrimination, the use of coercion, deceit, and the lack of transparency in the employee selection and recruitment process. The Company also commits to managing the employment relationship with employees by ensuring respect for their dignity and individual rights, to refrain from requesting contributions of any kind during the selection and hiring process and to not retain employees' identity documents to hold them against their will. The Group has finally implemented a specific policy for the prevention and handling of occupational injuries, demonstrating a clear commitment to the safety of its employees. Information on the EHS Policy is provided in paragraph " S1-1 – Policies related to own workforce – Health and Safety" of this Sustainability Statement.

S1-2 – Processes for engaging with own workers and workers' representatives about impacts

All employees, including potentially vulnerable categories, always have the opportunity to report any suggestions and/or concerns relating to relevant issues either directly with the organization or through workers' representatives. Employees can also report any concerns or needs through their managers or by contacting the Human Resources department directly. The methods of involving staff generally depend on the geographical location of the Group's companies. The Organization is constantly committed to ensuring its availability through its communication channel and involving, where possible, its employees and their representatives in the various discussion tables. For example, the "Magic Box" initiative is active in the Chinese branch, which allows employees to submit proposals for improvement. As for the molecular diagnostics division, the Company regularly organizes dedicated town hall meetings for all employees. Furthermore, when there are significant changes in the organizational structure, "change ambassadors" are identified and trained within the Organization to help colleagues understand and accept the change. In England, workers can participate in dedicated forums and quarterly meetings with the branch manager, promoting constant dialogue. In Italy, the Organization and the workers' unions meet at least once a month, except in special situations that require more frequent meetings. Specifically, at the Saluggia and Bresso offices, the RLS (Workers' Safety Representatives) are regularly involved in periodic meetings that address issues mainly concerning health and safety at work. The approach to health and safety issues is supported by a strong involvement of workers, in full compliance with local regulations, and promotes constant dialogue between employees and the Company.

Another way to engage, applicable to all Group entities, is to request feedback and suggestions following specific initiatives or moments of sharing. The HR and Legal departments share responsibility for engaging employees directly and ensuring adequate channels for proper involvement. Based on the various feedback received and potential issues reported by workers, the company is committed to implementing policies and updating their content as needed. This process is also supported through dedicated surveys, to ensure maximum transparency on all issues related to material topics such as equal opportunities.

S1-3 - Processes to remediate negative impacts and channels for workers to raise concerns

The Group's general approach involves creating structured processes to address significant negative impacts on its workers. To achieve this, Diasorin has implemented specific procedures to swiftly identify and resolve these issues. The effectiveness of these remedies is assessed through continuous monitoring and targeted interventions to mitigate any negative impacts. In implementing its business model and related policies and actions, the Group prioritizes the needs of its workforce, minimizing any significant negative effects (currently absent).

For more information on the actions taken to address or mitigate current impacts, please refer to the section "S1-4 – Interventions on significant impacts for the workforce and approaches for managing significant risks and pursuing significant opportunities in relation to the workforce, as well as the effectiveness of such actions".

Diasorin implemented an online whistleblowing system, active since 2019, to manage reports of unlawful or ethical violations, handled anonymously and securely, as outlined in the Model 231/2001, which enables centralized management of reports. This platform is accessible to all Group employees. The Group is committed to ensuring transparency and protection of reports, giving workers the opportunity to express concerns in a secure, confidential and always accessible manner through the online channel.

To ensure the availability of these channels across all workplaces, Diasorin has seamlessly integrated these tools into its business processes. The Group's listening and communication policies are implemented across all regions where it operates, forming an integral part of the human resources management system. The 'compliance and information reporting line' was established for the US and Canadian branches, providing a channel for employees, collaborators, or other interested parties to report relevant information, concerns, or violations related to compliance. The establishment of this reporting line aims to ensure that the American and Canadian branches operate ethically and legally, promoting a culture of transparency and accountability. For more information about the channels and methods for managing and monitoring reports and complaints, please refer to section G1- Governance Information.

S1-5 – Objectives related to managing significant negative impacts, enhancing positive impacts and managing significant risks and opportunities

The Group implemented a 2023-2025 Sustainability Plan that includes Social commitments. Throughout 2024, all the objectives set for the reference year were successfully achieved. In particular, the Principles of Merit were defined for human resources, outlining the people management and development strategy inspired by Diasorin's DNA.

The principle of Merit has therefore been broken down into three fundamental principles:

- Attracting, engaging and retaining key strategic resources, aligning the actions of management and all employees to create value for our stakeholders;
- Rewarding employees' performance and commitment based on their individual contributions to achieving company results, fostering the development of successful teams.;
- Ensuring that every employee has the same opportunities to develop their talent.

Social commitments – esg sustainability plan 2023-2025
Equipping the Group with policies that foster talent promotion while ensuring fair opportunities and a positive work environment
Implementing a Group Engagement Survey
Aligning local social responsibility initiatives with the existing Group policy that identifies the types of actions that can be implemented within local communities

The aforementioned public commitments, as they stand, do not meet the measurability requirements set by the ESRSs. In this section, we'll outline the policies and actions taken in response to the identified relevant IROs, along with their respective metrics. However, the Company did not implement a precise monitoring system for the effectiveness of the actions listed above.

S1-6 – Characteristics of the undertaking's employees

Table – employees of the Group broken down by gender - 2024

Gender	Total (n.)
Female	1,430
Male	1,839
Other	2
Not communicated	0
Total	**3,271**

Table – employees of significant countries* by gender - 2024

Country/gender	Female	Male	Other	Not communicated	Total (n.)
Italy	375	415	0	0	790
United States	667	894	1	0	1,562

*Countries where the company has 50 or more employees representing at least 10% of the total number of employees.

Table – average number of Group employees – 2024

Employees	Total (n.)
January	3,241
February	3,241
March	3,230
April	3,209
May	3,190
June	3,186
July	3,205
August	3,209
September	3,239
October	3,248
November	3,259
December	3,271
Average number of employees	**3,227**

Table – characteristics of the company's employees – 2024

Employees (no.)	Male	Female	Other	Not communicated	Total (no.)
Permanent employees	1,828	1,420	1	0	3,249
Fixed-term employees	11	10	1	0	22
Employees with variable hours	0	0	0	0	0
Full-time employees	1,824	1,386	2	0	3,212
Part-time employees	15	44		0	59
Total employees	**1,839**	**1,430**	**2**	**0**	**3,271**

As a company with a strong technical and scientific focus, Diasorin is committed to retaining key skills by offering permanent contracts to 99% of its workforce.

Table - employee turnover rate - 2024

Employees who left the company	Total (no./%)
Employees who left the company (no.)	424
Employee turnover rate (%)	13.13%

In 2024, there was a significant improvement in the turnover rate, which fell to 13%, confirming a positive trend compared to 19% in 2023 and 24% in 2022.

The data reported are to be considered by number of people, at the end of the reporting period (as of 12/31/2024). The data was validated by the local HR team of each Legal Entity and aligned with the HRMS system (SAP Success Factors).

Health and safety

Sub-topic/sub-sub-topic	Description	IRO
Working conditions – Health and safety	Accidents at work and occupational diseases can have a negative impact on employees' lives.	Negative impact
Working conditions – Health and safety	Promoting management systems to continue to improve health and safety in the workplace has an impact on reducing accidents and occupational diseases.	Positive impact

*Risk / Opportunity.

S1-1 – Policies related to the workforce – Health and Safety

Policy 1: "Environmental, Health & Safety Policy Statement"

The Diasorin Group defined a Health, Safety and Environment Policy, formalizing the document "Environmental, Health & Safety Policy Statement" (also called "EHS Policy"), approved by the Chief Executive Officer and valid at Group level. The Policy was updated in 2022. Diasorin's EHS Policy highlights its commitment to safeguarding the health and safety of its employees, customers, and stakeholders, as well as minimizing its environmental impact. Diasorin prioritizes health, safety, and environmental considerations in its business planning and decision-making processes, ensuring compliance with all regulatory requirements. The Group also promotes continuous improvement through employee training, setting HSE objectives and collaborating with suppliers and contractors. This policy is extended to the entire workforce of the Organization and is available online through a dedicated tool.

Policy 2: "Integrated Health, Safety and Environment Policy" – ISO 45001 and 14001

For the Saluggia site, Diasorin has formalized a health, safety and environment (HSE) policy, implementing an integrated management system compliant with the international standards ISO 45001 and ISO 14001. The policy's primary objectives include adhering to current regulations, fostering active worker participation, mitigating risks, and optimally managing natural resources. Diasorin's goal is to create a safe and healthy work environment for its employees, contractors, and users of its diagnostic tools, eliminating hazards and minimizing risks. This policy applies to the entire workforce of the Organization and can be accessed online through a dedicated system or on company notice boards. During 2025, this policy is also expected to be extended to the Bresso site. S1-4 – Taking action on impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches

Actions to manage the material impacts of "health and safety" topic:

Main actions	Brief description	Progress status (planned, ongoing, completed*)
Definition of Minimum EHS Requirements	Implementation of the Group's commitments on EHS issues	Ongoing
HSE Audit activities on the Group	Periodic monitoring by EHS Functions at Group level	Ongoing
EHS training	Employee training on Health and Safety issues	Ongoing

*Ongoing actions are those that are routine in nature or whose benefits do not end in the short term. Completed actions are those that are non-routine in nature – "one off" or whose benefits run out in the short term

The Diasorin Group is committed to promoting greater awareness of worker safety, aiming to prevent risks that could jeopardize their health. The Organization is committed to safeguarding the health and safety of its employees, customers, and other stakeholders, while also minimizing its environmental impact.

To ensure a high level of attention and proper management of risks related to health, safety, and the environment, Diasorin has formalized the Group Environment Health & Safety (EHS) Minimum Requirement procedure. This procedure, also mentioned in the EHS Policy, serves as a tool for implementing the Group's EHS commitments, managing and identifying any negative impacts. The following are the primary methods and their effectiveness in which the Diasorin Group fulfills these commitments:

- prioritizing health, safety, and environmental concerns in business planning and decision-making processes;
- complying with all applicable legislation;
- Informing and raising awareness among all employees about the best practices to be implemented and Diasorin's commitment to implementing its Policy.;
- regular employee training on applicable legal requirements, as well as Group guidelines on health, safety, and the environment, and the importance of adopting the best available technologies (BAT) available.;
- focus on maintaining a healthy and safe workplace for workers, visitors, suppliers, and contractors.

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are taken in response to the broader concept discussed in the 'Health and Safety' section, focusing on the Diasorin Group's operations, particularly its workforce.

The Projects have a short-medium term timeframe, and neither individually nor as a whole did they necessitate significant capital expenditures (CapEx) or operational expenses (OpEx), nor did they require the implementation of a structured plan.

Action 1: "Defining EHS Minimum Requirements"

In 2022, the Group, in line with its health and safety policy, implemented a procedure to effectively manage risks related to health, safety, and the environment. This procedure, known as the 'Group Environment Health & Safety (EHS) Minimum Requirements', is also valid for 2024.

The procedure outlines that, when legal requirements are stricter than the EHS Minimum Requirements, the Company must adhere to the legislation. Otherwise, the EHS Minimum Requirements apply. The procedure's scope encompasses all Diasorin sites, both commercial and productive, with the aim of minimizing negative impacts on the health and safety of our employees, visitors, and contractors, as well as reducing the negative environmental impact of company’s operations.

Each Group Company is responsible for conducting an applicability analysis, which should be periodically reviewed to assess any new regulatory requirements (e.g., due to organizational or process changes).

The processes implemented through the procedure encompass the following aspects:

• EHS Management System (commitment to implementing the System and Minimum Requirements, defining EHS structure and responsibilities, complying with local regulations, measuring and monitoring Key Performance Indicators, providing training and awareness, and fostering internal communication).

• Health, Safety and the Environment (e.g. operational controls, preventive maintenance, emergency management, incident management and analysis, supplier and contractor management, audit activities, management of chemicals or hazardous substances);

• Health and Safety-related risks (e.g. confined spaces, electrical risk, noise, fire, etc.);

• Management of environmental issues (for example, emissions, water withdrawal and discharge, waste disposal).

Action 2: "HSE audit activities on the Group"

To ensure that the EHS Minimum Requirements are met and properly implemented across all Diasorin Group companies, regular monitoring is conducted by the Group's EHS Departments.

The purpose of these activities is to ensure that Group Companies adhere to the procedure and to identify potential areas for improvement. This is achieved through analyzing locally prepared documentation and conducting sample checks on various applicable aspects at the audited sites.

The audit findings are formalized in specific Audit Reports. The local EHS staff is responsible for developing corrective action plans to address the identified gaps, which are then monitored by the Group's EHS Functions in subsequent audits. Finally, it's worth noting that the heads of various departments in Italy also conduct self-audits on a predetermined schedule. The representatives of the entities typically perform these checks annually, while those in the service area do so quarterly. Regarding ISO 45001 and 14001 certification, annual audits are conducted by the third-party certifier, exclusively at the Saluggia (Italy) site.

Action 3: "EHS Training"

The local EHS department is responsible for training employees on EHS matters, ensuring compliance with applicable local laws (such as mandatory workplace health and safety training).

As per the EHS Minimum Requirements, the following must be included:

- Training provided upon hiring;
- specific training on the responsibilities and hazards associated with the job (e.g. use of chemicals, confined spaces, etc.);
- Regular training updates;
- providing adequate training when there's a change in the process or work tools used by the employee;
- Training for transitioning to a new job or role;
- safe driving training, in collaboration with ACI, for workers in the commercial and service sectors. The course is held every three years. This initiative is exclusively available for Diasorin Italia.

For most courses, Diasorin also conducts learning tests to assess the knowledge and skills acquired at the end of the course. The described training activities must be properly tracked; the management methods and supporting documentation for the provided training are subject to random checks during the previously mentioned audit.

In 2024, training across all Italian locations was primarily conducted online.

S1-14 – Health and safety metrics

Occupational health and safety no./%	Total (no./%)
Employees covered by the company's health and safety management system, as per legal requirements and/or recognized standards or guidelines (%)	94%
Deaths resulting from work-related injuries and illnesses (no.)	0
Workplace accidents (no.)	14
Recordable workplace injury rate	2.5%
Cases involving recordable work-related illnesses (no.)	1
Days lost due to workplace accidents (no.)	201
Days lost due to work-related fatalities, including accidents, work-related illnesses, and deaths resulting from illnesses	0

* In calculating the injury rate, the company divided the corresponding number of cases by the total number of hours worked by its workers and multiplied by 1,000,000.

In 2024, the company stood out for its low accident rate (2.5%), a result of rigorous safety measures and a corporate culture focused on employee well-being. The majority of accidents are caused by business-related car travel.

Work-life balance

Sub-topic/ sub-sub-topic	Description	IRO
Working conditions - Work-life balance	Employee well-being and work-life balance thanks to adequate welfare plans.	Positive impact

S1-1 - Policies related to own workforce - Work-life Balance

Policy 1: "Ways of Working"

Through the introduction of a hybrid working model, Diasorin, while considering the continuous interaction between teams and the creation of solid professional relationships as fundamental elements for achieving its business objectives, allows for the roles defined by the policy and within the established time limits, to alternate work in the office with remote work.

This policy is built on key principles, such as managerial empowerment and mutual trust, which are crucial for fostering a dynamic and collaborative work environment. Diasorin guarantees that this approach won't negatively impact aspects like remuneration, career opportunities, or professional development paths. Both office and remote work require the same level of professionalism and commitment, while maintaining company standards and adherence to the Code of Conduct.

All Diasorin employees, whether full-time or part-time, are eligible for Hybrid Work, depending on the nature of their work.

Each Group Company is responsible for integrating this procedure with any local regulatory provisions.

To access hybrid working arrangements, the following basic requirements must be me:

- having a role that allows hybrid work based on the nature of the work performed (according to company guidelines);
- if required by local laws and regulations, and if necessary, signing an individual 'hybrid work' agreement
- complying with all occupational health and safety requirements;
- having successfully completed all mandatory training modules.

S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and the effectiveness of those actions and approaches

Actions to manage the material impacts of the "work-life balance" topic:

Key actions	Brief description	Progress status (planned, ongoing, completed*)
Welfare & benefit initiatives	Implementation of welfare initiatives to strengthen employee engagement and well-being	Ongoing

* Ongoing actions are those that are routine in nature or whose benefits do not end in the short term. Completed actions are those that are non-routine in nature – "one off" or whose benefits run out in the short term

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are taken in response to the broader concept of 'work-life balance' and are aimed at the Diasorin Group's operations, particularly its workforce.

The Projects have a short-medium term timeframe, and neither individually nor as a whole did they necessitate significant capital expenditures (CapEx) or operational expenses (OpEx), nor did they require the implementation of a structured plan

Action 1: "Welfare and benefit initiatives"

Diasorin offers its employees, in addition to pension plans, contributions in the form of benefits, in line with the local regulations of the countries in which it operates.

The supplementary pension plans are based on the employees' working lives and the relative remuneration received during the period of service.

To bolster employee engagement and well-being across various Group companies, the Company Notably, in the United States, the integration of benefits programs between Diasorin and Luminex has been successfully implemented since 2023, with a particular focus on initiatives in individual areas. The Company provides all employees participating in the program with a comprehensive range of services for their physical, mental, emotional, and financial well-being. The programs include, for example, the Employee Assistance Program (EAP), Family Adoption Support, and Wellness Program, all designed to support employees in making healthy lifestyle choices. In England, employees are offered supplementary medical and dental insurance as part of the Benefit plan, as well as vouchers to support their children and access to purchase portals at reduced prices. Additionally, Diasorin guarantees UK employees a higher number of annual vacation days than the legal minimum. In China, the existing set of services offered for health coverage and services for staff on business trips has been confirmed. Branch employees have the opportunity to undergo an annual medical check-up, and they are also provided with benefits for free sports activities. Diasorin S.p.A. provides a complimentary canteen service for all employees. The 2023-2025 corporate welfare plan remains valid for the company's Italian operations. The company's flexible benefit will gradually increase each year, reaching a total of 650 euros per employee by 2025.

In addition, the services offered in the areas of health, training, culture and leisure have been further expanded, with the provision of vouchers for the purchase of fuel and vouchers for supermarkets. The company is committed to constantly updating its corporate welfare plan, with a view to promoting the well-being of its employees.

Finally, it should be noted that, starting in 2023, it is possible for employees to convert the entire amount of the Participation Premium into welfare.

Gender equality and equal pay & diversity

Sub-topic/sub-sub-topic	Description	IRO
Equal treatment and opportunities for all – Gender equality and equal pay for work of equal value Diversity	Discrimination against employees in relation to treatment and equal opportunities, perception of unfair conduct due to the prevalence of people belonging to over-represented groups - gender, ethnicity, religion - in positions of greater power with a consequent worsening of working conditions.	Negative impact

S1-1 – Policies related to the workforce - Gender and pay equality & Diversity

At present, the Group has not implemented any policies regarding gender equality, equal pay, & Diversity.

These themes, which are closely linked to the Group's priority areas, currently focus on issues that are strongly correlated with the business model (centered on the needs of the healthcare world) and personnel management. These areas are where the Company has the greatest impact. In the reporting year, Diasorin laid the groundwork for implementing policies at the Group level, starting in 2025, to eliminate discrimination and promote diversity and inclusion. The policies will be tailored to the unique needs of each geographic area, and specific training courses will be offered in select Group companies.

S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to our workforce, and effectiveness of those actions and approaches

Actions to manage the material impacts of the "gender equality and equal pay and diversity" topic:

Main actions	Brief description	Progress status (planned, ongoing, completed*)
Activities to promote gender equality and inclusion	Activities to promote gender equality and inclusion, including training activities, specific courses, identification of plans, collaborations with recruiting companies	Ongoing
Diasorin equal opportunity policy	Outlining Diasorin's position on equal employment opportunities and promote a culture of diversity throughout the organization	Planned in 2025
Diasorin global anti-discrimination, anti-harassment, anti-bullying.	Maintaining a productive and positive work environment where individuals are treated with dignity and respect, ensuring that every employee behaves professionally and respects the dignity and well-being of all colleagues, customers, suppliers and customers.	Planned in 2025

*Ongoing actions are those that are routine in nature or whose benefits do not end in the short term. Completed actions are those that are non-routine in nature – "one off" or whose benefits run out in the short term

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are a response to the broader concept of 'Gender Equality, Equal Pay & Diversity' and are aimed at the Diasorin Group's operations, particularly its workforce. The projects have a short-medium term timeframe and neither individually nor as a whole have they required significant capital expenditures (CapEx) or operating expenses (OpEx), nor the implementation of a structured plan.

Action 1: "Activities to promote gender equality and inclusion"

In some Group Companies, specific training courses on this topic were implemented during 2024.

In 2024, Diasorin embarked on designing training courses to foster a positive work environment, encompassing the understanding of company policies on equal opportunities and anti-discrimination. The courses will be delivered throughout 2025, with Leadership as the driving force behind a managerial culture that fosters a high-performance, merit-based, and inclusive work environment. In Italy, to support parents in balancing family and work, an agreement was signed to extend the duration of mandatory paid paternity leave from 10 to 20 days (10 additional days of leave to be added to the existing statutory leave, usable up to 5 months after birth, even in a fractional manner). In 2025, these activities will be extended to the entire Diasorin Group.

Action 2: "Diasorin equal opportunity policy"

Diasorin has planned to publish a global policy dedicated to Equal Opportunities as part of its future actions. The purpose of the Equal Employment Opportunity Policy is to establish Diasorin's stance on equal employment opportunities and foster a culture of diversity throughout the organization. This policy aims to create an environment and workplace where everyone is treated fairly, respectfully, and without prejudice. Furthermore, one of its aims is to ensure that all decisions regarding employment practices and activities within Diasorin are based solely on merit, performance, potential, and the qualifications required for the job/role, without any negative influence from protected categories of discrimination. Starting in 2025, this policy will apply to all Diasorin Group employees and will be approved by Corporate HR and the General Counsel.

Action 3: "Anti-discrimination, anti-harassment, anti-bullying policy"

Diasorin is committed to maintaining a productive and positive work environment where individuals are treated with dignity and respect, ensuring that every employee behaves professionally and respects the dignity and well-being of all colleagues, customers, suppliers and clients. For this reason, in 2025, it will implement an **"anti-discrimination, anti-harassment, anti-bullying"** Policy**.**

Some key principles will be applied in this policy, including:

a. Diasorin categorically prohibits any form of conduct that qualifies as discrimination, harassment or bullying

b. it applies to all employees, regardless of their position together with any consultants/contractors who provide their services at Diasorin

c. in addition to the provisions of local laws, the policy and procedure must also consider principles set by the Diasorin Group’s "code of conduct".

d. all complaints or cases contrary to this policy will be treated seriously and any conduct deemed to be in violation of this policy will be considered an act of misconduct and violation of the Diasorin Group's "code of conduct".

e. employees must always have accessible and valid means to file a formal complaint. Complaints can be addressed to: the corporate VP General Counsel or corporate governance & compliance manager, to their own superior, to the reference HRBP, through the Whistleblowing platform.

S1-9 – Diversity metrics

Table - gender distribution among top management members - 2024

Top management	Male	Female	Other	Not communicated	Total (no.)
Top management no.	160	62	0	0	222
Top management %	72%	28%	0%	0%	100%

Diasorin operates in a highly specialized sector. The company employs over 3,000 people worldwide, with 90% of them holding a degree, primarily in STEM fields. The skills Diasorin demands are crucial, not only for the company's sustainability but also for their market availability. According to available data, the percentage of young STEM graduates in the European Union has hovered around 25% over the past five years, with a significant disparity: the percentage of male graduates in these disciplines is roughly double that of women.

To mitigate this risk, Diasorin has established the “Fondazione Diasorin” to promote the value of science and the importance of STEM disciplines among young people. This is achieved by investing in their education and hands-on laboratory experience, as well as supporting teachers. The process of raising awareness and guiding young people towards STEM faculties is also developed through teacher training and is part of the ESG objectives of the Strategic Executives. The Group has also established a structured path for employee training and development, starting from their very first day in the company. Diasorin aims to provide every employee with quality, fair, and inclusive training, offering a chance for professional and personal growth and development. Enriching skills is indeed a cornerstone in achieving its corporate mission.

Table - employee age distribution - 2024

Employee classification	<30			30 - 50			>50		Total
	F	M	Other	F	M	Other	F	M	
Blue collars	48	77	1	79	182		57	96	540
Executives				32	76		30	84	222
White collars	137	126		743	853	1	304	345	2.509
Total	185	203	1	854	1111	1	391	525	3.271
Blue collars	9%	14%	0%	15%	34%	0%	11%	18%	100%
Executives	0%	0%	0%	14%	34%	0%	14%	38%	100%
White collars	5%	5%	0%	30%	34%	0%	12%	14%	100%
Total	**6%**	**6%**	**0%**	**26%**	**34%**	**0%**	**12%**	**16%**	**100%**

S1-10 - Adequate salaries

All the Diasorin Group employees are compensated with appropriate salaries, based on the parameters applicable in their respective geographical areas.

S1-16 - Compensation metrics (pay gap and total compensation)

Table – Pay Gap - 2024

Gender pay gap [1]	Total (Euro)	Base salary	Variable or complementary components
Average gross hourly wage level – Men	44.00	38.05	5.95
Average gross hourly wage level - Women	38.06	33.62	4.44
Gender pay gap	13.49	11.64	25.33

[1] Ratio of the total annual compensation of the person with the highest salary to the median total annual compensation of all employees (excluding the person with the highest salary).

Table – total annual compensation ratio – 2024

Total remuneration ratio	Total (euros)
Total annual compensation for the individual with the highest compensation in the company	2,681,012
Median total annual compensation for all employees (excluding the highest-paid individual)	68,029
Total annual remuneration ratio	39:1

S1-17 – Incidents, complaints and serious impacts on human rights

Table - Discrimination incidents - 2024

Discrimination incidents	Total (n.)
Discrimination INCIDENTS, including harassment	7
REPORTS submitted through channels to allow staff members to raise concerns	13
REPORTS submitted to the OECD National Contact Points for Multinational Enterprises	0
Amount of fines, penalties and damages following incidents and reports	**0**

All reports received have been consistently analyzed and addressed through the investigation procedure outlined in our policies.

The number of reports also demonstrates the effective operation of the channels designed to facilitate staff concerns and the Company's commitment to actively listening to its workers.

The data in the table above have been provided by the HR Business Partners responsible for managing reports and investigations related to employee relations within the Diasorin Group. For the sake of clarity, an '**incident**' has been defined as a report that has been found to be well-founded following the appropriate investigations. Complaints, whether well-founded or unfounded, submitted to HR offices, fall into the category of "**complaints**."

For all information about the specific reporting channels for employee concerns, please refer to the section "*S1-3 – Processes to remediate negative impacts and channels for own workers to raise concerns*".

Table – number of serious human rights issues and incidents- 2024

Serious issues and incidents on human rights related to its personnel	Total (no.)
Serious incidents related to human rights for company personnel	0
Cases of non-compliance with the United Nations Guiding Principles on Business and Human Rights	0
Cases of non-compliance with the ILO Declaration on Fundamental Principles and Rights at Work	0
Incidents of non-compliance with the OECD Guidelines for Multinational Enterprises	0
Serious human rights incidents in which the company has played a role in ensuring remediation	0
Amount of fines, penalties and damages for the incidents described above (in euros)	0
Amount of fines, penalties and compensation for damages related to incidents in the financial statements (in euros)	0

Training and development of skills

Sub-topic/sub-sub-topic	Description	IRO
Equal treatment and opportunities for all – Training and skills development	Developing skills and opportunities for professional growth for employees through appropriate training and skills development plans.	Positive impact
Equal treatment and opportunities for all – Training and skills development	Difficulties in recruiting and retaining highly qualified and specialized employees reduce the attractiveness of the company	Risk

S1-1 – Policies related to own workforce

The Group does not currently have specific policies for managing and organizing the "training and skills development" topic.

Given the materiality of this topic, the Company has embarked on a process to identify and prioritize the policies crucial to the Group's workforce. This process will enable the seamless implementation of a comprehensive system of policies and procedures.

S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches

Actions to manage the material impacts of the "training and skills development" topic:

Key actions	Brief description	Progress status (planned, ongoing, completed [1])
"Diasorin Leading Values" Performance Management Process"	Definition of a Performance Management process that is the same for everyone, with evaluation based on: achievement of objectives and Diasorin leading values	Ongoing
Training activity	Quality, fair, inclusive training that represents an opportunity for learning and professional and personal development	Ongoing

The Diasorin Group stands out for its unwavering commitment to training and developing its employees' skills. The Organization firmly believes that its success is shaped by the individuals within it. To support their professional and personal growth, the Organization has implemented a series of initiatives. These initiatives aim to mitigate potential risks or negative impacts related to employee training and professional development, among other objectives. Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are taken in response to the broader concept discussed in the 'Skills training and development' section, and are aimed at the Diasorin Group's operations, with particular reference to its own work force. Projects have a short-to-medium-term timeframe and, neither individually nor collectively, have required significant capital expenditures (CapEx) or operating expenses (OpEx), nor the implementation of a structured plan.

[1] Ongoing actions are those that are routine in nature or whose benefits do not end in the short term. Completed actions are those that are non-routine in nature – "one off" or whose benefits run out in the short term

Action 1: “Diasorin Leading Values and Performance Management”

In 2024, the Diasorin Group updated its Performance Management process. The process fosters a continuous dialogue between managers and employees, focusing on their contributions to the company's growth and the behaviors required to achieve assigned objectives. This approach fosters equitable employee growth and establishes individual development plans, featuring qualified and inclusive training, that empower each employee to unlock their full potential. It's worth noting that all Group employees are evaluated using the same matrix, which considers objectives and behaviors aligned with Diasorin Leading Values. This process is conducted through a single information platform, aiming to promote fairness and consistency in evaluations. Following the integration with Luminex, and with the aim of fostering mutual dialogue and a sense of responsibility within the organization, a formal employee’s self-assessment will be incorporated into the Performance process. The annual Performance and Behavior Assessment is based on the Culture of Merit, which applies to all Company employees worldwide. The Company has defined its expectations for the behavior of all Diasorin people through Diasorin Leading Values*, aiming to unify its culture and foster a shared approach. Their primary objective is:

- creating a common language for all Group employees;
- Clarifying expectations regarding objectives and results;
- simplify the hiring process by sharing the values and characteristics we seek in candidates;
- structuring the evaluation of human behaviors;
- promoting the Culture of Merit.

Diasorin Leading values are defined by:

- Results Driven: A steadfast commitment to achieving results.
- Accountability: Taking responsibility, acting with integrity, and engaging others.
- Innovation: Transforming new ideas into solutions and services that deliver value to patients and customers;
- Operational Excellence: Always striving for excellence and long-term success.
- Customer Focus: Our customers are our priority.
- Cultivating a Positive Culture: striving to establish a positive, inclusive, and stimulating work environment for our teams, fostering a We-Company culture.

Action 2: “Training activity & Diasorin Leadership Academy”

Diasorin strives to provide every employee with quality, fair, and inclusive training, offering opportunities for professional and personal growth. Enriching skills is, in fact, a crucial foundation for achieving the company's mission. To achieve this, Diasorin meticulously analyzes and identifies the training needs of each employee, based on business priorities, feedback from relevant managers, and objectives from the periodic assessment process.

In 2024, the courses covered aspects such as performance management, courses aimed at refining management leadership skills, managing interpersonal relationships and promoting dialogue among colleagues, increasing their sense of belonging, as well as courses related to health and safety at work.

To ensure all employees have access to training opportunities, both in-person and remotely, the various offices have continued to adopt the most effective multimedia platforms, as per the Group's training guidelines. In particular, the Company provided courses aimed at improving the technical skills of its employees, as well as courses aimed at reinforcing soft skills.

An additional training area that Diasorin recognizes as crucial is the orientation and support phase for new Group employees during their first working days ("Induction"). In this regard, we offer local individual induction programs for executives and managers, as well as specific courses for all new hires throughout the year.

The program is structured to provide all the necessary tools to best fulfill their own role and to learn and embrace the Corporate Culture. Diasorin firmly believes that an effective induction plan is a crucial tool for fostering and retaining its talents. The Group continued its cross-functional training activities, focusing on HR processes and related information systems. The training conducted on the system was not solely focused on technical aspects of its operation, but also provided an opportunity to share the corporate culture underlying the HR processes managed by the system. Finally, among the Group's training initiatives, it is important to highlight the launch at the end of 2024 of the "Diasorin Leadership Academy", whose aim is to develop the managerial skills of Diasorin leaders, fostering a culture of excellence. In this context, leaders stand out for their ability to achieve business objectives, foster creativity and innovation, and establish a positive work environment built on trust, respect, and collaboration. Among the various training proposals for 2025, we highlight topics related to Leadership Fundamentals.

Safe employment

Sub-topic/sub-sub-topic	Description	IRO
Working Conditions – Ensuring a Safe Workplace	Negative impact on employees due to a lack of social protection with respect to the loss of income caused by significant life events.	Negative impact

S1-1 - Policies related to own workforce - Safe employment

The Group does not have specific policies for managing and organizing the 'Safe Employment' topic. Given the importance of this topic, the Company has embarked on a process to identify and prioritize the necessary policies for the Group, focusing on the workforce. This process will enable the seamless implementation of a comprehensive system of policies and procedures.

S1-4 – Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches

The Group does not currently have specific policies for managing and organizing the "Safe employment “topic.

ESRS S2 workers in the value chain

Disclosure requirement	Reference
ESRS 2 SBM-2 Interests and views of stakeholders	ESRS 2 - SBM-2 – Interests and views of stakeholders
ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model	SBM-1 – Strategy, business model and value chain

Health and safety and Forced Labor

Sub-topic/sub-sub-topic	Description	IRO
Working Conditions – Health and Safety	Accidents at work and occupational diseases can have a negative impact on the lives of employees along the value chain.	Negative impact
Other rights related to work – Forced labor	Violation of the human rights of workers along the value chain with incidents of forced labor that negatively impact the well-being of employees.	Negative impact

ESRS 2 SBM-3 –Material impacts, risks and opportunities and their interaction with strategy and business model

The Diasorin Group's approach to sustainability, deeply rooted in the diagnostics sector, is guided by a passion for science, regulatory rigor, environmental and human protection, internal stakeholder support, and community focus. These principles shape the company's development strategy. The Diasorin Group's business model is rooted in a strong focus on its value chain. As a result, the management of identified negative IROs, a critical factor, is part of the Group's strategic decisions and business model orientation.

In ESRS 2 "General information" the Company provides a comprehensive overview of the Group's value chain, the types of products and services purchased, and the primary relationships with suppliers.

The Group primarily sources its products from established multinational companies, mainly located in European countries. The consolidated relationships with its suppliers also depend on the sector in which Diasorin operates: in fact, being part of the diagnostic sector demands a particularly high level of product and material quality. To ensure this, the Company has established a supplier evaluation and qualification process, as outlined in the Policies below.

The identified IROs are generalized and related to workers in the upstream value chain (with particular reference to suppliers) of the Diasorin Group. The categories of workers who work at the company's headquarters but are not part of the company's workforce are temporary workers not hired directly, companies supporting training and selection, and legal support.

S2-1 – Policies related to value chain workers

This chapter presents all policies pertaining to significant issues for workers in the value chain of the Diasorin Group, with a focus on Human Rights, which encompasses human trafficking, forced or compulsory labor, and child labor. The Organization's approach to these issues is deeply integrated into every aspect of its workforce and value chain, ensuring that all matters addressed respect the fundamental principles of dignity, equity, and non-discrimination.

The Group takes steps to prevent and address negative impacts on human rights, aiming to avoid any behavior, action, or decision that may cause or contribute to such impacts. Diasorin operates in accordance with the Code of Ethics and local and national laws, and expects the same from its supply chain partners. Before approving suppliers, the company conducts risk analyses and surveys to assess their suitability. Supplier contracts require compliance with laws against human trafficking and slavery. Additionally, Diasorin monitors supplier performance and provides training to employees on the responsibilities outlined in the California Transparency in Supply Chains Act.

At present, the Group has not established a dedicated process for engaging workers throughout the value chain. It is worth noting that the Company does not have a specific policy in place to address potential negative impacts on the health and safety of workers throughout the value chain. However, the Group's Code of Ethics outlines a set of principles and establishes procedures for managing the value chain in a broader sense. Furthermore, the Company has obtained the ISO 45001 certification for Diasorin Italia. When preparing the DUVRI for its suppliers, the company shares the main health, safety, and environmental (HSE) standards adopted by Diasorin Italia.

Finally, no cases of non-compliance with the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises have been reported. These principles and guidelines involve workers in the value chain, both upstream and downstream.

Policy 1: " Policy on Sustainability and respect of Human Rights of the Diasorin Group"

The Diasorin Group has adopted a **Policy on Sustainability and Respect of Human Rights**, with the aim of integrating key ethical principles within its corporate practices. The Group's commitment is to ensure the respect, protection, and promotion of human rights throughout all phases of its operations, both internally and across its entire supply chain. This policy aligns with the values outlined in the **Code of Ethics**, which sets guidelines for ethical and responsible behavior from all those who interact with the Company, including employees, contractors, business partners, suppliers, and all interested parties. Although there is currently no dedicated Code of Conduct for suppliers, each supplier of the Group is required to sign the Code of Ethics.

In line with the principles outlined in the Policy on Sustainability, all individuals involved in the Group's activities are required to avoid any behavior, action, or decision that may cause or contribute to negative impacts on human rights. This includes abuses or practices that violate the dignity and fundamental rights of individuals. The Group specifically refuses to engage in or maintain business relationships with suppliers who engage in irregular, forced, compulsory, or child labor practices, or who fail to comply with international human rights laws and regulations.

Additionally, the Diasorin Group is actively engaged in managing human rights risks through a continuous process of identifying, assessing, preventing, and mitigating potential violations. This approach makes it possible to promptly identify any violations and apply penalties in line with current regulations and the agreements established by collective bargaining

In accordance with international standards, the Diasorin Group is committed to respecting, protecting, and promoting human rights in all its business activities. The Policy is published on Diasorin website (www.int.Diasorin.com) and is disseminated and made available to all interested personnel through appropriate communication channels.

Policy 2: “Modern Slavery Statement”

This statement embodies the Group's commitment against modern slavery and is issued by Diasorin S.p.A. and Diasorin Limited on a voluntary basis. Modern slavery can take many forms, and in the context of this statement, it encompasses slavery, servitude, forced and/or compulsory labor, and human trafficking.

The Diasorin Group fully supports the objectives of the law against modern slavery and is committed to operating without any form of slavery. It adopts a zero-tolerance policy towards modern slavery across all areas of its operations and supply chains. Sustainable practices are deeply rooted in the corporate culture of the Diasorin Group.

The Group takes a responsible approach to fostering economic, environmental, and social progress in the areas and communities where it operates.

In conducting its global activities, the Diasorin Group is guided by the principles and values established by international conventions that safeguard human rights, labor, health, and safety.

Supply chains and risk management

As a global leader in the in vitro diagnostics market, with manufacturing facilities in Italy, the United Kingdom, Germany and the United States, Diasorin considers the risk of modern slavery within its activities to be low. However, supply chains are complex and far-reaching, and some suppliers may pose higher risks. This is because goods or raw materials may originate from sectors or jurisdictions with a higher risk of modern slavery.

The Diasorin Group's Code of Ethics requires all suppliers, contractors, agents and other third parties acting on behalf of the Group to comply with applicable laws and adhere to the Group's ethical values. Compliance with these principles is considered essential to establishing and maintaining positive business relationships. Agreements with suppliers require them to confirm their compliance with our Code of Ethics. Suppliers are required to respect the fundamental human rights of their employees, refrain from using child labor, ensure a safe and healthy work environment, and protect the environment. Any violation of the Code of Ethics by a supplier may result in the immediate termination of the business relationship.

Training

The Diasorin Group provides training to its employees, ensuring they understand and can identify the risks associated with modern slavery and human trafficking in supply chains and business activities.

Effectively eliminating slavery and human trafficking

The Group regularly reviews the effectiveness of measures taken to prevent modern slavery and human trafficking in its supply chains, using this information to continuously improve its procedures and practices.

Ongoing commitment

The Diasorin Group maintains a zero-tolerance policy towards any form of modern slavery in its activities and supply chains. By collaborating with suppliers and promoting a culture of transparency, the Group aims to further strengthen its risk assessment and due diligence process. To encourage employees to report potential cases of modern slavery, a Whistleblowing Policy has been implemented to support the Group's commitment to the fight against modern slavery.

This statement, which is available on Diasorin website, was approved by the boards of directors of Diasorin S.p.A. on 27 March 2023, of Diasorin Italia S.p.A. acting through its branch in the United Kingdom on 20 March 2023 and of Diasorin Limited on 10 March 2023 and is addressed to all the Diasorin Group employees.

S2-2 – Processes for engaging with value chain workers about impacts

To date, the Group has not yet implemented a process to engage workers in the value chain.

S2-3 - Processes to remediate negative impacts and channels for value chain workers to raise concerns

Diasorin implemented procedures to swiftly identify and resolve any issues or potential negative impacts. The effectiveness of these measures is continuously monitored and targeted interventions are implemented to minimize any negative impacts. To this end, Diasorin has set up dedicated official communication channels for its internal and external stakeholders, which are therefore also accessible to third parties. These channels are an integral part of sustainability policies, enabling stakeholders to directly share their concerns or needs with the company. This ensures a prompt and appropriate response. These channels are accessible to everyone, both through mechanisms made available by the company and through participation in third-party mechanisms, so as to actively promote the use of these tools by workers along the value chain, facilitating communication and the treatment of problems.

Reports received through these official channels are handled with a confidentiality-focused approach, shielding reporters from potential retaliation, just as the Company does for reports from Group employees. In line with internal policies, a Whistleblowing Committee has been established to receive reports, conduct investigations, and, when necessary, involve the relevant company departments to apply disciplinary sanctions or take legal action.

Further details on the Whistleblowing platforms is provided in ESRS G1 – Governance.

S2-4 - Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those action

Actions to address the material impacts of 'Health, Safety, and Forced Labor'" topic:

Main actions	Brief description	Progress status (planned, ongoing, completed [1])
"Supplier Management" and "Procurement Portal: Supplier Qualification"	Guidelines for the selection, qualification, monitoring and management of suppliers, ensuring compliance with technical requirements and product quality.	Ongoing

The Diasorin Group is committed to fostering greater awareness of worker safety and the issue of forced labor throughout the value chain, aiming to prevent risks or negative impacts. The Organization is committed to safeguarding the health and safety of its employees and stakeholders, while also minimizing its environmental impact.

To ensure a high level of attention and proper management of risks and impacts related to workers in the value chain, Diasorin established two procedures, detailed in section 'S2-1' of this report. These procedures enable stakeholders to understand how the company manages this material topic and its associated impacts.

No serious human rights issues or incidents have been reported in connection with its upstream and downstream value chain.

Projects have a short-to-medium-term timeframe and, neither individually nor collectively, have required significant capital expenditures (CapEx) or operating expenses (OpEx), nor the implementation of a structured plan.

Azione 1: "Supplier Management" and "Procurement Portal: Supplier Qualification"

To identify, assess, prevent, and mitigate risks related to the health and safety of workers in its supply chain, the Diasorin Group has established a set of actions to ensure compliance with the clauses outlined in its Code of Ethics and Sustainability and Human Rights Policy. These actions are formalized in the Group's operating procedures, and specifically in the *"Supplier Management"* and "*Procurement Portal: Supplier Qualification"* procedures, that set out the core principles for supplier selection and management.

The procedures require that each supplier be classified based on the risk associated with product quality and safety, as well as their ability to align with the Group's strategic interests and the principles outlined in the company's Code of Ethics. Particular attention is paid when drafting contracts with suppliers, ensuring they include compliance clauses that explicitly require suppliers to adhere to applicable legal provisions and the Group's core values, including health and safety.

Additionally, one of the implemented actions is the requirement to obtain local approval and subsequently notify the central authorities when a supplier is replaced. This ensures a transparent and controlled oversight process.

It is worth noting that, to date, the Group has not established any sustainability criteria for selecting suppliers. The Company conducts a comprehensive monitoring process that encompasses a range of activities, from acceptance testing and verification of product certifications to conducting audits at supplier locations. These actions make it possible to constantly evaluate the level of compliance and to

[1] Ongoing actions are those that are routine in nature or whose benefits do not end in the short term. Completed actions are those that are non-routine in nature – "one off" or whose benefits run out in the short term

intervene promptly in the event of non-compliance, thus protecting both quality of the products and respect of the ethical and social commitments undertaken by the Group.

S2-5 - Targets related to managing material impacts, advancing positive impacts, and managing material risks and opportunities

The Group has not adopted policies related to affected communities, While the topic is considered material, implementing a policy in this regard is not a current priority for the Group. The primary areas of intervention remain those closely linked to the business model, which focuses on the needs of the healthcare world, and community management, areas where the Company has the most significant impact.

ESRS S3 – affected communities

Sub-topic/sub-sub-topic	Description	IRO
Economic, social and cultural rights of communities	Supporting local communities through targeted initiatives that improve the well-being of the community.	Positive impact

Disclosure requirement	Reference
ESRS 2 SBM-2 – Interests and views of stakeholders	SBM-2 – Interests and views of stakeholders

ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interaction with strategy and business model

Diasorin recognizes the importance of supporting local communities as a fundamental element of its strategy, aware of the positive impact generated by investing in initiatives that foster the social and cultural development of local communities.

Diasorin also fosters the growth of local communities through a range of projects managed at the Corporate level, all part of a broader sustainability strategy. These projects, focused on information, health education, and promoting awareness of diagnostic and therapeutic solutions, aim to improve access to healthcare and raise public awareness. Among the most important initiatives is the awareness campaign on diagnosis and medical prevention, which aims to educate citizens, institutions and professionals in the health and social sector, highlighting the value of diagnostics for public health. Through this commitment, healthcare services can be more targeted and responsive to the population's genuine needs, thereby reducing the incidence of diseases and improving overall well-being.

To bring these initiatives to life, Diasorin collaborates with institutions, third-sector organizations, citizens, and scientific communities. The awareness campaigns, detailed in the following sections, were conducted in partnership with AMCLI (Italian Association of Clinical Microbiologists), Federchimica Assobiotec, and Cittadinanzattiva, thereby bolstering the national support and awareness network. Through these initiatives, Diasorin not only addresses the needs of society but also promotes values of solidarity, creating a positive and lasting impact on local communities. Our ongoing commitment to supporting communities through projects aimed at their well-being has proven to be a key driver in generating a positive and significant impact on the communities themselves.

S3-1 – Policies related to affected communities

The Diasorin Group has not yet implemented policies regarding the impacts, risks, and opportunities associated with the affected communities.

This decision stems from the fact that these topics are not closely related to the Group's priority areas. The Group primarily focuses on issues that closely align with its business model, which is centered on the needs of the healthcare sector, and on personnel management, sectors where the company has a significant impact.

This paragraph describes the measures and actions taken in response to the material impacts, risks, and opportunities identified. However, it's important to note that the Company has not yet implemented a precise and comprehensive monitoring system to evaluate the effectiveness of the aforementioned actions.

S3-2 – Processes for engaging with affected communities about impacts

Local communities are engaged through both the Fondazione Diasorin and corporate initiatives.

Diasorin uses use communication tools, such as press releases, newsletters, and content and information related to sustainability, which are published on its websites. (Diasorin.com and fondazioneDiasorin.com).

The scientific community, industry experts, start-ups, centers of excellence and scientific associations are constantly involved in this dialogue with Diasorin, to discuss strategies and areas of scientific interest and to collaborate on projects that can bring benefits to the entire local community. Fondazione Diasorin has also established a Technical-Scientific Committee, comprising a team of experts, including science teachers, university professors, and specialists in teacher training. These professionals are actively engaged in the Foundation's project activities and maintain a consistent dialogue with stakeholders. The details regarding the organizational function responsible for ensuring that this involvement is carried out correctly and that the results influence the company's approach are available in the information communicated according to the ESRS 2 GOV-1 Role of the administrative, management, and oversight bodies.

S3-3 – Processes to remediate negative impacts and channels for affected communities to raise concerns

Diasorin has established dedicated official communication channels for the communities involved, which are also accessible to third parties (the Whistleblowing system). These channels are an integral part of our sustainability policies, enabling communities to directly voice their concerns or needs to the Company. This ensures a timely and appropriate response. Diasorin provides direct access to these channels, fostering a transparent and inclusive dialogue.

To ensure the effectiveness of these channels, Diasorin harnesses the power of its communication tools, actively encouraging their use by the affected communities. This dynamic approach fosters open communication and efficient problem-solving, making it easier to address any issues that may arise.

Diasorin has also implemented policies to safeguard individuals who utilize these channels, aiming to prevent any form of retaliation. For more information, please refer to the details provided in ESRS G1-1 – Policies on Corporate Culture and Business Conduct.

S3-4 – Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are taken in response to the broader concept discussed in the 'Affected Communities' section, and are aimed at the downstream value chain, with a particular focus on local communities.

Action 1 - Donation to Fondazione Diasorin and development of dedicated projects

Following the growing success of the 'Mad for Science' project, launched in 2015 to bring Italian high school students closer to the STEM world, Diasorin decided to establish its own Foundation in July 2020. The foundation acquired the project, making it a vital tool for fostering young people's passion for science and promoting excellence in schools. Fondazione Diasorin has built on its experience gained through the Group's social responsibility projects, further strengthening its dialogue with Italian secondary schools. The Diasorin Group regularly invests in the Foundation, enabling it to carry out its related activities. The Foundation, while maintaining operational autonomy consistent with its social purpose, benefits from Diasorin's financial support. Diasorin supports initiatives aligned with its core business, aimed at generating value for local communities and, in the long term, for the company itself. It is important to note that the Foundation is not included in the Group's consolidation scope. Given the strong connection between the Foundation and the Diasorin Group, it was crucial to demonstrate how the Company positively impacts local communities through the Foundation.

The financing activity involves an average annual operating expense of approximately 900,000 thousand euros.

The following are the main initiatives undertaken by the Foundation, with the Group's support.

Initiative 1 “Mad For Science”

The "Mad for Science" project is among the initiatives promoted by Fondazione Diasorin in 2024.

The competition is open to scientific high schools (traditional and applied sciences), classical high schools featuring biology and biomedical curricula, and technical institutes, both state and private, throughout Italy. Starting from the 2023 edition, students' commitment and design hours were recognized in the PCTO- Pathway for Transversal Skills and Orientation (former school-work program) thanks to *ad hoc* agreements between the Foundation and schools. Again in 2024, The Mad for Science competition has been recognized by the Ministry of Education and Merit as an initiative to promote excellence in Upper Secondary Schools. The seventh edition brings exciting news: a prize pool increase from 175,000 to 200,000 euros for schools, and the introduction of a third prize to allow the three best schools to carry out their projects.

The other major news is about the competition's theme, which, in the 2024 edition, focuses on red, yellow, and white biotechnologies to safeguard people's health and the environment. In the biotechnology color code, reds are associated with medicine and health, yellows with nutrition, and whites with industrial and production processes.

Each High School participated in the competition with a team of 5 students and a science teacher and developed a project in collaboration with at least a local scientific body. After two rounds of selection by technical-scientific committees, experts in laboratory teaching and research, who evaluated 135 projects from 18 Italian regions, the 8 schools with the highest scores were invited to present their projects in the Mad for Science Challenge.

Finally, to reward the enormous effort of the finalist schools, the Finalist Award has been awarded to the other 5 Schools that made it to the final: 'Galilei-Vetrone' Scientific High School in Benevento, the 'Braucci' Scientific High School in Caivano (NA), the 'Majorana-Corner' Scientific High School in Mirano (VE), the 'Varchi' Scientific High School in Montevarchi (AR), and the 'Farnese' Scientific High School in Vetralla (VT)

Initiative 2 “Mad for Science for Teachers”

Among the initiatives promoted by Fondazione Diasorin, the "Mad for Science for Teachers" project stands out.

Fondazione Diasorin, recognizing the importance of constant knowledge and methodology updates for teachers to effectively teach and engage students in science, has continued to promote the Mad for Science for Teachers project throughout 2024.

Designed for science teachers from the winning schools of the national 'Mad for Science' competition, the project offers a range of initiatives, divided into three main areas, that are crucial for helping teachers engage their students in scientific experiences. To determine strategic areas for intervention, Fondazione Diasorin consulted a technical-scientific committee composed of a team of industry experts, including science teachers, university professors, and teacher training experts. The areas of intervention are as follows:

- continuous updating on the frontiers of science, through meetings with scientists
- introducing new teaching methods to make science education more engaging and exciting through methodological workshops;
- hands-on laboratory experimentation, through a blend of theoretical and practical courses.

In 2024, two webinars were organized for the first area of intervention, which involves in-depth scientific discussions led by Italian scientists. These webinars are described below:

- **"The stem cells of cancer",** held on October 30, 2024 by Pier Paolo Di Fiore, Professor of Pathology and General Physiopathology at the University of Milan and Director of the Novel Diagnostics Program at the European Institute of Oncology in Milan. The webinar was attended by 54 teachers from 24 secondary schools from 12 Italian regions.

- **'The dual nature of HIV: how one of the most feared viruses has become a tool for healing'** held on 29 November 2024 by Dr. Annamaria Zaccheddu, the head of scientific communication at Fondazione Telethon. The webinar brought together 53 teachers from 38 schools from 14 Italian regions.

In the second area of intervention, the workshop 'Problem-Based Learning: The Case of M.P., an Eight-Year-Old with Recurrent Febrile Episodes' was held by Ruggero Pardi, Professor of General Pathology at the Vita-Salute San Raffaele University in Milan. The workshop was held online, over four sessions, from 15 to 25 March 2024.

The workshop was held on an online platform over four sessions, from 15 to 25 March 2024. It provided participants with a solid foundation in Problem-Based Learning (PBL) and its applications in teaching scientific content. The teachers had the opportunity to learn how to build and conduct a case using the PBL method, as well as strengthen their understanding of the development of a biotechnological drug used in cases of Familial Mediterranean Fever. The workshop was attended by 21 teachers from 14 secondary schools, from 8 Italian regions.

To empower teachers to 'get their hands on science' and enhance their laboratory skills, Fondazione Diasorin developed a theoretical-practical course on Biotechnology. This course was attended by 12 science teachers from the 3 winning schools of the 2024 edition, in collaboration with the University of Milan - School for the dissemination of Biosciences.

Furthermore, to ensure the teachers of the winning schools of the Mad for Science Competition are always up-to-date with the latest experimental and theoretical knowledge, the Foundation has developed and implemented the second research school for teachers, named 'School of DNA Barcoding'. The residential course, developed in collaboration with the University of Milan, offered both practical exercises for school settings and a theoretical seminar on DNA Barcoding technology and genomics, applied to the molecular identification of various living species. The DNA Barcoding course was attended by 12 science teachers from 12 secondary schools from 9 Italian regions.

Initiative 3 "Up close with Research"

In 2024, Fondazione Diasorin launched a new initiative to guide students towards scientific careers. In February 2024, the "Up close with Research" project was launched, thanks to the collaboration with Fondazione Telethon, with which a memorandum of understanding was signed. This project involved 12 researchers funded by Fondazione Telethon. These researchers visited 13 high schools in the Mad for Science network, spanning 9 different regions. Their goal was to bring young people closer to the world of scientific research and inspire them to reflect on the origins of their passion for science, how to nurture it, and what it truly means to be a scientist. They also discussed the skills needed to pursue this career.

During the meetings, the researchers shared their educational and professional backgrounds, describing the challenges, successes and difficulties they encountered in their work, responding to the questions and doubts of the students in a direct and equal exchange. The project, in its first edition during the 2023/2024 school year, involved 1,110 students from the third, fourth and fifth classes.

Action 2 "FISIP – Italian Paralympic Winter Sports Federation"

Diasorin, in its ongoing commitment to promoting Italian excellence and celebrating talent, has once again partnered with the Italian Paralympic Winter Sports Federation (FISIP) in the 2024 reporting year.

Together, they have selected a group of athletes in alpine skiing, Nordic skiing, and snowboarding, based on criteria of talent and excellence. These athletes will join the Italian team at the 14th Paralympic Winter Games in Milan-Cortina d'Ampezzo 2026.

The athletes selected by FISIP are following their athletic and sports training program thanks to the support of a contribution provided by Diasorin.

Diasorin's "Talent Projects" initiative, in collaboration with FISIP, has been supporting Italian athletes for several years, achieving numerous successes at the Paralympics, including the medals won in Pyeongchang, South Korea, in 2018 (2 golds, 2 silvers, 1 bronze) and in Beijing in 2022 (2 golds, 3 silvers, 2 bronzes).

Action 3 “EDGA Paralympic Golf”: Supporting disability in sport”

Established in 1996, the Giovanni Nasi Trophy has consistently embodied inclusivity within the Italian golf scene, honoring the first disabled golfer with a ranking and prize since its inaugural edition.

Since 2022, the tournament has taken on a new dimension, becoming an international competition of the EDGA (European Disabled Golfers Association) circuit, valid for the world ranking. The tournament was approved by the Italian Golf Federation and sponsored by the Italian Paralympic Committee.

In 2024, Diasorin enthusiastically joined this project, demonstrating a strong commitment to the values of inclusivity promoted by sports. In its third edition, the Giovanni Nasi Trophy, held in Turin in its new guise, welcomed athletes from numerous nations (Italy, France, Switzerland, Czech Republic, Israel, Belgium, Chile, United Kingdom, Ireland, Netherlands, Turkey, Germany, and Slovakia), solidifying its status as one of the EDGA circuit's most internationally attended tournaments.

Action 4“Italian Sitting Volley Championship – Diasorin Cup”

The Diasorin Cup is the premier Italian event for sitting volleyball, a Paralympic sport derived from volleyball. It serves as a crucial showcase for the values of inclusion and social integration. Since 2016, when the collaboration began, Diasorin has proudly been the title sponsor of this highly appealing event, which is included in the reporting year.

The Diasorin Cup Sitting Volleyball tournament celebrates the power of inclusion and the universality of sport, reinforcing Diasorin's commitment to fostering excellence and talent in all its forms. This is especially true when it comes to athletes who demonstrate resilience in overcoming the challenges posed by disability. Since 2021, the Diasorin Sitting Volley Cup has been recognized as a national competition, marking the first 'All Star Game' of Italian sitting volleyball and the first event dedicated entirely to Paralympic athletes.

Action 5 "the diagnostic and prevention campaign"

The Diagnosis and Prevention Campaign was launched in 2024. This initiative saw collaboration among the scientific community, citizens and the industrial sector, with the aim of raising awareness and training Italian health and social professionals.

The campaign kicked off with a press conference at the Senate of the Republic, attended by key industry institutions. This marked the start of a series of regional meetings that engaged both citizens and professionals in the sector.

Combating antimicrobial resistance	Turin, 27 February Rome, 9 April Milan, 14 May
Tuberculosis and Latent Tuberculosis	Bari, 13 June Milano, 24 September

The campaign's primary objective was to address crucial issues, such as antimicrobial resistance (AMR) and latent tuberculosis (TBC), emphasizing the importance of effective prevention through advanced diagnostic systems. Despite Italy not being considered a high-risk country for TB, it's worth noting that around 2,000 people are living with latent infections. This highlights the need to raise awareness about these issues, focusing on health aspects and potential interventions. During the events, various experts participated in round tables, offering insights and actively engaging the public in disease management and prevention.

The initiative's success was amplified by the involvement of partners like AMCLI, ASSOBIOTEC, and Cittadinanza Attiva. They helped spread the content through podcasts, press releases, and local ad hoc meetings, reaching an ever-growing audience. The initiative has also underscored the importance of a collaborative approach between public and private institutions. This approach is crucial for enhancing the integration of citizen services, ensuring timely responses in emergency situations, bolstering the quality of healthcare services, and fostering the active participation of local communities in decision-making processes.

With a timeframe that has been extended from January to December 2024, the Diagnosis and Prevention Campaign has been a fundamental step in raising awareness in the fight against infectious diseases, proposing concrete examples of viable actions, with the aim of building a healthier future for all, while generating potential savings for the National Health Service.

The action was tracked through views on various communication channels, indicating the effectiveness of information dissemination related to the diagnosis and prevention campaign.

Diagnostic and prevention campaign – 2024 communication results		
Promotion on the web	No. of releases	250
Promotion in newspapers	No. of releases	14
Promotion on the media (TV and radio)	No. TV releases	18
	No. Radio releases	1

S3-5 – Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

Diasorin adopted a 2023-2025 Sustainability Plan that includes social commitments with reference to local communities.

Social commitments –esg 2023-2025 sustainability plan
Aligning local social responsibility initiatives with the Group's existing policy, which outlines the types of actions that can be implemented in local communities.

The social commitment described above, at present, does not meet the measurability requirements implemented by the ESRSs. However, this chapter provides a representation of the actions taken in response to the relevant IROs identified, along with the related metrics. It should be noted that, to date, a system for monitoring the effectiveness of the aforementioned actions has not been implemented.

Furthermore, Diasorin has not made any specific commitments regarding the "Affected Communities'. The Group, seizing the opportunities presented by the numerous regulatory changes in sustainability introduced in the European context, will review its commitments and evaluate the need to integrate and update policies and actions.

ESRS S4 – consumers and end users

Sub-theme/ sub-sub- theme	Descriptions	IRO
Safety of consumers and/or end users - Health and safety; Personal safety	Development of innovative products and guarantee of a constant supply over time to support diagnostic activity and protect the health and safety of patients.	Positive impact

* Risk / Opportunity.

Disclosure requirement	Reference
ESRS 2 SBM-2 – Stakeholder interests and views	SBM-2 – Stakeholder interests and views

ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interactions with strategy and business model

The Diasorin Group has recognized consumers and end-users as a crucial component of its strategy. The company is committed to making a difference by recognizing the importance of driving innovation and ensuring a steady supply of products that support diagnostic activities and safeguard patient health and safety.

The Diasorin Group's business model is driven by the needs of the healthcare industry, constantly striving to develop innovative diagnostic solutions. To ensure the continued growth and value creation of this model, innovation is crucial: in science, technology, resources, and the market. With this in mind, the Group's strategic focus is on attracting and integrating new talents and skills, enabling it to innovate and establish itself as a leader in the industry.

Diagnosis is the first step in understanding an individual's health status. That's why the Diasorin Group's diagnostic solutions can make a difference, providing timely and reliable answers to increasingly complex clinical questions. The Diasorin Group's business is deeply rooted in prioritizing people's well-being and health, consistently integrating sustainability into its actions and strategies.

All Diasorin Group's consumers and end-users are significantly impacted by its activities, particularly in the areas of immunodiagnostics, molecular diagnostics, and licensed technologies. For more information, please refer to the section 'Customers and the Medical-Scientific Community'.

The Group is committed to ensuring that all stakeholders are heard and that the information provided is clear and complete, accurately reflecting the impacts of its activities and products.

The current and positive impact on Consumers and End Users shows the continued focus on developing innovative diagnostic products and ensuring a consistent supply over time. These activities support diagnostic activities and safeguard patient health and safety, ensuring the uninterrupted availability of advanced diagnostic solutions.

S4-1 – Policies related to consumers and end-users

The Diasorin Group has not yet implemented policies regarding the impacts, risks, and opportunities associated with Consumers and End Users.

The Group has not implemented policies regarding consumers and end users. Despite the topic 'being identified as material, the Group does not prioritize implementing a policy at this time. The primary areas of intervention remain those closely linked to the business model, which focuses on the needs of the healthcare world, and personnel management, areas where the Company has the most significant impact.

This section outlines the measures and actions taken in response to the identified material IROs. However, the Company has not implemented a timely monitoring system for the effectiveness of the actions listed above.

S4-2 – Processes for engaging consumers and end-users on impacts

The Group Companies have established methods to gather customer feedback and share it across the company. The collected data is then analyzed to ensure that the product or service offered aligns with the customer's expectations. Based on the information collected and processed, constant improvement activities are planned and implemented.

The Group has also implemented a dedicated tool, the 'Diasorin Group Customer Satisfaction Survey', which aims to establish the methods for regular Customer Experience monitoring.

Through the "Diasorin Group Customer Satisfaction Survey", Diasorin directly engages customers and end consumers, gathering feedback on their experiences and expectations. The data obtained are analyzed to identify areas for improvement and continuously optimize the products and services offered, in order to effectively respond to market needs.

This survey is coordinated by the "Quality, Marketing and Corporate Service" Department and is conducted annually. It is carried out according to two survey waves on a half-yearly basis involving different customer segments. The increased frequency of the survey enables the Group to promptly implement corrective actions when critical issues arise. Beginning in 2022, the Customer Satisfaction survey has been extended to all Luminex companies. Over the years, the activity has been carried out and integrated with the support of the TP infinity company. The project involves two main levels of activity: Relational, through extensive telephone interviews conducted every six months with both laboratory managers and users operating with Diasorin instruments; and Transactional, through questionnaires sent via email to users who interact directly with Diasorin staff. The questionnaires are submitted to customers throughout the year following a technical intervention. The survey results are tracked in real-time on a dedicated web portal managed by the supplier, with data differentiated by country. Each Group Company has access to the data for their respective country. A comprehensive biannual report is submitted to management for evaluation of results and trends, as well as to determine any necessary corrective actions. The portal is designed to automatically initiate a 'hot case' procedure if a rating falls below the required threshold. The individual branch is responsible for handling the case, identifying a 'recovery plan' to be formalized in the portal. In light of the half-year results, targeted 'actions' are developed globally to enhance and intensify customer interaction. This is achieved through the direct involvement of Managers with distinct areas of expertise, allowing for a more effective identification of emerging needs, including those related to training, including details referring to the function in charge within the Organization with operational responsibility for ensuring that such involvement takes place and that the results guide the company's approach can be found in the information disclosed in accordance with ESRS 2 GOV-1 Role of the administrative, management and oversight bodies.

S4-3 – Processes to remediate negative impacts and channels for consumers and end-users to raise concerns

Diasorin implemented a feedback collection mechanism, the Diasorin Group Customer Satisfaction Survey, which enables customers to share their thoughts and report issues with products and services. This tool is managed directly by the company and is conducted annually, with semi-annual surveys. Diasorin also offers a technical support channel for consumers and end-users through its official website, where they can find assistance for technical issues or product information. Diasorin manages this channel internally.

The company provides all these channels directly, without relying on third-party mechanisms, with the exception of the collaboration with "Teleperformance" for the management of the Customer Satisfaction Survey, which helps collect and analyze consumer feedback.

Regarding the availability of these channels, Diasorin ensures they are made accessible through its commercial relationships. The company encourages the use of these channels to facilitate direct communication with consumers and ensure their needs are adequately addressed.

Diasorin ensures continuous monitoring and effective management of consumer concerns, including through the analysis of results from the Diasorin Group Customer Satisfaction Survey, as detailed in the previous paragraph (see point 20 d).

This monitoring and corrective action process ensures that issues are addressed promptly and that communication channels are effective.

Diasorin, through its annual customer satisfaction survey, ensures consumers are aware of these channels and can use them to voice their concerns or needs. The company has established policies to protect people who use whistleblowing channels, protecting them from any retaliation.

Information on these practices can be consulted in accordance with the provisions of ESRS G1-1.

S4-4 – Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions

Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective. Instead, they are taken in response to the broader concept discussed in the 'Consumers and End Users' section, and are aimed at the downstream value chain, particularly targeting consumers and end users.

The Projects have a short-medium term timeframe, and neither individually nor as a whole, did they necessitate significant capital expenditures (CapEx) or operational expenses (OpEx), nor did they require the implementation of a structured plan.

Action 1: “Quality Management System”

The Group Companies prioritize providing customers with quality products and services, as well as reliable support. This is aimed at fostering a relationship of mutual trust, collaboration, and technical-scientific professionalism, while also paying attention to the ever-evolving healthcare landscape.

Diasorin's primary objective is to ensure the complete satisfaction of its customers, fostering a relationship built on honesty, fairness, efficiency, and professionalism. This is achieved by adhering to the obligations outlined in the supply contracts between the parties, as well as respecting the law and the principles outlined in the Code of Ethics.

To effectively manage all aspects related to product and service quality, Diasorin continuously employs a Quality Management System, built in accordance with ISO 9001:2015, ISO 13485:2016/A11:2021, and 21CFR Part 820. This system, along with a customer satisfaction monitoring tool, ensures we consistently deliver high-quality products and services.

Action 2: “Diasorin Group Customer Satisfaction Survey”

The Group has also implemented a specific internal procedure, in line with the requirements defined by the regulations and recent updates. This procedure, known as the 'Diasorin Group Customer Satisfaction Survey', aims to establish the methods for periodically monitoring the Customer Experience. The procedure specifically requires the implementation of a specific survey, coordinated by the 'Quality, Marketing, and Corporate Service' Department, at least every two years. This activity has been established over time and is now conducted annually, with two survey waves conducted every six months, targeting different customer segments. The increased frequency of the survey enables the Group to promptly implement corrective actions when critical issues arise. It's worth noting that, starting in 2022, the Customer Satisfaction survey has been extended to all Luminex companies.

The activity has been carried out and integrated over the years with the support of the Teleperformance Company.

The survey results are tracked in real-time on a dedicated, managed web portal. The portal is designed to automatically initiate a 'hot case' procedure if a rating falls below the required threshold. Each branch is responsible for handling the case, identifying a 'recovery plan' to be formalized on the portal. During 2024, the Customer Satisfaction survey involved a diverse group of approximately 1,200 customers across 20 countries, focusing on the Group companies that have historically conducted the survey. In addition, 1,200 more customers from Luminex companies were added. The selection of the Customers involved in the survey had the primary objective of identifying a homogeneous and representative number of Customers for each country where the Group operates directly with its branches, representing about 30%.

The platform developed with TP Infinity has demonstrated a high level of customer satisfaction for the services offered by Diasorin (excluding Luminex Companies) globally, with an overall satisfaction level of 8.81 out of 10, remaining stable from the previous year. The Luminex Companies, on the other hand, reported an overall satisfaction level of 8.55, which remained stable compared to the previous year.

The current operational and production environment in which Diasorin operates makes it crucial to constantly monitor customer satisfaction. To ensure this, the Group annually repeats the initiative, managing customer satisfaction measurement through a periodic and centralized process.

Action 3: "laboratory staff training"

The Diasorin Group companies, in collaboration with the relevant Scientific Societies, actively participate in organizing events on topics of current interest. In addition to providing training on current topics, these activities also help to keep laboratory staff up-to-date from a scientific perspective. This not only enhances their skills but also promotes the dissemination of the latest scientific information. In this context, the Company supports events that bring together the most relevant health professionals, such as the National Institute of Health in Italy, to discuss the topics at hand.

Throughout 2024, Diasorin has continued to lead communication initiatives, reaching over 160 critical care centers. This was achieved through the involvement of Clinical Specialists, who facilitate communication and information exchange between the laboratory and clinical worlds. In these centers, approximately twenty professionals, known as 'Clinical Specialists', were trained on new methods to combat antimicrobial resistance. A parallel group, composed of professionals, participated in training courses on new markers for sepsis prognosis and septic risk stratification in symptomatic patients.

Finally, a diagnostic-clinical integration was established between nephrologists, local cardiologists, and bone metabolism specialists, involving approximately 60 national care centers. This integration focused on tests that aid in stratifying hypertensive risk and predicting bone and nephrological pathologies.

S4-5 –Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

The Group has not set any objectives regarding end-users and consumers, as this initiative is not part of the company's primary business plans.

It should be noted that the Group has not implemented a system for monitoring the effectiveness of the actions listed above. As mentioned in previous sections, the Group, seizing the opportunities presented by the numerous regulatory changes introduced in the field of Sustainability in the European context, will redesign its objectives, defining the necessary additions and updates to its policies and actions, where appropriate. This activity will consider the Company's business model and the strategic directives it has adopted. By prioritizing the actions to be implemented, the Group will achieve a gradual and conscious growth in the relevant sustainability areas over the medium term.

ESRS entity-specific

Research, innovation and technological excellence

Sub-theme/ sub-sub-theme	Description	IRO
Entity specific	The expansion of research and development activities, the optimization of decision-making processes through investments in Research and Development and the integration of artificial intelligence, allow us to offer new products and services and respond to the medical needs of patients.	Positive impact
Entity specific	Improving market share through research and development and innovation.	Opportunities

Disclosure requirement	Reference
Strategy – SBM 1 – SBM 2 – SBM 3	ESRS 2 – section “SBM 1 – SBM 2 – SBM 3 Strategies”
Management of impacts, risks and opportunities	ESRS 2 – section IRO 1 “Management of impacts, risks and opportunities”

ESRS 2 MDR-P – Policies adopted to manage material sustainability matters

As of today, the Group has not implemented policies related to 'Research, Innovation, and Technological Excellence'. Although the issue has been identified as material, the implementation of a policy on the matter is not currently a priority for the Group. The main areas of intervention remain those strictly connected to the business model (focused on the needs of the healthcare world) and personnel management, areas in which the Company has a more significant impact.

ESRS 2 MDR-A – Actions and resources in relation to material sustainability matters

Innovation and technological excellence play a crucial role in shaping Diasorin's Mission and Vision, as well as its ethical strategy. The Group's Innovation Process, led by the 'Innovation' Function, enables the implementation of structured and high-quality strategies and plans, positively impacting the community. This process, shared by all business units and Group companies, stems from the need to ensure a holistic approach in evaluating new business opportunities, particularly in immunodiagnostic kits, molecular diagnostics, and analysis platforms. Only projects with clearly identified opportunities for value and innovation can kickstart product development activities.

The corporate strategy establishes the framework for selecting innovative ideas, which are systematically gathered through the Innovation Process from various external sources, such as the scientific community network, Key Opinion Leaders, and academia, as well as internal sources from the Diasorin Group's various departments, including Quality, R&D, and Marketing.

400

People dedicated to Research and Development of innovative solutions

9

R&D centers worldwide

With a team of over 400 researchers, primarily based in Italy and the United States, and significant investments in research and development, the organization is able to sustain the continuous evolution of its diagnostic offerings. What truly sets it apart is its ability to bring cutting-edge solutions and highly specialized tests to laboratories around the globe every year. Furthermore, its numerous applications in both clinical and research settings have helped solidify its position as a leader in the diagnostics industry. Research and Development (R&D) is therefore a distinctive element for the Diasorin Group, which has always invested significantly to maintain its leadership in the in-vitro diagnostics and Life Sciences sector. Through a constant commitment to innovation, the Group has launched cutting-edge solutions on the market, consolidating its position as a diagnostics specialist.

The actions undertaken and planned concern various strategic areas, addressing the risks and opportunities related to market evolution, technological innovation and the impact of research. Unless otherwise stated, the actions outlined in this section are not currently linked to a specific objective, but rather form an integral part of the Company's business.

Azione 1: “Latest Diasorin product”

In 2024, we introduced several new products, including:

Immunodiagnostics: LIAISON Streptococcus pneumoniae Ag launched in all countries accepting the CE Mark

Molecular diagnostics

FDA 510 K clearance of LIAISON PLEX and “LIAISON PLEX Respiratory Flex Assay;

FDA 510(k) clearance of LIAISON PLEX Yeast Blood Culture Assay on the multiplexing LIAISON PLEX platform;

FDA 510(k) clearance of NxTAG Respiratory Pathogen Panel v2;

FDA “de-novo” clearance of SIMPLEXA C. auris on LIAISON MDX.

ESRS 2 MDR-T disclosure requirement– Tracking effectiveness of policies and actions through targets

The Diasorin Group has not set specific targets for 'Research, Innovation, and Technological Excellence' and has not established a monitoring system to evaluate the effectiveness of actions taken in this area. It's important to note that the Group has consistently prioritized investments in Research and Development as a key element in solidifying its leadership in the field of in-vitro diagnostics and Life Sciences. Here are some quantitative parameters related to Research and Development. In 2024, the Group allocated €132 million to Research and Development (R&D), of which €72 million for non-capitalized expenses (OpEx) and €19 million for capitalized development activities (CapEx). These investments cover a wide range of projects, including the development of new technologies, the optimization of existing processes and the expansion of the range of diagnostic products. The target is to continue to bring innovative solutions to the market that meet the needs of laboratories and the clinical world, consolidating the ability to anticipate market trends and address emerging challenges in the health sector.

Table –R&D Investments - 2024

R&D Investments	Total (k euros)
Research and developments expenses not capitalized	72,391
Annual amortization of capitalized expenses	19,176
Total research and development expenses charged to income	91,567
Research and developments expenses not capitalized	72,391
Development costs capitalized in the period	59,287
Total research and developments expenses	**131,678**

1.4.4. GOVERNANCE INFORMATION

G1 – business conduct

Sub-theme/ sub-sub-theme	Description	IRO
Corporate culture Whistleblower protection	The development of a corporate culture based on the principles of ethics, integrity and transparency positively contributes to the creation of a reliable work environment with a direct impact on workers, business partners and external stakeholders.	Positive impact
Active and passive corruption – Prevention and detection including training; Incidents	Risks associated with unethical behavior and corruption.	Risk

*Risk / Opportunity.

Disclosure requirement	Reference
ESRS 2 GOV-1 – Role of the administrative, management and oversight bodies	ESRS 2 GOV-1 General Information Section – Role of the administrative, management and oversight bodies
ESRS 2 IRO-1 – Description of processes for identifying and assessing material impacts, risks and opportunities	ESRS 2 IRO-1 General Information Section – Description of processes to identify and assess material impacts, risks and opportunities

ESRS 2 GOV-1 – Role of administrative, management and oversight bodies

The Board of Directors is responsible for the Internal Control and Risk Management System and is called upon to verify its adequacy, effectiveness and effective functioning, as well as to adopt specific guidelines for the aforementioned system, making use of the support of the other parties involved, i.e. the CRS Committee, the Chief Executive Officer pursuant to the Corporate Governance Code, the head of the Internal Audit function, the Manager in charge of preparing the corporate accounting documents, in addition to the Board of Statutory Auditors and the Supervisory Body of the Company. The Chief Executive Officer pursuant to the Corporate Governance Code is vested with the task of overseeing the functionality of the ICRMS (Internal Control and Risk Management System) by the Board of Directors, with the assistance of the CRS Committee. Diasorin's corporate governance system is inspired by the principles and recommendations expressed by the Corporate Governance Committee – made up of the Business Associations (ABI, ANIA, Assonime, Confindustria), Borsa Italiana, and the Association of Professional Investors (Assogestioni) – in the CG Code approved in January 2020.

It is important to note that none of the subsidiaries based in other countries are subject to laws other than the Italian ones, which may affect the Issuer's Corporate Governance structure. Further information is provided in section "GOV-1 – Role of the administrative, management and oversight bodies" of ESRS 2 of this Sustainability Statement.

ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

Reference is made to section “ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities” of ESRS 2 of this Sustainability Statement.

G1-1 – Business conduct policies and business conduct

Policy 1: "Group Code of Ethics"

The Company has implemented a 'Group Code of Ethics' to establish consistent rules of conduct for all company representatives and commercial counterparties (suppliers, consultants, agents, and distributors). This code also outlines the rights and duties they must adhere to when conducting any activity related to the Issuer's interests. The Code of Ethics outlines the fundamental principles that guide the Issuer's activities, and is embraced by all companies within the Diasorin Group.

Regarding the risks associated with 'Ethical business management, combating corruption and anti-competitive behavior', the rules and standards of conduct that all Group Companies' Directors and employees, as well as individuals or companies acting on behalf of one or more Group Companies, must adhere to are formalized in the Group Code of Ethics and the 231 Models adopted by the Parent Company and its subsidiary Diasorin Italia S.p.A.

The Code of Ethics outlines the rules and behaviors required of Recipients to prevent active corruption, whether direct or indirect. Additionally, it specifies the prohibited behaviors to prevent passive corruption. The prohibition on accepting gifts, presents, or other benefits that could compromise independent judgment, secure or maintain business activities, influence actions or decisions by any government official, or gain undue advantages and facilitations, serves as an example. The Diasorin Group also does not tolerate any form of corruption involving public officials or any other party connected to public officials, regardless of the form or method, in any relevant jurisdiction, even in those where such activities are permitted or not legally prosecuted. The prohibitions apply not only to direct incentives, but also to indirect ones provided in any form through agents, consultants, or other third parties. In general, it is prohibited for Recipients to offer or receive commercial gifts, presents, or other benefits that may violate laws or regulations, conflict with the Code of Ethics, or harm Diasorin's image if made public. Similarly, Recipients must not use their professional position to receive, demand, accept, obtain, or be promised benefits or advantages of any kind.

Diasorin strongly believes in competition and the free market, recognizing the fundamental importance of a competitive environment. Here, relationships with competing companies are based on principles of fair and loyal competition, fully complying with applicable laws.

The Code has been approved by the Board of Directors of Diasorin S.p.A., as the Parent Company, and by the competent bodies of each Group Company. It is subject to periodic review by the Board of Directors of Diasorin S.p.A.

Since 2019, the Company has integrated the Organizational Model, as per Legislative Decree 231/2001, with a computerized system for managing reports of Model violations. This system ensures the anonymity of the whistleblower, known as the Whistleblowing system. On 15 July 2023, the Issuer adopted a Report Management Procedure in line with the regulations introduced by Legislative Decree 24/2023. They also launched a new whistleblowing channel, equipped with all the necessary technical features. This procedure applies to all Italian companies within the Group. However, it's important to note that the reporting channel is accessible to everyone through the 'EQS Integrity Line' web platform, which can be reached at the following internet address https://Diasorin.integrityline.com

The purpose of this Procedure is to:

- Inform Whistleblowers that they can report potential Violations.
- explain and define the reporting methods and the protections granted to Whistleblowers who have made a Report;
- establish the procedures, functions, and timelines for managing each individual Report.

The Company has established an internal Whistleblowing Committee, responsible for handling and managing Reports.

Upon receiving a Report, the Whistleblowing Committee must diligently follow up, maintaining an open dialogue with the Reporter. The Committee may request clarifications or additional documents or information. The Whistleblower receives a notice of receipt and acceptance within seven days of receiving the report. The acknowledgment of receipt also contains information on the management of the Report. In any case, the Whistleblowing Committee shall inform the Supervisory Body in writing of the receipt of the Report, including facts and circumstances. Whistleblowing Reports cannot be made anonymously, it being understood that the identity of the Whistleblower and the confidentiality of communications are always protected in accordance with current legislation. The Company guarantees the confidentiality of the Whistleblower and of the data and information transmitted, in order to protect the Whistleblower from any form of retaliation or discrimination. The Company, aware of the importance of any Reporting in fully and effectively implementing the principles of transparency and fairness in business conduct, promotes and adopts a series of protective measures. These measures aim to safeguard the Reporting Person from the risk of retaliation or discrimination due to their Reporting, in full compliance with the legal provisions in force on whistleblowing. The Whistleblowing Report may concern (i) employees and collaborators of the Company in any capacity, (ii) members of the corporate bodies, (iii) third parties who have – or have had - a contractual relationship with the Company, such as, by way of example but not limited to, suppliers, agents, distributors, contractors and subcontractors, consultants, customers. If the Whistleblowing Report at the end of the investigative activities is well-founded, the Whistleblowing Committee will inform the relevant parties of the outcome, including the Report, the responsible parties (for example, the Chief Executive Officer, the Personnel Department, the Procurement Manager, the Sales Manager, etc.), so that they can evaluate the adoption of any disciplinary measures or contractual remedies. If the preliminary investigation phases reveal the need for corrective actions, the managers of the areas and processes under scrutiny will be required to develop a corrective action plan. This plan should outline the necessary measures to address the identified critical issues and reinforce the process. The Whistleblowing Committee, alongside the Supervisory Body and with the support of the Corporate Internal Audit function, oversees its implementation status.

In any case, the Whistleblowing Committee must respond to the Report within three months of its initiation. Throughout 2024, no reports were received regarding situations that could have involved corrupt conduct. As a result, there are currently no significant financial impacts related to the risk. The management of policies and their monitoring and control system did not require any significant investments compared to the previous year. All new hires of Italian subsidiaries receive training. At least every two years, events are held specifically for the commercial function and its collaborating third parties, such as agents and distributors. The departments most at risk of corruption are the sales & marketing and scientific affairs areas. The Supply Chain and Procurement departments are also potentially subject to bribery.

G1-3 – Prevention and detection of corruption and bribery

The oversight and control of the correct application of the guidelines outlined in the previous paragraphs is entrusted to the respective Supervisory Bodies (SB) of Diasorin S.p.A. and Diasorin Italia S.p.A. These bodies are responsible for receiving reports of any conduct that violates the guidelines, as well as verifying and evaluating the suitability and effectiveness of the disciplinary and sanctioning system.

The Supervisory Body's findings are presented to the Board of Directors every six months, most recently on 15 March 15 2024. Any wrongdoing reported through the whistleblowing channel is handled with utmost confidentiality by a dedicated corporate committee, known as the Whistleblowing Committee. This committee is responsible for informing the relevant Supervisory Body and may collaborate with other corporate functions and external legal professionals to conduct investigative activities.

The Supervisory Body and the Whistleblowing Committee are responsible for conducting investigations within their respective areas of expertise. They may collaborate with other corporate bodies or external consultants, who are required to maintain confidentiality.

The Supervisory Body's findings are presented to the Board of Directors every six months, most recently on 14 March 2025. The Supervisory Body, regardless of the aforementioned periodic flow, is also required to promptly notify the Board of Directors of any extraordinary situations and/or those requiring urgent action (for example: serious anomalies in the Model's operation, as per Legislative Decree 231/2001, and/or significant violations of the provisions that may potentially involve the Company).

If the investigation confirms the report, the Whistleblowing Committee must prepare a final report. This report is then sent to the relevant parties, such as the CEO, Personnel Management, Procurement Manager, Sales Manager, and others. These parties then evaluate the need for disciplinary action or contractual remedies, and implement appropriate measures.

The Diasorin Group has adopted several key tools to manage and mitigate risks related to ethical business management, combating corruption, and anti-competitive behavior.

Audit activities conducted by the Internal Audit

The Group's Internal Audit Function regularly monitors the formal acceptance of the Code of Ethics by employees of all Group Companies. This monitoring is included in the Audit Plan and involves conducting annual sample checks on Group Companies to ensure that newly hired employees formally adhere to the Code. Since 2022, these audit activities have been made easier and more traceable, thanks to the digitization of the Code of Ethics acceptance procedure, which all employees are required to follow. The Code, in fact, has been made available on the Smart Solve system, which staff can access and through which acceptance is formalized and tracked.

Similarly, the provision of gifts, presents, and benefits is also subject to monitoring within the Audit Plan. This is achieved through sample checks on Group Companies, focusing on the expenses incurred and the expense reports of the first levels of responsibility.

The Audit Reports prepared throughout the year are shared with the Control, Risk, and Sustainability Committee, and their findings are presented to the Board of Statutory Auditors and the Group's Board of Directors. This process aligns with the current Guidelines of the Internal Control and Risk Management System, last updated on 4 August 2023.

Training activities

The Group employs an additional tool to foster ethical business conduct and mitigate the risk of corruption and anti-competitive behavior. This tool is employee training, with a focus on specific modules related to the Group's Code of Ethics. These modules are provided during the induction phase for new employees of Italian subsidiaries, as well as through periodic training initiatives dedicated to topics related to Legislative Decree 231/2001 and the Model. Specifically, corruption-related courses are provided to all functions considered at risk, both through in-person courses for new hires and through refresher courses, covering all individuals in these areas.

At least every two years, and whenever significant changes are made to the Organizational Models pursuant to Legislative Decree 231/2001, the Group organizes training activities for all employees or specifically for the sales department and third-party collaborators (agents and distributors). The last training event of this nature was held on 1 February 1 2025.

G1-4 – Confirmed incidents of corruption and bribery

Table –Violations of laws against corruption and bribery- 2024

Violations of laws against active and passive corruption	Total (n)
Convictions for violation of corruption and bribery laws	0
Amount of fines for violation of corruption and bribery laws (in euros)	0

The Group has not set any objectives for managing the aforementioned impacts. This section outlines the measures and actions taken in response to the identified relevant IROs. The Company has not implemented a system for timely monitoring the effectiveness of the actions listed above.

1.4.5. INDEPENDENT AUDITOR'S LIMITED ASSURANCE REPORT ON THE CONSOLIDATED SUSTAINABILITY REPORT

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Independent auditor's limited assurance report on the consolidated sustainability report

in accordance with article 14-bis of Legislative Decree No. 39 of 27 January 2010

To the shareholders of Diasorin SpA

Conclusion

In accordance with articles 8 and 18, paragraph 1, of Legislative Decree No. 125 of 6 September 2024 (hereinafter also the "Decree"), we have undertaken a limited assurance engagement on the consolidated sustainability report of the Diasorin Group (hereinafter also the "Group") for the year ended 31 December 2024 prepared in accordance with article 4 of the Decree, presented in the specific section of the consolidated report on operations.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the consolidated sustainability report of the Diasorin Group for the year ended 31 December 2024 is not prepared, in all material respects, in accordance with the reporting criteria adopted by the European Commission pursuant to Directive (EU) 2013/34/UE (*European Sustainability Reporting Standards*, hereinafter also the "ESRS");
- the information set out in paragraph "EU Taxonomy" of the consolidated sustainability report is not prepared, in all material respects, in accordance with article 8 of Regulation (UE) No. 852 of 18 June 2020 (hereinafter also the "Taxonomy Regulation").

Basis for conclusion

We conducted our limited assurance engagement in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia). The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our responsibilities under this Standard are further described in the *Auditor's Responsibilities for the Limited Assurance Conclusion on the Consolidated Sustainability Report* section of this report.

We are independent in accordance with the principles of ethics and independence applicable to assurance engagements on consolidated sustainability reporting under Italian law.

Our firm applies International Standard on Quality Management 1 (ISQM Italia 1), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

PricewaterhouseCoopers SpA

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We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Other matters – Comparative information

The consolidated sustainability report for the year ended 31 December 2024 contains, in the specific section "EU Taxonomy", the comparative information referred to in article 8 of the Taxonomy Regulation in relation to the year ended 31 December 2023, which was not subjected to any assurance procedures.

Responsibilities of the directors and the board of statutory auditors of Diasorin SpA for the consolidated sustainability report

The directors are responsible for developing and implementing the procedures adopted to identify the information included in the consolidated sustainability report in accordance with the provisions of the ESRS (hereinafter the "materiality assessment process") and for describing those procedures in the "IRO-1 –Description of the processes to identify and assess material impacts, risks and opportunities" of the consolidated sustainability report.

The directors are also responsible for preparing the consolidated sustainability report, which contains the information identified through the materiality assessment process, in accordance with the provisions of article 4 of the Decree, including:

- its compliance with the ESRS;
- its compliance with article 8 of the Taxonomy Regulation of the information set out in paragraph "EU Taxonomy".

That responsibility involves designing, implementing and maintaining, in the terms prescribed by law, such internal control as they determine is necessary to enable the preparation of a consolidated sustainability report in accordance with article 4 of the Decree that is free from material misstatement, whether due to fraud or error. That responsibility also involves selecting and applying appropriate methods for processing the information, as well as developing hypotheses and estimates about specific items of sustainability information that are reasonable in the circumstances.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, compliance with the Decree.

Inherent limitations in the preparation of the consolidated sustainability report

For the purpose of reporting forward-looking information in accordance with ESRS, the directors are required to prepare such information on the basis of assumptions, described in the consolidated

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Sustainability Report, about future events and possible future actions by the Group. Because of the uncertainty connected with any future event, in terms both of occurrence and of the extent and timing of occurrence, variances between actual results and forward-looking information may be significant.

The disclosure about Scope 3 emissions is subject to greater inherent limitations compared with Scope 1 and 2 emissions, because of the poor availability and relative accuracy of the information used to define both qualitative and quantitative information on Scope 3 emissions related to the value chain.

Auditor's responsibilities for the limited assurance conclusion on the consolidated sustainability report

Our objectives are to plan and perform procedures to obtain limited assurance about whether the consolidated sustainability report is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that contains our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users taken on the basis of the consolidated sustainability report.

As part of our engagement designed to achieve limited assurance in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia), we exercised professional judgement and maintained professional scepticism throughout the engagement.

Our responsibilities include:

- Performing risk assessment procedures to identify the disclosures where a material misstatement, whether due to fraud or error, is likely to arise;
- Designing and performing procedures to verify the disclosures where a material misstatement is likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Directing, supervising and performing a limited assurance engagement on the consolidated sustainability report and assuming full responsibility for the conclusion on the consolidated sustainability report.

Summary of the work performed

An engagement designed to obtain limited assurance involves performing procedures to obtain evidence as a basis for our conclusion.

The procedures performed were based on our professional judgement and included inquiries, primarily of personnel of Diasorin SpA responsible for the preparation of the information presented in the consolidated sustainability report, analyses of documents, recalculations and other procedures designed to obtain evidence considered useful.

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We performed the following main procedures:

- We understood the Group's business model and strategies, and the environment in which it operates with reference to sustainability issues;
- We understood the processes underlying the generation, collection and management of the qualitative and quantitative information included in the consolidated sustainability report;
- We understood the process implemented by the Group to identify and assess the material impacts, risks and opportunities, in accordance with the double materiality principle, related to sustainability issues and, based on the information thus obtained, we considered whether any contradictory items emerged that could point to the existence of sustainability issues not considered by the Company in the materiality assessment process;
- We identified the disclosures where a material misstatement is likely to arise;
- We defined and performed procedures, based on our professional judgement, to address the risks of material misstatement identified;
- We understood the process implemented by the Group to identify the eligible economic activities and to determine whether they are aligned in accordance with the provisions of the Taxonomy Regulation, and we verified the related disclosures in the consolidated sustainability report;
- We reconciled the information reported in the consolidated sustainability report with the information reported in the consolidated financial statements in accordance with the applicable financial reporting framework, or with the accounting information used for the preparation of the consolidated financial statements, or with management accounting information;
- We verified the structure and presentation of disclosures included in the consolidated sustainability report in accordance with the ESRS;
- We obtained management's representation letter.

Milan, 4 April 2025

PricewaterhouseCoopers SpA

Signed by

Salvatore Savino
(Partner)

This report has been translated from the Italian original solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.

Motion to approve the Financial Statements and appropriate the 2024 net profit

Dear Shareholders,

We recommend that you approve the Company’s financial statements for the year ended 31 December 2024 that reports a net profit of € 56,373,088.

Taking into account that the statutory reserve has met the limit imposed by article 2430 of the Italian Civil Code, we recommend that the net profit be assigned to the shareholders as a dividend.

We therefore invite you to approve the proposal to distribute an ordinary dividend, for a total amount of € 64,670,351 equal to € 1.20 per share, before tax withholdings, with the exception of treasury shares, with 19 May 2025 coupon date, 20 May 2025 record date and 21 May 2025 payment day.

For the purpose of dividend distribution, it is proposed to draw from the profits for the 2024 financial year for an amount equal to €56,373,088 and for the residual part from the "retained earnings" reserve.

Pursuant to 83-t*erdecies* of the Legislative Decree 58/1998 only the parties qualifying as shareholders at the close of business on 20 May 2025 (record date) will be entitled to a dividend.

Saluggia, 14 March 2025

On behalf of the Board of Directors,

The Chairman
Michele Denegri

Diasorin
The Diagnostic Specialist

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2.1. CONSOLIDATED INCOME STATEMENT, PURSUANT TO CONSOB RESOLUTION

NO. 15519 OF 27 JULY 2006

(in € thousands)	Notes	FY 2024	Amount with related parties	FY 2023	Amount with related parties
Revenues	(1)	1,185,427		1,148,210	
Cost of sales	(2)	(403,726)		(407,024)	
Gross profit		781,701		741,186	
Sales and marketing expenses	(3)	(287,748)		(285,887)	
Research and development costs	(4)	(91,567)		(90,947)	
General and administrative expenses	(5)	(128,023)	(8,151)	(128,524)	(8,160)
Other operating income (expenses)	(6)	(16,037)		(19,567)	
Non-recurring amount		*(6,720)*		*(21,585)*	
Operating result (EBIT)		258,325		216,261	
Financial income	(7)	12,924		15,368	
Financial expense	(8)	(28,801)		(30,413)	
Result before taxes		242,448		201,216	
Income taxes	(9)	(55,391)		(42,708)	
Net profit for the year		187,057		158,508	
Including:					
- Parent Company shareholders' interests in net profit		188,105		159,849	
- Minority interests in net profit		(1,048)		(1,341)	
Earnings per share (basic)	(10)	3.35		2.87	
Earnings per share (diluted)	(10)	3.35		2.87	

2.2. CONSOLIDATED COMPREHENSIVE INCOME STATEMENT

(in € thousands)	Notes	12/31/2024	12/31/2023
Net profit for the year (A)		187,057	158,508
Other comprehensive gains/(losses) that will not be reclassified subsequently to gain/(loss) of the period:			
Gains/(losses) on remeasurement of defined benefit plans	(20) (22)	1,105	(2,626)
Total other comprehensive gains/(losses) that will not be reclassified subsequently to gain/(loss) of the period (B1)		1,105	(2,626)
Other comprehensive gains/(losses) that will be reclassified subsequently to gain/loss of the period:			
Gains/(losses) from translation of financial statements of foreign branches	(20)	100,855	(53,491)
Gains/(losses) on cash flow hedges	(20)	(15,283)	(17,549)
Total other comprehensive gains/(losses) that will be reclassified subsequently to gain/(loss) of the period (B2)		85,572	(71,040)
Total other comprehensive gains/(losses), net of tax effect (B1)+(B2)=(B)		86,677	(73,665)
Total comprehensive gains/(losses) (A)+(B)		273,735	84,843
Including:			
amount attributable to Parent Company's shareholders		274,988	86,247
amount attributable to minority interests		(1,253)	(1,404)

2.3. CONSOLIDATED STATEMENT OF FINANCIAL POSITION

PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

(in € thousands)	notes	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
ASSETS					
Non-current assets					
Property, plant and equipment	(11)	271,359		256,286	
Goodwill	(12)	846,860		799,365	
Intangible assets	(12)	1,181,626		1,125,605	
Equity investments	(13)	26		26	
Deferred-tax assets	(14)	31,604		31,813	
Other non-current assets	(15)	2,700		2,760	
Other non-current financial assets	(21)	3,563		12,891	
Total non-current assets		*2,337,739*		*2,228,747*	
Current assets					
Inventories	(16)	344,043		315,500	
Trade receivables	(17)	194,696		198,560	
Other current assets	(18)	35,175		65,243	
Other current financial assets	(21)	48,998		123,075	
Cash and cash equivalents	(19)	344,270		280,314	
Total current assets		*967,181*		*982,692*	
Total assets		**3,304,920**		**3,211,439**	

Consolidated statement of financial position *(continued)*

(in € thousands)	notes	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
LIABILITIES AND SHAREHOLDERS' EQUITY					
Shareholders' equity					
Share capital	(20)	55,948		55,948	
Treasury shares	(20)	(251,783)		(296,797)	
Additional paid-in capital	(20)	18,155		18,155	
Statutory reserve	(20)	11,190		11,190	
Other reserves and retained earnings	(20)	1,779,303		1,590,266	
Net profit for the year		188,105		159,849	
Total shareholders' equity of the Group		*1,800,918*		*1,538,611*	
Minority interest in other reserves and retained earnings		(643)		761	
Minority interest in net result		(1,253)		(1,404)	
Minority interest in shareholders' equity		*(1,896)*		*(643)*	
Total Consolidated Shareholders' Equity		1,799,022		1,537,968	
Non-current liabilities					
Non-current financial liabilities	(21)	966,781		1,083,005	
Provisions for employee benefits	(22)	31,937		32,314	
Deferred-tax liabilities	(14)	199,573		199,596	
Provisions for risks and charges	(23)	22,726		27,700	
Other non-current liabilities	(24)	9,583		10,740	
Total non-current liabilities		*1,230,598*		*1,353,354*	
Current liabilities					
Trade payables	(25)	99,520		100,706	
Other current liabilities	(26)	109,926	82	100,364	82
Current tax liabilities	(27)	18,069		9,399	
Current financial liabilities	(21)	47,784		109,649	
Total current liabilities		275,299		*320,117*	
Total liabilities		1,505,898		1,673,471	
Total shareholders' equity and liabilities		**3,304,920**		**3,211,439**	

2.4. CONSOLIDATED STATEMENT OF CASH FLOWS

PURSUAN TO CONSOB RESOLUTION NO. 15519 27 JULY 2006

(in € thousands)	Notes	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
Cash flow for the year					
Net profit for the year		187,057		158,508	
Adjustments for:					
- Income taxes	(9)	55,391		42,708	
- Depreciation and amortization	(11) (12)	129,041		136,883	
- Financial expense (income)	(7) (8)	15,877		15,045	
- Additions to/ (Utilizations of) provisions for risks	(23)	(874)		(1,619)	
- (Gains)/losses on sales of non-current assets	(6)	1,798		504	
- Additions to/ (Reversals of) provisions for employee severance indemnities and other benefits	(22)	(27)		89	
- Stock options reserve	(20)	11,036		10,036	
- Currency translation reserve on operating activities	(20)	(43,970)		22,192	
- Change in other non-current assets/liabilities	(15) (24)	19,590	-	(28,381)	(4,333)
Cash flow from operating activities before changes in working capital		374,919		355,966	
(Increase)/Decrease in trade receivables	(17)	8,713		18,473	
(Increase)/Decrease in inventories	(16)	(16,978)		(4,772)	
Increase/(Decrease) in trade payables	(25)	1,567		(4,867)	
(Increase)/Decrease in other current items	(18) (26)	22,510	(82)	(10,158)	8
Cash from operating activities		390,732		354,641	
Income taxes paid	(27)	(33,145)		(37,094)	
(Paid) / collected interests	(21)	1,195		(5,885)	
Net cash from operating activities		358,782		311,663	
Investments in intangible assets	(12)	(67,592)		(67,774)	
Investments in tangible assets	(11)	(52,124)		(45,466)	
Divestments in intangible and tangible assets	(11) (12)	2,677		5,104	
(Opening)/ Repayment of term deposits	(21)	67,230		40,599	
Cash flow from sale of the Flow Cytometry business		-		38,436	
Cash used in regular investing activities		(49,809)		(29,102)	
(Repayment of)/ Proceeds from loans and other financial liabilities	(21)	(235,410)		(158,460)	
(Purchase)/Sale of treasury shares	(20)	37,560		(18,534)	
Dividends paid	(20)	(61,277)		(58,967)	
Cash used in financing activities		(259,127)		(235,961)	
Foreign exchange translation effect		14,110		(8,061)	
Net change in cash		63,956		38,538	
Cash and cash equivalents - Opening balance		280,314		241,776	
Cash and cash equivalents - Closing balance		**344,270**		**280,314**	

2.5. STATEMENT OF CHANGES IN CONSOLIDATED SHAREHOLDERS' EQUITY

(in € thousands)	Notes	Share capital	Treasury shares	Additional paid-in capital	Statutory reserve	Currency translation reserve	Stock option reserve	Reserve for treasury shares	Other reserves and Retained earnings	Net profit (loss) for the year	Group interest in shareholders' equity	Minority interest in shareholders' equity	Total interest in shareholders' equity
Shareholders' equity at 12/31/2022		55,948	(281,277)	18,155	11,190	121,000	25,444	281,277	1,046,346	240,907	1,518,989	761	1,519,750
Appropriation of previous year's profit		-	-	-	-	-	-	-	240,907	(240,907)	-	-	-
Dividends paid		-	-	-	-	-	-	-	(58,870)	-	(58,870)	-	(58,870)
Stock options and other changes		-	-	-	-	-	6,796	-	3,240	-	10,036	-	10,036
Sale /(purchase) of treasury shares		-	(15,520)	-	-	-	-	15,520	(18,534)		(18,534)	-	(18,534)
Put/Call option rights in subsidiaries		-	-	-	-	-	-	-	742	-	742		742
Profit for the period		-	-	-	-	-	-	-	-	159,849	159,849	(1,341)	158,508
Gains/(losses) from remeasurement of defined benefits plans, net of tax effect		-	-	-	-	-	-	-	(2,626)	-	(2,626)	-	(2,626)
Translation adjustments		-	-	-	-	(53,428)	-	-	-	-	(53,428)	(63)	(53,491)
Cash flow hedge reserve		-	-	-	-	-	-	-	(17,549)	-	(17,549)	-	(17,549)
Other changes in the comprehensive income statement		-	-	-	-	(53,428)	-	-	(20,175)	-	(73,602)	(63)	(73,665)
Comprehensive profit for the period		-	-	-	-	(53,428)	-	-	(20,175)	159,849	86,247	(1,404)	84,843
Shareholders' equity at 12/31/2023	**(20)**	**55,948**	**(296,797)**	**18,155**	**11,190**	**67,572**	**32,240**	**296,797**	**1,193,657**	**159,849**	**1,538,611**	**(643)**	**1,537,968**

(in € thousands)	Notes	Share capital	Treasury shares	Additional paid-in capital	Statutory reserve	Currency translation reserve	Stock option reserve	Reserve for treasury shares	Other reserves and Retained earnings	Net profit (loss) for the year	Group interest in shareholders' equity	Minority interest in shareholders' equity	Total interest in shareholders' equity
Shareholders' equity at 12/31/2023	(20)	55,948	(296,797)	18,155	11,190	67,572	32,240	296,797	1,193,657	159,849	1,538,611	(643)	1,537,968
Appropriation of previous year's profit	(20)	-	-	-	-	-	-	-	159,849	(159,849)	-	-	-
Dividends paid	(20)	-	-	-	-	-	-	-	(61,277)	-	(61,277)	-	(61,277)
Stock options and other changes	(20) (29)	-	-	-	-	-	(3,416)	-	14,452	-	11,036	-	11,036
Sale /(purchase) of treasury shares	(20)	-	45,014	-	-	-	-	(45,014)	37,560	-	37,560	-	37,560
Other changes	(20)	-	-	-	-	-	(3,110)	-	3,110	-	-	-	-
Profit for the period	(20) (10)	-	-	-	-	-	-	-	-	188,105	188,105	(1,048)	187,057
Gains/(losses) from remeasurement of defined benefits plans, net of tax effect	(20) (22)	-	-	-	-	-	-	-	1,105	-	1,105	-	1,105
Translation adjustments	(20)	-	-	-	-	101,061	-	-	-	-	101,061	(205)	100,855
Cash flow hedge reserve	(20)	-	-	-	-	-	-	-	(15,283)	-	(15,283)	-	(15,283)
Other changes in the comprehensive income statement	(20)	-	-	-	-	101,061	-	-	(14,178)	-	86,883	(205)	86,677
Comprehensive profit for the period	(20) (10)	-	-	-	-	101,061	-	-	(14,178)	188,105	274,988	(1,253)	273,735
Shareholders' equity at 12/31/2024		**55,948**	**(251,783)**	**18,155**	**11,190**	**168,633**	**25,714**	**251,783**	**1,333,173**	**188,105**	**1,800,918**	**(1,896)**	**1,799,022**

2.6. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2024

General information and scope of consolidation

General information

The Diasorin Group is specialized in the development, manufacture and distribution of immunodiagnostics and molecular diagnostics tests.

The Group's Parent Company, Diasorin S.p.A., is based in Via Crescentino (no building No.), Saluggia (VC).

The Board of Directors authorized the publication of these Consolidated Financial Statements on 14 March 2024.

Principles for the preparation of the consolidated financial statements

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRSs Accounting Standards), the "International Accounting Standards" (IAS), the interpretations of the "International Reporting Interpretations Committee" (IFRIC), previously known as the "Standing Interpretations Committee" (SIC) which, at the closing date of the consolidated financial statements, have been endorsed by the European Union according to the procedure laid down in Regulation (EC) no. 1606/2002 of the European Parliament and of the Council of 19 July 2002.

The consolidated financial statements have been prepared on the basis of business continuity, as the Directors have verified that there are no financial, managerial or other indicators that may show critical issues concerning the Group capacity to fulfil its commitments in the foreseeable future and, more specifically, in the next 12 months. A description of how the Group manages financial risks is provided in the notes to the Management of financial risks.

These consolidated financial statements are denominated in Euros, which is the currency of the main economic environment in which the Group operates. All amounts are stated in thousands of euros, unless otherwise stated.

Presentation format of financial statements

The following provides the presentation formats and classification criteria adopted by the Group in respect of the accounting options set forth in IAS 1 Presentation of financial statements:

- The Consolidated Statement of Financial Position has been prepared by classifying assets and liabilities according to the "current/non-current" criteria;
- The Comprehensive Income Statement has been prepared by classifying expenses by function in addition to profit (loss) of the period, other changes in equity other than transactions carried out with Company's shareholders. This classification of the income statement, or by destination, is representative of the format used for internal reporting and management purposes and is in line with international practice in diagnostic sector;
- the Consolidated Statement of Cash flows is presented by stating cash flows provided by operating activities according to the "indirect method";
- pursuant to Consob Resolution no. 15519 of 28 July 2006, within the income statement income and expenses, where present, from non-recurring transactions are identified separately; similarly, the financial statements show separately any balances related to receivable/payable positions and transactions with related parties, which are further described in the section of these Notes to the financial statements entitled "Transactions with related parties".

The Consolidated Financial Statements have been prepared based on the conventional historical c criterion, except for the measurement of financial assets and liabilities in those cases in which the use of the fair value criterion is mandatory.

Scope of consolidation

The consolidated financial statements include the financial statements of Diasorin S.p.A., the Parent Company, and its subsidiaries at 31 December 2024. The financial statements of the consolidated companies are those prepared by their Boards of Directors for approval by the shareholders.

Subsidiaries are companies over which Diasorin S.p.A, directly or indirectly, has the right to exercise control, as defined in IFRS 10 "Consolidated Financial Statements." In order to assess the existence of control, the following three requirements are to be satisfied:

- power over the company;
- exposure to the risks and rights deriving from the variable returns entailed by its involvement;
- ability to exercise power over the company so as to influence the investor's (positive or negative) results.

Subsidiaries are consolidated line by line from the date the Group obtains control until the moment when control ceases to exist.

The Group has neither subsidiaries with significant minority interest nor unconsolidated structured entities and it is not subject to significant restrictions concerning interest in subsidiaries.

No changes occurred in the scope of consolidation compared to 31 December 2023.

Investments in subsidiaries

A list of direct and indirect investments in subsidiaries at 31 December 2024 and at 31 December 2023 is provided below:

Company	Country	At 31 December 2024		At 31 December 2023	
		% held by the Group	% minority interest	% held by the Group	% minority interest
Direct investments					
Diasorin Italia S.p.A.	Italy	100%	-	100%	-
Diasorin S.A/N.V.	Belgium	100%	-	100%	-
Diasorin Ltda	Brazil	100%	-	100%	-
Diasorin S.A.	France	100%	-	100%	-
Diasorin Iberia S.A.	Spain	100%	-	100%	-
Diasorin Ltd	United Kingdom	100%	-	100%	-
Diasorin Inc.	United States	100%	-	100%	-
Diasorin Mexico S.A de C.V.	Mexico	100%	-	100%	-
Diasorin Deutschland GmbH	Germany	100%	-	100%	-
Diasorin AB	Sweden	100%	-	100%	-
Diasorin Ltd	Israel	100%	-	100%	-
Diasorin Austria GmbH	Austria	100%	-	100%	-
Diasorin Czech s.r.o.	Czech Republic	100%	-	100%	-
Diasorin South Africa (PTY) Ltd	South Africa	100%	-	100%	-
Diasorin Australia (Pty) Ltd	Australia	100%	-	100%	-
Diasorin Ltd	China	76%	24%	76%	24%
Diasorin Switzerland AG	Switzerland	100%	-	100%	-
Diasorin Poland sp. Z o.o.	Poland	100%	-	100%	-
Diasorin I.N. Limited	Ireland	100%	-	100%	-
Diasorin APAC Pte Ltd	Singapore	100%	-	100%	-
Diasorin Middle East FZ-LLC	United Arab Emirates	100%	-	100%	-

Company	Country	At 31 December 2024		At 31 December 2023	
		% held by the Group	% minority interest	% held by the Group	% minority interest
Indirect investment					
Diasorin Canada Inc	Canada	100%	-	100%	-
Diasorin Healthcare India Private Limited	India	100%	-	100%	-
Diasorin Molecular LLC	United States	100%	-	100%	-
Luminex Corporation	United States	100%	-	100%	-
Nanosphere LLC	United States	100%	-	100%	-
ChandlerTec LLC	United States	100%	-	100%	-
Iris Biotech LLC	United States	100%	-	100%	-
Amins LLC	United States	100%	-	100%	-
Luminex Molecular Diagnostics Inc.	Canada	100%	-	100%	-
Luminex 2 B.V.	Netherlands	0%	-	100%	-
Luminex Japan Corp. Lts.	Japan	100%	-	100%	-
Luminex Trading (Shanghai) Co. Ltd.	China	100%	-	100%	-
Luminex Hong Kong Ltd.	Hong Kong	100%	-	100%	-

A complete list of the investee companies containing information about head office location and the percentage interest held by the Group is provided in Annex I.

With reference to subsidiaries, it should be noted that the liquidation of the subsidiary Luminex 2 B.V. was completed in December.

The aforementioned change was classified as under common control transactions, generating no accounting impacts on these consolidated financial statements.

Investments in joint ventures

As of 31 December 2024, there are no investments classified as joint ventures under IFRS 11 and IAS 28.

Principles of consolidation, evaluation and accounting standards

Principle of consolidation

The financial statements of subsidiaries and branches are consolidated by the line-by-line consolidation method.

Under this method, assets, liabilities, expenses and revenues are consolidated using their full amount, irrespective of the percentage interest held, and the minority interest in shareholders' equity and net profit is shown in separate line items of the consolidated financial statements.

When preparing the consolidated financial statements, intra-Group balances and transactions, including unrealized intra-Group gains and losses, are eliminated.

All assets and liabilities of foreign companies included in the scope of consolidation that are denominated in foreign currencies are translated into euros at the exchange rates in force on the date of the financial statements. Revenues and expenses are translated into euros at the average exchange rate for the year. Currency translation differences generated by the use of this method are posted to shareholders' equity in the "translation reserve" item until the corresponding equity investment is sold.

Transactions in foreign currencies are recognized at the exchange rate in force on the transaction date. Cash assets and liabilities denominated in foreign currencies that are outstanding on the date of the financial statements are converted at the exchange rate in force on that date.

Business combinations

Business combinations by virtue of which control is acquired over an entity are recognized, as required by the provisions of IFRS 3 Business Combinations, in accordance with the acquisition method. The acquisition cost is represented by the fair value on the acquisition date of the assets being sold, the assumed liabilities and any issued equity instruments. The identifiable acquired assets, assumed liabilities and contingent liabilities are recognized at their fair value on the date of acquisition, except for deferred tax assets and liabilities, assets and liabilities for employee benefits and assets held for sale, which are recognized in accordance with the respective reference accounting principles. The difference between the acquisition cost and the fair value of the acquired assets and liabilities, if positive, is recognized among intangible assets as goodwill or, if negative, after checking again the correct measurement of the fair values of the acquired assets and liabilities and the acquisition costs, is recognized directly in profit or loss, as a gain. Incidental transaction costs are recognized in profit or loss when incurred.

Under the definition of IFRS 3, acquisition of business occurs when such business includes an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of "output" is narrowed to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits.

Where total control is not acquired, the share of shareholders' equity attributable to minority interests is determined based on the share of the current values attributed to assets and liabilities at the date of acquisition of control, net of any goodwill (the so-called partial goodwill method). Alternatively, the full amount of the goodwill generated by the acquisition is recognized, therefore also taking into account the portion attributable to minority interests (the so-called full goodwill method). In this case, minority interests are expressed at their total fair value, including the attributable share of goodwill. The choice of how to determine goodwill (partial goodwill method or full goodwill method) is made based on each individual business combination transaction.

The cost of acquisition includes contingent consideration, recognized at its acquisition-date fair value. Subsequent changes in fair value are recognized in income statement or other comprehensive income statement if the contingent consideration is a financial asset or liability. Contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for directly in equity.

If, in a business combination, control is achieved in stages, the Group remeasures its previously held equity interest in the acquiree at its acquisition-date fair value and recognizes the resulting gain or loss in the income statement.

Acquisitions of non-controlling interests in entities which are already controlled by the acquirer or disposals of non-controlling interests that do not involve a loss of control are treated as equity transactions; therefore, any difference between the cost of acquisition/disposal and the related share of net assets acquired/sold is accounted for as an adjustment to the Group's equity.

Call/put options exchanged between the Parent Company and minority shareholders are recognized considering risks and benefits are transferred with the contract. Specifically, the Group recognizes a financial liability on the date the contract is executed against the Group's equity when the minority shareholders retain the transaction's risks and benefits, or against the minority shareholder's equity when the transaction's risks and benefits are transferred to the majority shareholder. Any subsequent changes in the value of the liability are recognized in equity.

Evaluation criteria and accounting principles

Property, plant and equipment

The item includes:

a) Land;
b) Industrial buildings;
c) General purpose and specialized facilities;
d) Machinery;
e) Manufacturing and distribution equipment;
f) Right-of-use assets (in accordance with IFRS 16 accounting standard);
g) other assets.

Items of property, plant and equipment are valued at cost and recognized at their acquisition or production cost, plus directly attributable incidental expenses. Their cost is reduced by depreciation (with the exception of land, which is not depreciated) and write-downs for impairment.

Depreciation is computed on a straight-line basis at rates that reflect an asset's decrease in value and wear and tear. Depreciation is computed from the moment an asset is available for use.

Significant components of property, plant and equipment that have different useful lives are recognized separately and each one is depreciated in accordance with its own useful life.

The useful lives and residual values of these assets are reviewed each year upon the closing of the annual financial statements.

In accordance with the IFRS 16 accounting principles, the Group as lessee recognizes the so-called right-of-use asset at the initial leasing date (i.e., the date on which the underlying asset is available for use). Right-of use-asset is measured at cost, net of any accumulated depreciation and impairments and adjusted for any remeasurement of the lease liability. The cost of the right-of-use asset includes the amount of the lease liabilities recognized, the initial direct costs incurred and the payment of leases at the commencement date or before, net of any incentives received. The right-of-use asset is depreciated on a straight-line basis from the lease commencement date to the end of the useful life of the right-of use asset or, if earlier, to the lease's term.

If the lease transfers ownership of the asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the lessee will exercise the option to purchase the asset, the Group shall depreciate the right-of-use asset from the lease commencement date to the end of the useful life of the underlying asset.

The depreciation rates used are as follows:

Asset type	Depreciation rate
Industrial buildings	5.5%
General purpose and specialized facilities	10-12.5%
Machinery	12%
Manufacturing and distribution equipment	40%
Equipment held by customers	14-25%
Reconditioned equipment held by customers	20-33%
Right-of-use assets	Contract lenght

Costs incurred for regular maintenance and repairs are charged directly to income statement the year they are incurred. Costs incurred to recondition equipment are capitalized only to the extent that the reconditioned equipment meets the requirements to be recognized separately as an asset or an asset component in accordance with the "component approach". Reconditioning costs and any non-depreciated residual values are depreciated over the asset's residual life, which is estimated at three years.

Leasehold improvements that meet the requirements of IAS 16 "Property, Plant and Equipment" are classified as property, plant and equipment and depreciated over the asset's residual life or the remaining length of the lease, whichever is shorter.

If, irrespective of the amount of depreciation already taken, the recoverable value of an asset, computed in accordance with the method provided in IAS 36, is lower than its carrying value, the latter is written down to the assets' recoverable value and the resulting impairment loss is recognized. If in subsequent years the reasons for the original write-down cease to apply, the asset is restored to its original value (net of any depreciation that would have been taken had the asset not been written down) or its recoverable value, whichever is lower.

Gains and losses on the disposal or retirement of assets, which are computed as the difference between the sales proceeds and the asset's net carrying value, are recognized in the income statement for the year.

As to lease contracts – recognized in accordance with IFRS 16 standard – if changes to lease contracts result in a change in the accounting for the existing lease, the Company recognizes a remeasurement of the carrying amount of the right-of-use asset and a change, at the same time, in the lease liability; any gains or losses resulting from the remeasurement are recognized in the income statement of the period.

Intangible assets

Intangible assets are recognized in the statement of financial position only if they are identifiable, controllable, there is an expectation that they will produce future economic benefits and their cost can be measured reliably.

Intangible assets with a finite useful life are valued at their acquisition or production cost or at their appraised value, net of accumulated amortization and impairment losses. Amortization is computed on the basis of an asset's estimated useful life and begins when an asset is available for use. Useful lives are reviewed annually and the impact of any changes is reflected prospectively.

Intangible assets with an indefinite useful life are not amortized. They are tested for impairment annually or more frequently, if necessary, even when there are no indications that the value of the assets has been impaired. These tests are carried out for each cash generating unit to which intangible assets have been allocated.

Intangible assets with an indefinite useful life

Goodwill

Goodwill arising from business combinations represents the positive difference between the acquisition cost and the fair value of the Group's interest of assets, liabilities and contingent liabilities identifiable at the acquisition date.

Goodwill is recognized as an intangible asset with an indefinite useful life and is not amortized. However, its carrying amount is tested once a year (or more often if necessary) for impairment, and to test the indefinite life assumption. Impairment losses are immediately recognized in profit or loss and may not be reversed subsequently. After initial recognition, goodwill is valued at cost, net of any accumulated impairment losses. When a subsidiary is sold, the net carrying amount of the goodwill allocated to that subsidiary is included in the computation of the gain or loss generated by the sale.

For impairment test purposes, goodwill is allocated to the cash generating units (CGUs).

Assets with indefinite useful life

Intangible asset is considered to have an indefinite useful life when, on the basis of relevant factors, there is no foreseeable limit to the period over which the asset is expected to generate net cash inflows for the entity.

For impairment test purposes, assets with indefinite useful life are tested for impairment as part of the cash generating units (CGUs) to which they belong as these assets do not generate cash inflow that are largely independent of those from other assets or groups of assets.

Intangible assets with a finite useful life

Development costs

Costs incurred internally to develop new products or systems constitute an intangible asset and may be recognized as such only if all the following requirements can be satisfied:

- it is a technically feasible to complete an asset so that it will be available for use or sale and the entity intends to do so;
- the Group is able to sell, exchange or distribute the future economic benefits attributable to an asset without having to relinquish future economic benefits generated by other assets used by the same cash generating unit;
- there is evidence that the costs incurred will generate probable future economic benefits. Such evidence can consist of the existence of a market for the output of the asset or of the usefulness of the asset, if used internally;
- adequate technical and financial resources to complete the development and sale of the asset or use internally its resulting products;
- the costs attributable to the asset during its development can be reliably valued.

Capitalized development costs include only the expenditures that can be attributed directly to the development process.

In the first year, amortization is computed based on the length of time during which the asset is effectively in use. The useful life of these costs is estimated on the maximum length of time during which Management believes that the asset will generate economic benefits.

Research and development costs that do not satisfy the requirements listed above are charged to income immediately and may not be capitalized in subsequent years.

Other intangible assets

Other intangible assets are recognized in the statement of financial position only if it is probable that their use will generate future economic benefits and if their cost can be measured reliably. If these conditions are met, these intangible assets are recognized at their purchase cost, which is their purchase price plus incidental expenses.

The gross carrying amount of intangible assets with a finite useful life is amortized on a straight-line basis based on the assets' estimated useful lives. Amortization begins when an asset is put into use. In the first year, amortization is computed based on the length of time during which the asset is effectively in use. The Group uses the following amortization rates:

Asset type	Amortization rates
Concessions, licenses and similar rights	6.67% -10% or length of contract
Customer relationship	5% - 6.67% -10%
Trademarks	5% - 20%
Industrial patent and intellectual property rights	6.67% - 10% or legal duration

The duration of the amortization period, which is based on internal analyses and valuations, development plans and the return flows from their use, is deemed to be consistent with expectations concerning the duration and development of the Group's activities and products and with the likelihood that the positions achieved in the diagnostics market will be retained.

Impairment of assets

The Group tests the net carrying value of its property, plant and equipment and its intangible assets once a year to determine whether the value of these assets has been impaired. If evidence of impairment is detected, the recoverable value of the affected assets is determined. Intangible assets with an indefinite useful life, intangibles that are not yet ready for use and goodwill generated through a business combination are tested for impairment every year, even when there is no indication that the value of the assets has been impaired or, more often, if there is an indication that their value may have been impaired.

An asset's recoverable amount is the higher of its fair value, less cost to sell, and its value in use, computed as the present value of the future cash flows expected to be derived from an asset or cash-generating unit. Expected future cash flows reflect assumptions that are consistent with the criteria applied to determine the discount rate. Cash flow projections are based on the most recent Company's plans and on reasonable and documented assumptions about the Group's future results and macroeconomic conditions.

The discount rate used must reflect the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted.

When the recoverable amount of an individual asset cannot be estimated, the Group estimates the recoverable amount of the CGU to which the asset belongs. Particularly, the CGUs identified by the Diasorin Group coincide with the legal entities of the Group or with their homogeneous combination.

Whenever the recoverable amount of an asset or a CGU is lower than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the reduction is recognized as an impairment loss in the income statement. Subsequently, if an impairment loss for an asset other than goodwill ceases to exist or is reduced, the carrying amount of the asset (or CGU) is increased to the new estimated recoverable amount (but not more th the asset's net carrying amount had no impairment loss been recognized). This reversal is recognized immediately in earnings. Impairment losses recognized on goodwill or intangibles with indefinite useful life are in no way recoverable.

Inventories

Inventories, which consist mainly of raw materials, work-in-progress and finished products, are recognized as the lower of the purchase or production cost and net realizable value, determined in accordance with market conditions. Purchase costs include the price paid to suppliers plus the incidental expenses incurred to bring the purchased goods to the Company's warehouse door, net of discounts and allowances. Production costs include the costs directly attributable to individual goods or classes of goods, plus a reasonable allocation of the overall outlays incurred for the activities carried out to produce the goods in question (general manufacturing costs). As regards the distribution of general manufacturing costs, the allocation of product cost is based on the normal capacity of the production facilities.

Cost is determined by the FIFO method.

The carrying amount of the inventory, determined in the manner described above, is reduced by a provision that reflects the impact of obsolete and slow-moving inventory.

Receivables and payables

Trade and other receivables are valued at amortized cost, using the effective interest rate, less impairment losses, except receivables within a business model whose objective is achieved by either collection of contractual cash flows or sale (hold to collect and sell). These receivables are measured at fair value with changes recognized directly in the comprehensive income statement.

Impairment losses on receivables are recognized through the simplified approach required by IFRS 9 to measure loss allowance through lifetime expected credit loss. Specifically, the Group calculates expected credit loss using a provision matrix, which is estimated on the basis of historical credit loss experience for past due receivables and adjusted to reflect current conditions and estimates on relevant future economic conditions.

Trade payables and other payables are initially recognized at fair value, net of directly allocated accessory costs and are subsequently measured at amortized cost, applying the effective interest rate criteria.

Receivables and payables denominated in foreign currencies are translated at the exchange rates in force on the date of the financial statements and any resulting gains or losses are recognized in earnings.

Factoring of receivables

The Diasorin Group engages in the factoring of its receivables.

When all risks and benefits relating to ownership and contractual rights are transferred to cash flows deriving thereof, receivables assigned through such transactions are removed from the statement of financial position. In such event, cumulative changes in fair value - previously recognized in the comprehensive income statement - are transferred to the income statement.

Conversely, if requirements for derecognition of assets are not met, receivables are recognized as such in the Group financial statements and a corresponding financial liability is recognized in the consolidated statement of financial position as "Financial payables".

Cash and cash equivalents

They consist of cash and cash equivalents, short-term bank deposits, shares in liquidity funds and other money market securities readily converted into cash.

Assets and liabilities held for sale

Assets and liabilities held for sale, as defined by the IFRS 5 accounting standard, are classified as such when their carrying amounts will be recovered mainly from the sale rather than continuous use. These conditions will be considered to have been fulfilled when the sale or discontinuity of the group of assets being disposed of is considered to be highly probable and the assets and liabilities are immediately available for sale in the conditions they are in.

When the Group is committed to a disposal plan involving loss of control of an investee company, all the assets and liabilities of this investee company are classified as held for sale when the conditions described above are fulfilled even when, after disposal, the Group continues to hold a minority interest in the investee company.

Assets held for sale are measured at the lower of the carrying amount and the fair value, net costs for sale.

Shareholders' equity

Equity instruments issued by the Group's Parent Company are recognized for the amount of consideration received. Dividends distributed by the Group's Parent Company are recognized as a liability when the distribution resolution is approved. The purchase cost of treasury shares and the proceeds from their sale are recognized directly in equity, with no impact on the income statement.

Treasury shares

When the Group's Parent Company and its subsidiaries purchase Company shares, the consideration paid is deducted from the shareholders' equity attributable to the Company's shareholders, until the shares are retired or sold. No gain or loss is recognized in the income statement when treasury shares are bought, sold, issued or retired. When these shares are subsequently reissued, the consideration received is added to the shareholders' equity attributable to the Company's shareholders.

Employee benefits

Pension plans

The Group uses different types of defined-contribution and defined-benefit plans, in accordance with the local conditions and practices in the countries in which it operates.

Each year, the Group recognizes in earnings the portion of the premiums paid in connection with defined-contribution plans that accrue that year.

Defined-benefit pension plans, which include the severance benefits payable to employees pursuant to Article 2120 of the Italian Civil Code, are based on the length of the working lives of employees and the wages earned by employees over a predetermined period of service. The liability that represents the benefits owed to employees under defined-benefit plans is recognized at its actuarial value.

The recognition of defined-benefit plans requires the use of actuarial techniques to estimate the amount of the benefits accrued by employees in exchange for the work performed during the current year and in previous years. The resulting benefit must then be discounted to determine the present value of the Group's obligation. The determination of the present value of the Group's obligation is made by an independent actuary, using the projected unit credit method. This method treats each period of service provided by an employee to a company as an individual accrual unit. The actuarial liability must be quantified exclusively on the basis of the seniority achieved as of the date of valuation. Consequently, the total liability is prorated based on a ratio between the years of service accrued as of the valuation reference date and the total seniority that an employee is expected to have achieved when the benefit is paid. Moreover, this method requires taking into account future wage increases due for any reason (inflation, career moves, labor contract renewals, etc.) until the end of the employment relationship.

The cost of defined-benefit plans accrued during the year, which is reflected in the income statement as part of labor costs and financial expense, is equal to the sum of the average present value of the accrued benefits of current employees for service provided during the year and their annual vested interest in the present value of the Group's obligations at the beginning of the year, computed by discounting future outlays by the same rate as that used to estimate the Group's liability at the end of the previous year. The annual discount rate used for these computations was the same as the year-end market rate for zero-coupon bonds with a maturity equal to the average residual duration of the liability. Actuarial gains and losses reflecting changes in the actuarial assumptions or experience adjustments are credited or charged to equity in the statement of comprehensive income for the period in which they arise. If the amount is recorded on the balance sheet as an asset, it is limited to the present value of economic benefits available in the form of refunds or reductions in future contributions to the plan.

On 1 January 2007, the Italian Budget Law and the related implementation decrees introduced significant changes in the rules that govern the Provision for employee severance indemnities ("PESI") of companies whose registered office is located in Italy. These changes include the right of employees to decide the destination of future accrued PESI amounts. Specifically, employees can direct new PESI flows to selected pension investments or keep them with the employer company, which will then deposit its PESI contribution in a treasury account at the Italian social security administration (abbreviated as INPS in Italian). In light of these changes, the PESI is now viewed as a defined-benefit plan only insofar as the amounts vested before 1 January 2007 are concerned and as a defined-contribution plan after January 1, 2007.

Equity-based compensation plans

Group companies grant to Group Executives additional benefits through equity-based plans (stock options and stock grants). In accordance with IFRS 2 ("Share-based Payment,") stock options awarded to employees are measured at their fair value on the grant date, in accordance with models that take into account factors and data (option exercise price, duration of the option, current price of the underlying shares, expected share price volatility, expected dividends and interest rate for zero-risk investments over the life of the option) applicable on the grant date.

If the option becomes exercisable after a certain period and/or certain performance requirements are met (vesting period), the total value of the option is prorated over the vesting period and recognized in earnings, with the offsetting entry posted to a specific shareholders' equity account called "Other reserves".

Because stock options are equity instruments, as defined by IFRS 2, the fair value of each option determined on the grant date is not adjusted at the end of each year unless changes occur in the stock options terms and conditions to increase their fair value in favor of beneficiaries. The estimate of the number of options that will reach maturity (and hence the number of employees who will be entitled to exercise their options) is adjusted. The result of any change in estimate is posted as an increase to or a reduction of the abovementioned shareholders' equity account, with the offsetting entry reflected in the income statement. At the end of the exercise period, the exercised options are reflected in the Company's share capital by adding an amount obtained by multiplying the number of shares issued by the par value of each share. The portion of "Other reserves" that is attributable to plan costs previously recognized in earnings and the amount obtained by multiplying the number of shares issued by the difference between the exercise price and the par value per share is posted to a shareholders' equity reserve.

Provisions for risks and charges

Provisions for risks and charges include amounts set aside to fund current obligations (statutory or implied) that arise from a past event, the performance of which will probably require the use of resources and the amount of which can be reasonably estimated. When the use of financial resources is expected to extend for a period of more than one year, the corresponding obligation should be recognized at its present value by discounting expected future cash flows at a rate that takes into account the cost of money and the risks inherent in the liability.

The provisions are updated on each financial statement date to reflect best current estimates. The impact of any changes in estimates is reflected in the income statement for the period during which the change occurred.

Risks that are merely reasonably possible of producing a liability are disclosed in the Notes to the financial statements, but no amount is recorded in the financial statements.

Income taxes

Income taxes include both current and deferred taxes.

Current taxes are computed on the basis of the estimated taxable income for the year in accordance with the tax laws in force in the countries in which the Group operates.

Taxable income is different from reported income because it does not include positive and negative components that will be taxable or deductible in subsequent years and those items that will never be taxable or deductible. The liability for current taxes is computed using the tax rates in force on the date of the financial statements or the tax rates that will be in force when the asset is realized or the liability settled, if they are known.

Deferred-tax assets and liabilities are the taxes that the Group expects to pay or recover on temporary differences between the values attributed to assets and liabilities for reporting purposes and the corresponding tax-related values used to compute taxable income, computed in accordance with the balance sheet liability method. As a rule, deferred-tax liabilities are recognized for all taxable temporary differences, while deferred-tax assets are recognized only insofar as the Group deems it probable that, in the future, it will generate sufficient taxable income to use the deductible temporary differences. The tax benefit produced by carrying forward tax losses is recognized if and to the extent that it is probable that, in the future, the Group will have sufficient taxable income to offset these losses. Deferred-tax liabilities or assets are also determined for consolidation adjustments.

The carrying value of deferred-tax assets is updated on each financial statement date and reduced when the existence of future taxable income sufficient to recover all or part of these assets is no longer probable.

Deferred taxes are computed at the tax rate in force on the closing date of the financial statements or at the tax rate that will be in force when the asset is realized or the liability settled. Deferred taxes are charged directly to income, except for those attributable to items recognized directly in equity, in which case the corresponding deferred taxes are also recognized in equity. Deferred-tax assets and liabilities can be offset when the taxpayer has a legally exercisable right to offset current tax assets and liabilities and when they refer to the same taxpayer, when they are due to the same tax administration and the Group plans to settle current tax assets and liabilities on a net basis. The net balance is recognized as a "deferred-tax asset" if positive or a "deferred-tax liability" if negative.

Financial liabilities

Financial liabilities consist of loan payables, including advances for the factoring of receivables, other financial liabilities, convertible and non-convertible bond, including derivatives.

Initially, financial liabilities other than derivatives are recognized at their fair value less transaction costs. Subsequently, they are valued at their amortized costs, which is their initial amount, less any principal repayments, adjusted upward or downward to reflect the amortization (by the effective interest rate method) of any differences between the initial value and the value at maturity.

Financial liabilities include also lease payables in accordance with IFRS 16. These payables are recognized in the financial statements among current and non-current liabilities along with the other financial payables of the Group. The financial liability for leases (IFRS16) is initially recognized at the present value of the payments due for the lease not yet made at the commencement date, which include:

- fixed payments that will be paid with reasonable certainty;
- variable payments due which depend on an index or rate;
- any amounts that are expected to be paid as a residual value guarantee granted to the lessor;
- the price of exercising the purchase option, if the lessee is reasonably certain to exercise this option;
- penalty payments for termination of the lease, if the lessee is reasonably certain of exercising this option.

The present value of the aforementioned payments was calculated using a discount rate equal to the tenant's incremental financing rate. The lessee's incremental financing rate is defined taking into account the frequency and duration of payments under the leasing contract, the currency in which they are denominated and the characteristics of the lessee's economic environment ('IBR'). The defined rate is consistent with the average residual life of contracts. The lease installments subject to discounting include: fixed installments; variable rents due to an index or rate; the redemption price, where it exists and where the Group is reasonably certain of using it; the amount of the expected payment for the possible release of guarantees on the residual value of the asset; the amount of penalties paid in the case of exercising options for early termination of the contract, where the Group is reasonably certain of exercising them. After initial recognition, the lease debt is increased to take into account the interest accrued, determined on the basis of the amortized cost, and decreased in relation to the lease installment paid. Furthermore, the lease debt is subject to redetermination, increasing or decreasing, in cases of modification of contracts or other situations envisaged by IFRS 16 which led to a change in the amounts of the installments and/or in the duration of the lease. In particular, in the presence of situations that involve a change in the estimated probability of exercise (or non-exercise) of the renewal or early termination options of the contract or in the forecast of redemption (or not) of the asset upon expiry of the contract.

Convertible bonds are classified, at issuance, as "hybrid" or "compound" debt instruments. When the bond issue is considered a compound instrument since its placement, it is split into a debt and, residually, an equity component, as provided for in IAS 32 – Financial instruments: Presentation.

In the case of a "compound" instrument, the debt portion represents the fair value of a traditional bond that does not entail conversion right or option while the equity portion, which is determined on a residual basis in relation to the total amount of the loan, represents the value of the bond conversion option into Company's ordinary shares.

Transactions costs are proportionally allocated to the debt and equity portions.

Financial Derivatives

Consistent with the provisions of IFRS 9, derivatives qualify for hedge accounting only when (i) there is formal designation and documentation of the hedging relationship, including the Group's objective and strategy in risk management at the inception of the hedge and (ii) the hedge is expected to be effective.

When financial instruments qualify for hedge accounting, the following accounting treatments are applied:

- Fair value hedge: if a derivative is designated as hedging the exposure to changes in fair value of a recognized asset or liability attributable to a specific risk that could have an impact on the income statement, the gains or losses derived from subsequent fair value measurements of the hedge are recognized in earnings. Gains or losses on the hedged item that are attributable to the hedged risk change the carrying amount of the hedged items and are also recognized in earnings;
- Cash flow hedge: If a derivative is designated as a hedging of the exposure to variability in the future cash flows attributed to a recognized asset or liability or to a highly probable future transaction that could have an impact on the income statement, the effective portion of the gain or loss stemming from changes in the fair value of the hedge is recognized in equity. The effective portion of any gain or loss is reclassified from shareholders' equity to the income statement in the same period in which the hedged transaction is recognized. Any gains or losses associated with a hedge that has become ineffective are immediately recognized in earnings. If a hedge or a

hedging transaction is closed out but the hedged transaction has not yet been executed, all accumulated gains and losses (which until then were recognized in equity) are recognized in the income statement when the corresponding transaction is executed. If the occurrence of the hedged transaction is no longer viewed as probable, unrealized gains and losses suspended in equity are immediately transferred to the income statement.

The hedge effectiveness is determined at the inception of the hedge relationship, through periodic assessments of the prospective hedge effectiveness to ensure the existence of an economic relationship between the hedged item and the hedging instrument.

When hedge accounting cannot be applied, all gains and losses generated by subsequent fair value measurements of derivatives are immediately recognized in earnings.

The fair value of financial instruments that are listed on an active market is based on market prices at the balance sheet date. The fair value of financial instruments that are not are listed on an active market is determined using valuation techniques based on a series of methods and assumptions, and market information at the balance sheet date.

The following provides a classification of financial instruments recorded at fair value in a three-level hierarchy:

- Level 1: Fair value is determined on the basis of (unadjusted) quoted prices in active markets for identical assets or liabilities;
- Level 2: Fair value is determined using valuation techniques based on observable inputs on active market;
- Level 3: Fair value is determined using valuation techniques based on market unobservable inputs.

Revenue recognition

Revenues are recognized when control over assets sold to end customers or distributors has been transferred and related contractual obligations have been met. Revenues are measured as the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or services (net of discounts, allowances and return).

Revenues from sales

Revenues from sales to end customers (made by the Group through its subsidiaries) are based on a business model which provides for reagents supply and the provision of a diagnostic instrument along with its technical support (identified as a single performance obligation). Revenues from sales are recognized when control over diagnostic kits is transferred to the end customer ("at point in time").

Revenues from sales to distributors (the so-called export market where Diasorin is not present through a direct distribution channel) which provide for separate sale of kits/reagents and/or instruments are identified as separate performance obligation since kits, reagents and instruments will be combined and configured by the distributor and sold to the end customer. The relevant revenues are recognized when control over instruments and/or reagents is transferred to their distributor.

Revenues from "licensed technology" business derive from instrument sales, technical support and related royalties. Revenues from instrument sales are recognized when customer obtains control over the product, and this generally occurs when the product is shipped. Customers have no contractual right to return instruments, except for normal product warranty clauses.

Service revenues

Service revenues are generated by separate contracts for technical support.

These revenues are recognized in the income statement based on the percentage of completion of each transaction and only when the outcome of the transaction can be estimated reliably.

Royalties

The Group collects royalties from third parties for the use of proprietary technology and of patents required to manufacture specific products. Revenues from royalties, which are generally based on the sales revenues generated by patent users, are recognized when underlying sales transactions are concluded.

Interest income

Interest income is recognized in the income statement at the effective yield rate. It is earned mainly on interests on arrears.

Dividends

Dividends distributed by the Parent Company are recognized when the right of the Company's shareholders to receive payment is established, which generally occurs when the Shareholders' Meeting approves the dividend distribution resolution. Dividend distribution is recognized as a liability in the financial statements for the period during which the dividend distribution is approved by the Shareholders' Meeting.

Government grants

Government grants are recognized when there is a reasonable certainty that they will be collected. This occurs when the distributing public entity approves a formal resolution to that effect.

Grants received in connection with the purchase of property, plant and equipment or the capitalization of development costs are booked as a reduction of capitalized costs and recognized in the income statement in equal instalments computed on the basis of the useful lives of the assets for which the grant was received.

Grants received as an interest subsidy upon the occurrence of specific events are recognized in the income statement at the present value of the benefit, when there is a formal commitment to grant the benefit by the distributing public entity. The corresponding liabilities are recognized at their fair value on the date the grant was received. Interest on this liability is recognized in the income statement in accordance with the amortized cost method.

Cost of sales

Cost of sales represents the cost incurred to produce or purchase the goods and merchandise sold by the Company. It includes all of the costs incurred to purchase and process materials and the overhead directly attributable to production.

Overhead includes depreciation of the property, plant and equipment and the amortization of the intangible assets used for production purposes, as well as inventory write-downs. Cost of sales also includes freight paid to deliver products to customers.

Research and development costs

This item includes research and development costs that cannot be capitalized and the amortization of capitalized development costs.

Interest expense

Interest expense is recognized in accordance with the accrual principles, based on the financed amount and the applicable effective interest rate.

Earnings per share

Basic earnings per share are computed by dividing the portion of the net profit or loss attributable to holders of common shares of the Group's Parent Company (the numerator) by the weighted average number of common shares outstanding during the year (the denominator).

Diluted earnings per share are computed by adjusting the portion of the net profit or loss attributable to holders of common shares of the Group's Parent Company (the numerator) and the weighted average number of common shares outstanding during the year (the denominator) to take into account all potential shares with a dilutive effect. A potential share is a financial instrument or other contract that can convey to its holder the right to receive common shares.

Significant non-recurring events and transactions – Atypical and/or unusual transactions

Consistent with CONSOB Communication No. DEM/6064293 of July 28, 2006, the notes to the financial statements provide information about the impact of significant non-recurring events and transactions and/or atypical and/or unusual transactions on the Group's balance sheet, financial position and economic result.

The abovementioned CONSOB Communication defines as atypical and/or unusual transactions those transactions that, because of their significance/materiality, type of counterparty, purpose, method used to determine the transfer price and timing (close to the end of the year), could give rise to doubts with regard to: the accuracy/completeness of the disclosure provided in the financial statements, conflict of interests, safety of the corporate assets and protection of minority shareholders.

Related parties

Consistent with CONSOB Communication No. DEM/6064293 of July 28, 2006, the notes to the financial statements provide information about the impact of related-party transactions on the Group's balance sheet, financial position and economic result.

New accounting standards

Below are the international accounting standards, interpretations and amendments to existing accounting standards and interpretations or specific provisions contained in the standards and interpretations approved by IASB, which have been endorsed or have not been endorsed for adoption in Europe as of the date on which this document has been approved.

New documents issued by the IASB and endorsed by the EU to be compulsorily adopted for financial statements for reporting periods beginning on 1 January 2024

Document title	Date of issue	Effective date	Date of endorsement	EU Regulation and date of publication
Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback	22 September 2022	1 January 2024	20 November 2023	(EU) 2023/2579 21 November 2023
Amendments to IAS 1 Presentation of Financial Statements: • Classification of Liabilities as Current or Non-current; • Classification of Liabilities as Current or Non-current Deferral of • Effective Date; and Non-current Liabilities with Covenants	23 January 2020 15 July 2020 31 October 2022	1 January 2024	19 December 2023	(EU) 2023/2822 20 December 2023
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements	25 May 2023	1 January 2024	15 May 2024	(EU) 2024/1317 16 May 2024

New documents issued by the IASB and endorsed by the EU to be compulsorily adopted for financial statements for reporting periods beginning on 1 January 2025.

Document title	Date of issue	Effective date	Date of endorsement	EU Regulation and date of publication
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	15 August 2023	1 January 2025	12 November 2024	13 November 2024

IAS/IFRS and related IFRIC interpretations applicable to financial statements for reporting periods beginning after 1 January 2025. Documents NOT yet endorsed by the EU at 31 December 2024.

Please note that these documents shall apply only after endorsement by the EU.

Document title	Date of issue by the IASB	Effective Date of the IASB Document	Date of expected endorsement by the EU
New accounting standards			
IFRS 18 Presentation and Disclosure in Financial Statements	9 April 2024	1 January 2027	TBD
IFRS 19 Subsidiaries without Public Accountability: Disclosures	9 May 2024	1 January 2027	TBD
Amendments			
Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28)	September 2014	Postponed until completion of IASB project on the equity method	Endorsement suspended, pending the conclusion of IASB project on the equity method
Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)	30 May 2024	1 January 2026	TBD
Annual Improvements Volume 11	18 July 2024	1 January 2026	TBD

New accounting standards endorsed and adopted by the Group

This note presents the impact of the adoption of amendments to the accounting standards, which are effective as from 1 January 2024, on the Group’s consolidated financial statements to the extent that they differ from those applied in the previous periods.

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a lessee uses in measuring the lease liability arising in a sale & lease back transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendments did not impact the Group’s Consolidated Financial Statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

The amendments clarify how liabilities should be classified as either current or non-current, depending on the rights that exist at the end of the reporting period. The classification is not affected by company's expectations or events occurring after the reporting date. The amendments clarify what IAS 1 means when it refers to the "settlement" of a liability. Any amendments to the classification of liabilities shall be applied retrospectively, as required by IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. The amendments did not impact the Group's Consolidated Financial Statements.

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial instruments: Disclosures, to clarify the characteristics of reverse factoring arrangements and provide additional information on such agreements. The amendments clarify the characteristics of supplier financing arrangements and provide additional information on such arrangements. The disclosure requirements provided by the amendments aim to help users of financial statements understand the effects of supplier financing arrangements on company's liabilities, cash flows and exposure to liquidity risk. The amendments did not impact the Group's Consolidated Financial Statements.

New accounting standards issued and not yet adopted by the Group and/or not yet endorsed

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability

The IASB published the document Lack of Exchangeability (Amendments to IAS 21). The amendments clarify when a currency a currency is not exchangeable into another currency, how to determine the exchange rate and the disclosure in the Notes to the financial statements. The amendments will be effective on 1 January 2025. Early adoption is permitted.

IFRS 18 Presentation and Disclosure in Financial Statements

The new IFRS accounting standard will introduce new significant requirements for presentation and disclosure in the financial statements, with a focus on the income statement, including requirements for the presentation of subtotals, aggregation and disaggregation of information, as well as disclosure of performance measures.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

IFRS 19 aims to simplify the disclosure requirements to be reported in the notes to the financial statements for a large number of companies controlled by groups that apply international accounting standards, in order to facilitate transitions to such standards for companies that apply local gaaps for the preparation of their local financial statements.

Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS and to IAS 28)

Amendments clarify the accounting treatment for sale or contribution of assets between an Investor and its Associate or Joint Venture. The accounting treatment depends on whether the non-monetary asset sold or conferred constitutes a business (as defined by IFRS 3 - Business Combinations). Where the non-monetary assets constitute a business, the investor will recognize the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognized by the investor only to the extent of the other investor´s interests in the associate or joint venture. Amendments apply prospectively. The scope of consolidation does not include associated companies and joint ventures, therefore no impacts on the Group's financial statements are expected from the application of this amendment.

Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)

The amendments were published by the IASB in May 2024 and endorsed by the European Commission on 31 May 2024. The amendments are effective for reporting periods beginning on or after 1 January 2026.

The changes introduced relate to the following matters:

a) clarifications about the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

b) clarification and further guidance for assessing whether a financial asset meets the SPPI test;

c) addition of new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement environment, social and governance (ESG) targets);

d) update of the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

Annual Improvements Volume 11

The IASB annual improvement project provides a streamlined process for dealing efficiently with a collection of amendments to IFRSs. The main objective of the process is to improve the quality of standards, by amending existing IFRSs to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights.

The Group will adopt these new standards, amendments, and interpretations based on the expected date, when these are endorsed by the European Union. The evaluation of the potential impact of these amendments on the consolidated financial statements is currently being examined.

Analysis of financial risks

The financial risks to which the Group is exposed include market risks and, to a lesser extent, credit risk and liquidity risk.

(in € thousands)	Notes	12/31/2024				12/31/2023			
		Carrying Value	Assets at amortized cost	Assets at fair value	Assets at fair value with changes in the Comprehensive Income	Carrying Value	Assets at amortized cost	Assets at fair value	Assets at fair value with changes in the Comprehensive Income
Trade receivables	(17)	194,696	185,422	-	9,274	198,560	198,560	-	-
Financial derivatives	(21)	14,287	-	-	14,287	24,639	-	64	24,575
Cash and cash equivalents	(19)	344,270	344,270	-	-	280,314	280,314	-	-
Current financial assets	(21)	34,711	34,711	-	-	98,437	98,437	-	-
Total current financial assets		587,964	564,403	-	23,561	601,950	577,311	64	24,575
Financial derivatives	(21)	3,563	-	-	3,563	12,891	-	-	12,891
Total non-current financial assets		3,563	-	-	3,563	12,891	-	-	12,891
Total financial assets		**591,527**	**564,403**	**-**	**27,124**	**614,841**	**577,311**	**64**	**37,466**

The table below lists material assets/liabilities by category in accordance with the requirements of IFRS 7:

(in € thousands)	Notes	12/31/2024			12/31/20		
		Carrying Value	Liabilities at amortized cost	Liabilities at fair value	Carrying Value	Liabilities at amortized cost	Liabilities at fair value
Liabilities for Put/Call option rights classified in other non-current liabilities	(24)	5,011	-	5,011	5,011	-	5,011
Financial lease liabilities (IFRS 16) classified in other non-current liabilities	(21)	67,362	67,362	-	62,090	62,090	-
Non-current financial liabilities	(21)	899,418	899,418	-	1,020,915	1,020,915	-
Total non-current financial liabilities		971,791	966,780	5,011	1,088,017	1,083,006	5,011
Trade payables	(25)	99,520	99,520	-	100,706	100,706	-
Financial lease liabilities (IFRS 16) classified in current financial liabilities	(21)	9,357	9,357	-	8,910	8,910	-
Current financial liabilities	(21)	38,052	38,052	-	100,738	100,738	-
Derivative financial instruments	(21)	375		375			
Total current financial liabilities		147,304	146,929	375	210,355	210,355	-
Total financial liabilities		**1,119,095**	**1,113,709**	**5,386**	**1,298,371**	**1,293,360**	**5,011**

With regard to the above, classification of financial assets and liabilities measured at fair value in the statement of financial position, according to the fair value hierarchy, concerned derivative financial instruments at 31 December 2024. These instruments are classified at level 2 and entered into other current and non-current financial assets amounting to € 17,475 thousand (including financial assets relating to IRS contracts for € 17,850 thousand and liabilities for € 375 thousand relating to the fair value of derivatives hedging exchange-rate exposure).

As to current financial assets, the Group used part of its liquidity denominated in U.S. dollar and Euros in time deposits.

With regard to liabilities for put/call options, the amount refers to the rights envisaged by the Joint Venture contract in China, which have been entered according to IAS 32 and IFRS 9 accounting standards. Specifically, the JV contract, which contains an obligation for the Group to purchase its own equity instruments for cash or other financial assets, gives rise to a financial liability for the present value of the redemption amount. Such amount is not included in the net financial Debt.

Non-current financial liabilities and assets are settled or valued at market rates, so their fair value is substantially in line with the current book value.

Length of financial liabilities is provided in Note 21.

Risks related to fluctuations in foreign exchange and interest rates

The Group is exposed to market risk deriving from currency and interest rate fluctuations as it operates in an international framework in which transactions are made in different currencies and interest rates.

As to interest rates, the Group used Interest Rate Swaps as hedges against the debt in US dollar (on which interest accrues at a floating rate) of the subsidiary Diasorin Inc., with the recognition of a net positive fair value of € 17,850 thousand at 31 December 2024.

Interests do not accrue on the convertible bond, therefore there are no risks deriving from an interest rate increase.

Some Group subsidiaries are located in countries that are not members of the European Monetary Union. Since the Group's reporting currency is the euro, the income statements of these companies are translated into euros at the average exchange rate for the year. Consequently, even if revenues and margins were to remain equal when stated in the local currency, fluctuations in exchange rates could have an impact on the euro amount of revenues, expenses and operating results due to the translation into the consolidation currency. Assuming a 5% change in the exchange rates of all the currencies used by the Group, the impact on the operating result would be of about € 7 million.

The euro amount attributed to assets and liabilities of consolidated companies that use reporting currencies different from the euro could vary as a result of changes in exchange rates. As required by the accounting standards adopted by the company, these changes are recognized directly in equity by posting them to the "currency translation reserve". A 5% change in all foreign exchange rates would have an impact of about € 86 million on the currency translation reserve.

In order to mitigate the foreign exchange risk related to the currency fluctuations, the Group executed currency forward sales requiring the recognition of a net negative fair value of € 375 thousand at 31 December 2024 (positive by € 64 thousand at 31 December 2023.

Credit Risk

The Group's receivables present a low level of risk both due to the sector in which Diasorin operates where end customers are, to a large extent, public institutions and due to the high financial soundness of its main private customers. Considering the its economic and financial performance, the Group found no material impact on its trade receivables deriving from the particular macroeconomic context characterized by the evolving geopolitical instability.

At 31 December 2024, past-due trade receivables were equal to about 5.0% of revenues and refer to the Italian, U.S. and Brazilian subsidiaries. These past-due receivables were covered by an allowance for doubtful accounts amounting to € 11,427 thousand. In addition, in order to bridge the gap between contractual payment terms and actual collection times, the Group resorts to factoring receivables without recourse.

The breakdown of trade receivables and provision for doubtful accounts at 31 December 2024, is as follows:

Type	Expiring	0 - 90	91 - 180	181 - 360	Past due over 360	Total due	Total receivables
Trade receivables	147,854	38,831	6,327	2,408	10,702	58,268	206,122
Expected loss rate	0%	1%	2%	38%	92%	20%	n.a
Provision for doubtful account	-	(505)	(158)	(927)	(9,837)	(11,427)	(11,247)
Net value	**147,854**	**38,327**	**6,169**	**1,481**	**865**	**46,842**	**194,696**

Liquidity risk

A prudent cash management strategy includes maintaining sufficient cash or readily available assets and credit lines, to meet immediate liquidity needs. Cash flows, funding requirements and liquidity levels are monitored centrally to ensure promptly and effectively the availability of financial resources and invest appropriately any excess liquidity.

In order to meet any financial needs, the Parent Company has deemed it necessary, in 2022, to adopt a EUR 150 million 3 year committed revolving credit facility, made available by a pool of banks and to be used upon set conditions. At 31 December 2024, this credit line has not been used.

Management believes that the funds and credit facilities currently available, when combined with the resources generated by operating and financing activities, will enable the Group to meet the obligations resulting from its capital investment programs, working capital requirements and the need to repay its indebtedness upon maturity.

As at 31 December 2024, cash and cash equivalent were € 344,270 thousand and investments in money market instruments with maturity within 12 months were € 34,654 thousand.

Payables to banks and to other lenders consisted of:

- Diasorin Inc.'s bank loan amounting to € 456,280 thousand;
- Convertible bond amounting to € 467,244 thousand;
- Short-term bank borrowings of the Chinese subsidiary amounting to € 13,946 thousand.

A breakdown of the net consolidated financial debt is as follows:

(in € thousands)		12/31/2024	12/31/2023	Change
A.	Cash on hand	344,270	280,314	63,956
B.	Cash equivalent	-	-	-
C.	Other current financial assets	34,654	98,437	(63,783)
D.	Liquidity (A+B+C)	378,924	378,751	173
E.	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	23,621	63,346	(39,725)
F.	Current portion of non-current financial debt	24,106	21,728	2,378
G.	Current financial debt (E+F)	47,727	85,074	(37,347)
H.	Net current financial debt (G-D)	(331,197)	(293,677)	(37,520)
I.	Non-current financial debt (excluding the current portion and debt instruments)	481,686	612,254	(130,567)
J.	Debt instruments	467,244	457,797	9,448
K.	Trade payables and other non-current debts	-	-	-
L.	Non-current financial debt (I+J+K)	948,930	1,070,050	(121,120)
H.	**Total financial debt (H+L)**	**617,734**	**776,373**	**(158,639)**

Items that involve the use of significant assumptions and estimates

The preparation of financial statements in accordance with the IFRSs requires the use of estimates for some material amounts. In addition, the Group's management is required to make judgments and assumptions as to how the Group's accounting policies should be applied in certain areas.

The process of drafting financial statements involves the use of estimates and assumptions about future events.

These estimates represent the best assessment possible on the date of the financial statements. However, because of their very nature, they could produce material changes in balance sheet amounts in future years.

Estimates are updated on an on-going basis by the Group's management and are based on past experience, all other known factors and the occurrence of future events that are reasonably expected to take place. Special care is used in this area in view of the high level of uncertainty that characterizes the macroeconomic context.

The main items affected by estimates are reviewed below.

Allowance for doubtful accounts

The Allowance for doubtful accounts reflects management's estimates about losses that could be incurred in the portfolio of accounts receivable from end customers and from the indirect distribution network (independent distributors). The allowance for doubtful accounts' estimate is based on the expected credit loss 'ECL' model calculated as the difference between the contractual cash flows due and the cash flows the Group expects to receive, determined on the basis of past experience for similar receivables, the current and historical past due percentages, losses and collections, and the careful monitoring of credit quality, considering current conditions and assumptions concerning future economic conditions.

Provision for inventory write-downs

The Provision for inventory write-downs reflects management's estimates of the Group's loss expectations, determined on the basis of past experience and historical and projected trends in the market for in vitro diagnostics.

Useful life of tangible and intangible assets

The cost of tangible and intangible assets is amortized and depreciated according to the straight-line basis over the estimated useful life of the asset. The useful life is determined by the directors when such assets are purchased and is based on historical experience of similar assets, market conditions and expectations regarding future events that may have an impact, including new technologies. Therefore, the actual useful life may differ from the estimated useful life.

Development costs that meet the requirements for capitalization are recognized as intangible assets.

Impairment of non-current assets

Non-current assets include property, plant and equipment, intangible assets (including goodwill), equity investments and other financial assets. Management reviews the carrying amounts of non-current assets held and in use and available-for-sale assets on a regular basis and whenever events or circumstances make such review necessary. The recoverable value of property, plant and equipment and intangible assets (including goodwill and know how) is verified using criteria that are consistent with the requirements of IAS 36, which are explained in the section of these Notes entitled “Impairment of assets.”

Pension plans and other post-employment benefits

The companies of the Group are parties to pension and health benefit plans in different countries. The Group’s largest pension plans are in Sweden, Germany and Italy. Management uses different statistical assumptions and evaluation factors to project future events and compute the costs, liabilities and assets related to these plans. Assumptions are made with regard to the discount rate, the expected yield of plan assets, the rates of future increases in employee compensation and trends in health care costs. The actuaries who provide the Group with consulting support also use subjective parameters, such as employee mortality and termination rates.

Stock option plans

The measurement of stock option plans at fair value requires the formulation of specific assumptions, the most significant of which include the following:

- the value of the underlying shares on the valuation date;
- the expected volatility of the price/value of the underlying shares;
- the dividend yield of the underlying shares.

Contingent liabilities

The Group is a party to legal and tax disputes that are under the jurisdiction of various countries. Given the uncertainty inherent in such situations, it is difficult to predict with certainty any expense that may result from these disputes. In the normal course of business, management relies on the support of its legal counsel and of experts on legal and taxation issues. The Group recognizes a liability in connection with these disputes when it believes that the occurrence of a cash outlay is probable and the amount of the resulting loss can be reasonably estimated. When a cash outlay becomes probable, but the amount cannot be determined, this fact is disclosed in the notes to the financial statements.

Derivatives

Option contracts concerning minority interests in subsidiaries executed with minority shareholders are recognized, on the date of execution, as financial liabilities with the offsetting entry posted to other equity reserve, by estimating the present "redemption amount" value. The value of these liabilities is periodically adjusted.

The fair value of financial instruments is based on market quotations or, where unavailable, applying suitable evaluation techniques that use updated financial variables used by market investors and, where possible, taking into account the prices of recent similar transactions on financial instruments. Derivatives are classified as

hedging instruments when the link between the derivative and the hedged item is formally documented and, subject to periodic checks, the effectiveness of the hedge is high. Compliance with the requirements defined in IFRS9 to qualify for hedge accounting is verified periodically. Changes in the fair value of derivatives that do not qualify for hedge accounting are recognized in profit and loss.

Convertible bond

The Bond Issue convertible into ordinary shares amounting to € 500 million due 2028 (Senior unsecured equity-linked bond) issued by Diasorin S.p.A. on 28 April 2021, has been considered a compound instrument since its inception, as it is split into a debt and, residually, an equity component, as provided for in IAS 32 – Financial instruments: Presentation. The equity instrument represents the value of the bond conversion option into Diasorin S.p.A. shares.

Business combinations

Business combinations are recognized by allocating the difference between the acquisition cost and the net book value to the assets and liabilities of the acquired company. For most assets and liabilities, the allocation of the difference is carried out by recognizing the assets and liabilities at their fair value. The unallocated portion, if positive, is recognized as goodwill; if negative, it is allocated to the income statement. In the allocation process, the Diasorin Group uses the available information while for the most significant business combinations it uses external evaluations.

Climate change

Given the business model in which Diasorin, operates, the Group is not significantly exposed to environmental risks, especially in relation to Climate Change. A detailed analysis of EHS-related risks is provided in the Sustainability Statement in compliance with the obligations established by Legislative Decree no. 125 of 6 September 2024 implementing Directive 2022/2464/EU

Segment information at 31 December 2024 and at 31 December 2023

In accordance with IFRS 8, the Company designated the geographic regions where it operates as its operating segments.

The Group's organization and internal management structure and its reporting system are segmented as follows: Italy and U.K. Branch, Europe (Germany, France, Belgium and the Netherlands, Spain and Portugal, Ireland, Austria, Great Britain, Scandinavia, Czech Republic, Slovakia, Switzerland and Poland), North America (United States and Canada) and Rest of the World (Brazil, Mexico, Israel, China, Australia, India and South Africa).

The Group is characterized by an organization of its commercial structure by geographic regions, which was adopted to accommodate the Group's geographic expansion and strategic initiatives. The logic of this new organization reflects the destination of the Group's sales, dividing the sales areas into four regions: Europe and Africa, North America, Latin America, Asia Pacific and China.

As a result of the above, the communication of the financial data of the Diasorin Group to the financial markets and the investing public is being changed to show revenue data aligned with its organization by regions.

The schedules that follow show the Group's operating and financial data broken down by geographic region identifying, as required by IFRS, 8 paragraph 5:

- Activities generating revenues and expenses (including revenues and expenses relating to transactions with other components of the same entity);
- Operating results that are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and
- Discrete financial information about assets, liabilities, revenues and expenses.

No unallocated common costs are shown in the abovementioned schedules as each Country and hence each segment is equipped with comprehensive independent organizations (sales, technical support and accounting) fully capable of exercising its function. Moreover, Italy segment invoices each quarter to the other segments the activities costs that are incurred centrally by the Corporate structure to support Group's companies.

Eliminations refer primarily to inter-segment margins that are eliminated at consolidation. Specifically, the elimination of the margin earned by Italy segment through the sale of equipment to other segments is carried out both at the result and investment levels. The margin generated by products sold by the manufacturing locations to the commercial branches but not yet sold to outsiders is eliminated only at the result level.

Segment assets include all operating items (non-current assets, receivables and inventory) but not tax-related items (deferred-tax assets) and financial assets, which are shown at Group level

The same approach was used for segment liabilities, which include operating items (mainly trade payables and amounts owed to employees) but do not include financial and tax liabilities or shareholders' equity, which are shown at Group level.

(in € thousands)	ITALY		EUROPE		NORTH AMERICA		REST OF THE WORLD		ELIMINATIONS		CONSOLIDATED	
	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
INCOME STATEMENT												
Revenues from customers	176,523	173,542	288,152	265,210	618,944	607,360	101,808	102,098	-	-	1,185,427	1,148,210
Inter-segment revenues	314,155	272,668	21,283	19,189	131,259	114,254	97	-	(466,794)	(406,111)	-	-
Total revenues	490,678	446,210	309,435	284,399	750,203	721,614	101,905	102,098	(466,794)	(406,111)	1,185,427	1,148,210
Operating result (EBIT)	104,558	73,667	24,353	19,049	140,758	106,158	1,265	1,686	(12,609)	15,701	258,325	216,261
Unallocated common costs											-	-
Operating result (EBIT)											258,325	216,261
Other net income (expense)											-	-
Financial income (expense)											(15,877)	(15,045)
Result before taxes											242,448	201,216
Income taxes											(55,391)	(42,708)
Net result											187,057	158,508
OTHER INFORMATION												
Investments in intangibles	20,858	13,837	57	45	39,805	51,306	6,872	2,586	-	-	67,592	67,774
Investments in prop, plant and equip,	19,440	24,396	10,191	9,062	34,525	23,370	2,548	5,717	(1,868)	(1,480)	64,836	61,065
Total investments	40,298	38,233	10,248	9,107	74,330	74,676	9,420	8,303	(1,868)	(1,480)	132,428	128,839
Amortization in intangibles	(10,952)	(10,516)	(6,995)	(6,970)	(60,903)	(61,207)	(1,051)	(981)	4,925	4,657	(74,976)	(75,017)
Depreciation of prop, plant and equip	(16,009)	(16,382)	(10,387)	(11,098)	(24,616)	(31,629)	(5,304)	(5,073)	2,251	2,343	(54,065)	(61,839)
Total amortization and depreciation	(26,961)	(26,898)	(17,382)	(18,068)	(85,519)	(92,836)	(6,355)	(6,054)	7,176	7,000	(129,041)	(136,856)
STATEMENT OF FINANCIAL POSITION												
Segment assets	559,068	535,881	169,366	182,166	2,332,530	2,269,622	83,358	80,349	(267,862)	(304,698)	2,876,459	2,763,319
Unallocated assets											428,461	448,120
Total assets	559,068	535,881	169,366	182,166	2,332,530	2,269,622	83,358	80,349	(267,862)	(304,698)	3,304,920	3,211,439
Segment liabilities	164,950	166,413	106,566	102,126	170,487	217,774	34,281	31,926	(202,593)	(246,415)	273,691	271,823
Unallocated liabilities											1,232,207	1,401,648
Shareholders' equity											1,799,022	1,537,968
Total liabilities	164,950	166,413	106,566	102,126	170,487	217,774	34,281	31,926	(202,593)	(246,415)	3,304,920	3,211,439

Descriptions and main changes

Consolidated income statement

In the income statement, costs are classified by function.

With regard to classification of expenses by nature, depreciation and amortization expense totaled €129,041 thousand (€ 136,883 thousand in 2023), broken down as follows:

(in € thousands)	2024	2023
Depreciation of property, plant and equipment	53,871	61,830
Amortization of intangibles	75,170	75,054
Total	**129,041**	**136,883**

Depreciation of property, plant and equipment includes € 19,749 thousand attributable to equipment held by customers, which in the income statement by destination is part of the cost of sales. An additional € 14,163 thousand (€ 19,137 thousand in 2023) representing depreciation of plant, machinery and manufacturing equipment is included among production expenses, classified in cost of sales.

The amortization of intangible assets is recognized mainly as part of research and development costs (€ 23,109 thousand), sale and marketing expenses (€ 49,068 thousand) and general and administrative expenses (€ 2,006 thousand).

Labor costs amounted to € 383,073 thousand (€ 375,788 thousand in 2023).

A breakdown is as follows:

(in € thousands)	2024	2023
Wages and salaries	311,109	306,301
Social security contributions	25,142	25,209
Severance indemnities and other benefits paid	2,497	2,010
Cost of stock option plans	11,114	10,182
Other labor costs	33,210	32,086
Total	**383,073**	**375,788**

The table below shows the average number of Group employees in each category:

	2024	2023
Factory staff	539	582
Office staff	2,469	2,507
Managers	220	221
Total	**3,227**	**3,310**

1) Revenues

In 2024, revenues, which are generated mainly through the sale of diagnostic kits, were € 1,185,427 thousand (€ 1,148,210 thousand in 2023), up by 3.2% compared to the previous year.

A breakdown of revenues by customer location in outlet markets, net of COVID test contribution, is provided below:

(in € thousands)	2024	2023	Var %
Europe direct	408,971	377,628	8.3%
North America direct	569,088	518,579	9.7%
Rest of the World	181,331	193,449	-6.3%
Revenues, net of COVID	**1,159,390**	**1,089,656**	**6.4%**
COVID	26,037	58,554	-55.5%
Total Revenues	**1,185,427**	**1,148,210**	**3.2%**

Europe Direct

In 2024, revenues increased to € 408,971 thousand compared with 2023. The growth was driven by the positive performance of the immunodiagnostic business in all main European markets, driven by the success of the specialty menu.

North America Direct

In 2024, revenues increased to € 569,088 thousand compared with 2023.The immunodiagnostic business registered a good performance also in this market, driven by CLIA sales and the successful hospital strategy.

Rest of the World

In 2024, revenues decreased to € 181,331 thousand compared with 2023. The performance was affected by the revenue contraction of the Chinese market, resulting mainly from the policies adopted by the Governmental authorities that favor local producer, and from the negative performance registered in some minor markets where the Group operates through third-party distributors.

2) Cost of sales

In 2024, the cost of sales was € 403,726 thousand, as against € 407,024 thousand in 2023. The item includes, in addition to costs for diagnostic kits production, royalties expense amounting to € 46,568 thousand (€ 39,075 thousand in 2023), costs incurred to distribute products to end customers totaling € 15,985 thousand (€ 16,437 thousand in 2023) and depreciation of Group's equipment held by customers equal to € 19,749 thousand (€ (21,487 thousand in 2023).

3) Sales and marketing expenses

In 2024, sales and marketing expenses amounted to € 287,748 thousand, as against € 285,887 thousand in the previous year. This item consists mainly of marketing costs incurred to promote and distribute Diasorin products, costs attributable to the direct and indirect sales force and the cost of the technical support offered together with the Group-owned equipment to customers.

4) Research and development costs

In 2024, research and development costs, which totaled € 91,567 thousand (€ 90,947 thousand in 2023), include the research and development outlays that were not capitalized, equal to € 38,915 thousand (€ 37,020 thousand in 2023), costs incurred to register the products offered for sale and meet quality requirements totaling € 33,476 thousand (€ 32,070 thousand in 2023) and the amortization of capitalized development costs equal to € 19,176 thousand (€ 21,857 thousand in 2023). In 2024, the Group capitalized development costs amounting to € 70,379 thousand, as against € 61,197 thousand in 2023.

5) General and administrative expenses

General and administrative expenses, which include expenses incurred for corporate management activities, Group administration, finance and control, information technology, corporate organization and insurance, were € 128,023 thousand in 2024 (€ 128,524 thousand in 2023). The item includes € 8,151 thousand in costs attributable to Directors and strategic executive compensation (€ 8,160 thousand in 2023).

6) Other operating income (expense)

A breakdown of other operating income and expense is as follows:

(in € thousands)	2024	2023
Tax liabilities	(1,813)	(1,697)
Accruals to the doubtful debts and provisions for risks and charges	(1,289)	1,657
Other operating income (expense)	(6,215)	2,059
Non-recurring expenses-write-down of Flow Cytometry assets	-	(4,404)
Non recurring costs-other	(6,720)	(17,182)
Other operating income (expense)	**(16,037)**	**(19,567)**

The item Other operating income (expense) includes income and expenses from operations that cannot be allocated to specific functional areas (such as gains and losses on asset sales, government grants, insurance settlements, reversals of unused provisions, additions to provisions for risks, incidental taxes and fees). The items above include contributions paid to "Fondazione Diasorin ETS" and the Contribution to the Fund for the Governance of Medical Devices of 29 December 2023. Non-recurring expenses include mainly "one-off" costs connected to the Luminex integration and restructuring.

7) Financial income

In 2024, the Group's financial income amounted to € 12,924 thousand (€ 15,368 thousand in 2023), mainly resulting from interest income accrued on time deposits to manage the company's liquidity denominated in U.S. dollars (€ 6,948 thousand).

8) Financial expenses

Financial expenses are detailed in the table below:

(in € thousands)	2024	2023	Change
Factoring transactions fees	(1,246)	(1,077)	(169)
Interest expenses and other financial expenses	(26,394)	(28,291)	1,897
Including: interest expense on leases	(4,030)	(3,009)	(1,021)
Interest on pension funds	(1,161)	(1,045)	(116)
Total financial expenses	**(28,801)**	**(30,413)**	**1,612**

In 2024, financial expenses amounted to € 28,801 thousand, as against € 30,413 thousand in 2023. Interest expenses and other financial expenses include:

- € 9,447 thousand in financial expenses at amortized cost relating to the convertible bond issued by the Group's Parent Company (€ 9,348 thousand in 2023);
- € 8,439 thousand relating to the Term Loan held by Diasorin Inc. to finance the acquisition of the Luminex Group in 2021 (€ 12,464 thousand in 2023);
- € 4,030 thousand in interest expenses on leases recognized under IFRS16 accounting standard (€ 3,009 thousand in 2023);
- € 1,790 thousand for the negative change of the ineffective Mark-to-Market component of the IRS derivative to hedge the Term Loan taken out for financing the Luminex acquisition in 2021.

9) Income taxes

Income taxes recognized in the income statement amounted to € 55,391 thousand (€ 42,708 thousand in 2023) broken down as follows:

(in € thousands)	2024	2023
Current income taxes:		
IRAP (regional taxes)	3,931	3,143
Other income taxes	60,758	54,747
Other taxes (non-deductible tax withholdings /taxes for previous years)	(1,358)	(2,194)
Deferred taxes	(7,941)	(12,987)
IRAP amount	(3)	81
Total income taxes for the year	**55,391**	**42,708**

A reconciliation of the theoretical tax rate to the effective tax rate, without taking into account the IRAP liability and other taxes (non-deductible withholdings and taxes from previous years), is provided below:

(in € thousands)	2024	2023
Profit before taxes	242,448	201,216
Ordinary tax rate	24.0%	24.0%
Theoretical income taxes	58,187	48,292
Tax effect of permanent differences and deferred tax adjustments	(5,988)	(8,561)
Effect of foreign tax rates other than statutory Italian tax rate	621	1,947
Total income taxes	52,821	41,678
Effective tax rate	21.8%	20.7%

In 2024, the effective tax rate was 21.8%, The increase versus 2023 (20.7%), with the same positive effects, is mainly attributable to the update made on deferred taxes of the Group.

Amendments to IAS 12 have been introduced in response to BEPS Pillar Two rules of the OECD and include:

- A mandatory temporary exception to the accounting for and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules;
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity’s exposure to income taxes arising from that legislation, particularly before its effective date.

The temporary exception is mandatory and immediately applicable. The Diasorin Group is subject to the application of the OECD Pillar Two legislation and makes use of exception to the accounting for and disclosure of information on deferred taxes arising from the application of that legislation, as provided for by amendment to IAS 12.

Pillar Two Model Rules require the Group to pay top-up tax equal to the difference between the effective tax rate of the jurisdictions in which it operates and a minimum tax rate of 15%.

For this reason, the company carried out an analysis to assess the potential impacts arising from Pillar Two; The analysis showed that most of the companies that are part of the Diasorin Group have a higher effective tax rate; therefore, no significant impacts are expected from the application of this legislation.

10) Earnings per share

Basic earnings per share amounted to € 3.35 in 2024 (€ 2.87 in 2023) and diluted earnings per share amounted to € 3.35 (€ 2.87 in 2023). Basic earnings per shares were computed by dividing the net profit attributable to the shareholders by the weighted average number of shares outstanding during the year, equal to 55,868,709 in 2024 and 55.745.935 in 2023.

The dilutive effect of stock option plans granted by Diasorin S.p.A. is determined by excluding tranches assigned to a higher price than the average price of Diasorin ordinary shares in 2024.

Consolidated statement of financial position

11) Property, plant and equipment

The tables below show the changes that occurred in the original cost of property, plant and equipment in 2024 and 2023:

(in € thousands)	At 31 December 2023	Additions	Translation differences	Divestments and other changes	At 31 December 2024
Land	5,053	-	189	-	5,242
Buildings	47,594	659	1,844	8,618	58,714
Plant and machinery	59,526	2,941	1,009	(134)	63,342
Manufacturing and distribution equipment	277,840	22,791	7,290	(19,474)	288,448
Other assets	80,482	18,882	6,013	(12,064)	93,313
Advances and tangibles in progress	30,165	6,851	1,599	(4,680)	33,935
IFRS16 right of use	97,851	12,712	3,351	(12,056)	101,858
Total property, plant and equipment	**598,511**	**64,836**	**21,295**	**(39,790)**	**644,853**

(in € thousands)	At 31 December 2022	Additions	Translation differences	Divestments and other changes	At 31 December 2023
Land	5,161	-	(108)	-	5,053
Buildings	42,632	1,719	(935)	4,178	47,594
Plant and machinery	54,910	3,896	(512)	1,232	59,526
Manufacturing and distribution equipment	263,587	21,312	(4,581)	(2,478)	277,840
Other assets	72,275	9,573	(3,071)	1,705	80,482
Advances and tangibles in progress	34,382	8,967	(1,090)	(12,094)	30,165
IFRS16 right of use	82,320	15,599	(1,919)	1,851	97,851
Total property, plant and equipment	**555,267**	**61,066**	**(12,216)**	**(5,606)**	**598,511**

The following changes occurred in the corresponding accumulated depreciation accounts in 2024 and 2023:

(in € thousands)	At 31 December 2023	Depreciation	Translation differences	Divestments and other changes	At 31 December 2024
Building	22,006	2,141	778	18	24,943
Plant and machinery	36,369	4,010	431	(110)	40,701
Manufacturing and distribution equipment	215,452	29,513	5,778	(20,916)	229,828
Other assets	37,512	6,580	3,773	(2,446)	45,419
IFRS16 right of use	30,834	11,627	817	(10,727)	32,552
Total property, plant and equipment	**342,173**	**53,871**	**11,577**	**(34,181)**	**373,443**

(in € thousands)	At 31 December 2022	Depreciation	Translation differences	Divestments and other changes	At 31 December 2023
Buildings	20,756	1,654	(404)	-	22,006
Plant and machinery	32,784	4,414	(195)	(634)	36,369
Manufacturing and distribution equipment	180,908	38,068	(3,524)	-	215,452
Other assets	32,906	6,553	(1,947)	-	37,512
IFRS 16 rights of use	19,468	11,140	(466)	692	30,834
Total property, plant and equipment	**286,822**	**61,829**	**(6,536)**	**58**	**342,173**

A breakdown of the net carrying value of property, plant and equipment at 31 December 2024 and 2023 is provided below:

(in € thousands)	At 31 December 2023	Additions	Depreciation	Translation differences	Divestments and other changes	At 31 December 2024
Land	5,053	-	-	189	-	5,242
Buildings	25,588	659	(2,141)	1,066	8,599	33,771
Plant and machinery	23,156	2,941	(4,010)	577	(24)	22,642
Manufacturing and distribution equipment	62,331	22,791	(29,513)	1,512	1,442	58,563
Other assets	42,976	18,882	(6,580)	2,240	(9,618)	47,900
Advances and tangibles in progress	30,165	6,851	-	1,599	(4,680)	33,935
IFRS16 right of use	67,017	12,712	(11,627)	2,535	(1,329)	69,307
Total property, plant and equipment	**256,286**	**64,836**	**(53,871)**	**9,718**	**(5,610)**	**271,359**

(in € thousands)	At 31 December 2022	Additions	Depreciation	Translation differences	Divestments and other changes	At 31 December 2023
Land	5,161	-	-	(108)	-	5,053
Buildings	21,876	1,719	(1,654)	(531)	4,178	25,588
Plant and machinery	22,126	3,896	(4,414)	(317)	1,865	23,156
Manufacturing and distribution equipment	82,680	21,312	(38,068)	(1,057)	(2,536)	62,331
Other assets	39,369	9,573	(6,553)	(1,124)	1,711	42,976
Advances and tangibles in progress	34,382	8,967	-	(1,090)	(12,094)	30,165
IFRS16 right of use	62,853	15,599	(11,140)	(1,454)	1,159	67,017
Total property, plant and equipment	**268,448**	**61,066**	**(61,829)**	**(5,681)**	**(5,717)**	**256,286**

Additions to manufacturing and distribution equipment include equipment provided to customers, equal to € 18,471 thousand in 2024 (€ 13.678 thousand in 2023). Depreciation for the period were € 19,360 thousand (€ 23,472 thousand in 2023).

Advances and tangibles in progress were € 33,936 thousand in 2024 (€ 30,165 thousand in 2023) and include advances on plant and machinery, equipment and leasehold improvements. The item mainly includes property, plant and equipment connected to the production line for NES instruments' diagnostic kits.

Tangible assets include *"Right-of-use Assets"* for a total amount of € 69,307 thousand at 31 December 2024 (€ 67,017 thousand at 31 December 2023). The item includes right-of-use assets relating to rented property and industrial buildings, amounting to € 61,433 thousand (€ 59,436 thousand at 31 December 2023), as well as right-of-use assets relating to company vehicles rentals amounting to € 7,873 thousand (€ 7,580 thousand at 31 December 2023).

12) Goodwill and other intangible assets

Goodwill totaled € 846,860 thousand at 31 December 2024 (€ 799,365 thousand at 31 December 2023), with a decrease of € 47,495 thousand due to the foreign exchange effect related to DiaSorin North America CGU. The tables below describe the main changes that occurred in goodwill.

As explained in the "Accounting Standards" section of this Report, goodwill is tested for impairment and, if necessary, it is written down when impairment losses occur. The Group assesses the recoverability of goodwill and other intangibles with an indefinite life at least once a year by testing for impairment each cash generating unit (CGU). Through the impairment test of the CGUs, the Group assess the recoverability of other intangibles with a finite useful life also in the absence of specific impairment indicators.

The CGUs identified by the Group coincide with the single Group companies or, where relevant, homogeneous aggregations of companies vis-à-vis the geographic areas where the Group operates. Goodwill has been allocated to the CGU'S that at the time of their purchase benefit from the synergies generated by the respective business combinations generating goodwill. A breakdown of how goodwill was recognized and/or allocated to the different CGUs for impairment test purposes is as follows:

- € 790,917 thousand to Diasorin North America CGU;

- € 46,447 thousand to Diasorin Italia CGU;
- € 6,840 thousand to Diasorin Germany CGU;
- € 1,892 thousand to Diasorin Brazil CGU;
- € 765 thousand to Diasorin Benelux CGU.

The table below provides a breakdown of changes in goodwill, by individual CGU, that occurred in 2024:

(in € thousands)	At 31 December 2023	Translation differences	At 31 December 2024
Diasorin Benelux CGU	765	-	765
Diasorin Brazil CGU	2,267	(375)	1,892
Diasorin Germany CGU	6,840	-	6,840
Diasorin Italia CGU	46,447	-	46,447
Diasorin North America CGU	743,045	47,871	790,916
Total Goodwill	**799,365**	**47,495**	**846,860**

With reference to assets with indefinite useful life, the following should be noted:

- the know how acquired with the Murex transaction in 2010, amounting to €5,044 thousand, was tested for impairment as part of Diasorin Italia CGU;
- the license for the use of the TTP technology acquired from TTP Plc in 2021, amounting to € 6,100 thousand, was tested for impairment as part of Diasorin North America CGU.

The impairment test was completed on the basis of the most recent projections of economic results and cash flows for future years (2025-2027). These projections have been developed on the basis of the new business plan approved by the Board of Directors and presented in December 2023.

The recoverability of the recognized amounts was tested by comparing the net carrying amount of the individual CGUs with their value in use (recoverable amount). The recoverable amount is equal to the present value of the future cash flows that the continuing use of the assets belonging to each CGU is expected to generate both for the period of explicit flows, and at the end of the time horizon of the forecast (in accordance with the perpetuity method).

The main assumptions used to compute the recoverable amount were those concerning the discount rate, the most recent budget data and long-range projections and the expected growth rate at the end of the time horizon of the forecast.

These assumptions reflect the past performance and are consistent with external sources of available information.

In the 2025-2027 period covering the period used for the impairment test, CAGR is expected to be up high single-digit – low double digit. EBITDA margin is determined on the basis of past performance and management expectations on market development. Growth drivers are as follows: the expansion of specialty menu paired with third generation products and U.S. hospital strategy in the immunodiagnostics area; the expansion of specialty menu and launch of two new platforms in the molecular diagnostics area; new biopharma opportunities leveraging the recently launched Intelliflex platform in relation to the Licensed Technologies area.

In computing the present value of future cash flow, the Group used a discount rate that reflects the weighted average cost of capital (WACC) and the cost of debt. The discount rate used was determined on a post-tax basis and coherently with the cash flows. The Group computed a specific WACC for each CGU to take into account the specific risk entailed by the Group's business in each country (this variable is reflected in the use of risk-free for each country).

The discount rates used for each CGU are listed in the table below:

Company	WACC
Diasorin Italia CGU	8.01%
Diasorin France CGU	7.27%
Diasorin Iberia CGU	7.26%
Diasorin Benelux CGU	6.72%
Diasorin Sweden CGU	6.36%
Diasorin UK CGU	6.71%
Diasorin Germany CGU	6.17%
Diasorin Austria CGU	6.74%
Diasorin Czech Republic & Slovakia CGU	6.95%
Diasorin North America CGU	6.23%
Diasorin Brazil CGU	8.74%
Diasorin Mexico CGU	8.44%
Diasorin Israel CGU	7.51%
Diasorin China CGU	6.71%
Diasorin Australia CGU	6.17%
Diasorin India CGU	7.87%
Diasorin Switzerland CGU	6.31%
Diasorin Poland CGU	7.18%

The time horizon used for cash flows projections is 3 years for all the CGUs, with the only exception of Diasorin China CGU, for which the time horizon is 4 years, due to major manufacturing investments for the benefit of the Company.

Then, a terminal value (perpetual return) was applied using a growth rate (the "g" rate) that management deems to be representative of the projected growth rate in the sectors in which the CGUs operate.

Company	g rate
Diasorin Italia CGU	2.20%
Diasorin France CGU	1.99%
Diasorin Iberia CGU	1.98%
Diasorin Benelux CGU	1.96%
Diasorin Sweden CGU	2.16%
Diasorin UK CGU	2.04%
Diasorin Germany CGU	2.11%
Diasorin Austria CGU	2.22%
Diasorin Czech Republic & Slovakia CGU	2.05%
Diasorin North America CGU	2.18%
Diasorin Brazil CGU	3.26%
Diasorin Mexico CGU	3.41%
Diasorin Israel CGU	1.44%
Diasorin China CGU	2.13%
Diasorin Australia CGU	2.31%
Diasorin India CGU	4.39%
Diasorin Switzerland CGU	0.84%
Diasorin Poland CGU	2.28%

In addition, the Group carried out a sensitivity analysis assuming a worsening of WACC and g rate variables in the impairment test. Specifically, the discount rate applicable to each single CGU was increased up to 0.5 percentage points and terminal growth rate decreased by 0.25 percentage points. The sensitivity analysis carried out on each CGU showed no indications of impairment.

Other intangibles were € 1,181,626 thousand at 31 December 2024 (€ 1,125,605 thousand at 31 December 2023).

Development costs

At 31 December 2024, capitalized development costs were € 400,509 thousand (€ 338,699 thousand at 31 December 2023). In 2024, investments were € 59,287 thousand (€ 61,197 thousand in 2023) and they mainly refer to the development of LIAISON PLEX and LIAISON NES projects.

These costs are amortized on a straight-line basis over their useful life, estimated by management. A test of the recoverability of the net carrying amount of capitalized development projects was performed by determining the recoverable value of the CGU to which they are attributed and testing it for impairment, even without specific indicators. No write-downs were required as a result of this test.

Concessions, licenses, trademarks and customer relationship

At 31 December 2024, the item concessions, licenses and trademarks amounted to € 750,556 thousand (€ 759,369 thousand at 31 December 2023), and decreased by € 8,813 thousand due to amortization of the period and adjustments of exchange rates. At 31 December 2024, the item customer relationship amounted to € 647,451 thousand, and includes the customer relationship arising from Purchase Price Allocation for the Luminex acquisition in 2021.

A test of the recoverability of the net carrying amount was performed by determining the recoverable value of the CGU to which it was attributed and testing it for impairment, even without specific indicators. No write-downs were required as a result of this test.

The following table provides the change occurred in 2024 and in 2023 in the original cost of goodwill and other intangible assets:

(in € thousands)	At 31 December 2023	Additions	Translation differences	Divestments and other changes	At 31 December 2024
Goodwill	799,364	-	47,497	-	846,860
Development costs	433,785	59,287	23,529	2,258	518,859
Concessions, licenses and trademarks	217,075	1,901	4,831	1,281	225,088
Customer relationship	*788,897*	-	*51,391*	-	*840,288*
Industrial patents and intellectual property rights	32,263	143	(216)	14	32,204
Advances and other intangibles	28,379	6,261	761	(3,550)	31,851
Total intangible assets	**2,299,763**	**67,592**	**127,792**	**3**	**2,495,150**

(in € thousands)	At 31 December 2022	Additions	Translation differences	Divestments and other changes	At 31 December 2023
Goodwill	826,351	-	(26,988)	-	799,364
Development costs	390,874	61,197	(11,989)	(6,297)	433,785
Concessions, licenses and trademarks	217,269	1,837	(6,318)	4,287	217,075
Customer relationship	*816,279*	-	*(27,382)*	-	*788,897*
Industrial patents and intellectual property rights	30,620	173	(7)	1,477	32,263
Advances and other intangibles	21,197	4,567	1,352	1,263	28,379
Total intangible assets	**2,302,591**	**67,774**	**(71,332)**	**730**	**2,299,763**

The following changes occurred in the corresponding accumulated amortization accounts in 2024 and 2023:

(in € thousands)	At 31 December 2023	Amortization	Translation differences	Divestments and other changes	At 31 December 2024
Development costs	95,087	19,176	4,089	-	118,352
Concessions, licenses and trademarks	105,503	12,036	4,636	(193)	121,982
Customer relationship	*141,099*	*43,353*	*8,385*	-	*192,837*
Industrial patents and intellectual property rights	29,737	466	(184)	3	30,022
Advances and other intangibles	3,366	139	22	(56)	3,471
Total intangible assets	**374,792**	**75,170**	**16,948**	**(246)**	**466,664**

(in € thousands)	At 31 December 2022	Amortization	Translation differences	Divestments and other changes	At 31 December 2023
Development costs	75,059	21,857	(1,829)	-	95,087
Concessions, licenses and trademarks	95,091	13,014	(2,602)	-	105,503
Customer relationship	103,468	39,599	(1,968)	-	141,099
Industrial patents and intellectual property rights	29,166	585	(14)	-	29,737
Advances and other intangibles	4,741	-	(1,375)	-	3,366
Total intangible assets	**307,525**	**75,055**	**(7,788)**	**-**	**374,792**

A breakdown of the net carrying value of goodwill and other intangible assets at 31 December 2024 and 2023 is provided below:

(in € thousands)	At 31 December 2023	Additions	Amortization	Translation differences	Divestments and other changes	At 31 December 2024
Goodwill	799,365	-	-	47,496	-	846,861
Development costs	338,699	59,287	(19,176)	19,440	2,258	400,508
Concessions, licenses and trademarks	111,571	1,901	(12,036)	195	1,474	103,105
Customer relationship	*647,798*	-	*(43,353)*	*43,006*	-	*647,451*
Industrial patents and intellectual property rights	2,527	143	(466)	(32)	11	2,183
Advances and other intangibles	25,011	6,261	(139)	739	(3,493)	28,379
Total intangible assets	**1,924,971**	**67,592**	**(75,170)**	**110,844**	**250**	**2,028,487**

(in € thousands)	At 31 December 2022	Additions	Amortization	Translation differences	Divestments and other changes	At 31 December 2023
Goodwill	826,352	-	-	(26,988)	-	799,365
Development costs	315,815	61,197	(21,857)	(10,160)	(6,297)	338,699
Concessions, licenses and trademarks	122,177	1,837	(13,014)	(3,715)	4,287	111,571
Customer relationship	712,811	-	(39,599)	(25,414)	-	647,798
Industrial patents and intellectual property rights	1,454	173	(585)	7	1,477	2,527
Advances and other intangibles	16,455	4,567	-	2,727	1,263	25,011
Total intangible assets	**1,995,063**	**67,774**	**(75,055)**	**(63,543)**	**730**	**1,924,971**

13) Equity investments

Non-consolidated equity investments totaled € 26 thousand at 31 December 2024, and refer to shares in non-controlled companies. No changes occurred compared to the previous year.

14) Deferred-tax assets and deferred-tax liabilities

Deferred-tax assets amounted to € 31,604 thousand at 31 December 2024 (€ 31,813 thousand at 31 December 2023). They relate to consolidated companies that have deferred-tax assets in excess of deferred-tax liabilities. Deferred-tax liabilities, which were € 199,573 thousand (€ 199,596 thousand at 31 December 2023) are included within liabilities in the balance sheet and relate to consolidated companies that have deferred-tax liabilities in excess of deferred-tax assets. The balance includes the recognition of deferred-tax liabilities for temporary differences attributable to the Luminex Group's assets and liabilities, for an amount of € 177,986 thousand (€ 173,500 thousand at 31 December 2023).

The balance reflects the net deferred-tax assets computed from the elimination of unrealized gains on intra-Group transactions and on temporary differences between the assets and liabilities amounts used to prepare the consolidated financial statements and the corresponding amounts used by the consolidated companies for tax purposes.

Deferred-tax assets were recognized in the financial statements when their future use was deemed to be probable. The same approach was used to recognize the benefit provided by the use of tax loss carryforwards, most of which, under current laws, can be brought forward indefinitely.

Based on the multi-year plans prepared by the Group's management, the Group is expected to generate sufficient taxable income in future years to allow for the full recovery of the abovementioned amounts.

An analysis of deferred-tax assets, net of offsettable deferred-tax liabilities, is provided below:

(in € thousands)	12/31/2024	12/31/2023
Deferred-tax assets	31,604	31,813
Deferred-tax liabilities	(199,573)	(199,596)
Total net deferred-tax assets /(liabilities)	**(167,969)**	**(167,783)**

The table below shows a breakdown of the tax effect of the temporary difference that generated the balance of net deferred-tax assets and liabilities:

(in € thousands)	12/31/2024	12/31/2023
Positive balances:		
Amortization and write-downs	7,283	6,006
Provisions for risks and charges	8,170	7,945
Provision for employees' benefits	8,204	8,136
Intra-Group profits and other changes	16,294	13,654
Losses carried forward	8,289	9,602
Total	48,240	45,343
Negative balances:		
Amortization	(216,209)	(213,126)
Total	(216,209)	(213,126)
Total net deferred tax assets /(liabilities)	**(167,969)**	**(167,783)**

The tables that follow show tax losses on which deferred tax assets/no deferred tax assets were recognized.

(in € thousands)	12/31/2024	12/31/2023
Previous tax losses	95,421	100,257
Deferred tax assets recognized on tax losses	8,289	9,602
Previous tax losses	130,447	126,557
Unrecognized deferred tax assets	**10,416**	**8,317**

Unrecognized deferred tax assets were € 10,416 thousand at 31 December 2024 (€ 8,317 thousand at 31 December 2023) and mainly refer to previous tax losses of Luminex Corp in relation to the U.S. State Tax which hinders their full recoverability given the composition of expected taxable income in the various U.S. states, the different applicable tax rates and restrictions imposed by local rules.

In accordance with IAS 12, the Group recognized deferred tax assets amounting to € 11,086 thousand and relating to lease liabilities (IFRS 16), and deferred tax liabilities amounting to € 9,606 and relating to rights of use.

15)Other non-current assets

Other non-current assets amounted to € 2,700 thousand (€ 2,760 thousand at 31 December 2023). They consist mainly of receivables from the Parent Company and the Italian, Belgian, Brazilian, Chinese and U.S. subsidiaries due beyond 12 months.

16)Inventories

A breakdown of inventories, which totaled € 344,041 thousand, is provided below:

(in € thousands)	12/31/2024			12/31/2023		
	Gross amount	Obsolescence provision	Net amount	Gross amount	Obsolescence provision	Net amount
Raw materials and supplies	178,626	(20,614)	158,012	154,040	(18,123)	135,917
Work in progress	87,738	(5,399)	82,339	82,217	(5,823)	76,393
Finished goods	109,741	(6,051)	103,690	110,457	(7,267)	103,190
Total	**376,105**	**(32,064)**	**344,041**	**346,714**	**(31,214)**	**315,500**

The table below shows the changes that occurred in the provision for inventory obsolescence:

(in € thousands)	12/31/2024	12/31/2023
Opening balance	31,214	35,525
Provisions for the period	2,693	13,875
Utilizations/Reversals for the year	(3,386)	(16,931)
Translation differences and other changes	1,544	(1,256)
Closing balance	**32,064**	**31,214**

17) Trade receivables

Trade receivables totaled € 194,696 thousand at 31 December 2024 (€ 198,560 thousand at 31 December 2023).

The table that follows shows the changes that occurred in the allowance for doubtful accounts, which amounted to € 11,426 thousand compared to 31 December 2023:

(in € thousands)	12/31/2024	12/31/2023
Opening balance	11,247	13,504
Provisions for the period	1,998	154
Utilizations	(1,027)	(234)
Translation differences and other changes	(792)	(2,177)
Closing balance	**11,426**	**11,247**

Receivables from public sector and universities amounted to € 44,710 thousand (€ 65,120 thousand at 31 December 2023).

In order to bridge the gap between contractual payment terms and actual collection times, the Group uses factoring transactions to assign its receivables without recourse. In 2024, receivables assigned by the Italian subsidiary amounted to € 43,299 thousand.

18) Other current assets

Other current assets amounted to € 35,175 thousand (€ 65,243 thousand at 31 December 2023) and include tax credit, including € 9,415 thousand for IRES and IRAP tax receivables held by the Group's Parent company and the Italian subsidiary.

The change is due to the reduction of past tax receivables against the current period's tax liability.

19) Cash and cash equivalent

Cash and cash equivalents amounted to € 344,270 thousand at 31 December 2024 (€ 280,314 thousand at 31 December 2023). They consist of ordinary bank accounts and similar money market instruments. More detailed information is provided in the Statement of Cash Flows.

20) Shareholders' equity

Share capital

At 31 December 2024, the fully paid-in share capital consisted of 55,948,257 common shares, par value of € 1 each. No changes occurred compared with 31 December 2023.

Treasury shares

At 31 December 2024, the amount of treasury shares was 2,056,298, equal to 3.68% of the share capital, totaling € 251,783 thousand (€ 296,797 thousand at 31 December 2023).

The decrease of € 45.014 thousand compared to 31 December 2023, reflects the net effect deriving from the purchase of treasury shares (equal to € 8,135 thousand), and from the exercise of 585,782 total options relating to the 2016 Stock Option Plan (6,699 options), 2017 Stock Option Plan (44,083 options), and 2018 Stock Option Plan (535,000 options), for a total value of € 50,150 thousand and from the assignment of the second tranche of shares in relation to the 2022 equity plan and of the first tranche of shares in relation to the 2023 equity plan, for an amount equal to € 2,999 thousand.

Additional paid-in capital

This reserve amounted to € 18,155 thousand at 31 December 2024, and no changes occurred compared with 31 December 2023.

Statutory reserve

This reserve amounted to € 11,190 thousand and no changes occurred compared with 31 December 2023.

Other reserves and retained earnings

The item is broken down as follows:

(in € thousands)	12/31/2024	12/31/2023	Change
Currency translation reserve	168,633	67,509	101,124
Reserve for treasury shares	251,783	296,797	(45,014)
Stock option reserve	25,714	32,240	(6,526)
Gains/(losses) on remeasurement of defined benefit plans	(5,033)	(6,139)	1,105
Retained earnings	1,391,781	1,290,099	101,682
IFRS transition reserve	(2,973)	(2,973)	-
Other reserves	(50,603)	(87,331)	36,729
Total Other reserves and retained earnings	**1,779,303**	**1,590,203**	**189,100**

Currency translation reserve

The currency translation reserve was positive by € 168,633 thousand (€ 67,509 thousand at 31 December 2023) and reflects the foreign exchange differences resulting from the translation at year-end exchange rates of the shareholders' equities of consolidated companies with financial statements denominated in foreign currencies. The positive change of € 101,124 thousand was due to the fluctuation of the US dollar exchange rate vis-à-vis the Euro.

Reserve for treasury shares

At 31 December 2024, the reserve for treasury shares amounted to € 251,783 thousand (€ 296,797 thousand at 31 December 2023). This reserve was established pursuant to law (Article 2357 *ter* of the Italian Civil Code). In 2024, the change in the reserve was due to the purchase of treasury shares for € 8,135 thousand, net of the exercise of 585,782 total options relating to the 2016 Stock Option Plan (6,699 options), 2017 Stock Option Plan (44,083 options) and 2018 Stock Option Plan (535,000 options), for a total amount of € 50,150 thousand, and from the assignment of the second tranche of shares in relation to the 2022 equity plan and the first tranche of shares in relation to the 2023 equity plan, for an amount equal to € 2,999 thousand.

Stock option reserve

The balance in the stock option reserve, which amounted to € 25,714 thousand (€ 32,240 thousand at 31 December 2023) refers to the stock option plans outstanding as of 31 December 2024 (described in Note 29).

The increase (€ 6,526 thousand) was due to the recognition of the overall cost posted and recognized in the income statement as labor costs included in general and administrative expenses, whilst the decrease was due to the options forfeited or exercised.

Gains/Losses on remeasurement of defined-benefit plans

As at 31 December 2024, this item was negative by € 5,033 thousand (negative by € 6,139 thousand at 31 December 2023). The change, equal to € 1,105 thousand, was due to the recognition of net profits determined in the actuarial valuation of the Group's defined-benefit plans.

Retained earnings

Retained earnings amounted to € 1,391,781 thousand (€ 1,290,099 thousand at 31 December 2023). The change of € 101,682 thousand compared to 31 December 2023, is the net result of:

- appropriation of the consolidated net profit 2023, amounting to € 159,849 thousand;
- distribution of ordinary dividends equal to € 61,277 thousand approved on 24 April 2024 by the Ordinary Shareholders' Meeting (equal to € 1.15 per share).

The item includes the reserve on convertible debt, amounting to € 59,800 thousand, concerning the convertible bond issued to finance the acquisition of the Luminex Group in 2021.

IFRS transition reserve

The IFRS transition reserve was established on 1 January 2005, upon first-time adoption of the IFRSs as an offset to the adjustments recognized to make the financial statements prepared in accordance with Italian accounting standards consistent with IFRS requirements, net of the applicable tax effect (as required by and in accordance with IFRS 1). This reserve has not changed since its establishment.

Other reserves

The item, negative by € 50,603 thousand, posted a positive change of € 36,729 thousand compared to 31 December 2023, due to the purchase of treasury shares, amounting to € 45,014 thousand and to the equity component relating to the cash flow hedge reserve, equal to € 15.283 thousand.

Reconciliation of the net result and shareholders' equity of the Group's Parent Company to the corresponding consolidated data

The table below shows a reconciliation of the net profit and shareholders' equity of the Group's Parent Company at 31 December 2024:

(in € thousands)	Net profit 2024	Shareholders' equity at 12/31/2024
Amount in the financial statements of the Parent Company Diasorin S.p.A.	56,373	502,635
Difference between the carrying amount of equity investments and the value of the underlying shareholders' equity	-	1,316,539
Profits/(Losses) of consolidated companies	228,194	-
Elimination of unrealized intra-Group profits, net of the applicable tax effect	(6,153)	(20,151)
Elimination of intra-Group dividends	(91,357)	-
Amount in the consolidated financial statements	**187,057**	**1,799,022**

21) Financial assets and liabilities

Payables for financial liabilities amounted to € 1,014,565 thousand at 31 December 2024 as against financial assets amounting to € 52,561 thousand, broken down as follows (amounts in thousands):

Type of financial liability	Current portion	Non-current portion	Due beyond 1 year and within 5 years	Due beyond 5 years	Total
Term Loan granted to Diasorin Inc.	24,106	432,174	432,174	-	456,280
Convertible Bonds issued by Diasorin S.p.A.	-	467,244	467,244	-	467,244
IFRS 16 lease payables	9,357	67,362	39,185	28,176	76,720
Revolving Credit Facility granted to Diasorin S.p.A. and Diasorin China Ltd	13,946	-	-	-	13,946
Other current financial liabilities	375	-	-	-	375
Total financial liabilities	47,784	966,780	938,604	28,176	**1,014,565**
Hedging derivatives	14,287	3,563	3,563	-	17,850
Diasorin Inc. cash investments	34,654	-	-	-	34,654
Other current financial liabilities	57				57
Total financial assets	48,998	3,563	3,563	-	52,561
Total financial assets/liabilities	**(1,214)**	**963,217**	**935,040**	**28,176**	**962,004**

The table below lists the changes that occurred in financial assets and liabilities outstanding as at 31 December 2024) compared to 31 December 2023 (amounts in € thousands):

Type of financial liability	At 31 December 2023	Increases	Repayments	Interests accrued and amortized cost	Translation differences and other movements	At 31 December 2024
Term Loan granted to Diasorin Inc.	609,421	-	(192,642)	8,439	31,062	456,280
Convertible Bonds issued by Diasorin S.p.A.	457,797	-	-	9,447	-	467,244
IFRS 16 lease payables	71,001	12,473	(9,703)		2,949	76,720
Revolving Credit Facility granted to Diasorin S.p.A. and Diasorin China Ltd	54,435	-	(40,933)	-	444	13,946
Other current financial liabilities	-	375				375
Total financial liabilities	1,192,655	12,848	(243,278)	17,886	34,455	1,014,565
Hedging reserves	37,466	-	(21,115)	-	1,500	17,850
DiaSorin Inc. cash investments	98,437	-	(67,230)	-	3,447	34,654
Other current financial assets	64		(7)			57
Total financial assets	135,967	-	(88,352)	-	4,947	52,561
Total net financial liabilities	**1,056,688**	**12,848**	**(154,926)**	**17,886**	**29,508**	**962,004**

Compared to the balance at 31 December 2023, financial liabilities include the repayment of a principal of USD 190.000.000 related to the "Term Loan", in addition to € 7,868 thousand in interest payment.

Interest accrues on the amount financed at an annual rate equal to the SOFR plus a variable spread according to the value of the ratio between consolidated net financial debt and consolidated EBITDA, as contractually defined. The Term Loan Financing Agreement contains commitments that are customary for agreements of a similar type and size, such a guarantee and disclosure obligations, negative pledge and events of default clauses, and compliance with certain financial ratio that at 31 December 2024 complied with the requirement set. This liability is measured at amortized cost and at 31 December 2024 amounted to € 456,280 thousand.

The "Revolving Credit Facility" due 2025 signed in 2022 by Diasorin S.p.A for an amount equal to € 150,000 thousand was not used at 31 December 2024. In 2023, a credit line was granted to the Chinese subsidiary, which as of 31 December 2024 was used for € 13,946 thousand.

The Group used part of the liquidity denominated in U.S. dollars for short-term liquidity management tools (time deposits). As at 31 December 2024, the value of these tools was € 34,654 thousand.

The item "hedging derivatives" includes the Fair Value of the IRS (Interest Rate Swap), hedging fluctuations of interest rates on the Term Loan, for an amount equal to € 17,850 thousand, decreasing by € 19,616 thousand compared to 31 December 2023.

At 31 December 2024, IFRS 16 lease payables were € 76,720 thousand; additional details on the amount of related right-of-use assets are provided in Note 11.

As required by IAS 7, the following table (expressed in € thousands) provides a breakdown of financial liabilities: the flows shown are future cash flows determined on the basis of residual contractual maturities for both principal and interest.

Type of financial liability	At 31 December 2024	1 year	2 - 5 years	> 5 years	Total
Term Loan granted to Diasorin Inc.	456,280	36,221	442,132	-	478,353
Convertible Bond issued by Diasorin S.p.A.	467,244	-	500,000	-	500,000
Revolving Credit Facility granted to Diasorin China Ltd	13,946	13,946	-	-	13,946
IFRS 16 lease payables	76,720	9,506	39,038	28,175	76,720
Heding derivatives	375	375			375
Total financial liabilities	**1,014,565**	**60,048**	**981,170**	**28,175**	**1,069,394**

22) Provisions for employee severance indemnities

The balance in this account reflects all of the Company's pension plan obligations, other post-employment benefits and benefits payable to employees when certain requirements are met. The Company provides post-employment benefits to its employees through defined-contribution and/or defined-benefit plans.

The manner in which these benefits are provided varies depending on the applicable statutory, tax-related and economic conditions in the countries where Group companies operate. As a rule, benefits are based on each employee's level of compensation and years of service.

Defined contribution plans

Certain Group companies pay contributions to private funds or insurance companies pursuant to a statutory or contractual obligation or on a voluntary basis. With the payment of these contributions, the companies in question absolve all of their obligations. The liability for contributions payable is included under “Other current liabilities”. The cost attributable to each year, which accrues based on the services provided by employees, is recognized as a “Labor cost” of the relevant organizational unit.

In 2024, this cost amounted to € 12,819 thousand.

Defined benefit plans

The Group’s pension plans that qualify as defined-benefit plans include the provisions for employee severance indemnities in Italy, the Alecta system in Sweden and the U-Kasse pension plan and Direct Covenant system in Germany.

The liability owed under these plans is recognized at its actuarial value using the projected unit credit method; actuarial gains and losses resulting from the determination of these liabilities are credited or charged to equity in the statement of comprehensive income in the year in which they arise.

Other employee benefits

The Company also provides its employees with additional long-term benefits, which are paid when employees reach a predetermined length of service. In these cases, the value of the liability recognized in the financial statements reflects the probability that these benefits will be paid and the length of time for which they will be paid. The liability owed under this plan is recognized at its actuarial value using the “projected unit credit method”.

Please note that any resulting actuarial gains or losses recorded on the basis of these employees’ benefits are recognized in the income statement; losses recognized in 2024 amounted to € 27 thousand (gains of € 89 thousand in 2023).

The table that follows summarizes the Group’s main employee benefit plans that are currently in effect:

(in € thousands)	12/31/2024	12/31/2023	Change
Employee benefits			
provided in:			
Italy	3,817	3,957	(140)
Germany	25,562	25,741	(179)
Sweden	1,736	1,778	(42)
other	822	837	(15)
Total employee benefits	31,937	32,314	(377)
Broken down as follows			
Defined-benefit plans			
Employee’s severance indemnities	2,175	2,363	(187)
Other defined-benefit plans	28,010	28,222	(212)
	30,186	30,585	(399)
Other long-term benefits	1,751	1,729	22
Total employee benefits	**31,937**	**32,314**	**(377)**

The table below shows the main changes that occurred in the Group's employee benefit plans compared with 31 December 2024:

(in € thousands)	Defined-benefit plans	Other benefits	Total employee benefits
Balance at 12/31/2023	30,585	1,729	32,314
Interest cost	1,132	57	1,190
Actuarial losses/(gains) recognized in income statement	22	(49)	(27)
Actuarial losses/(gains) from financial assumptions	(1,211)	-	(1,211)
Actuarial losses/(gains) from demographic changes	-	-	-
Actuarial losses/(gains) from experience	106	-	106
Current service cost	893	104	997
Benefits paid	(1,284)	(74)	(1,358)
Translation differences and other changes	(57)	(17)	(74)
Balance at 12/31/2024	**30,186**	**1,751**	**31,937**

The main changes with regard to the provision for employee benefits include actuarial losses recognized in the comprehensive income statement (€ 1,105 thousand, gross of the tax effect) and contributions paid (€ 1,358 thousand). The net amount recognized in the 2024 income statement for employee benefits was a gain of € 2,160 thousand (expenses for € 2,032 thousand in 2023).

Actuarial losses/(gains) arising from other employee benefits and current service cost are recognized in the income statement as part of labor costs, allocated to the area to which they correspond. Interest expense is recognized in the income statement as part of "Financial income/(expense)" (see Note 7).

Actuarial losses/(gains) on defined-benefit plans are credited or charged to equity in the statement of comprehensive income in the period in which they arise.

The table below lists the main assumptions used for actuarial computation purposes in the defined benefit plans:

	Pension plans	
	12/31/2024	12/31/2023
Discount rate	4.39%	3.49%
Projected wage increases	3.56%	2.87%
Inflation rate	2.33%	2.00%
Average employee turnover rate	4.03%	4.03%

A sensitivity analysis of changes in the main assumptions used for actuarial computation purposes is set out below[1]:

(in € thousands)	Provision of employee severance indemnities
Discount rate	
1% Increase	(112)
1% Decrease	123
Projected wage increases	
1% Increase	-
1% Decrease	-
Inflation rate	
1% Increase	76
1% Decrease	(72)
Average employee turnover rate	
1% Increase	3
1% Decrease	(2)

23) Provisions for risks and charges

The item amounted to € 22,726 thousand at 31 December 2024 (€ 27,700 thousand at 31 December 2023) and refer to provisions set aside for pending disputes, risks considered as likely, and provisions for employee severance indemnities.

The table below lists the change in provisions for risks and charges:

(in € thousands)	12/31/2024	12/31/2023
Opening balance	27,700	30,272
Provisions for the period	474	997
Utilizations of /Reversals for the period	(1,349)	(2,616)
Translation differences and other changes	(4,099)	(953)
Closing balance	**22,726**	**27,700**

In 2024, reversals refer to the revision of an estimate relating to a litigation, for which the Company is expecting a favorable outcome.

[1] *The sensitivity analysis concerning Provision of employee severance indemnities takes into account changes in the discount rate, projected wage increase and inflation rate up or down by 0.5%.*

24) Other non-current liabilities

Other non-current liabilities totaled € 9,583 thousand at 31 December 2024, down from the previous year (€ 10,740 thousand at 31 December 2023).

The item includes the recognition of a liability, equal to € 5,011 thousand related to the appreciation of a long-term debt arising from put/call option rights under the Joint Venture agreement signed with partners of the Chinese investee company, recognized according to IAS 32 and IFRS 9 accounting standards. Specifically, the JV agreement contains an obligation for the Group to purchase its own equity instruments for cash or other financial asset and gives rise to a financial liability for the present value of the redemption amount.

Reference is made to note “20. Shareholders’ equity”.

25) Trade payables

At 31 December 2024, trade payables, which totaled € 99,520 thousand (€ 100,706 thousand at 31 December 2023) represent amounts owed to external suppliers for the purchase of goods and services. The decrease of € 1,187 thousand refers mainly to Diasorin Italia S.p.A. and to the Group’s Parent company. There are no amounts due beyond the year.

26) Other current liabilities

Other current liabilities of € 109,926 thousand at 31 December 2024 (€ 100,364 thousand at 31 December 2023) consist mainly of amounts owed to employees for additional monthly payments to be paid, equal to € 51,308 thousand (€ 44,373 thousand at 31 December 2023), accruals and deferred charges (contract obligations) amounting to € 16,826 thousand (€ 16,949 thousand at 31 December 2023), and contributions payable to social security and health benefit institutions for a total of € 5,774 thousand (€ 4,842 thousand al 31 December 2023).

27) Income taxes payables

At 31 December 2024, the balance of € 18,069 thousand (€ 9,399 thousand at 31 December 2023) represents the income tax liability for the profit earned in the period, net of tax payments made, and amounts owed for other indirect taxes and fees. The analysis of income taxes is provided in Note 9.

28) Commitments and contingent liabilities

Guarantees provided

At 31 December 2024, the guarantees that the Group provided to third parties totaled € 24,122 thousand and include bank sureties in connection with the submission of bids in response to public calls for tenders (€ 21,531 thousand), defined-contribution pension plans held by the Swedish subsidiary (€ 1,736 thousand) and other guarantees amounting to € 855 thousand.

Significant commitments and contractual obligations

Significant contractual obligations include the agreements executed by the company Diasorin Italia S.p.A. with Stratec in connection with the development and production of LIAISON XL and the new

LIAISON XS analyzers. The supply contract calls for Stratec to manufacture and supply the analyzers exclusively to Diasorin. The Group has agreed to purchase a minimum number of instruments. However, the projected commitment is deemed to be significantly lower than the normal level of capital investment that would be required for current or future equipment production. As a result, net invested capital is not expected to undergo significant structural changes in the future as a result of this commitment.

Contingent liabilities

The Diasorin Group operates globally. As a result, it is exposed to the risks that arise from the complex laws and regulations that apply to its commercial and manufacturing activities.

The Group believes that the amounts set aside for pending legal disputes in the corresponding provision for risks are adequate.

29) Stock option plans and Equity Awards

2016 Plan

On 28 April 2016, the Ordinary Shareholders' Meeting approved the 2016 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 130,000 options by a resolution dated 16 May 2016, a second tranche with a grant of 20,000 options by a resolution dated 4 August 2016, a third tranche with a grant of 40,000 options by a resolution dated 19 December 2016, a fourth tranche with a grant of 40,000 options by a resolution dated 3 August 2017, a fifth tranche with a grant of 25,000 options by a resolution dated 7 March 2018, a sixth tranche with a grant of 20,000 options by a resolution dated 7 November 2018 and a seventh tranche with a grant of 25,000 by a resolution dated 14 March 2019.

Please note that, due to some Good Leaving and Bad Leaving events, 104,849 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous Beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 250,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2016 Plan.

On 12 May 2016, the company announced the start of the treasury shares buy-back plan to service the Stock Option Plan, under the terms and conditions authorized by the Shareholders' Meeting of 28 April 2016.

The program was completed on 9 June 2016, resulting in the purchase of 250,000 common shares (equal to 0.44% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

At 31 December 2024, stock options amounted to 10,000 following the exercise of 4,699 options on 1 March 2024 at an average exercise price of € 70.0517 and the exercise of 2,000 options on 7 November 2024 at an average exercise price of € 82.4200.

As detailed:

2016 Plan	Grant date	Number of options outstanding	Exercise year
V Tranche	7 March 2018	14,234	2021
V Tranche	7 March 2018	4,699	2024
VI Tranche	7 November 2018	13,000	2021
VI Tranche	7 November 2018	2,000	2024
VII Tranche	14 March 2019	15,000	2023
VII Tranche	14 March 2019	10,000	
Total		**58,933**	

2017 Plan

On 27 April 2017, the Ordinary Shareholders' Meeting approved the 2017 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 170,000 options by a resolution dated 9 November 2017, a second tranche with a grant of 10,000 options by a resolution dated 7 March 2018, a third tranche with a grant of 40,000 options by a resolution dated 8 May 2018, fourth tranche with a grant of 15,000 options by a resolution dated 7 November 2018, a fifth tranche with a grant of 10,000 options by a resolution dated 14 March 2019, a sixth tranche with a grant of 10,000 options by a resolution dated 10 June 2019, a seventh tranche with a grant of 65,000 options by a resolution dated 31 July 2019, an eighth tranche with a grant of 45,000 options by a resolution dated 6 November 2019, a ninth tranche with a grant of 30,000 options by a resolution dated 19 December 2019, a tenth tranche with a grant of 5,000 options by a resolution dated 11 March 2020, an eleventh tranche with a grant of 20,000 options by a resolution dated 13 May 2020 and a twelfth tranche with a grant of 56,122 options by a resolution dated 30 July 2020.

Please note that, due to some Good Leaving and Bad Leaving events, 111,122 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 450,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2017 Plan.

The Shareholders' Meeting on 27 April 2017 resolved to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of the resolution, the purchase of up to 450,000 common shares of Diasorin S.p.A. to service the new 2017 Stock Option Plan. The program was implemented in April 2018 with the purchase of 100,000 common shares (equal to 0.18% of the share capital) and continued throughout 2020 along with the 2019 Stock Option Plan, ended on 23 October 2020.

The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 31,122, following the exercise of 5,000 stock options on 30 May 2024 at an average exercise price of € 95.35, of 6,393 stock options in July 2024 at an average exercise price of € 102.62, of 7,690 stock options in August 2024 at an average exercise price of € 102.62, of 25,000 stock options in November 2024 at an average exercise price of € 99.60, upon reaching the expiry date of 33,417 stock options relating to the VII tranche on 01 August 2024 and of 15,000 stock options relating to the IX tranche on 20 December 2024.

During the abovementioned period, the average price of the Diasorin shares was 101.51.

2017 Plan	Grant date	Number of options outstanding	Exercise year
VI Tranche	10 June 2019	5,000	2022
VI Tranche	10 June 2019	5,000	2024
VII Tranche	31 July 2019	12,500	2022
VII Tranche	31 July 2019	47,500	2024
VIII Tranche	6 November 2019	5,000	2022
VIII Tranche	6 November 2019	25,000	2024
IX Tranche	19 December 2019	15,000	2024
X Tranche	11 March 2020	5,000	
XI Tranche	13 May 2020	10,000	
XII Tranche	30 July 2020	16,122	
Total		**146.122**	

2018 Plan

On 23 April, 2018, the Ordinary Shareholders' Meeting approved the 2018 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 675,000 options by a resolution dated 8 May 2018.

Please note that, due to some Good Leaving and Bad Leaving events, 12,219 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 675,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2018 Plan.

On 3 May 2018, the company announced the start of the treasury shares buy-back plan to service the 2018 Stock Option Plan, under the terms and conditions authorized by the Shareholders' Meeting of 23 April 2018. The program was completed on 4 July 2018 resulting in the purchase of 675,000 common shares (equal to 1.21% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, there are no stock options to be exercised relating to the 2018 Plan, following the exercise of 682 stock options on 29 July 2024, of 184,285 stock options in August 2024, of 167,079 stock options in September 2024, of 118,077 stock options in October 2024 and of 64,877 in November 2024, at an average exercise price of € 76.24.

During the abovementioned period, the average price of the Diasorin shares was €102.82.

2019 Plan

On 24 April 2019, the Ordinary Shareholders' Meeting approved the 2019 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 8,878 options by a resolution dated 30 July 2020, a second tranche with a grant of 91,122 options by a resolution dated 11 November 2020 and a third tranche with a grant of 5,000 options by a resolution dated 11 November 2021.

Please note that, due to some Good Leaving and Bad Leaving events, 5,000 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 100,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2019 Plan.

On 17 June 2020, the company announced the start of the treasury shares buy-back plan to service the 2019 Stock Option Plan, under the conditions and terms authorized by the Shareholders' Meeting of 24 April 2019. The program was completed on 23 October 2020, resulting in the purchase of 192,511 common shares (equal to 0.3441% of the share capital), partly to serve the 2017 Stock Option Plan. The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 100,000.

As detailed:

2019 Plan	Grant date	Number of options outstanding
I Tranche	30 July 2020	8,878
II Tranche	11 November 2020	86,122
III Tranche	11 November 2021	5,000
Total		**100,000**

2020 Plan

On 10 June 2020, the Ordinary Shareholders' Meeting approved the 2020 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 18,878 options by a resolution dated 11 November 2020, a second tranche of beneficiaries with a grant of 15,000 options by a resolution dated 21 December 2020, a third tranche of beneficiaries with a grant of 60,000 options by a resolution dated 11 March 2021, a fourth tranche of beneficiaries with a grant of 5,000 options by a resolution dated 14 May 2021, a fifth tranche with a grant of 40,000 options by a resolution dated 30 July 2021, a sixth tranche with a grant of 11,122 options by a resolution dated 11 November 2021 and a seventh tranche with a grant of 3,654 options by a resolution dated 1 December 2023.

Please note that, due to some Good Leaving and Bad Leaving events 19,193 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 150,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2020 Plan.

On 6 April 2021, the company announced the start of the treasury shares buy-back plan to service the Stock Option Plan of the company, under the conditions and terms authorized by the Shareholders' Meeting of 10 April 2020. The program was completed on 2 November 2021, resulting in the purchase of 100,000 common shares (equal to 0.1718% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 134,461.

As detailed:

2020 Plan	Grant date	Number of options outstanding
I Tranche	11 November 2020	18,878
II Tranche	21 December 2020	15,000
III Tranche	11 March 2021	45,807
V Tranche	30 July 2021	40,000
VI Tranche	11 November 2021	11,122
VII Tranche	1 December 2022	3,654
Total		**134,461**

2021 Plan

On 22 April 2021, the Ordinary Shareholders' Meeting approved the 2021 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 48,878 options by a resolution dated 11 November 2021, a second tranche of beneficiaries with a grant of 50,000 options by a resolution dated 6 May 2023, a third tranche of beneficiaries with a grant of 36,346 options by a resolution dated 1 December 2023 and a fourth tranche of beneficiaries with a grant of 168,563 options by a resolution dated 9 May 2024.

Please note that, due to some Good Leaving and Bad Leaving events, 34,725 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 300,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2021 Plan.

The Shareholders' Meeting of 22 April 2021 resolved to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of the resolution, the purchase of up to 300,000 common shares (equal to 0.536% of the share capital), to service the new 2021 Stock Option Plan.

As at 31 December 2024, stock options amounted to 269,062, as detailed:

2021 Plan	Grant date	Number of options outstanding
I Tranche	11 November 2021	45,091
II Tranche	6 May 2022	50,000
III Tranche	1 December 2022	36,346
IV Tranche	9 May 2023	137,625
Total		**269,062**

2023 Plan

On 28 April 2023, the Ordinary Shareholders' Meeting approved the 2023 Stock Option for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 301,437 options by a resolution dated 9 May 2023, a second tranche of beneficiaries with a grant of 75,000 options by a resolution dated 15 March 2024, and a third tranche of beneficiaries with a grant of 50,000 options by a resolution dated 10 May 2024.

Please note that, due to some Good Leaving and Bad Leaving events, 77,905 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 355,000 common shares of Diasorin S.p.A., at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2023 Plan.

On 9 June 2023, the company announced the start of the treasury shares buy-back plan to service the 2023 Stock Option Plan of the company, under the conditions and terms authorized by the Shareholders' Meeting of 28 April 2023. The program was completed on 4 July 2023 resulting in the purchase of 300,000 common shares (equal to 0.54% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 348,532, as detailed:

2023 Plan	Grant date	Number of options outstanding
I Tranche	9 May 2023	223,532
II Tranche	15 March 2024	75,000
III Tranche	10 May 2024	50,000
Total		**348,532**

2022, 2023 and 2024 Equity Awards Plans

On 29 April 2023, the Ordinary Shareholders' Meeting approved a new incentive and loyalty Plan called "Equity Awards Plan" for the managers of Diasorin S.p.A. and the other Diasorin Group's companies. The Plan is implemented through the free assignment of rights which, if accrued upon the fulfilment of the conditions, grant the right to receive – without consideration- ordinary treasury shares in the Company's portfolio, at a ratio of 1 share for each right accrued. In May 2022, the list of beneficiaries was approved and 53,478 rights were granted to receive treasury shares and in May 2023, a second list of beneficiaries was approved and 75,595 rights were granted to receive treasury shares. In May 2024, a third list of beneficiaries was approved and 80,790 rights were granted to receive treasury shares.

Valuation of stock options and equity awards

Valuation of stock options and equity awards

The stock options granted to Directors/employees are measured at their fair value on the grant date in accordance with the method provided in IFRS 2 and the total cost of the plan thus determined is allocated over the vesting period.

The fair value computation method uses a binomial model and is based on the following assumptions:

A – Exercise Price

The exercise price was determined in accordance with Article 6.2 of the Plan's Regulation.

B – Stock Price

The value assigned to the underlying instrument for stock option valuation purposes is the daily closing price for Diasorin shares on the grant date.

C – Expected Volatility

The expected volatility of the underlying instrument measures the expected fluctuations in price/value over a given period of time. The measure of volatility used in the option pricing model used is the annualized standard deviation of the continuously compounded rates of return on an equity security over a period of time.

D – Employee Exit Rate

This rate, which reflects the probability that Directors or employees who are the recipients of stock option grants will leave the Company before the vesting date, was deemed to be 0%.

E – Tassi Risk-Free

IFRS 2 requires the use of a risk-free interest rate that will be valid over the expected life of the options, with the term expected life meaning the length of time between the grant date and the expected option exercise date.

F – Dividend Yield

The value of stock options is also affected by assumptions about the dividend yield, which is the annual dividend paid per share stated as a percentage of the share price.

The table below lists the input data used for stock option valuation purposes and the number of options exercisable at:

2016 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
V Tranche	3.005479452	€ 70.05	€ 70.60	€ 1.00	23.00%	0.00%	0.33%	1,50%	3/7/2018	3/8/2021
VI Tranche	3.005479452	€ 82.42	€ 81.60	€ 1.00	25.00%	0.00%	0.44%	1,50%	11/7/2018	11/8/2021
VII Tranche	3.005479452	€ 86.04	€ 85.80	€ 1.00	25.00%	0.00%	0.25%	1,50%	3/14/2019	3/15/2022
2017 Plan	**Vesting period (in years)**	**Exercise Price**	**Stock Price**	**Par value per share**	**Volatility**	**Employee Exit Rate**	**Risk Free Rate**	**Dividend Yield**	**Stock Price reference date**	**Vesting date**
VI Tranche	3.010958904	€ 95.35	€ 102.00	€ 1.00	25.00%	0.00%	-0.02%	1.50%	6/10/2019	6/13/2022
VII Tranche	3.005479452	€ 102.62	€ 105.00	€ 1.00	25.00%	0.00%	-0.24%	1.50%	7/31/2019	8/1/2022
VIII Tranche	3.005479452	€ 99.60	€ 104.30	€ 1.00	25.00%	0.00%	-0.08%	1.50%	11/6/2019	11/7/2022
IX Tranche	3.005479452	€ 119.28	€ 117.60	€ 1.00	25.00%	0.00%	-0.06%	1.50%	12/19/2019	12/20/2022
X Tranche	3.005479452	€ 110.44	€ 113.00	€ 1.00	25.00%	0.00%	-0.01%	1.50%	3/11/2020	3/13/2023
XI Tranche	3.005479452	€ 156.44	€ 172.50	€ 1.00	28.00%	0.00%	0.32%	1.50%	5/13/2020	5/15/2023
XII Tranche	3.002739726	€ 173.28	€ 167.50	€ 1.00	30.00%	0.00%	-0.17%	1.00%	7/30/2020	7/31/2023

2019 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.002739726	€ 173.28	€ 167.50	€ 1.00	30.00%	0.00%	-0.17%	1.00%	7/30/2020	7/31/2023
II Tranche	3.005479452	€ 189.05	€ 172.40	€ 1.00	30.00%	0.00%	-0.29%	1.00%	11/11/2020	11/13/2023
III Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024

2020 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.005479452	€ 189.05	€ 172.40	€ 1.00	30.00%	0.00%	-0.29%	1.00%	11/11/2020	11/13/2023
II Tranche	3.002739726	€ 169.95	€ 171.70	€ 1.00	30.00%	0.00%	-0.30%	1.00%	12/21/2020	12/22/2023
III Tranche	3.005479452	€ 168.46	€ 144.30	€ 1.00	30.00%	0.00%	-0.23%	1.00%	3/11/2021	3/12/2024
IV Tranche	3.005479452	€ 145.50	€ 138.00	€ 1.00	34.00%	0.00%	-0.19%	1.00%	5/14/2021	5/15/2024
V Tranche	3.005479452	€ 164.23	€ 171.15	€ 1.00	34.00%	0.00%	-0.35%	1.00%	7/30/2021	7/31/2024
VI Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024
VII Tranche	3.005479452	€ 131.73	€ 131.75	€ 1.00	25.00%	0.00%	2.86%	1.00%	12/1/2022	12/2/2025

2021 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024
II Tranche	3.005479452	€ 129.70	€ 119.59	€ 1.00	36.00%	0.00%	1.65%	1.00%	5/6/2022	5/7/2025
III Tranche	3.005479452	€ 131.73	€ 131.75	€ 1.00	25.00%	0.00%	2.86%	1.00%	12/1/2022	12/2/2025
IV Tranche	3.005479452	€ 98.52	€ 102.20	€ 1.00	25.00%	0.00%	3.07%	1.10%	5/9/2023	5/10/2026
2023 Plan	**Vesting period (in years)**	**Exercise Price**	**Stock Price**	**Par value per share**	**Volatility**	**Employee Exit Rate**	**Risk Free Rate**	**Dividend Yield**	**Stock Price reference date**	**Vesting date**
I Tranche	3.005479452	€ 98.52	€ 102.20	€ 1.00	25.00%	0.00%	3.07%	1.10%	5/9/2024	5/10/2026
II Tranche	3.002739726	€ 93.73	€ 91.72	€ 1.00	25.00%	0.00%	2.85%	1.10%	3/15/2024	3/16/2027
III Tranche	3.002739726	€ 91.94	€ 97.43	€ 1.00	25.00%	0.00%	2.96%	1.10%	5/10/2024	5/11/2027

2022 “Equity Awards” Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	5/19/2023	118.1	0.36%	25.00%	1.00%
II Tranche	5/20/2024	118.1	1.07%	25.00%	1.00%
III Tranche	5/20/2025	118.1	1.39%	25.00%	1.00%
IV Tranche	5/20/2026	118.1	1.52%	25.00%	1.00%

2023 “Equity Awards” Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	4/29/2024	98.48	3.78%	25.00%	1.10%
II Tranche	4/28/2025	98.48	3.48%	25.00%	1.10%
III Tranche	4/28/2026	98.48	3.25%	25.00%	1.10%
IV Tranche	4/28/2027	98.48	3.12%	25.00%	1.10%

2024 "Equity Awards" PLAN	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	6/3/2025	97.43	3.66%	25.00%	1.10%
II Tranche	6/1/2026	97.43	3.31%	25.00%	1.10%
III Tranche	6/1/2027	97.43	3.11%	25.00%	1.10%
IV Tranche	6/1/2028	97.43	2.98%	25.00%	1.10%

Based on the assumptions described above, the fair value of the 2016 Plan is equal to € 2,422 thousand, with a dilution period going from 16 May 2016 to 15 March 2022. The fair value per option is as follows (amounts in €):

2016 Plan	Number of options on the vesting date	Fair Value per option
VII Tranche	10,000	17.16720

Based on the assumptions described above, the fair value of the 2017 Plan is equal to € 6,591 thousand, with a dilution period going from 9 November 2017 to 31 July 2023. The fair value per option is as follows (amounts in €):

2017 Plan	Number of options on the vesting date	Fair Value per option
X Tranche	5,000	22.7836
XI Tranche	10,000	44.0950
XII Tranche	16,122	37.3641

Based on the assumptions described above, the fair value of the 2019 Plan is equal to 3,515 thousand, with a dilution period going from 30 July 2020 to 12 November 2024. The fair value per option is as follows (amounts in €):

2019 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	8,878	37.3641
II Tranche	86,122	34.1769
III Tranche	5,000	47.9198

Based on the assumptions described above, the fair value of the 2020 Plan is equal to € 4,982 thousand, with a dilution period going from 11 November 2020 to 2 December 2025. The fair value per option is as follows (amounts in €):

2020 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	18,878	34.1769
II Tranche	15,000	40.4298
III Tranche	45,807	26.4894
V Tranche	40,000	46.7624
VI Tranche	11,122	47.9198
VII Tranche	3,654	31.1639

Based on the assumptions described above, the fair value of the 2021 Plan is equal to € 7,961 thousand, with a dilution period going from 11 November 2021 to 15 May 2026. The fair value per option is as follows (amounts in €):

2021 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	45,091	47.9198
II Tranche	50,000	22.5867
III Tranche	36,346	31.1639
IV Tranche	137,625	25.7153

Based on the assumptions described above, the fair value of the 2023 Plan is equal to € 8,560 thousand, with a dilution period going from 9 May 2023 to 10 May 2027. The fair value per option is as follows

2023 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	223,532	25.7153
II Tranche	75,000	20.7142
III Tranche	50,000	25.1665

(amounts in €):

Based on the assumptions described above, the fair value of the "Equity Awards" Plan is equal to € 14,864 thousand, with a dilution period going from 20 May 2022 to 28 April 2028. The fair value per

2022 "Equity Awards" Plan	Number of options	Fair Value per option
I Tranche	10,598	117.02
II Tranche	9,318	115.99
III Tranche	8,020	114.99
IV Tranche	6,903	113.99

2023 "Equity Awards" Plan	Number of options	Fair Value per option
I Tranche	16,527	97.55
II Tranche	14,452	96.63
III Tranche	12,639	95.72
IV Tranche	11,052	94.81

2024 "Equity Awards" Plan	Number of options	Fair Value per option
I Tranche	17,662	96.50
II Tranche	15,446	95.59
III Tranche	13,507	94.69
IV Tranche	11,812	93.78

option is as follows (amounts in €):

The overall cost attributable to 2024, which amounted to € 11,114 thousand, was recognized in the income statement as part of labor costs and general and administrative expenses, with the offsetting entries posted to shareholder's equity.

30) Related-party transactions

In the normal course of business, Diasorin S.p.A. engaged on a regular basis in commercial and financial transactions with its subsidiaries, which are also Group companies. These transactions, which are executed on standard market terms, consist of the supply of goods and services, including administrative, information technology, personnel management, technical support and consulting services, which produce receivables and payables at the end of the year, and financing and cash management transactions, which produce income and expenses.

These transactions are eliminated in the consolidation process and, consequently, are not discussed in this section of the Report.

The incidence of related-party transactions on the single items of the balance sheet, income statement and cash flows is not material.

The total amount owed to Group's Directors, Statutory Auditors and Strategic Executives is provided below (further information is provided in the Remuneration Report):

(in € thousands)	2024	2023
Directors and strategic executives	7,101	7,110
Other directors	1,050	1,050
Statutory Auditors	195	195
Total	**8,346**	**8,355**

The compensation payable to senior managers and eligible employees (key management) is consistent with standard market terms for compensation offered to employees with a similar status.

31) Significant events occurring after 31 December 2024 and business outlook

No significant events occurred after 31 December 2024.

With regard to Business outlook, please refer to the relevant paragraph in the Report on Operations.

32) Significant non-recurring events and transactions

No significant non-recurring transactions occurred, pursuant to the ESMA Communication no 32-63-1186 of 29 October 2021.

33) Transactions resulting from atypical and/or unusual transactions

As required by Consob Communication No. DEM/6064296 of July 28, 2006, the Group did not execute atypical and/or unusual transactions, as defined in the abovementioned Communication, according to which atypical and/or unusual transactions are transactions that, because of their significance/material amount, type of counterpart, subject of the transaction, method of determining the transfer price and timing of the event (proximity to the end of a reporting period), could create doubts with regard to: fairness/completeness of the financial statement disclosures, existence of a conflict of interest, safety of the corporate assets and protection of minority shareholders.

34) Translation of financial statements of foreign companies

The table below lists the exchange rates used to translate into euros the financial statements prepared in currencies other than the Euro.

Currency	Average exchange rates			Exchange rates at		
	2024	2023	Change	12/31/2024	12/31/2023	Change
U.S. dollar	1.0824	1.0813	0%	1.0389	1.1050	-6%
Brazilian real	5.8283	5.4010	8%	6.4253	5.3618	20%
British pound	0.8466	0.8698	-3%	0.8292	0.8691	-5%
Swedish kronor	11.4325	11.4788	0%	11.4590	11.0960	3%
Swiss franc	0.9526	0.9718	-2%	0.9412	0.9260	2%
Czech koruna	25.1198	24.0043	5%	25.1850	24.7240	2%
Canadian dollar	1.4821	1.4595	2%	1.4948	1.4642	2%
Mexican peso	19.8314	19.1830	3%	21.5504	18.7231	15%
Israeli shekel	4.0067	3.9880	0%	3.7885	3.9993	-5%
Chinese yuan	7.7875	7.6600	2%	7.5833	7.8509	-3%
Australian dollar	1.6397	1.6288	1%	1.6772	1.6263	3%
South African rand	19.8297	19.9551	-1%	19.6188	20.3477	-4%
Norwegian krone	11.6290	11.4248	2%	11.7950	11.2405	5%
Polish Zloty	4.3058	4.5420	-5%	4.2750	4.3395	-1%
Indian Rupee	90.5563	89.3001	1%	88.9335	91.9045	-3%
Singapore Dollar	1.4458	1.4523	0%	1.4164	1.4591	-3%
UAE Dirham	3.9750	3.9710	0%	3.8154	4.0581	-6%

35) Other information

Law no. 124 of 4 August 2017 (the Annual Market and Competition Law) defined that, as from 2019, companies receiving grants, financial support, remunerated duties and any kind of economic benefits from Public Administrations and similar bodies are required to publish such amounts in the Note to the financial statements and in the Note to the consolidated financial statements.

In 2024, the Company did not receive financial support or economic benefits from Public Administrations in accordance with the aforementioned Law.

2.7. ANNEX I:

LIST OF EQUITY INVESTMENTS WITH THE SUPPLEMENTAL DISCLOSURES REQUIRED BY CONSOB COMMUNICATION NO. DEM/6064293

	Head office location	Currency	Share Capital [1]	Net profit/(loss) for the year [1]	Shareholders' equity in the latest approved financial statements [1]	Par value per share	% interest held directly	No. Shares or partnership interest held
Equity investments consolidated line by line								
Diasorin Italia S.p.A.	Saluggia (Italy)	EUR	1,000,000	84,333,441	437,900,628	1	100%	1,000,000
DiaSorin S.A/N.V.	Bruxelles (Belgium)	EUR	1,674,000	2,039,183	8,044,285	6,696	100%	249
DiaSorin Ltda	Sao Paolo (Brazil)	BRL	65,547,409	12,358,180	51,619,809	1	100%	65,547,408
DiaSorin S.A.S. Unipersonnelle	Antony (France)	EUR	960,000	814,649	9,512,176	15	100%	62,493
DiaSorin Iberia S.A.	Madrid (Spain)	EUR	1,453,687	1,479,565	10,246,704	6	100%	241,877
DiaSorin Ltd	Dartford (United Kingdom)	GBP	500	3,876,979	760,269	1	100%	500
DiaSorin Inc.	Stillwater (United States)	USD	1	83,963,085	1,475,375,264	0	100%	100
DiaSorin Canada Inc	Mississauga (Canada)	CAD	200,000	524,142	3,802,446	N/A	0%	100 Class A common shares
DiaSorin Molecular LLC	Cypress (United States)	USD	100,000	29,495,613	324,393,419	100,000	0%	1
DiaSorin Mexico S.A de C.V.	Mexico City (Mexico)	MXP	63,768,473	11,964,728	73,050,920	1	100%	49,999
DiaSorin Deutschland GmbH	Dietzenbach (Germany)	EUR	275,000	369,214	5,498,509	275,000	100%	1
DiaSorin AB	Solna (Sweden)	SEK	5,000,000	5,528,615	36,284,243	100	100%	50,000
DiaSorin Ltd	Rosh HaAyin (Israel)	ILS	100	812,000	18,380,000	1	100%	100
DiaSorin Austria GmbH	Wien (Austria)	Euro	35,000	866,164	3,593,667	35,000	100%	1
DiaSorin Czech s.r.o.	Prague (Czech Republic)	CZK	200,000	6,498,000	94,911,000	200,000	100%	1
DiaSorin I.N. Limited	Dublin (Ireland)	EUR	1	1,848,101	11,800,963	0	100%	100
DiaSorin South Africa (PTY) Ltd	Sandton (South Africa)	ZAR	101	149,493	4,440,073	1	100%	101
DiaSorin Australia (Pty) Ltd	Sydney (Australia)	AUD	3,300,000	1,394,115	13,902,908	33,000	100%	100
DiaSorin Ltd	Shanghai (China)	RMB	22,000,000	(58,117,166)	(46,492,085)	1	76%	16,720,000
DiaSorin Switzerland AG	Rotkreuz (Switzerland)	CHF	100,000	647,548	1,183,030	100	100%	1,000
DiaSorin Poland sp. z o.o.	Warsaw (Poland)	PLN	550,000	-	13,819,542	50	100%	11,000
DiaSorin Healthcare India Private Limited	Mumbai (India)	INR	4,700,000	2,176,990	264,782,809	10	0%	1
DiaSorin APAC Pte. Ltd.	Singapore (Singapore)	EUR	1	114,928	388,704	N/A	100%	1
DiaSorin Middle East FZ-LLC	Dubai (UAE)	AED	50,000	141,470	180,232	1,000	100%	50
Luminex Corporation Inc.	Austin (United States)	USD	25,000	(16,347,613)	1,818,986,570	0	0%	25,000,000
Equity investments consolidated line by line								
Luminex Japan Ltd	Tokyo (Japan)	JPY	1	20,608,399	308,977,744	1	0%	1
Luminex Trading (Shanghai) Co. Ltd.	Shanghai (China)	RMB	455,219	1,287,271	15,078,853	N/A	0%	-
Luminex Hong Kong Co. Ltd.	Hong Kong (Hong Kong)	HKD	100	352,623	13,083,692	10	0%	10
Luminex Molecular Diagnostics, Inc.	Toronto (Canada)	CAD	10,000,000	28,454,852	58,799,028	N/A	0%	-
Nanosphere LLC	Wilmington (United States)	USD	1,000	-	-	0	0%	1,000,000
ChandlerTec LLC	Wilmington United States)	USD	1,000	-	-	0	0%	1,000,000
Iris Biotech LLC	Wilmington (United States)	USD	1,000	-	-	0	0%	1,000,000
Amnis LLC	Wilmington (United States)	USD	1,000	-	-	0	0%	1,000,000
Equity investments valued at cost								
DiaSorin Deutschland Unterstuetzungskasse GmbH	Dietzenbach (Germany)	EUR	25,565	(105,263)	25,565	1	-	1

[1] *Amounts stated in local currency*

2.8. ANNEX II:

DISCLOSURE REQUIRED PURSUANT TO ART. 149-DUODECIES OF CONSOB ISSUERS' REGULATION

(in € thousands)	Party providing the service	Recipients	Fee attributable to 2024
Independent Auditing	PricewaterhouseCoopers S.p.A.	Parent Company Diasorin S.p.A.	573
	PricewaterhouseCoopers S.p.A.	Subsidiaries	106
	PwC Network	Subsidiaries	947
	Other	Subsidiaries	39
Other services	PricewaterhouseCoopers S.p.A.	Subsidiaries	15
	PwC Network	Subsidiaries	13
Total			**1,693**

2.9. CERTIFICATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(PURSUANT TO. 81-TER OF CONSOB REGULATION N. 11971 OF 14 MAY 1999, AS AMENDED)

We, the undersigned, Carlo Rosa, in my capacity as Chief Executive Officer, and Piergiorgio Pedron, in my capacity as Corporate Accounting Documents Officer, of the issuer Diasorin S.p.A.,

attest that,

insofar as the provisions of Article 154-*bis,* Sections 3 and 4, of Legislative Decree No. 58 of February 24, 1998 are concerned, the administrative and accounting procedures applied to prepare the 2024 consolidated financial statements are:

a) adequate in light of the Company's characteristics; and

b) applied effectively.

2. Moreover, we attest that:

2.1 the consolidated financial statements at 31 December 2024:

a) have been prepared in accordance with the applicable international accounting standards recognized by the European Union, pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council dated 19 July 2002;

b) are consistent with the data in the supporting documents and accounting records;

c) are suitable for the purpose of providing a truthful and fair representation of the balance sheet, operating performance and financial position of the issuer;

2.2 the Report on Operations provides a reliable analysis of the Group's performance and result from operations and of the status of the issuer, together with a description of the main risks and uncertainties to which they are exposed.

Saluggia, 14 March 2025

Signed

The Chief Executive Officer | Corporate Accounting Documents Officer

2.10. REPORT OF INDEPENDENT AUDITORS

Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Diasorin SpA

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Diasorin Group (the Group), which comprise the consolidated statement of financial position as of 31 December 2024, the consolidated income statement, consolidated comprehensive income statement, statement of changes in consolidated shareholders' equity, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of this report. We are independent of Diasorin SpA pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

PricewaterhouseCoopers SpA

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Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	*Auditing procedures performed in response to key audit matters*
Valuation of goodwill and other intangible assets *Note 12 – Goodwill and other intangible assets*	
The carrying amount of goodwill reported in the consolidated financial statement is Euro 846,860 thousand and represents the 36% on total non-current assets. The carrying amount of other intangible assets reported in financial statements, which mainly relate to development costs, concessions, licenses and trademarks, customer relationship and industrial patents and intellectual property rights, is Euro 1,181,626 thousand and represents the 51% of total non-current assets. International financial reporting standards as adopted by European Union ("IFRS"), and in particular IAS 36 – Impairment of assets, state that an impairment test exercise shall be performed on a yearly basis for Goodwill and, in case of impairment indicators for intangible assets with a definite life, through the estimation of recoverable amounts. Recoverable amount, determined as the value in use, is equal to the present value of the future cash flows belonging to each Cash Generating Unit. Cash Generating Units identified by Group correspond to stand-alone subsidiaries or aggregations of them based on the geographic regions where they operate. Valuation of goodwill and other intangible assets is considered a key audit matter given the	We performed an understanding of the process of preparing the cash flow projections and of the process of preparing and approving the annual impairment test. We analysed the estimated cash flow projections for the period 2025-2027, approved by the Board of Directors and used for the impairment tests of goodwill and other intangible assets, also through meetings with Directors who described the process to prepare the above projections. We compared the 2024 actual results with the expected figures included in the previous year impairment test and analysed main variances to assess the reliability of forecasts prepared by Directors. We verified the reasonableness of the process for identifying the Cash Generating Units, as well as the allocation to them of goodwill and other intangible assets. We analysed and understood the main assumptions underlying forecasted revenue and costs for Cash Generating Units as well as verified their reasonableness based on actual results, future strategic developments and expected market evolutions. We verified, through the involvement of valuation experts belonging to PwC network,

Key Audit Matters	*Auditing procedures performed in response to key audit matters*
magnitude in the financial statements as well as the underlying estimation elements included in the assumptions developed by Directors on future forecasts, on the cash flows growth rate, included g-rate and on discount rates.	the impairment test methodology, the mathematical accuracy of the model used, and the reasonableness of assumptions included, also in connection with the determination of the terminal value, including the g-rate, and the discount rate. We verified the sensitivity analysis in relation to the recoverability of the carrying amount of goodwill and other intangible assets considering possible changes in key assumptions such as the g-rate and discount rate. We verified the accuracy of assets and liabilities related to the Cash Generating Units, including the goodwill and other intangible assets allocated, which are compared to recoverable amount. We finally assessed the appropriateness and completeness of the financial statement's disclosure in particular with reference to the assumptions and the sensitivity analysis reported.

Responsibilities of the Directors and the Board of Statutory Auditors for the Consolidated Financial Statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Group's ability to continue as a going concern and, in preparing the consolidated financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the consolidated financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate Diasorin SpA or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Group's financial reporting process.

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Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion on the consolidated financial statements.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No. 537/2014

On 28 April 2016, the shareholders of Diasorin SpA in general meeting engaged us to perform the statutory audit of the Company's and the consolidated financial statements for the years ending 31 December 2016 to 31 December 2024.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Diasorin SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the consolidated financial statements as of 31 December 2024, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the consolidated financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the consolidated financial statements as of 31 December 2024 have been prepared in XHTML format and have been marked up, in all significant respects, in compliance with the provisions of the Commission Delegated Regulation.

Due to certain technical limitations, some information included in the notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Diasorin SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Diasorin group as of 31 December 2024, including their consistency with the relevant consolidated financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the consolidated financial statements;
- express an opinion on the compliance with the law of the report on operations, excluding the section on the consolidated sustainability reporting, and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the consolidated financial statements of Diasorin group as of 31 December 2024.

Moreover, in our opinion, the report on operations, excluding the section on the consolidated sustainability reporting, and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Our opinion on compliance with the law does not extend to the section of the report on operations relating to the consolidated sustainability reporting. The conclusions on the compliance of that section with the rules governing its preparation and on compliance with the disclosure requirements

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established by article 8 of Regulation (EU) 2020/852 are expressed by ourselves in the report prepared in accordance with article 14-bis of Legislative Decree No. 39/10.

Milan, 4 April 2025

PricewaterhouseCoopers SpA

Signed by

Salvatore Savino
(Partner)

The accompanying consolidated financial statements of Diasorin SpA constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.

Diasorin
The Diagnostic Specialist

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3.1. INCOME STATEMENT

PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

(in € thousands)	Notes	2024	Amount with related parties	2023	Amount with related parties
Revenues	(1)	28,834	28,834	24,806	24,806
Gross profit		28,834		24,806	
Sales and marketing expenses	(2)	(13,902)	(3,064)	(12,675)	(1,001)
Research and development costs	(3)	(4,563)	1,483	(4,003)	614
General and administrative expenses	(4)	(33,486)	(9,493)	(34,427)	(9,518)
Other operating income (expenses)	(5)	(8,860)	(2,589)	(9,913)	(2,868)
Non-recurring amount	(5)	(1,193)		(3,002)	
Operating result (*EBIT*)		(31,977)		(36,212)	
Financial income	(6)	96,792	92,980	74,250	69,446
Financial expense	(7)	(17,582)	(3,924)	(20,154)	(4,684)
Result before taxes		47,233		17,884	
Income taxes	(8)	9,140		10,395	
Net profit for the year	**(9)**	**56,373**		**28,279**	

3.2. STATEMENT OF FINANCIAL POSITION

PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

(in € thousands)	Notes	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
ASSETS					
Non-current assets					
Property, plant and equipment	(10)	3,269		2,571	
Intangible assets	(11)	7,615		7,729	
Equity investments	(12)	990,659		988,912	
Deferred-tax assets	(13)	441		385	
Other non-current assets	(16)	28		404	
Other non-current financial assets	(15)	13,155	13,155	21,774	21,774
Total non-current assets		1,015,167		1,021,775	
Current assets					
Trade receivables	(14)	45,855	45,694	40,651	40,462
Financial receivables	(15)	9,487	9,487	15,645	15,645
Other current assets	(16)	14,504		33,305	
Other current financial assets	(19)	57		121	
Cash and cash equivalents	(17)	79,953		32,374	
Total current assets		149,856		122,096	
TOTAL ASSETS		**1,165,023**		**1,143,871**	

(in € thousands)	Note	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
LIABILITIES AND SHAREHOLDERS' EQUITY					
Shareholders' equity					
Share capital	(18)	55,948		55,948	
Additional paid-in capital	(18)	18,155		18,155	
Statutory reserve	(18)	11,190		11,190	
Other reserves and retained earnings	(18)	612,752		642,161	
Treasury shares	(18)	(251,783)		(296,797)	
Net profit for the year		56,373		28,279	
Total shareholders' equity		502,635		458,936	
Non-current liabilities					
Non-current financial liabilities	(19)	469,521	1,830	458,539	439
Provisions for employee benefits	(20)	837	-	782	-
Provisions for risks and charges	(21)	400		100	
Other non-current liabilities	(22)	1,282		1,282	
Total non-current liabilities		472,040		460,703	
Current liabilities					
Trade payables	(23)	10,090	5,689	12,274	5,506
Current financial liabilities	(19)	168,474	168,151	203,476	158,469
Other current liabilities	(24)	11,515	82	8,482	82
Other financial liabilities	(19)	269		-	
Total current liabilities		190,348		224,232	
TOTAL LIABILITIES		662,388		684,935	
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**1,165,023**		**1,143,871**	

3.3. STATEMENT OF CASH FLOWS

PURSUANT TO CONSOB RESOLUTION NO. 15519 OF 27 JULY 2006

(in € thousands)	Note	12/31/2024	Amount with related parties	12/31/2023	Amount with related parties
Cash flow from operating activities					
Net profit for the year		56,373		28,279	
Adjustments for:					
Income taxes	(8)	(9,140)		(10,395)	
Depreciation and amortization	(10) (11)	2,368		2,142	
Financial expense (income)	(6) (7)	(79,210)		(54,096)	
Additions to/Utilizations of provisions for risks	(20)	300			
Additions to/ (Reversals of) provisions for employee severance indemnities and other benefits	(22)	1,083		1,419	
Stock options reserve	(18)	4,494		5,407	
Change in other non-current assets/liabilities	(16) (22)	(643)		(4,006)	-
Cash flow from operating activities before changes in working capital		(24,375)		(31,250)	
(Increase)/Decrease in current receivables	(14)	2,678	9,487	13,660	13,763
Increase/(Decrease) in trade payables	(23)	(2,184)	(5,689)	(4,345)	(2,860)
(Increase)/Decrease in other current items	(16) (24)	36,272		15,510	
Cash from operating activities		12,391		(6,425)	
Income taxes paid		-		(25)	
Paid/ collected interests		(1,590)		(2,011)	
Net cash from operating activities		10,801		(8,461)	
Investments in intangibles	(11)	(691)		(864)	
Investments in property, plant and equipment	(10)	(354)		(1,395)	
Net (investments) Disposals in equity investments	(13)	177			
Dividends received	(6)	91,369	91,369	67,387	67,387
Divestments of tangible assets	(10) (11)	155		(10)	
Cash used in investing activities		90,656		65,118	
(Repayment of)/ Proceeds from loans and other financial liabilities	(19)	(45,889)		4,501	
Increase/(Decrease) in financial items due to Group companies	(19)	15,729	15,725	31,816	31,816
(Purchase)/Sale of treasury shares, stock options exercise	(18)	37,560		(18,534)	
Dividend distribution	(18)	(61,277)		(58,870)	
Cash from financing activities		(53,877)		(41,087)	
Net change in cash and cash equivalents		47,579		15,569	
Cash and cash equivalents- Opening balance		32,374		16,805	
Cash and cash equivalents - Closing balance		**79,953**		**32,374**	

3.4. STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(in € thousands)	Notes	Share capital	Treasury shares	Additional paid-in capital	Statutory reserve	Stock option reserve	Reserve for treasury shares	Currency translation reserve	Other reserves and retained earnings	Net profit for the year	Total shareholder's equity
Shareholder's equity at 12/31/2022		55,948	(281,277)	18,155	11,190	22,405	281,277	(534)	352,669	37,786	497,619
Appropriation of previous year's profit		-	-	-	-	-	-	-	37,786	(37,786)	-
Dividend distribution		-	-	-	-	-	-	-	(58,870)	-	(58,870)
Stock options and other changes		-	-	-	-	6,725	-	-	3,654	-	10,379
Sale/(Purchase) of treasury shares		-	(15,520)	-	-	-	15,520	-	(18,534)	-	(18,534)
Profit for the year		-	-	-	-	-	-	-	-	28,279	28,279
Translation adjustment		-	-	-	-	-	-	62	-	-	62
Gains/(losses) on remeasurement of defined benefit plans, net of tax effects		-	-	-	-	-	-	-	1	-	1
Other changes in the comprehensive income statement		-	-	-	-	-	-	62	1	-	63
Comprehensive profit		-	-	-	-	-	-	62	1	28,279	28,342
Shareholder's equity at 12/31/2023	(18)	55,948	(296,797)	18,155	11,190	29,130	296,797	(472)	316,706	28,279	458,936
Appropriation of previous year's profit	(18)	-	-	-	-	-	-	-	28,279	(28,279)	-
Dividend distribution	(18)	-	-	-	-	-	-	-	(61,277)	-	(61,277)
Stock options and other changes	(18) (26)	-	-	-	-	(3,416)	-	-	14,452	-	11,036
Sale/(Purchase) of treasury shares	(18)	-	45,014	-	-	-	(45,014)	-	37,560	-	37,560
Profit for the year	(18) (9)	-	-	-	-	-	-	-	-	56,373	56,373
Translation adjustment	(18)	-	-	-	-	-		472	(472)	-	-
Gains/(losses) on remeasurement of defined benefit plans, net of tax effects	(18) (20)	-	-	-	-	-	-		7	-	7
Other changes in the comprehensive income statement	(18)	-	-	-	-	-	-	-	7	-	7
Comprehensive profit	(18) (9)	-	-	-	-	-	-	-	7	56,373	56,380
Shareholder's equity at 12/31/2024		**55,948**	**(251,783)**	**18,155**	**11,190**	**25,714**	**251,783**	**-**	**335,255**	**56,373**	**502,635**

3.5. INCOME STATEMENT

(in €)	Note	2024	2023
Revenues	(1)	28,833,533	24,805,892
Gross profit		28,833,533	24,805,892
Sales and marketing expenses	(2)	(13,902,393)	(12,675,429)
Research and development costs	(3)	(4,563,107)	(4,002,866)
General and administrative expenses	(4)	(33,486,167)	(34,427,406)
Other operating income (expense)	(5)	(8,859,543)	(9,912,510)
Non-recurring amount	(5)	(1,192,845)	(3,002,124)
Operating result (*EBIT*)		(31,977,677)	(36,212,319)
Financial income	(6)	96,791,908	74,250,550
Financial expense	(7)	(17,581,553)	(20,154,418)
Result before taxes		47,232,678	17,883,813
Income taxes	(8)	9,140,410	10,394,691
Net result	**(9)**	**56,373,088**	**28,278,504**

3.6. COMPREHENSIVE INCOME STATEMENT

(in € thousands)	2024	2023
Net profit for the year (A)	56,373	28,279
Other comprehensive gains/(losses) that will not be reclassified in gain/loss of the period:		
Gains/(losses) on remeasurement of defined-benefit plans, net of tax effect	7	1
Total comprehensive gains/losses that will not be reclassified in gain/loss of the period (B1)	7	1
Other comprehensive gains/(losses) that will be reclassified in gain/loss of the period:		
Gains/(losses) from translation of financial statements of foreign branches	-	62
Total comprehensive gains/(losses) that will be reclassified in gain/loss of the period (B2)	-	62
Total comprehensive gains/(losses), net of tax effect (B1) +(B2) =(B)	7	63
Total comprehensive gains/(losses) (A)+(B)	**56,380**	**28,342**

3.7. STATEMENT OF FINANCIAL POSITION

(in €)	Notes	12/31/2024	12/31/2023
ASSETS			
Non-current assets			
Property, plant and equipment	(10)	3,268,689	2,570,823
Intangible assets	(11)	7,614,511	7,728,987
Equity investments	(12)	990,659,456	988,912,153
Deferred-tax assets	(13)	441,147	385,251
Other non-current assets	(16)	27,800	404,028
Other non-current financial assets	(15)	13,155,131	21,774,175
Total non-current assets		1,015,166,734	1,021,775,417
Current assets			
Trade receivables	(14)	161,490	188,573
Trade receivables from Group companies	(14)	45,693,810	40,461,669
Financial receivables owed by Group companies	(15)	9,486,940	15,645,447
Other current assets	(16)	14,503,785	33,305,071
Other current financial assets	(19)	57,236	121,369
Cash and cash equivalents	(17)	79,952,834	32,374,302
Total current assets		149,856,095	122,096,431
TOTAL ASSETS		**1,165,022,829**	**1,143,871,848**

(in €)	Notes	12/31/2024	12/31/2023
LIABILITIES AND SHAREHOLDERS' EQUITY			
Shareholders' equity			
Share capital	(18)	55,948,257	55,948,257
Additional paid-in capital	(18)	18,155,103	18,155,103
Statutory reserve	(18)	11,189,651	11,189,651
Other reserves and retained earnings	(18)	612,751,849	642,160,512
Treasury shares	(18)	(251,782,588)	(296,797,061)
Net profit for the year		56,373,088	28,278,504
Total shareholders' equity		502,635,360	458,934,966
Non-current liabilities			
Non-current financial liabilities	(19)	467,690,576	458,100,155
Other non-current financial liabilities to Group companies	(19)	1,830,415	438,999
Provisions for employee benefits	(20)	836,881	781,851
Provisions for risks and charges	(21)	399,994	99,994
Other non-current liabilities	(22)	1,281,655	1,281,655
Total non-current liabilities		472,039,521	460,702,654
Current liabilities			
Trade payables	(23)	4,401,217	6,767,802
Trade payables to Group companies	(23)	5,689,153	5,505,983
Current financial liabilities	(19)	322,875	45,006,831
Financial liabilities owed to Group companies	(19)	168,151,285	158,468,902
Other current liabilities	(24)	11,514,495	8,484,710
Other financial liabilities	(24)	268,923	-
Total current liabilities		190,347,948	224,234,228
Total liabilities		662,387,469	684,936,882
Total liabilities and shareholders' equity		**1,165,022,829**	**1,143,871,848**

3.8. STATEMENT OF CASH FLOWS

(in € thousands)	notes	12/31/2024	12/31/2023
Cash flow from operating activities			
Net profit for the year		56,373	28,279
Adjustments for:			
Income taxes	(8)	(9,140)	(10,395)
Depreciation and amortization	(10) (11)	2,368	2,142
Financial expense (income	(6) (7)	(79,210)	(54,096)
Additions to/ (Utilizations of) provisions for risks	(21)	300	-
Additions to/ (Reversals of) provisions for employee severance indemnities and other employee benefits	(20)	1,083	1,419
Stock options reserve	(18)	4,494	5,407
Change in other non-current assets/liabilities	(16) (22)	(643)	(4,006)
Cash flow from operating activities before changes in working capital		(24,375)	(31,250)
(Increase)/Decrease in current receivables	(14)	2,678	13,660
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Income taxes paid		-	(25)
Paid/ collected interests		(1,590)	(2,011)
Net cash from operating activities		10,801	(8,461)
Investments in intangibles	(11)	(691)	(864)
Investments in property, plant and equipment	(10)	(354)	(1,395)
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Dividends received	(6)	91,369	67,387
Divestments of tangible assets	(10) (11)	155	(10)
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Dividend distribution	(18)	(61,277)	(58,870)
Cash used in financing activities		(53,877)	(41,087)
Net change in cash and cash equivalents		47,579	15,569
Cash and cash equivalents- Opening balance		32,374	16,805
Cash and cash equivalents -Closing balance		**79,953**	**32,374**

3.9. NOTES TO THE FINANCIAL STATEMENTS OF DIASORIN S.P.A.

AT 31 DECEMBER 2024

General information

Background information

Diasorin S.p.A. (the "Company") is the Parent Company of the Diasorin Group, which is specialized in the development, production and distribution of immunodiagnostics and molecular diagnostics tests.

The Company has its headquarters in Via Crescentino (no building No.), Saluggia (VC).

The Company, owning controlling interest in other companies, which it carried at cost in its financial statements, has prepared the Group's Consolidated Financial Statements which provide exhaustive additional information about the balance sheet, financial position and income statement of the Company and the Group.

The income statement and the statement of financial position are presented in Euros, while the statement of cash flows, the statements of changes in shareholders' equity and the breakdown of total profit (loss) are presented in thousands of euros. The amounts that appear in the notes to the financial statements are also in thousands of euros.

On 14 March 2025, the Board of Directors authorized the publication of these financial statements.

Principles for the preparation of the statutory financial statements

The 2024 statutory financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRSs"), i.e. the "International Financial Reporting Standards", "International Accounting Standards" (IAS), the interpretations of the "International Reporting Interpretations Committee" (IFRIC), previously known as the "Standing Interpretations Committee" (SIC) which, at the closing date of the statutory financial statements, have been endorsed by the European Union according to the procedure laid down in Regulation (EC) no. 1606/2002 of the European Parliament and of the European Council of 19 July 2002, and the regulations enacted to implement Article 9 of Legislative Decree No. 38/2005.

The financial statements and the accompanying notes include the additional information that accounting schedules and other financial statement disclosures are required to provide pursuant to CONSOB Resolution No. 15519 of July 27, 2006 and the CONSOB Communication of 28 July 2006.

The financial statements were prepared in accordance with the historical cost and going concern principles, as the Directors have verified that there are no financial, managerial or other indicators that may show critical issues concerning the Group capacity to fulfil its commitments in the foreseeable future and, more specifically, in the next 12 months. A description of how the Group manages financial risks is provided in the notes to the Management of financial risks

The preparation of financial statements in accordance with the IFRSs requires the use of estimates for some material amounts. In addition, the Company's management is required to make judgments and assumptions as to how the Company's accounting policies should be applied in certain areas. The areas of the financial statements that require the greatest attention or are especially complex and, consequently, involve the most significant estimated amounts are discussed in a separate Note later in this Report.

Under this method, assets, liabilities, expenses and revenues are consolidated using their full amount, irrespective of the percentage interest held, and the minority interest in shareholders' equity and net profit is shown in separate line items of the consolidated financial statements.

Presentation format of financial statements

The following provides the presentation formats and classification criteria adopted by the Company in respect of the accounting options set forth in IAS 1 Presentation of financial statements:

- The Statement of Financial Position has been prepared by classifying assets and liabilities according to the "current/non-current" criteria;
- The Comprehensive Income Statement has been prepared by classifying expenses by function in addition to profit (loss) of the period, other changes in equity other than transactions carried out with Company's shareholders. This classification of the income statement, or by destination, is representative of the format used for internal reporting and management purposes and is in line with international practice in diagnostic sector.
- The Statement of Cash flows is presented by stating cash flows provided by operating activities according to the "indirect method"
- In addition, in accordance with Consob Resolution no. 15519 of 28 July 2006, within the income statement income and expenses from non-recurring transactions are identified separately; similarly, the financial statements show separately any balances related to receivable/payable positions and transactions with related parties, which are further described in the section of these Notes to the financial statements entitled "Transactions with related parties".

The Financial Statements were prepared based on the conventional historical cost criterion, except for the measurement of financial assets and liabilities in those cases in which the use of the fair value criterion is mandatory.

Valuation criteria and accounting standards

Property, plant and equipment

The item includes:

a) Land;
b) Industrial buildings;
c) General purpose and specialized facilities;
d) Machinery;
e) Manufacturing and distribution equipment;
f) Right-of-use assets (in accordance with IFRS 16 reporting standard)
g) other assets.

Property, plant and equipment are recognized at their acquisition or production cost, plus directly attributable incidental expenses. Items of property, plant and equipment are valued at cost. Their cost is reduced by depreciation (with the exception of land, which is not depreciated) and write-downs for impairment.

Depreciation is computed on a straight-line basis at rates that reflect an asset's decrease in value and wear and tear. Depreciation is computed from the moment an asset is available for use.

Significant components of property, plant and equipment that have different useful lives are recognized separately and each one is depreciated in accordance with its own useful life.

The useful lives and residual values of these assets are reviewed each year upon the closing of the annual financial statements.

In accordance with the IFRS 16 accounting standards, the Company as lessee recognizes the so-called right -of - use asset under lease at the initial leasing date (i.e., the date on which the underlying asset is available for use). Right-of use-asset is measured at cost, net of any accumulated depreciation and impairments and adjusted for any remeasurement of the lease liability. The cost of the right-of-use asset includes the amount of the lease liabilities recognized, the initial direct costs incurred and the payment of leases at the commencement date or before, net of any incentives received. The right-of-use asset is depreciated on a straight-line basis from the lease commencement date to the end of the useful life of the right-of use asset, if earlier, to the lease's term.

If the lease transfers ownership of the asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the lessee will exercise the option to purchase the asset, the Company shall depreciate the right-of-use asset from the lease commencement date to the end of the useful life of the underlying asset.

The depreciation rates used are as follows:

Industrial buildings	5.5%
General purpose and specialized facilities	10-12%
Machinery	12%
Manufacturing and distribution equipment	40%
Equipment held by customers	14-25%
Reconditioned equipment held by customers	20-33%
Right-of-use assets	contract length

Costs incurred for regular maintenance and repairs are charged directly to income the year they are incurred. Costs incurred to recondition equipment are capitalized only to the extent that the reconditioned equipment meets the requirements to be recognized separately as an asset or an asset component in accordance with the component approach. Reconditioning costs and any non-depreciated residual values are depreciated over the asset's residual life, which is estimated at three years.

Leasehold improvements that meet the requirements of IAS 16 "Property, Plant and Equipment" are classified as property, plant and equipment and depreciated over the asset's residual life or the remaining length of the lease, whichever is shorter.

If, irrespective of the amount of depreciation already taken, the recoverable value of an asset, computed in accordance with the method provided in IAS 36, is lower than its carrying value, the latter is written down to the assets' recoverable value and the resulting impairment loss is recognized. If in subsequent years the reasons for the original write-down cease to apply, the asset is restored to its original value (net of any depreciation that would have been taken had the asset not been written down) or its recoverable value, whichever is lower.

Gains and losses on the disposal or retirement of assets, which are computed as the difference between the sales proceeds and the asset's net carrying value, are recognized in the income statement for the year.

In accordance with IFRS 16 accounting standard, if changes to lease contracts result in a change in the accounting for the existing lease, the Company recognizes a remeasurement of the carrying amount of the right-of-use asset and a change, at the same time, in the lease liability; any gains or losses resulting from the remeasurement are recognized in the income statement of the period.

Intangible assets

Intangible assets are recognized in the statement of financial position only if they are identifiable, controllable, there is an expectation that they will produce future economic benefits and their cost can be measured reliably.

Intangible assets with a finite useful life are valued at their acquisition or production cost or at their appraised value, net of accumulated amortization and impairment losses. Amortization is computed on the basis of an asset's estimated useful life and begins when an asset is available for use. Useful lives are reviewed annually and the impact of any changes is reflected prospectively.

Intangible assets with an indefinite useful life are not amortized. They are tested for impairment annually or more frequently, if necessary, even when there are no indications that the value of the assets has been impaired. These tests are carried out for each cash generating unit to which intangible assets have been allocated.

Intangible assets with a finite useful life

Other intangibles

Other intangibles are recognized in the statement of financial position only it is probable that their use will generate future economic benefits and if their cost can be measured reliably. If these conditions are met, these intangible assets are recognized at cost, which is their purchase price plus incidental expenses.

The gross carrying amount of intangible assets with a finite useful life is amortized on a straight-line basis based on the assets' estimated useful live.

In the first year, amortization is computed based on the length of time during which the asset is effectively in use. The Company uses the following amortization rates:

Asset type	Amortization rate
Concessions, licenses and similar rights	6.67-10% or contract length
Trademark	5% - 20%
Industrial patent and intellectual property rights	Legal duration

The duration of the amortization period, which is based on internal analyses and valuations, development plans and the return flows from their use, is deemed to be consistent with expectations concerning the duration and development of the Company's activities and products and with the likelihood that the positions achieved in the diagnostics market will be retained

Impairment of assets

The Company tests, at least once a year, the net carrying value of its property, plant and equipment and its intangible assets with a finite useful life to determine whether the value of these assets has been impaired. If evidence of impairment is detected, the recoverable value of the affected assets is determined.

The recoverable amount of tangible or intangible assets is the higher of its fair value, less cost to sell, and its value in use, computed as the present value of the future cash flows expected to be derived from an asset or cash-generating unit. Expected future cash flows reflect assumptions that are consistent with the criteria applied to determine the discount rate. Cash flow projections are based on Company plans and on reasonable and documented assumptions about the Group's future results and macroeconomic conditions.

The discount rate used must reflect the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted.

When the recoverable amount of an individual asset cannot be estimated, the Company estimates the recoverable amount of the CGU to which the asset belongs.

Whenever the recoverable amount of an asset or a CGU is lower than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the reduction is recognized as an impairment loss in the income statement. Subsequently, if a previously recognized impairment loss for an asset other than goodwill ceases to exist or is reduced, the carrying amount of the asset (or CGU) is increased to the new estimated recoverable amount (but not more than the asset's net carrying amount had no impairment loss been recognized). This reversal is recognized immediately in earnings. Impairment losses recognized on goodwill or intangibles with indefinite useful life are in no way recoverable.

Equity investments in subsidiaries

As required by IFRS 5, equity investments in subsidiaries, joint ventures and affiliated companies that are not classified as held-for-sale assets (or included in discontinuing operations classified as held-for-sale assets) are recognized in accordance with the historical cost method. Specifically, the Company recognizes income on equity investments only when and to the extent that the Company receives the dividends from the investee company.

Whenever financial statements are prepared, the Company determines whether there are indications that the value of these investments may have been impaired. If such indications exist, an impairment test is carried out to determine if the carrying amount of the investments corresponds to their fair value.

Any impairment loss is recognized only to the extent that the recoverable value is lower than the carrying amount of the asset. If, subsequent to the recognition of the impairment loss, there are indications that the loss no longer exists or has decreased, the value of the investment is reinstated to reflect the loss reduction.

Once the carrying amount of an equity investment has been written off, any additional losses suffered by the investee company are recognized as a liability if the Parent Company has a legal or implied obligation to cover such additional losses of the investee company.

The book value of equity investments is increased to take into account stock options awarded to subsidiaries employees and, in accordance with IFRS 2, it is treated as a capital contribution to the subsidiaries in question.

Receivables and payables

Trade and other receivables are valued at amortized cost using the effective interest rate, less impairment losses, except receivables within a business model whose objective is achieved by either collection of contractual cash flows or sale (hold to collect and sell). These receivables are measured at fair value with changes recognized directly in the comprehensive income statement.

Impairment losses on receivables are recognized through the simplified approach required by IFRS 9 to measure loss allowance through lifetime expected credit loss. Specifically, the Company calculates expected credit loss using a provision matrix, which is estimated on the basis of historical credit loss experience for past due receivables and is adjusted to reflect current conditions and estimates on relevant future economic conditions.

Trade payables and other payables are initially recognized at fair value, net of directly allocated accessory costs and are subsequently measured at amortized cost, applying the effective interest rate criteria.

Receivables and payables denominated in foreign currencies are translated at the exchange rates in force on the date of the financial statements and any resulting gains or losses are recognized in earnings.

Cash and cash equivalent

They consist of cash and cash equivalents, short-term bank deposits, shares in liquidity funds and other money market securities readily converted into cash.

Shareholders' equity

Equity instruments issued by the Company are recognized for the amount of consideration received. Dividends distributed are recognized as a liability when the distribution resolution is approved. The purchase cost of treasury shares and the proceeds from their sale are recognized directly in equity, with no impact on the income statement.

Treasury shares

When the Company and its subsidiaries purchase Company shares, the consideration paid is deducted from the shareholders' equity attributable to the Company's shareholders, until the shares are retired or sold. No gain or loss is recognized in the income statement when treasury shares are bought, sold, issued or retired. When these shares are subsequently reissued, the consideration received is added to the shareholders' equity attributable to the Company's shareholders.

Employee benefits

Pension plans

Defined-benefit pension plans, which include the severance benefits payable to employees pursuant to Article 2120 of the Italian Civil Code, are based on the length of the working lives of employees and the wages earned by employees over a predetermined period of service. The liability that represents the benefits owed to employees under defined-benefit plans is recognized at its actuarial value.

The recognition of defined-benefit plans requires the use of actuarial techniques to estimate the amount of the benefits accrued by employees in exchange for the work performed during the current year and in previous years. The resulting benefit must then be discounted to determine the present value of the Group's obligation. The determination of the present value of the Group's obligation is made by an independent actuary, using the projected unit credit method. This method treats each period of service provided by an employee to a company as an individual accrual unit. The actuarial liability must be quantified exclusively on the basis of the seniority achieved as of the date of valuation. Consequently, the total liability is prorated based on a ratio between the years of service accrued as of the valuation reference date and the total seniority that an employee is expected to have achieved when the benefit is paid. Moreover, this method requires taking into account future wage increases due for any reason (inflation, career moves, labor contract renewals, etc.) until the end of the employment relationship.

The cost of defined-benefit plans accrued during the year, which is reflected in the income statement as part of labor costs and financial expense, is equal to the sum of the average present value of the accrued benefits of current employees for service provided during the year and their annual vested interest in the present value of the Group's obligations at the beginning of the year, computed by discounting future outlays by the same rate as that used to estimate the Group's liability at the end of the previous year. The annual discount rate used for these computations was the same as the year-end market rate for zero-coupon bonds with a maturity equal to the average residual duration of the liability. Actuarial gains and losses reflecting changes in the actuarial assumptions or experience adjustments are credited or charged to equity in the statement of comprehensive income for the period in which they arise. If the amount is recorded on the balance sheet as an asset, it is limited to the present value of economic benefits available in the form of refunds or reductions in future contributions to the plan.

On 1 January 2007, the Italian Budget Law and the related implementation decrees introduced significant changes in the rules that govern the Provision for employee severance indemnities ("PESI") of companies whose registered office is located in Italy. These changes include the right of employees to decide the destination of future accrued PESI amounts. Specifically, employees can direct new PESI flows to selected pension investments or keep them with the employer company, which will then deposit its PESI contribution in a treasury account at the Italian social security administration (abbreviated as INPS in Italian). In light of these changes, the PESI is now viewed as a defined-benefit plan only insofar as the amounts vested before January 1, 2007 are concerned and as a defined-contribution plan after January 1, 2007.

Equity-based compensation plans

Group companies grant to Group executives and middle managers additional benefits through equity-based plans (stock options). In accordance with IFRS 2 "Share-based Payment," stock options awarded to employees are measured at their fair value on the grant date, in accordance with models that take into account factors and data (option exercise price, duration of the option, current price of the underlying shares, expected share price volatility, expected dividends and interest rate for zero-risk investments over the life of the option) applicable on the grant date.

If the option becomes exercisable after a certain period and/or certain performance requirements are met (vesting period), the total value of the option is prorated over the vesting period and recognized in earnings, with the offsetting entry posted to a specific shareholders' equity account called "Other Reserves".

Because stock options are equity instruments, as defined by IFRS 2, the fair value of each option determined on the grant date is not adjusted at the end of each year unless changes occur in the stock options terms and conditions to increase their fair value in favor of beneficiaries. The estimate of the number of options that will reach maturity (and hence the number of employees who will be entitled to exercise their options) is adjusted. The result of any change in estimate is posted as an increase to or a reduction of the abovementioned shareholders' equity account, with the offsetting entry reflected in the income statement. At the end of the exercise period, the exercised options are reflected in the Company's share capital by adding an amount obtained by multiplying the number of shares issued by the par value of each share. The portion of "Other reserves" that is attributable to plan costs previously recognized in earnings and the amount obtained by multiplying the number of shares issued by the difference between the exercise price and the par value per share is posted to a shareholders' equity reserve.

Provisions for risks and charges

Provisions for risks and charges include amounts set aside to fund current obligations (statutory or implied) that arise from a past event, the performance of which will probably require the use of resources and the amount of which can be reasonably estimated. When the use of financial resources is expected to extend for a period of more than one year, the corresponding obligation should be recognized at its present value by discounting expected future cash flows at a rate that takes into account the cost of money and the risks inherent in the liability.

The provisions are updated on each financial statement date to reflect best current estimates. The impact of any changes in estimates is reflected in the income statement for the period during which the change occurred.

Risks that are merely reasonably possible of producing a liability are disclosed in the Notes to the financial statements, but no amount is recorded in the financial statements.

Income taxes

Income taxes include both current and deferred taxes.

Current taxes are computed on the basis of the estimated taxable income for the year in accordance with the tax laws in force.

Taxable income is different from reported income because it does not include positive and negative components that will be taxable or deductible in subsequent years and those items that will never be taxable or deductible. The liability for current taxes is computed using the tax rates in force on the date of the financial statements or the tax rates that will be in force when the asset is realized or the liability settled.

Deferred-tax assets and liabilities are the taxes that the Company expects to pay or recover on temporary differences between the values attributed to assets and liabilities for reporting purposes and the corresponding tax-related values used to compute taxable income, computed in accordance with the balance sheet liability method. As a rule, deferred-tax liabilities are recognized for all taxable temporary differences, while deferred-tax assets are recognized only insofar as the Company deems it probable that, in the future, it will generate sufficient taxable income to use the deductible temporary differences. The tax benefit produced by carrying forward tax losses is recognized if and to the extent that it is probable that, in the future, the Company will have sufficient taxable income to offset these losses.

The carrying value of deferred-tax assets is updated on each financial statement date and reduced when the existence of future taxable income sufficient to recover all or part of these assets is no longer probable.

Deferred taxes are computed at the tax rate in force on the closing date of the financial statements or at the tax rate that will be in force when the asset is realized or the liability settled. Deferred taxes are charged directly to income, except for those attributable to items recognized directly in equity, in which case the corresponding deferred taxes are also recognized in equity.

Financial liabilities

Financial liabilities consist of loans payable, including advances for the factoring of receivables, and other financial liabilities, convertible and regular bonds, including derivatives.

Initially, financial liabilities other than derivatives are recognized at their fair value less transaction costs. Subsequently, they are valued at their amortized costs, which is their initial amount, less any principal repayments, adjusted (upward or downward) to reflect the amortization (by the effective interest rate method) of any differences between the initial value and the value at maturity.

Financial liabilities include also lease payables in accordance with IFRS 16. These payables are recognized in the financial statements among current and non-current liabilities along with the other financial payables of the Group. The financial liability for leases (IFRS16) is initially recognized at the present value of the payments due for the lease not yet made at the commencement date, which include:

- fixed payments that will be paid with reasonable certainty;
- variable payments due which depend on an index or rate;
- any amounts that are expected to be paid as a residual value guarantee granted to the lessor;

- the price of exercising the purchase option, if the lessee is reasonably certain to exercise this option;
- penalty payments for termination of the lease, if the lessee is reasonably certain of exercising this option.

The present value of the aforementioned payments was calculated using a discount rate equal to the tenant's incremental financing rate. The lessee's incremental financing rate is defined taking into account the frequency and duration of payments under the leasing contract, the currency in which they are denominated and the characteristics of the lessee's economic environment ('IBR'). The defined rate is consistent with the average residual life of contracts. The lease installments subject to discounting include: fixed installments; variable rents due to an index or rate; the redemption price, where it exists and where the Group is reasonably certain of using it; the amount of the expected payment for the possible release of guarantees on the residual value of the asset; the amount of penalties paid in the case of exercising options for early termination of the contract, where the Group is reasonably certain of exercising them. After initial recognition, the lease debt is increased to take into account the interest accrued, determined on the basis of the amortized cost, and decreased in relation to the lease installment paid. Furthermore, the lease debt is subject to redetermination, increasing or decreasing, in cases of modification of contracts or other situations envisaged by IFRS 16 which led to a change in the amounts of the installments and/or in the duration of the lease. In particular, in the presence of situations that involve a change in the estimated probability of exercise (or non-exercise) of the renewal or early termination options of the contract or in the forecast of redemption (or not) of the asset upon expiry of the contract.

Convertible bonds are classified, at issuance, as "hybrid" or "compound" debt instruments. When the bond issue is considered a compound instrument since its placement, it is split into a debt and, residually, an equity component, as provided for in IAS 32 – Financial instruments: Presentation.

In the case of a "compound" instrument, the debt portion represents the fair value of a traditional bond that does not entail conversion right or option while the equity portion, which is determined on a residual basis in relation to the total amount of the loan, represents the value of the bond conversion option into Company shares.

Transactions costs are proportionally allocated to the debt and equity portions.

Financial derivatives

Consistent with the provisions of IFRS 9, derivatives qualify for hedge accounting only when (i) there is formal designation and documentation of the hedging relationship, including Company's objective and strategy in risk management at the inception of the hedge and (ii) the hedge is expected to be effective.

When financial instruments qualify for hedge accounting, the following accounting treatments are applied:

- Fair value hedges: if a derivative is designated as hedging the exposure to changes in fair value of a recognized asset or liability attributable to a specific risk that could have an impact on the income statement, the gains or losses derived from subsequent fair value measurements of the hedge are recognized in earnings. Gains or losses on the hedged item that are attributable to the hedged risk change the carrying amount of the hedged items and are also recognized in earnings;
- Cash flow hedges: if a derivative is designated as a hedging of the exposure to variability in the future cash flows attributed to a recognized asset or liability or to a highly probable future transaction that could have an impact on the income statement, the effective portion of the gain or loss stemming from changes in the fair value of the hedge is recognized in equity. The effective portion of any gain or loss is reclassified from shareholders' equity to the income statement in the same period in which the hedged transaction is recognized. Any gains or losses associated with a hedge that has become ineffective are immediately recognized in earnings. If a hedge or a hedging transaction is closed out but the hedged transaction has not yet been executed, all accumulated gains and losses, which until then were recognized in equity, are recognized in the income statement when the corresponding transaction is executed. If the occurrence of the hedged transaction is no longer viewed as probable, unrealized gains and losses suspended in equity are immediately transferred to the income statement.

The hedge effectiveness is determined at the inception of the hedge relationship, through periodic assessments of the prospective hedge effectiveness to ensure the existence of an economic relationship between the hedged item and the hedging instrument.

When hedge accounting cannot be applied, all gains and losses generated by subsequent fair value measurements of derivatives are immediately recognized in earnings.

The fair value of financial instruments that are listed on an active market is based on market prices at the balance sheet date. The fair value of financial instruments that are not are listed on an active market is determined using valuation techniques based on a series of methods and assumptions, and market information at the balance sheet date.

The following provides a classification of financial instruments recorded at fair value in a three-level hierarchy:

- Level 1: Fair value is determined on the basis of (unadjusted) quoted prices in active markets for identical assets or liabilities;
- Level 2: Fair value is determined using valuation techniques based on observable inputs on active market;
- Level 3: Fair value is determined using valuation techniques based on market unobservable inputs.

Revenue recognition

Revenues are recognized when control over assets sold to end customers or distributors has been transferred and related contractual obligations have been met. Revenues are measured as the amount of consideration to which the Company expects to be entitled in exchange for transferring goods or services (net of discounts, allowances and return

Revenues from sale

Revenues from sales to end customers are based on a business model which provides for reagents supply and the provision of a diagnostic instrument along with its technical support (identified as a single performance obligation). Sales revenues are recognized when control over diagnostic kits is transferred to the end customer ("at point in time").

Revenues from sales to distributors, including foreign branches, which provide for separate sale of kits/reagents and/or instruments are identified as separate performance obligation since kits, reagents and instruments will be combined and configured by the distributor and sold to the end customer. The relevant revenues are recognized when control over instruments and/or reagents is transferred to their distributor.

Service revenues

Service revenues refer to the provision of centralized services such as management of human resources, corporate marketing function for immunodiagnostic products, quality system of products and certification of compliance with international standards, commercial support to instruments sold and after-market service, administration, finance and control, legal affairs and IT systems.

These revenues are recognized in the income statement based on the percentage of completion of each transaction and only when the outcome of the transaction can be estimated reliably.

Interest income

Interest income is recognized in the income statement at the effective yield rate. It is earned mainly on interests on arrears.

Dividends

Dividends received from investee companies are recognized in the income statement when the right to receive payment is established and only if they are derived from the distribution of earnings generated subsequent to the acquisition of the investee company.

Dividend distributions are recognized when the right of the Company's shareholders to receive payment is established, which generally occurs when the Shareholders' Meeting approves the dividend distribution resolution. The dividend distribution is recognized as a liability in the financial statements for the period during which the dividend distribution is approved by the Shareholders' Meeting.

Government grants

Government grants are recognized when there is a reasonable certainty that they will be collected. This occurs when the distributing public entity approves a formal resolution to that effect.

Grants received in connection with the purchase of property, plant and equipment or the capitalization of development costs are recognized among non-current liabilities and recognized in the income statement in equal instalments computed on the basis of the useful lives of the assets for which the grant was received.

Grants received as an interest subsidy upon the occurrence of specific events are recognized in the income statement at the present value of the benefit, when there is a formal commitment to grant the benefit by the distributing public entity. The corresponding liabilities are recognized at their fair value on the date the grant was received. Interest on this liability is recognized in the income statement in accordance with the amortized cost method.

Research and development costs

This item includes research and development costs that cannot be capitalized and the amortization of capitalized development costs.

Interest expense

Interest expense is recognized in accordance with the accrual principles, based on the financed amount and the applicable effective interest rate.

Material extraordinary events and transactions – Atypical and/or unusual transactions

Consistent with CONSOB Communication No. DEM/6064293 of 28 July 2006, the notes to the financial statements provide information about the impact of significant non-recurring events and transactions and/or atypical and/or unusual transactions on the Group's balance sheet, financial position and economic result.

The abovementioned CONSOB Communication defines as atypical and/or unusual transactions those transactions that, because of their significance/materiality, type of counterparty, purpose, method used to determine the transfer price and timing (close to the end of the year), could give rise to doubts with regard to: the accuracy/completeness of the disclosure provided in the financial statements, conflict of interests, safety of the corporate assets and protection of minority shareholders.

Related parties

Consistent with Consob Communication No. DEM/6064293 of 28 July 2006, the notes to the financial statements provide information about the impact of related-party transactions on the Company's balance sheet, financial position and income statement.

According to CONSOB Communication above atypical and/or unusual transactions are transactions that, because of their significance/material amount, type of counterpart, subject of the transaction, method of determining the transfer price and timing of the event (close to the end of a reporting period), could create doubts with regard to: the fairness/completeness of the financial statement disclosures, the existence of a conflict of interest, the safety of the corporate assets and the protection of minority shareholders.

New accounting standards

Below are the international accounting standards, interpretations and amendments to existing accounting standards and interpretations or specific provisions contained in the standards and interpretations approved by IASB, which have been endorsed or have not been endorsed for adoption in Europe as of the date on which this document has been approved.

New documents issued by the IASB and endorsed by the EU to be compulsorily adopted for financial statements for reporting periods beginning on 1 January 2024.

Document title	Date of issue	Effective date	Date of endorsement	EU Regulation and date of publication
Amendments to IFRS 16 Leases: Lease Liability in a Sale and Leaseback	22 September 2022	1 January 2024	20 November 2023	(EU) 2023/2579 21 November 2023
Amendments to IAS 1 Presentation of Financial Statements: • Classification of Liabilities as Current or Non-current; • Classification of Liabilities as Current or Non-current Deferral of Effective Date; and • Non-current Liabilities with Covenants	23 January 2020 15 July 2020 31 October 2022	1 January 2024	19 December 2023	(EU) 2023/2822 20 December 2023
Amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements	25 May 2023	1 January 2024	15 May 2024	(EU) 2024/1317 16 May 2024

New documents issued by the IASB and endorsed by the EU to be compulsorily adopted for financial statements for reporting periods beginning on 1 January 2025.

Document title	Date of issue	Effective date	Date of endorsement	EU Regulation and date of publication
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	15 August 2023	1 January 2025	12 November 2024	13 November 2024

IAS/IFRS and related IFRIC interpretations applicable to financial statements for reporting periods beginning after 1 January 2025. Documents NOT yet endorsed by the EU at 31 December 2024.

Please note that these documents shall apply only after endorsement by the EU.

Document title	Date of issue by the IASB	Effective Date of the IASB Document	Date of expected endorsement by the EU
New accounting standards			
IFRS 18 Presentation and Disclosure in Financial Statements	9 April 2024	1 January 2027	TBD
IFRS 19 Subsidiaries without Public Accountability: Disclosures	9 May 2024	1 January 2027	TBD
Amendments			
Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28)	September 2014	Postponed until completion of IASB project on the equity method	Endorsement suspended, pending the conclusion of IASB project on the equity method
Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)	30 May 2024	1 January 2026	TBD
Annual Improvements Volume 11	18 July 2024	1 January 2026	TBD

New accounting standards endorsed and adopted by the Company

This note presents the impact of the adoption of amendments to the accounting standards, which are effective as from 1 January 2024, on the Company's financial statements to the extent that they differ from those applied in the previous periods.

Amendments to IFRS 16: Lease Liability in a Sale and Leaseback

In September 2022, the IASB issued amendments to IFRS 16 to specify the requirements that a lessee uses in measuring the lease liability arising in a sale & lease back transaction in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendments did not impact the Company's Financial Statements.

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

The amendments clarify how liabilities should be classified as either current or non-current, depending on the rights that exist at the end of the reporting period. The classification is not affected by company's expectations or events occurring after the reporting date. The amendments clarify what IAS 1 means when it refers to the "settlement" of a liability. Any amendments to the classification of liabilities shall be applied retrospectively, as required by IAS 8 - Accounting Policies, Changes in Accounting Estimates and Errors. The amendments did not impact the Company's Financial Statements.

Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7

In May 2023, the IASB issued amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial instruments: Disclosures, to clarify the characteristics of reverse factoring arrangements and provide additional information on such agreements. The amendments clarify the characteristics of supplier financing arrangements and provide additional information on such arrangements. The disclosure requirements provided by the amendments aim to help users of financial statements understand the effects of supplier financing arrangements on company's liabilities, cash flows and exposure to liquidity risk. The amendments did not impact the Company's Financial Statements.

New accounting standards issued and not yet adopted by the Company and/or not yet endorsed

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability

The IASB published the document Lack of Exchangeability (Amendments to IAS 21). The amendments clarify when a currency is not exchangeable into another currency, how to determine the exchange rate and the disclosure in the Notes to the financial statements. The amendments will be effective on 1 January 2025. Early adoption is permitted.

IFRS 18 Presentation and Disclosure in Financial Statements

The new IFRS accounting standard will introduce new significant requirements for presentation and disclosure in the financial statements, with a focus on the income statement, including requirements for the presentation of subtotals, aggregation and disaggregation of information, as well as disclosure of performance measures.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

IFRS 19 aims to simplify the disclosure requirements to be reported in the notes to the financial statements for a large number of companies controlled by groups that apply international accounting standards, in order to facilitate transitions to such standards for companies that apply local gaaps for the preparation of their local financial statements.

Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and to IAS 28)

Amendments clarify the accounting treatment for sale or contribution of assets between an Investor and its Associate or Joint Venture. The accounting treatment depends on whether the non-monetary asset sold or conferred constitutes a business (as defined by IFRS 3 - Business Combinations). Where the non-monetary assets constitute a business, the investor will recognize the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognized by the investor only to the extent of the other investor´s interests in the associate or joint venture. Amendments apply prospectively. The scope of consolidation does not include associated companies and joint ventures, therefore no impacts on the Group's financial statements are expected from the application of this amendment.

Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)

The amendments were published by the IASB in May 2024 and endorsed by the European Commission on 31 May 2024. The amendments are effective for reporting periods beginning on or after 1 January 2026.

The changes introduced relate to the following matters:

a. clarification about the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;

b. clarification and further guidance for assessing whether a financial asset meets the SPPI test;

c. addition of new disclosures for certain instruments with contractual terms that can change cash flows (such as some instruments with features linked to the achievement environment, social and governance (ESG) targets);

d. update of the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

Annual Improvements Volume 11

The IASB annual improvement project provides a streamlined process for dealing efficiently with a collection of amendments to IFRSs. The main objective of the process is to improve the quality of standards, by amending existing IFRSs to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights.

The Group will adopt these new standards, amendments, and interpretations based on the expected date, when these are endorsed by the European Union. The evaluation of the potential impact of these amendments on the consolidated financial statements is currently being examined.

Analysis of financial risks

The table below lists material assets/liabilities by category, in accordance with the requirements of IFRS 7:

(in € thousands)	Notes	12/31/2024			12/31/2023		
		Carrying value	Assets at amortized cost	Assets at fair value	Carrying value	Assets at amortized cost	Assets at fair value
Other non-current financial assets	(15)	13,155	13,155	-	21,774	21,774	
Total non-current financial assets		13,155	13,155	-	21,774	21,774	-
Trade receivables	(14)	161	161	-	189	189	-
Trade receivable from Group companies	(14)	45,694	45,694	-	40,462	40,462	-
Other current assets	(16)	14,546	14,546	-	33,476	33,476	-
Other current financial assets	(19)	57	57	-	121	-	121
Intercompany financial receivables	(19)	9,487	9,487	-	15,645	15,645	-
Cash and cash equivalents	(17)	79,953	79,953	-	32,374	32,374	-
Total current financial assets		149,898	149,898	-	122,267	122,146	121
Total financial assets		**163,053**	**163,053**	**-**	**144,041**	**143,920**	**121**

(in € thousands)	Notes	12/31/2024			12/31/2023		
		Carrying value	Liabilities at amortized cost	Liabilities at fair value	Carrying value	Liabilities at amortized cost	Liabilities at fair value
Non-current financial liabilities: bond loan	(19)	467,244	467,244	-	457,797	457,797	-
Financial lease liabilities (IFRS 16)	(19)	2,277	2,277	-	743	743	-
Due for Put/Call option rights	(22)	1,282	-	1,282	1,282	-	1,282
Total non-current financial liabilities		470,803	469,521	1,282	459,822	458,540	1,282
Trade payables	(23)	4,401	4,401	-	6,768	6,768	-
Trade payables due to Group companies	(23)	5,689	5,689	-	5,506	5,506	-
Financial payables due to Group companies	(19)	168,040	168,040	-	158,339	158,339	-
Revolving Credit Facility granted to Diasorin S.p.A.	(19)	-	-	-	44,792	44,792	-
Financial lease liabilities (IFRS 16)	(19)	434	434		345	345	-
Other current financial liabilities	(19)	269	-	269	-	-	-
Total current financial liabilities		178,833	178,564	269	215,750	215,750	-
Total financial liabilities		**649,636**	**648,085**	**1,551**	**675,572**	**674,290**	**1,282**

With regard to the above, the classification of financial assets and liabilities measured at fair value in the statement of financial position, according to the fair value hierarchy, concerned derivative financial instruments. These instruments are classified at level 2 and booked under other current financial liabilities, amounting to € 269 thousand at 31 December 2024 (positive by € 121 thousand at 31 December 2023).

The duration of financial liabilities for lease contracts is provided in Note 20. In accordance with IFRS 16, interest expense on leases amounted to € 39 thousand alt31 December 2024.

Non-current financial liabilities and assets are settled or valued at market rates and it is therefore considered that the fair value is in line with the current book values.

Risks related to fluctuations in foreign exchange and interest rate

The Group's Parent Company is exposed to the market risk caused by fluctuations in foreign exchange rates because it operates at the international level and executes transactions involving different foreign exchange and interest rates.

A fluctuation of 5 percentage points in foreign currencies other that the euro, net of existing hedges, would have an impact on the income statement equal to about € 0.1 million.

As to interest rate and considering that the convertible bond does not accrue interest, and in the absence of other financial debts to third parties, a 2-percentage point increase would result in additional interest payable solely to other Group companies, amounting to approximately 3.4 million euros on an annual basis (estimate based on liabilities to Group companies as of 31 December 2024, equal to € 169 million). Conversely, an increase in interest rates would yield increased returns on liquid assets (€ 79,953 thousand at 31 December 2024), with a positive impact of about € 1.6 million)

In order to mitigate the foreign exchange risk related to the currency fluctuations, the Company executed currency forward hedging transactions requiring the recognition of a net negative fair value of € 269 thousand at 31 December 2024 (positive fair value of € 121 thousand at 31 December 2023).

Credit risk

The Parent Company's trade receivables were € 242 thousand and the related allowance for doubtful account amounted to € 81 thousand.

A breakdown of trade receivables from third parties and the related allowance for doubtful account by time limit is provided below:

Type	Amount not yet due	0 - 90	91 - 180	181 - 360	Beyond 360	Past-due amount	Total receivables
Trade receivables	161	-	-	-	81	81	242
Expected loss rate	0%	0%	0%	0%	100%	100%	33%
Allowance for doubtful account	-	-	-	-	81	81	81
Net amount	**161**	**-**	**-**	**-**	**-**	**-**	**161**

Liquidity risk

A prudent cash management strategy includes maintaining sufficient cash or readily available assets and credit lines, to meet immediate liquidity needs. Cash flows, funding requirements and liquidity levels are monitored centrally to ensure promptly and effectively the availability of financial resources and invest appropriately any excess liquidity.

Management believes that the funds and credit facilities currently available, when combined with the resources generated by the Company's operating and financing activities (including dividends received by its subsidiaries) will enable the Company to meet its cash needs.

A breakdown of the net financial debt is as follows:

(in € thousands)		12/31/2024	12/31/2023
A.	Cash on hand	79,953	32,374
B.	Cash equivalents	-	-
C.	Other current financial assets	9,544	15,766
D.	Liquidity (A+B+C)	89,497	48,140
E.	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	168,743	203,476
F.	Current portion of non-current financial debt	-	-
G.	Current financial debt (E+F)	168,743	203,476
H.	Net current financial debt (G-D)	79,246	155,336
I.	Non-current financial debt (excluding the current portion and debt instruments)	2,277	743
J.	Debt instruments	467,244	457,796
K.	Trade payables and other non-current debts	-	-
L.	Non-current financial debt (I+J+K)	469,521	458,539
M.	**Total financial debt (H+L)**	**548,767**	**613,875**

At 31 December 2024, cash and cash equivalent amounted to € 79,953 thousand.

Current financial debt includes € 168,040 thousand in financial payables due to Group companies for the centralized cash management system.

Non-current financial debt includes the convertible bond signed in 2021 to finance the Luminex acquisition (€ 467,244 thousand) and non-current financial liabilities accounted for according to IFRS16 leases.

Items that involve the use of significant assumptions and estimates

The preparation of financial statements in accordance with the IFRS requires the use of estimates for some material amounts. In addition, management is required to make judgments and assumptions in relation to accounting policies.

The process of drafting financial statements involves the use of estimates and assumptions about future events.

These estimates represent the best assessment possible on the date of the financial statements. However, because of their very nature, they could produce material changes in balance sheet amounts in future years.

Estimates are updated by the Management on an on-going basis and are based on past experience, all other known factors and the occurrence of future events that are reasonably expected to take place, particularly with regard to the macro-economic scenario marked by great uncertainty.

The main items affected by estimates are reviewed below.

Useful life of tangible and intangible assets

The cost of tangible and intangible assets is amortized and depreciated according to the straight-line basis over the estimated useful life of the asset. The useful life is determined by the directors when such assets are purchased and is based on historical experience of similar assets, market conditions and expectations regarding future events that may have an impact, including new technologies. Therefore, the actual useful life may differ from the estimated useful life.

Development costs that meet the requirements for capitalization are recognized as intangible assets.

Impairment of non-current assets

Non-current assets include property, plant and equipment, intangible assets, equity investments and other financial assets. Management reviews the carrying amounts of non-current assets held and in use and available-for-sale assets on a regular basis and whenever events or circumstances make such review necessary. The recoverable value of property, plant and equipment and intangible is verified using criteria that are consistent with the requirements of IAS 36, which are explained in the section of these Notes entitled “Impairment of assets.”

Pension plans and other post-employment benefits

Management uses different statistical assumptions and evaluation factors to project future events and compute the costs, liabilities and assets related to these plans. Assumptions are made with regard to the discount rate, the expected yield of plan assets, the rates of future increases in employee compensation and trends in health care costs. The actuaries who provide the Company with consulting support also use subjective parameters, such as employee mortality and termination rates.

Stock option plans

The measurement of stock option plans at fair value requires the formulation of specific assumptions, the most significant of which include the following:

- the value of the underlying shares on the valuation date;
- the expected volatility of the price/value of the underlying shares;
- the dividend yield of the underlying shares.

Contingent liabilities

The Group’s Parent Company is a party to legal and tax disputes. Given the uncertainty inherent in such situations, it is difficult to predict with certainty any expense that may result from these disputes. In the normal course of business, management relies on the support of its legal counsel and of experts on legal and taxation issues. The Group’s Parent Company recognizes a liability in connection with these disputes when it believes that the occurrence of a cash outlay is probable and the amount of the resulting loss can be reasonably estimated. When a cash outlay becomes probable, but the amount cannot be determined, this fact is disclosed in the notes to the financial statements.

Convertible bond

As regards items that involve the use of significant assumptions and estimates it should be noted the convertible bond valuation. Since its placement, the Bond Issue convertible into ordinary shares amounting to € 500 million due 2028 (Senior unsecured equity-linked bond) issued by Diasorin S.p.A. on 28 April 2021, has been considered a compound instrument as it is split into a debt and, residually, an equity component, as provided for in IAS 32 – Financial instruments: Presentation. The equity instrument represents the value of the bond conversion option into Diasorin S.p.A. shares.

Derivatives

The fair value of financial instruments is based on market quotations or, where unavailable, applying suitable evaluation techniques that use updated financial variables used by market investors and, where possible, taking into account the prices of recent similar transactions on financial instruments. Derivatives are classified as hedging instruments when the link between the derivative and the hedged item is formally documented and, subject to periodic checks, the effectiveness of the hedge is high. Compliance with the requirements defined in IFRS9 to qualify for hedge accounting is verified periodically. Changes in the fair value of derivatives that do not qualify for hedge accounting are recognized in profit and loss.

Climate change

Given the business model in which Diasorin operates, the Company is not significantly exposed to environmental risks, especially in relation to Climate Change.

Description and main changes

Income statement

In the income statement, costs are classified by function. This income statement format, also known as "cost of sales" income statement, is more representative of the Company's business than a presentation with expenses classified by nature

In the classification of costs by nature, amortization and depreciation amounted to € 2,368 thousand (€ 2,143 thousand in 2023).

(in € thousands)	2024	2023
Depreciation of property, plant and equipment	516	490
Amortization of intangibles	1,852	1,653
Total	**2,368**	**2,143**

Depreciation of property, plant and equipment held by the Group's Parent company were € 516 thousand (€ 490 thousand in 2023) and refer mainly to the rights of use.

Costs for amortization of intangible assets were recognized under sales and marketing expenses (€ 1,062 thousand) and general and administrative expenses (€ 783 thousand), broken down as follows:

(in € thousands)	2024	2023
Sales and marketing expenses	1,062	972
Research and development costs	7	6
General and administrative expenses	783	675
Total	**1,852**	**1,653**

Labor costs amounted to € 27,815 thousand, broken down as follows:

(in € thousands)	2024	2023
Wages and salaries	17,978	17,030
Social security contributions	4,592	5,381
Severance indemnities paid and other benefits	1,114	1,463
Cost of stock option plan	3,970	5,407
Other labor costs	161	164
Total	**27,815**	**29,445**

The table below shows the average number of Company's employees:

	2024	2023
Factory staff	1	1
Office staff	88	97
Executives	36	34
Total	**125**	**132**

1) Revenues

Revenues for services provided within intercompany service agreements amounted to € 28,834 thousand (€ 24,806 thousand in 2023) and refer to refer to the provision of centralized services such as management of human resources, corporate marketing function for immunodiagnostic products, quality system of products and certification of compliance with international standards, commercial support to instruments sold and after-market service, administration, finance and control, legal affairs and IT system.

2) Sales and marketing expenses

In 2024, sales and marketing expenses amounted to € 13,902 thousand (€ 12,675 thousand in 2023). This item consists mainly of marketing costs incurred to promote and distribute Diasorin products and provide subsidiary with tools to implement the strategies decided by the Group's Parent company.

3) Research and development costs

In 2024, research and development costs were € 4,563 thousand (€ 4,003 thousand in 2023) and include costs to manage and monitor regulatory compliance and to prepare documentation for product registration in all countries where the Group operates.

4) General and administrative expenses

General and administrative expenses, which include expenses incurred for corporate management activities, Group administration, finance and control, information technology, corporate organization and insurance, amounted to € 33,486 thousand (€ 34,427 thousand in 2023). The total amount includes € 9,493 thousand from related-party transactions. The remuneration of the Board of Directors, excluding the Company's employees, amounted to € 1,050 thousand, and remuneration of the Statutory Auditors amounted to € 130 thousand.

5) Other operating income (expense)

At 31 December 2024, other operating expenses amounted to € 8,860 thousand (€ 9,913 thousand in 2023). The item includes income and expenses from operations that cannot be allocated to specific functional areas, and amounts charged back to Group companies from services provided to subsidiaries.

A breakdown of other operating income and expenses is as follows:

(in € thousands)	2024	2023
Intra-Group services	(1,748)	(2,133)
Trade-related foreign exchange differences	(59)	44
Tax charges	(123)	(95)
Additions to the allowances for doubtful accounts and provisions for risks and charges	(300)	300
Other operating (expense) and income	(5,437)	(5,027)
Non-recurring charges	(1,193)	(3,002)
Other operating (expenses) and income	**(8,860)**	**(9,913)**

The balance of other operating expense and income include non-recurring charges amounting to € 1,193 thousand mainly associated with the integration of the Luminex Group.

6) Financial income

In 2024, financial income was € 96,792 thousand, mainly as a result of:

- Dividends received by Group companies, amounting to € 91,369 thousand,
- Interests related to Group companies, amounting to €1,610 thousand,
- Interest and other income, amounting to € 3,812 thousand.

(in € thousands)	2024	2023
Diasorin Italia S.p.A.	84,323	52,809
DiaSorin Iberia S.A.	-	2,350
Diasorin S.A/N.V. (Belgium)	2,500	2,350
Diasorin Ltd (Israel)	800	1,000
Diasorin S.A. (France)	500	2,500
Diasorin Austria GmbH (Austria)	900	2,000
DiaSorin Czech s.r.o.	386	-
DiaSorin Ireland Limited	-	1,223
Diasorin AB (Sweden)	401	720
DiaSorin Switzerland AG	629	1,570
DiaSorin Australia (Pty) Ltd	930	865
Total dividends received	**91,369**	**67,387**

7) Financial expenses

Financial expenses amounted to €17,582 thousand and include:

- € 9,447 thousand in notional interest accrued on the convertible bond at its amortized cost;
- € 3,794 thousand in cash pooling interests;
- € 2,301 thousand in financial exchange differences.

8) Income taxes

Income taxes were positive and equal to € 9,140 thousand, mainly as a result of the income deriving from the remuneration of the IRES loss contributed to the tax consolidation:

(in € thousands)	2024	2023
Current income taxes:		
IRAP	-	-
IRES	(8,871)	(10,902)
Other income taxes (non-deductible taxes/ taxes of previous years)	(211)	344
Deferred taxes	(58)	163
Including IRAP amount	-	-
Total income taxes for the year	**(9,140)**	**(10,395)**

A reconciliation of the theoretical tax rate to the effective tax rate, excluding other taxes (withholding taxes on dividends and prior year taxes), is provided below:

(in € thousands)	2024	2023
Profit before taxes	47,232	17,884
Ordinary tax rate	24.00%	24.00%
Theoretical income taxes	11,336	4,292
Tax effect of permanent differences	(20,266)	(15,031)
Income taxes on reported income	(8,930)	(10,739)
Effective tax rate	-	-

In 2024, the effective tax rate was zero since the Parent Company had no taxable income due to tax exemption on dividends

9) Earnings per share

Information about basic earnings per share and diluted earnings per share is provided in the Notes to the consolidated Financial Statements.

Statement of financial position

10) Property, plant and equipment

The tables below show the changes that occurred in the original cost of property, plant and equipment in 2024 and 2023:

(in € thousands)	At 31 December 2023	Additions	Disposals	Reclassifications and other changes	At 31 December 2024
Manufacturing and distribution equipment	68	-	(68)	-	0
Other assets	316	11	-	66	393
Advances and tangible in progress	1,223	344	(51)	(1,110)	406
IFRS 16 rights of use	1,652	2,062	(124)	-	3,590
Total property, plant and equipment	**3,259**	**2,417**	**(243)**	**(1,044)**	**4,389**

(in € thousands)	At 31 December 2022	Additions	Disposals	Reclassifications and other changes	At 31 December 2023
Manufacturing and distribution equipment	-	68	-	-	68
Other assets	272	24		20	316
Advances and tangible in progress	725	874	-	(376)	1,223
IFRS 16 rights of use	1,824	403	(489)	(86)	1,652
Total property, plant and equipment	**2,821**	**1,369**	**(489)**	**(442)**	**3,259**

The following changes occurred in the corresponding accumulated depreciation accounts in 2024 and 2023:

(in € thousands)	At 31 December 2023	Depreciation	Disposals	Reclassification and other changes	At 31 December 2024
Manufacturing and distribution equipment	19	1	(20)	-	-
Other assets	68	78	-	-	146
Advances and tangible in progress	-	-	-	-	-
IFRS 16 rights of use	601	438	(67)	1	973
Total property, plant and equipment	**688**	**517**	**(87)**	**1**	**1,119**

(in € thousands)	At 31 December 2022	Depreciation	Disposals	Reclassification and other changes	At 31 December 2023
Manufacturing and distribution equipment	-	19	-	-	19
Other assets	9	59	-	-	68
IFRS 16 rights of use	755	411	(479)	(86)	601
Total property, plant and equipment	**763**	**490**	**(479)**	**(86)**	**688**

A breakdown of the net carrying value of property, plant and equipment at 31 December 2024 and 2023 is provided below:

(in € thousands)	At 31 December 2023	Additions	Depreciations	Disposals	Reclassification and other changes	At 31 December 2024
Manufacturing and distribution equipment	49	-	1	(48)	-	-
Other assets	248	11	78	-	66	246
Advances and tangible in progress	1,223	344	-	(51)	(1,110)	406
IFRS 16 rights of use	1,050	2,062	438	(57)	(1)	2,616
Total property, plant and equipment	**2,571**	**2,417**	**517**	**(156)**	**(1,045)**	**3,269**

(in € thousands)	At 31 December 2022	Additions	Depreciations	Disposals	Reclassification and other changes	At 31 December 2023
Manufacturing and distribution equipment	-	68	19	-	-	49
Other assets	263	24	59	-	20	248
Advances and tangible in progress	725	874	-	-	(376)	1,223
IFRS 16 rights of use	1,069	403	411	(10)	-	1,050
Total property, plant and equipment	**2,058**	**1,369**	**490**	**(10)**	**(356)**	**2,571**

Reclassifications and other net changes amounting to € 1,093 thousand refer to reclassifications of advance payment from tangible to intangible assets.

Tangible assets include “Right-of-use Assets” for a total amount of € 2,616 thousand at 31 December 2024, recognized on the basis of IFRS 16 accounting standard. The item includes right-of-use assets relating to rented property and industrial buildings, amounting to € 1,947 thousand at 31 December 2024, along with right-of-use assets relating to other assets - particularly company vehicles rentals – for a total of € 669 thousand at 31 December 2024.

11)Intangible assets

In 2024 and in 2023, changes in the gross carrying amount of intangible assets were as follows:

(in € thousands)	At 31 December 2023	Additions	Reclassification and other changes	At 31 December 2024
Concessions, licenses and trademarks	21,866	685	1,046	23,597
Industrial patents and intellectual property rights	2,618	6	-	2,624
Total intangibles	**24,484**	**691**	**1,046**	**26,221**

(in € thousands)	At 31 December 2022	Additions	Reclassification and other changes	At 31 December 2023
Concessions, licenses and trademarks	21,002	508	356	21,866
Industrial patents and intellectual property rights	2,618	-	-	2,618
Total intangibles	**23,620**	**508**	**356**	**24,484**

The following changes occurred in the corresponding accumulated amortization accounts in 2024 and 2023:

(in € thousands)	At 31 December 2023	Amortization	At 31 December 2024
Concessions, licenses and trademarks	14,537	1,699	16,236
Industrial patents and intellectual property rights	2,218	153	2,371
Total intangibles	**16,755**	**1,852**	**18,607**

(in € thousands)	At 31 December 2022	Amortization	At 31 December 2023
Concessions, licenses and trademarks	13,075	1,462	14,537
Industrial patents and intellectual property rights	2,027	191	2,218
Total intangibles	**15,102**	**1,653**	**16,755**

A breakdown of the net carrying value of intangible assets at 31 December 2024 and 2023 is provided below:

(in € thousands)	At 31 December 2023	Additions	Amortization	Reclassification and other changes	At 31 December 2024
Concessions, licenses and trademarks	7,330	685	1,699	1,046	7,362
Industrial patents and intellectual property rights	399	6	153	-	252
Total intangibles	**7,729**	**691**	**1,852**	**1,046**	**7,614**

(in € thousands)	At 31 December 2022	Additions	Amortization	Reclassification and other changes	At 31 December 2023
Concessions, licenses and trademarks	7,928	508	1,462	356	7,330
Industrial patents and intellectual property rights	590	-	191	-	399
Total intangibles	**8,518**	**508**	**1,653**	**356**	**7,729**

Concessions, licenses and trademarks

At 31 December 2024, the item concessions, licenses and trademarks amounted to € 7,614 thousand. The change compared to 31 December 2023 is due to amortization of the period (€ 1,852 thousand).

From the information made available to the Management, there are no indications that the value of these items has been impaired. Therefore, the Company did not perform any impairment test.

12) Equity investments

At 31 December 2024, equity investments were € 990,659 thousand.

The table that follows shows the changes that occurred in 2024:

Company	Head office location	12/31/2023	Change	12/31/2024
Diasorin Italia SpA	Saluggia (Italy)	353,500	50	353,550
Diasorin S.A/N.V.	Bruxelles (Belgium)	1,145	-	1,145
Diasorin Ltda	Sao Paolo (Brazil)	10,908	-	10,908
Diasorin S.A.	Antony (France)	2,511	-	2,511
Diasorin Iberia S.A.	Madrid (Spain)	5,348	-	5,348
Diasorin Ltd	Blewbury (United Kingdom)	1,051	42	1,093
Diasorin Inc.	Stillwater (United States)	590,943	1,851	592,794
Diasorin Mexico S.A de C.V.	Mexico City (Mexico)	3,296	-	3,296
Diasorin Deutschland GmbH	Dietzenbach (Germany)	5,633	-	5,633
Diasorin AB	Solna (Sweden)	4,819	-	4,819
Diasorin Ltd	Rosh Haayin (Israel)	-	-	-
Diasorin Austria GmbH	Wien (Austria)	1,035	-	1,035
Diasorin Poland sp. Z .o.o.	Warsaw (Poland)	2,854	-	2,854
Diasorin Czech s.r.o.	Prague (Czech Republic)	2,126	-	2,126
Diasorin South Africa (PTY) Ltd	Johannesburg (South Africa)	541	(226)	315
Diasorin Australia (Pty) Ltd	Sydney (Australia)	2,287	-	2,287
Diasorin Ltd	Shanghai (China)	651	30	681
Diasorin Switzerland AG	Risch (Switzerland)	243	-	243
Diasorin Apac	Singapore	10	-	10
Diasorin Dubai	Dubai	11	-	11
Total equity investments		**988,912**	**1,747**	**990,659**

The change of € 1,747 thousand, was mainly due to:

- the increase in stock option costs awarded to employees of subsidiaries, for a total amount of € 1,923 thousand;
- capital distribution of Diasorin South Africa (Pty) Ltd, amounting to € 226 thousand.

The carrying amount of the equity investments was tested for impairment, even in the absence of specific indicators, in consideration of relevant intangible assets and goodwill recognized in the financial statements of direct and indirect subsidiaries. The impairment test was completed on the basis of the most recent projections of economic results and cash flows for future years (2025-2027). These projections were developed on the basis of the Industrial plan approved by the Board of Directors and presented in December 2023.

In computing the present value of future cash flow, the Group used a discount rate that reflects the weighted average cost of capital (WACC) and the cost of debt The discount rate used was determined on a post-tax basis and coherently with the cash flows. The Company computed a specific WACC for each subsidiary to take into account the specific risk associated with the activities of each company in each country (this variable is reflected in the use of risk-free for each country).

The following provides WACC rates used for each company:

Company	WACC
Diasorin Italia	7.78%
Diasorin France	7.27%
Diasorin Spain	7.28%
Diasorin Portugal	7.06%
Diasorin Belgium	7.09%
Diasorin Netherlands	6.22%
Diasorin Sweden	6.29%
Diasorin UK	6.71%
Diasorin Germany	6.17%
Diasorin Austria	6.74%
Diasorin Czech Republic	6.77%
Diasorin Slovakia	7.54%
Diasorin USA	6.23%
Diasorin Molecular	6.23%
Diasorin Canada	6.23%
Diasorin Brazil	8.74%
Diasorin Mexico	8.44%
Diasorin Israel	7.51%
Diasorin China	6.71%
Diasorin Australia	6.17%
Diasorin India	7.87%
Diasorin Switzerland	6.31%
Diasorin Poland	7.18%

The following provides “g” rates used for each company:

Company	g rate
Diasorin Italia	1.90%
Diasorin France	1.99%
Diasorin Spain	1.99%
Diasorin Portugal	1.87%
Diasorin Belgium	1.94%
Diasorin Netherlands	2.00%
Diasorin Sweden	2.19%
Diasorin UK	2.04%
Diasorin Germany	2.11%
Diasorin Austria	2.22%
Diasorin Czech Republic	2.05%
Diasorin Slovakia	2.06%
Diasorin USA	2.18%
Diasorin Molecular	2.18%
Diasorin Canada	2.18%
Diasorin Brazil	3.26%
Diasorin Mexico	3.41%
Diasorin Israel	1.44%
Diasorin China	2.13%
Diasorin Australia	2.31%
Diasorin India	4.39%
Diasorin Switzerland	0.84%
Diasorin Poland	2.28%

No impairment indicators were found.

In addition, the Company performed a sensitivity analysis assuming a deterioration of the variables used in the impairment test: WACC and g rate. More specifically the discount rate for each company was increased by 0.5 percentage point and the growth rate of the terminal value was decreased by 0.25 percentage points. The sensitivity analysis performed on each company showed no indications of impairment.

	Head office location	Currency	Share capital [1]	Net profit/(loss) for the year [1]	Shareholders' equity in latest approved financial statements [1]	Value per share or partnership interest	% interest held directly	Number of shares or partnership interests held
Diasorin Italia S.p.A.	Saluggia (Italia)	EUR	1,000,000	84,333,441	437,900,628	1	100%	1,000,000
DiaSorin S.A/N.V.	Bruxelles (Belgium)	EUR	1,674,000	2,039,183	8,044,285	6,696	100%	249
DiaSorin Ltda	San Paolo (Brazil)	BRL	65,547,409	12,358,180	51,619,809	1	100%	65,547,408
DiaSorin S.A.S. Unipersonnelle	Antony (France)	EUR	960,000	814,649	9,512,176	15	100%	62,493
DiaSorin Iberia S.A.	Madrid (Spain)	EUR	1,453,687	1,479,565	10,246,704	6	100%	241,877
DiaSorin Ltd	Dartford (United Kingdom)	GBP	500	3,876,979	760,269	1	100%	500
DiaSorin Inc.	Stillwater (United States)	USD	1	83,963,085	1,475,375,264	0	100%	100
DiaSorin Mexico S.A de C.V.	Mexico City (Mexico)	MXP	63,768,473	11,964,728	73,050,920	1	100%	49,999
DiaSorin Deutschland GmbH	Dietzenbach (Germany)	EUR	275,000	369,214	5,498,509	275,000	100%	1
DiaSorin AB	Solna (Sweden)	SEK	5,000,000	5,528,615	36,284,243	100	100%	50,000
DiaSorin Ltd	Rosh HaAyin (Israel)	ILS	100	812,000	18,380,000	1	100%	100
DiaSorin Austria GmbH	Vienna (Austria)	EUR	35,000	866,164	3,593,667	35,000	100%	1
DiaSorin Czech s.r.o.	Praga (Czech Republic)	CZK	200,000	6,498,000	94,911,000	200,000	100%	1
DiaSorin I.N. Limited	Dublin (Ireland)	EUR	1	1,848,101	11,800,963	0	100%	100
DiaSorin South Africa (PTY) Ltd	Sandton (South Africa)	ZAR	101	90,400	30,500	1	100%	101
DiaSorin Australia (Pty) Ltd	Sydney (Australia)	AUD	3,300,000	1,394,115	13,902,908	33,000	100%	100
DiaSorin Ltd	Shanghai (China)	RMB	22,000,000	(58,117,166)	(46,492,085)	1	76%	16,720,000
DiaSorin Switzerland AG	Rotkreuz (Switzerland)	CHF	100,000	647,548	1,183,030	100	100%	1,000
DiaSorin Poland sp. z o.o.	Warsaw (Poland)	PLN	550,000	-	13,819,542	50	100%	11,000
DiaSorin APAC Pte. Ltd.	Singapore (Singapore)	EUR	1	114,928	388,704	N/A	100%	1
DiaSorin Middle East FZ-LLC	Dubai (UAE)	AED	50,000	141,470	180,232	1,000	100%	50

A list of the equity investments held by the Group's Parent Company is provided below.

1 Amounts stated in local currency

13) Deferred-tax assets

Deferred-tax assets amounted to € 441 thousand. They are recognized in the financial statements when their future use is deemed probable.

The balance reflects the deferred-tax assets computed on the temporary differences between the asset and liabilities amounts used to prepare the financial statements and the corresponding amounts used for tax purposes. A more detailed description of the fiscal effect of temporary differences that generated deferred-tax assets is provided below:

(in € thousands)	12/31/2024	12/31/2023
Positive changes:		
Amortization /intangible assets	177	178
Provisions for risks and charges	118	30
Provisions for employee benefits	100	88
Other charges deductible in future years	46	99
Total	441	395
Negative changes:		
Unrealized exchange differences	-	(10)
Total	-	(10)
Total deferred-tax assets	**441**	**385**

14) Trade receivables

Trade receivables were € 45,855 thousand (€ 40,651 thousand at 31 December 2023) and are almost entirely due from Group companies. There are no amounts owed by public institutions.

The allowance for doubtful accounts amounted to € 81 thousand and no changes occurred compared to 31 December 2023.

15) Financial receivables and other non-current financial assets

The balance of € 22,642 thousand includes primarily:

- € 13,757 thousand in loans provided to Group companies (of which € 601 thousand for the current portion and € 13,155 thousand for non-current portion);
- Positive balances arising from the centralized cash management system managed by the Group's Parent Company, amounting to € 8,885 thousand.

The change in loans provided to Group companies is as follows:

Subsidiary	Balance at 12/31/2024	Balance at 12/31/2023	changes
Diasorin I.N. Limited	-	9,067	(9,067)
Diasorin Sa de CV (Mexico)	-	272	(272)
Diasorin Middle East FZ-LLC (Dubai)	83	139	(56)
Diasorin Ltd (China)	13,674	12,980	694
Total loans	**13,757**	**22,458**	**(8,701)**

At 31 December 2024, all outstanding loans accrue interest, at fixed or floating rate, as contractually defined and in line with market conditions applicable to the lending operation.

16) Other current and non-current assets

Other current assets amounted to € 14,546 thousand and include amounts due from tax authorities. Other non-current assets amounted to € 28 thousand.

17) Cash and cash equivalent

Cash and cash equivalents amounted to € 79,953 thousand at 31 December 2024, and consist of balances in banks accounts. More detailed information on changes affecting cash and cash equivalents is provided in the Statement of Cash Flows.

18) Shareholders' equity

Share capital

At 31 December 2024, the fully paid-in share capital consisted of 55,948,257 common shares, par value of 1 € each. No changes occurred compared with 31 December 2023.

Treasury shares

At 31 December 2024, the amount of treasury shares was 2,056,298, (3.68% of the share capital), totaling € 251,783 thousand (€ 296,797 thousand at 31 December 2023).

The decrease of € 45.014 thousand compared to 31 December 2023, reflects the net effect deriving from the purchase of treasury shares (equal to € 8,135 thousand), and from the exercise of 585,782 total options relating to the 2016 Stock Option Plan (6,699 options), to the 2017 Stock Option Plan (44,083 options) and to the 2018 Stock Option Plan (535,000 options), for a total value of € 50,150 thousand and from the assignment of the second tranche of shares in relation to the 2022 equity plan and of the first tranche of shares in relation to the 2023 equity plan for an amount equal to € 2,999 thousand.

Additional paid-in capital

This reserve amounted to € 18,155 thousand at 31 December 2024 and no changes occurred compared with 31 December 2023.

Statutory reserve

This reserve amounted to € 11,190 thousand and no changes occurred compared with 31 December 2023.

Other reserves and retained earnings

A breakdown of other reserves and retained earnings is as follows:

(in € thousands)	12/31/2024	12/31/2023	change
Currency translation reserve	-	(472)	472
Reserve for treasury shares	251,783	296,797	(45,014)
Stock option reserve	25,714	29,130	(3,416)
Gains/(losses) on remeasurement of defined benefit plans	(1,151)	(1,158)	7
Reserve for equity investments revaluation	9,649	6,303	3,346
Retained earnings	325,751	310,555	15,196
IFRS transition reserve	1,006	1,006	-
Total Other reserves and retained earnings	**612,752**	**642,161**	**(29,409)**

Reserve for treasury shares

At 31 December 2024, the reserve for treasury shares amounted to € 251,783 thousand (€ 296,797 thousand at 31 December 2023). This reserve was established pursuant to law (Article 2357-*ter* of the Italian Civil Code). In 2024, changes in the reserve were due to the purchase of treasury shares for € 8,135 thousand, net of 585,782 total options exercised, relating to the 2016 Stock Option Plan (6,699 options), and to the 2017 Stock Option Plan (44,083 options) and to the 2018 Stock Option Plan (535,000 options), for a total amount of € 50,150 thousand.

Stock option reserve

The stock option reserve amounted to € 25,714 thousand (€ 29,130 thousand at 31 December 2023) and refers to the stock option plans that were outstanding at 31 December 2024 (described in Note 29).

The changes in the reserve included both an increase (€ 3,416 thousand) due to the recognition of the overall cost of the stock option Plans that was posted and recognized in the income statement as labor costs included in general and administrative expenses and a decrease due to the options forfeited or exercised.

Gains/(Losses) on remeasurement of defined-benefit plans

At 31 December 2024, this item, negative by € 1,151 thousand included net losses of the period related to the actuarial assessment of the Group's defined-benefit plans amounting to € 7 thousand, net of tax effect.

Retained earnings

Retained earnings amounted to € 325,751 thousand, the change was due to:

- the appropriation of the net profit earned in 2023 for € 28,279 thousand;

- dividend distribution to shareholders, equal to € 61,277 thousand approved on 24 April 2024, by the Ordinary Shareholders' Meeting (equal to € 1.15 per share).

The item includes the convertible debt reserve amounting to € 59,800 thousand, concerning the convertible bond issued to support the Luminex Group acquisition in 2021.

IFRS transition reserve

The IFRS transition reserve was established on January 1, 2006, upon first-time adoption of the IFRSs as an offset to the adjustments recognized to make the financial statements prepared in accordance with Italian accounting principles consistent with IFRS requirements, net of the applicable tax effect (as required by and in accordance with IFRS 1). This reserve has not changed since it was first established.

The table below shows the components of shareholders' equity on the basis of availability for use and distribution:

Nature and description	Amount	Possible use [1]
Share capital	55,948	
Additional paid-in capital	18,155	A,B
Statutory reserve	11,190	B
Reserve for treasury shares	251,783	
Other reserves	35,218	A,B
Retained earnings	325,751	A,B,C

19) Financial assets and liabilities

Financial assets amounted to € 57 thousand and refer to the amortized cost of the "Revolving Credit Facility".

Payables for financial liabilities amounted to € 638,264 thousand at 31 December 2024. A breakdown is as follows (amount in thousands):

Type of financial liability	Current portion	Non-current portion	Due beyond 1 year and within 5 years	Due beyond 5 years	Total
IFRS 16 lease payables	434	2,277	2,277	-	2,711
Convertible Bond issued by DiaSorin S.p.A.	-	467,244	467,244	-	467,244
Revolving Credit Facility granted to DiaSorin S.p.A.	-	-	-	-	-
Other current financial liabilities	269	-	-		269
Total loans to third parties	703	469,521	469,521	-	470,224
Group's centralized cash management system / Intra-group financing facilities	168,040	-		-	168,040
Total	**168,743**	**469,521**	**469,521**	**-**	**638,264**

The "Revolving Credit Facility" due 2025 signed in 2022 by Diasorin S.p.A for an amount equal to

[1] Possible use

A: for share capital increase
B: to cover losses
C: for distribution to shareholders

€ 150,000 thousand was not used at 31 December 2024.

Notional interests and amortized cost, equal to € 9,447 thousand, accrued on the convertible bond. IFRS16 lease liabilities were € 2,711 thousand.

The table below lists the financial liabilities owed to outside lenders that were outstanding at 31 December 2024 (amounts in € thousands):

Type of financial liabilities	At 31 December 2023	Additions	Repayments	Interests accrued and amortized cost	At 31 December 2024
Convertible Bonds issued by DiaSorin S.p.A.	457,797	-	-	9,447	467,244
IFRS 16 lease payables	1,087	1,920	(317)	21	2,711
Revolving Credit Facility granted to DiaSorin S.p.A.	44,792	-	(44,792)	-	-
Other current financial liabilities	-	269	-	-	269
Total financial liabilities	**503,676**	**2,189**	**(45,109)**	**9,468**	**470,224**

As required by IAS 7, the table that follows provides financial liabilities: the flows shown are future cash flows determined on the basis of residual contractual maturities for both principal and interest.

Type of financial liabilities	At 31 December 2024	1 year	2 - 5 years	> 5 years	Total
Convertible Bonds issued by Diasorin S.p.A.	467,244	-	500,000	-	500,000
IFRS 16 lease payables	2,711	461	1,136	1,283	2,880
Other current financial liabilities	269	-	-	-	-
Total financial liabilities	**470,224**	**461**	**501,136**	**1,283**	**502,880**

20) Provision for employee severance indemnities

The item amounted to € 837 thousand. The balance in this account reflects all of the Company's pension plan obligations, other post-employment benefits and benefits payable to employees when certain requirements are met. The Company provides post-employment benefits to its employees through defined-contribution and/or defined-benefit plans.

As a rule, benefits are based on each employee's level of compensation and years of service. The Company's obligations refer to the employees currently on its payroll.

Defined-contribution plans

When defined-contribution plans are used, the Company pays contributions to public or private insurance institutions pursuant to a statutory or contractual obligation or on a voluntary basis. With the payment of these contributions, the Company absolves all of its obligations.

The liability for contributions payable on the date of the financial statements is included under "Other current liabilities." The cost attributable to each year, which accrues based on the services provided by employees, is recognized as a labor cost of the relevant organizational unit. In 2024, this cost amounted to € 2,055 thousand.

Defined-benefit plans

The Company's pension plan that qualifies as a defined-benefit plan is the plan covered by the provision for employee severance indemnities accrued until 31 December 31 2006. The liability is recognized at its actuarial value using the projected unit credit method. Any resulting actuarial gains or losses are credited or charged to equity in the statement of comprehensive income in the period in which they arise.

Other employee benefits

The Company also provides its employees with additional long-term benefits, which are paid when employees reach a predetermined length of service. In these cases, the value of the liability recognized in the financial statements reflects the probability that these benefits will be paid and the length of time for which they will be paid. The liability owed under this plan is recognized at its actuarial value using the projected unit credit method.

It should be noted that any resulting actuarial gains or losses recorded on the basis of these employees' benefits are recognized in the income statement. Losses recognized in 2024 were € 11 thousand (loss of € 22 thousand in 2023).

The table that follows summarizes the Company's main employee benefit plans that are currently in effect:

(in € thousands)	12/31/2024	12/31/2023	Change
Employees severance indemnities	393	382	11
Other long-term benefits	443	399	44
Total employee benefits	**837**	**782**	**55**

The "Provision for employee severance indemnities" reflects the Company's liability under the relevant Italian law (recently amended with the enactment of Law No. 296/06) for employee severance benefits vested up to 31 December 2006, which will be paid to employees at the end of their employment. Under certain specific conditions, advances may be disbursed to employees while still employed. This system constitutes a non-financed defined-benefit plan, since virtually all of the benefits have vested, except for inflation adjustments.

The table below shows a breakdown of the main changes that occurred in the Group's employee benefit plans in 2024:

(in € thousands)	Defined-benefit plans	Other benefits	Total employee benefits
Balance at 12/31/2023	382	399	782
Financial expense	15	15	29
Actuarial losses/(gains) recognized in income statement	-	10	10
Actuarial losses/(gains) from financial assumptions	(9)	-	(9)
Actuarial losses/(gains) from demographic changes	-	-	-
Actuarial losses/(gains) from experience	-	-	-
Current service cost	-	24	24
Benefits paid	5	(4)	1
Balance at 12/31/2024	**393**	**443**	**837**

The net amount recognized in the 2024 income statement for employee benefits was an expense of € 63 thousand (€ 66 thousand in 2023).

Actuarial losses/(gains) arising from other employee benefits and current service cost are recognized in the income statement as part of labor costs, allocated to the area to which they correspond. Interest expense is recognized in the income statement as part of “financial income/(expense)”. Actuarial losses/(gains) on defined-benefit plans are credited or charged to equity in the statement of comprehensive income in the period in which they arise.

The table below lists the main assumptions used for actuarial computation purposes in the defined benefit plans:

	Employee severance indemnities	
	12/31/2024	12/31/2023
Discount rate	2.92%	3.15%
Projected wage increases	3.50%	3.50%
Inflation rate	1.96%	2.08%
Average employee turnover rate	7.55%	7.16%

A sensitivity analysis of changes in the main assumptions used for actuarial computation purposes is set out below:

(in € thousands)	Employee severance indemnities
Discount rate	
1%Increase	(19)
1% Decrease	22
Projected wage increases	
1%Increase	-
1% Decrease	-
Inflation rate	
1%Increase	13
1% Decrease	(12)
Average employee turnover rate	
1%Increase	1
1% Decrease	-

21)Provisions for risks and charges

Provisions for risks and charges amounted to € 400 thousand.

22)Other non-current liabilities

Other non-current liabilities totaled € 1,282 thousand and include a long-term liability arising from put/call option rights under the Joint Venture agreement in China, recognized according to IAS 32 and IFRS 9 accounting standards.

23) Trade payables

At 31 December 2024, trade payables, which totaled € 10,090 thousand, include € 5,689 thousand owed to related parties. There are no amounts due after 2024.

24) Other current liabilities

Other current liabilities of € 11,515 thousand at 31 December 2024 consist mainly of amounts owed to employees for additional monthly payments to be paid, contributions payable to social security and health benefit institutions

25) Commitments and contingent liabilities

Guarantees provided and received

At 31 December 2024, the guarantees that the Group's Parent Company provided to third parties totaled € 500,469 thousand and include bank sureties in connection with the submission of bids in response to public calls for tenders (€ 772 thousand), guarantees to secure credit lines provided to Group companies (€ 497,960 thousand), and defined-contribution pension plans associated with the Swedish subsidiary (€ 1,736 thousand).

Significant commitments and contractual obligations

There are no significant contractual obligations as those previously executed with Stratec for the development and production of the LIAISON XL and the new LIAISON XS analyzers fall within the scope of Diasorin Italia S.p.A..

26) Stock option plans and Equity Awards

2016 Plan

On 28 April 2016, the Ordinary Shareholders' Meeting approved the 2016 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 130,000 options by a resolution dated 16 May 2016, a second tranche with a grant of 20,000 options by a resolution dated 4 August 2016, a third tranche with a grant of 40,000 options by a resolution dated 19 December 2016, a fourth tranche with a grant of 40,000 options by a resolution dated 3 August 2017, a fifth tranche with a grant of 25,000 options by a resolution dated 7 March 2018, a sixth tranche with a grant of 20,000 options by a resolution dated 7 November 2018 and a seventh tranche with a grant of 25,000 by a resolution dated 14 March 2019.

Please note that, due to some Good Leaving and Bad Leaving events, 104,849 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous Beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 250,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2016 Plan.

On 12 May 2016, the company announced the start of the treasury shares buy-back plan to service the Stock Option Plan, under the terms and conditions authorized by the Shareholders' Meeting of 28 April 2016.

The program was completed on 9 June 2016, resulting in the purchase of 250,000 common shares (equal to 0.44% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

At 31 December 2024, stock options amounted to 10,000 following the exercise of 4,699 options on 1 March 2024 at an average exercise price of € 70.0517 and the exercise of 2,000 options on 7 November 2024 at an average exercise price of € 82.4200.

As detailed:

2016 Plan	Grant date	Number of options outstanding	Exercise year
V Tranche	7 March 2018	14,234	2021
V Tranche	7 March 2018	4,699	2024
VI Tranche	7 November 2018	13,000	2021
VI Tranche	7 November 2018	2,000	2024
VII Tranche	14 March 2019	15,000	2023
VII Tranche	14 March 2019	10,000	
Total		**58,933**	

2017 Plan

On 27 April 2017, the Ordinary Shareholders' Meeting approved the 2017 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 170,000 options by a resolution dated 9 November 2017, a second tranche with a grant of 10,000 options by a resolution dated 7 March 2018, a third tranche with a grant of 40,000 options by a resolution dated 8 May 2018, fourth tranche with a grant of 15,000 options by a resolution dated 7 November 2018, a fifth tranche with a grant of 10,000 options by a resolution dated 14 March 2019, a sixth tranche with a grant of 10,000 options by a resolution dated 10 June 2019, a seventh tranche with a grant of 65,000 options by a resolution dated 31 July 2019, an eighth tranche with a grant of 45,000 options by a resolution dated 6 November 2019, a ninth tranche with a grant of 30,000 options by a resolution dated 19 December 2019, a tenth tranche with a grant of 5,000 options by a resolution dated 11 March 2020, an eleventh tranche with a grant of 20,000 options by a resolution dated 13 May 2020 and a twelfth tranche with a grant of 56,122 options by a resolution dated 30 July2020.

Please note that, due to some Good Leaving and Bad Leaving events, 111,122 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 450,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2017 Plan.

The Shareholders' Meeting of 27 April 2017 resolved to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of the resolution, the purchase of up to 450,000 common shares of Diasorin S.p.A. to service the new 2017 Stock Option Plan. The program was implemented in April 2018 with the purchase of 100,000 common shares (equal to 0.18% of the share capital) and continued throughout 2020 along with the 2019 Stock Option Plan, ended on 23 October 2020.

The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 31,122, following the exercise of 5,000 stock options on 30 May 2024 at an average exercise price of € 95.35, of 6,393 stock options in July 2024 at an average exercise price of € 102.62, of 7,690 stock options in August 2024 at an average exercise price of € 102.62, of 25,000 stock options in November 2024 at an average exercise price of € 99.60, upon reaching the expiry date of 33,417 stock options relating to the VII tranche on 1 August 2024 and of 15,000 stock options relating to the IX tranche on 20 December 2024.

During the abovementioned period, the average price of the Diasorin shares was 101.51.

2017 Plan	Grant date	Number of options outstanding	Exercise year
VI Tranche	10 June 2019	5,000	2022
VI Tranche	10 June 2019	5,000	2024
VII Tranche	31 July 2019	12,500	2022
VII Tranche	31 July 2019	47,500	2024
VIII Tranche	6 November 2019	5,000	2022
VIII Tranche	6 November 2019	25,000	2024
IX Tranche	19 December 2019	15,000	2024
X Tranche	11 March 2020	5,000	
XI Tranche	13 May 2020	10,000	
XII Tranche	30 July 2020	16,122	
Total		**146,122**	

2018 Plan

On 23 April, 2018, the Ordinary Shareholders' Meeting approved the 2018 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 675,000 options by a resolution dated 8 May 2018.

Please note that, due to some Good Leaving and Bad Leaving events, 12,219 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 675,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2018 Plan.

On 3 May 2018, the company announced the start of the treasury shares buy-back plan to service the 2018 Stock Option Plan, under the terms and conditions authorized by the Shareholders' Meeting of 23 April 2018. The program was completed on 4 July 2018 resulting in the purchase of 675,000 common shares (equal to 1.21% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, there are no stock options to be exercised relating to the 2018 Plan, following the exercise of 682 stock options on 29 July 2024, of 184,285 in August 2024, of 167,079 stock options in September 2024, of 118,077 stock options in October 2024 ad of 64,877 in November 2024, at an average exercise price of € 76.24.

During the abovementioned period, the average price of the Diasorin shares was €102.82.

2019 Plan

On 24 April 2019, the Ordinary Shareholders' Meeting approved the 2019 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 8,878 options by a resolution dated 30 July 2020, a second tranche with a grant of 91,122 options by a resolution dated 11 November 2020 and a third tranche with a grant of 5,000 options by a resolution dated 11 November 2021.

Please note that, due to some Good Leaving and Bad Leaving events, 5,000 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 100,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2019 Plan.

On 17 June 2020, the company announced the start of the treasury shares buy-back plan to service the 2019 Stock Option Plan, under the conditions and terms authorized by the Shareholders' Meeting of 24 April 2019. The program was completed on 23 October 2020, resulting in the purchase of 192,511 common shares (equal to 0.3441% of the share capital), partly to serve the 2017 Stock Option Plan. The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 100,000.

As detailed:

2019 Plan	Grant date	Number of options outstanding
I Tranche	30 July 2020	8,878
II Tranche	11 November 2020	86,122
III Tranche	11 November 2021	5,000
Total		**100,000**

2020 Plan

On 10 June 2020, the Ordinary Shareholders' Meeting approved the 2020 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved an initial tranche of beneficiaries with a grant of 18,878 options by a resolution dated 11 November 2020, a second tranche of beneficiaries with a grant of 15,000 options by a resolution dated 21 December 2020, a third tranche of beneficiaries with a grant of 60,000 options by a resolution dated 11 March 2021, a fourth tranche of beneficiaries with a grant of 5,000 options by a resolution dated 14 May 2021, a fifth tranche with a grant of 40,000 options by a resolution dated 30 July 2021, a sixth tranche with a grant of 11,122 options by a resolution dated 11 November 2021 and a seventh tranche with a grant of 3,654 options by a resolution dated 1 December 2023.

Please note that, due to some Good Leaving and Bad Leaving events 19,193 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 150,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2020 Plan.

On 6 April 2021, the company announced the start of the treasury shares buy-back plan to service the Stock Option Plan of the company, under the conditions and terms authorized by the Shareholders' Meeting of 10 April 2020. The program was completed on 2 November 2021, resulting in the purchase of 100,000 common shares (equal to 0.1718% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 134,461.

As detailed:

2020 Plan	Grant date	Number of options outstanding
I Tranche	11 November 2020	18,878
II Tranche	21 December 2020	15,000
III Tranche	11 March 2021	45,807
V Tranche	30 July 2021	40,000
VI Tranche	11 November 2021	11,122
VII Tranche	1 December 2022	3,654
Total		**134,461**

2021 Plan

On 22 April 2021, the Ordinary Shareholders' Meeting approved the 2021 Stock Option Plan for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 48,878 options by a resolution dated 11 November 2021, a second tranche of beneficiaries with a grant of 50,000 options by a resolution dated 6 May 2023, a third tranche of beneficiaries with a grant of 36,346 options by a resolution dated 1 December 2023 and a fourth tranche of beneficiaries with a grant of 168,563 options by a resolution dated 9 May 2024.

Please note that, due to some Good Leaving and Bad Leaving events, 34,725 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 300,000 common shares of Diasorin S.p.A. at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2021 Plan.

The Shareholders' Meeting of 22 April 2021 resolved to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of the resolution, the purchase of up to 300,000 common shares (equal to 0.536% of the share capital), to service the new 2021 Stock Option Plan.

As at 31 December 2024, stock options amounted to 269,062, as detailed:

2021 Plan	Grant date	Number of options outstanding
I Tranche	11 November 2021	45,091
II Tranche	6 May 2022	50,000
III Tranche	1 December 2022	36,346
IV Tranche	9 May2023	137,625
Total		**269,062**

2023 Plan

On 28 April 2023, the Ordinary Shareholders' Meeting approved the 2023 Stock Option for senior executives and key employees of Diasorin S.p.A. and its subsidiaries.

The Board of Directors approved a first tranche of beneficiaries with a grant of 301,437 options by a resolution dated 9 May 2023, a second tranche tranche of beneficiaries with a grant of 75,000 options by a resolution dated 15 March 2024, and a third tranche of beneficiaries with a grant of 50,000 options by a resolution dated 10 May 2024.

Please note that, due to some Good Leaving and Bad Leaving events, 77,905 options from the abovementioned grants were automatically cancelled and, pursuant to the Plan Regulations, became null and void for the previous beneficiaries.

These option grants convey to the beneficiaries the right to acquire up to 355,000 common shares of Diasorin S.p.A., at the exercised price, based on a ratio of 1 share (with a par value of € 1 each) for each option granted and exercised, in accordance with the terms and conditions of the 2023 Plan.

On 9 June 2023, the company announced the start of the treasury shares buy-back plan to service the 2023 Stock Option Plan of the company, under the conditions and terms authorized by the Shareholders' Meeting of 28 April 2023. The program was completed on 4 July 2023 resulting in the purchase of 300,000 common shares (equal to 0.54% of the share capital). The shares were purchased at unit prices that were never lower by more than 15% or higher by more than 15% compared with the closing price of the Diasorin common shares for the stock market trading session preceding each purchase.

As at 31 December 2024, stock options amounted to 348,532, as detailed:

2023 Plan	Grant date	Number of options outstanding
I Tranche	9 May2023	223,532
II Tranche	15 March 2024	75,000
III Tranche	10 May2024	50,000
Total		**348,532**

2022, 2023 and 2024 Equity Awards Plans

On 29 April 2023, the Ordinary Shareholders' Meeting approved a new incentive and loyalty Plan called "Equity Awards Plan" for the managers of Diasorin S.p.A. and the other Diasorin Group's companies. The Plan is implemented through the free assignment of rights which, if accrued upon the fulfilment of the conditions, grant the right to receive – without consideration- ordinary treasury shares in the Company's portfolio, at a ratio of 1 share for each right accrued. In May 2022, the list of beneficiaries was approved and 53,478 rights were granted to receive treasury shares; in May 2023, a second list of beneficiaries was approved and 75,595 rights were granted to receive treasury shares; in May 2024, a third list of beneficiaries was approved and 80,790 rights were granted to receive treasury shares.

Valuation of stock options and equity awards

The stock options granted to Directors/employees are measured at their fair value on the grant date in accordance with the method provided in IFRS 2 and the total cost of the plan thus determined is allocated over the vesting period.

The fair value computation method uses a binomial model and is based on the following assumptions:

A – Exercise Price

The exercise price was determined in accordance with Article 6.2 of the Plan's Regulation.

B – Stock Price

The value assigned to the underlying instrument for stock option valuation purposes is the daily closing price for Diasorin shares on the grant date.

C – Expected Volatility

The expected volatility of the underlying instrument measures the expected fluctuations in price/value over a given period of time. The measure of volatility used in the option pricing model used is the annualized standard deviation of the continuously compounded rates of return on an equity security over a period of time.

D – Employee Exit Rate

This rate, which reflects the probability that Directors or employees who are the recipients of stock option grants will leave the Company before the vesting date, was deemed to be 0%.

E – Tassi Risk-Free

IFRS 2 requires the use of a risk-free interest rate that will be valid over the expected life of the options, with the term expected life meaning the length of time between the grant date and the expected option exercise date.

F – Dividend Yield

The value of stock options is also affected by assumptions about the dividend yield, which is the annual dividend paid per share stated as a percentage of the share price.

The table below lists the input data used for stock option valuation purposes and the number of options exercisable at:

2016 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
V Tranche	3.005479452	€ 70.05	€ 70.60	€ 1.00	23.00%	0.00%	0.33%	1.50%	3/7/2018	3/8/2021
VI Tranche	3.005479452	€ 82.42	€ 81.60	€ 1.00	25.00%	0.00%	0.44%	1.50%	11/7/2018	11/8/2021
VII Tranche	3.005479452	€ 86.04	€ 85.80	€ 1.00	25.00%	0.00%	0.25%	1.50%	3/14/2019	3/15/2022

2017 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
VI Tranche	3.010958904	€ 95.35	€ 102.00	€ 1.00	25.00%	0.00%	-0.02%	1.50%	6/10/2019	6/13/2022
VII Tranche	3.005479452	€ 102.62	€ 105.00	€ 1.00	25.00%	0.00%	-0.24%	1.50%	7/31/2019	8/1/2022
VIII Tranche	3.005479452	€ 99.60	€ 104.30	€ 1.00	25.00%	0.00%	-0.08%	1.50%	11/6/2019	11/7/2022
IX Tranche	3.005479452	€ 119.28	€ 117.60	€ 1.00	25.00%	0.00%	-0.06%	1.50%	12/19/2019	12/20/2022
X Tranche	3.005479452	€ 110.44	€ 113.00	€ 1.00	25.00%	0.00%	-0.01%	1.50%	3/11/2020	3/132023
XI Tranche	3.005479452	€ 156.44	€ 172.50	€ 1.00	28.00%	0.00%	0.32%	1.50%	5/13/2020	5/15/2023
XII Tranche	3.002739726	€ 173.28	€ 167.50	€ 1.00	30.00%	0.00%	-0.17%	1.00%	7/30/2020	7/31/2023

2019 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.002739726	€ 173.28	€ 167.50	€ 1.00	30.00%	0.00%	-0.17%	1.00%	7/30/2020	7/31/2023
II Tranche	3.005479452	€ 189.05	€ 172.40	€ 1.00	30.00%	0.00%	-0.29%	1.00%	11/11/2020	11/13/2023
III Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024

2020 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.005479452	€ 189.05	€ 172.40	€ 1.00	30.00%	0.00%	-0.29%	1.00%	11/11/2020	11/13/2023
II Tranche	3.002739726	€ 169.95	€ 171.70	€ 1.00	30.00%	0.00%	-0.30%	1.00%	12/21/2020	12/22/2023
III Tranche	3.005479452	€ 168.46	€ 144.30	€ 1.00	30.00%	0.00%	-0.23%	1.00%	3/11/2021	3/12/2024
IV Tranche	3.005479452	€ 145.50	€ 138.00	€ 1.00	34.00%	0.00%	-0.19%	1.00%	5/14/2021	5/15/2024
V Tranche	3.005479452	€ 164.23	€ 171.15	€ 1.00	34.00%	0.00%	-0.35%	1.00%	7/30/2021	7/31/2024
VI Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024
VII Tranche	3.005479452	€ 131.73	€ 131.75	€ 1.00	25.00%	0.00%	2.86%	1.00%	12/1/2022	12/2/2025

2021 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.005479452	€ 186.15	€ 185.00	€ 1.00	34.00%	0.00%	-0.18%	1.00%	11/11/2021	11/12/2024
II Tranche	3.005479452	€ 129.70	€ 119.59	€ 1.00	36.00%	0.00%	1.65%	1.00%	5/6/2022	5/7/2025
III Tranche	3.005479452	€ 131.73	€ 131.75	€ 1.00	25.00%	0.00%	2.86%	1.00%	12/1/2022	12/2/2025
IV Tranche	3.005479452	€ 98.52	€ 102.20	€ 1.00	25.00%	0.00%	3.07%	1.10%	5/9/2023	5/10/2026

2023 Plan	Vesting period (in years)	Exercise Price	Stock Price	Par value per share	Volatility	Employee Exit Rate	Risk Free Rate	Dividend Yield	Stock Price reference date	Vesting date
I Tranche	3.005479452	€ 98.52	€ 102.20	€ 1.00	25.00%	0.00%	3.07%	1.10%	5/9/2024	5/10/2026
II Tranche	3.002739726	€ 93.73	€ 91.72	€ 1.00	25.00%	0.00%	2.85%	1.10%	3/15/2024	3/16/2027
III Tranche	3.002739726	€ 91.94	€ 97.43	€ 1.00	25.00%	0.00%	2.96%	1.10%	5/10/2024	5/11/2027

2022 "Equity Awards" Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	19/05/2023	118,1	0,36%	25,00%	1,00%
II Tranche	20/05/2024	118,1	1,07%	25,00%	1,00%
III Tranche	20/05/2025	118,1	1,39%	25,00%	1,00%
IV Tranche	20/05/2026	118,1	1,52%	25,00%	1,00%

2023 "Equity Awards" Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	4/29/2024	98.48	3.78%	25%	1.10%
II Tranche	4/28/2025	98.48	3.48%	25%	1.10%
III Tranche	4/28/2026	98.48	3.25%	25%	1.10%
IV Tranche	4/28/2027	98.48	3.12%	25%	1.10%

2024 "Equity Awards" Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	6/3/2025	97.43	3.66%	25%	1.10%
II Tranche	6/1/2026	97.43	3.31%	25%	1.10%
III Tranche	6/1/2027	97.43	3.11%	25%	1.10%
IV Tranche	6/1/2028	97.43	2.98%	25%	1.10%

Based on the assumptions described above, the fair value of the 2016 Plan is equal to € 2,422 thousand, with a dilution period going from 16 May 2016 to 15 March 2022. The fair value per option is as follows (amounts in €):

2016 Plan	Number of options on the vesting date	Fair Value per option
VII Tranche	10,000	17.1672

Based on the assumptions described above, the fair value of the 2017 Plan is equal to € 6,591 thousand, with a dilution period going from 9 November 2017 to 31 July 2023. The fair value per option is as follows (amounts in €):

2017 Plan	Number of options on the vesting date	Fair Value per option
X Tranche	5,000	22.7836
XI Tranche	10,000	44.0950
XII Tranche	16,122	37.3641

Based on the assumptions described above, the fair value of the 2019 Plan is equal to 3,515 thousand, with a dilution period going from 30 July 2020 to 12 November 2024. The fair value per option is as follows (amounts in €):

2019 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	8,878	37.3641
II Tranche	86,122	34.1769
III Tranche	5,000	47.9198

Based on the assumptions described above, the fair value of the 2020 Plan is equal to € 4,982 thousand, with a dilution period going from 11 November 2020 to 2 December 2025. The fair value per option is as follows (amounts in €):

2020 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	18,878	34.1769
II Tranche	15,000	40.4298
III Tranche	45,807	26.4894
V Tranche	40,000	46.7624
VI Tranche	11,122	47.9198
VII Tranche	3,654	31.1639

Based on the assumptions described above, the fair value of the 2021 Plan is equal to € 7,961 thousand, with a dilution period going from 11 November 2021 to 15 May 2026. The fair value per option is as follows (amounts in €):

2021 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	45,091	47.9198
II Tranche	50,000	22.5867
III Tranche	36,346	31.1639
IV Tranche	137,625	25.7153

Based on the assumptions described above, the fair value of the 2023 Plan is equal to € 8,560 thousand, with a dilution period going from 9 May 2023 to 10 May 2027. The fair value per option is as follows (amounts in €):

2023 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	223,532	25.7153
II Tranche	75,000	20.7142
III Tranche	50,000	25.1665

Based on the assumptions described above, the fair value of the "Equity Awards" Plan is equal to € 14,864 thousand, with a dilution period going from 20 May 2022 to 28 April 2028. The fair value per option is as follows (amounts in €):

2022 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	10,598	117.02
II Tranche	9,318	115.99
III Tranche	8,020	114.99
IV Tranche	6,903	113.99

2023 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	16,527	97.55
II Tranche	14,452	96.63
III Tranche	12,639	95.72
IV Tranche	11,052	94.81

2023 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	17,662	96.50
II Tranche	15,446	95.59
III Tranche	13,507	94.69
IV Tranche	11,812	93.78

The overall cost attributable to 2024, which amounted to € 11,114 thousand, was recognized in the income statement as part of labor costs and general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

27) Related-party transactions

Diasorin S.p.A. engaged in commercial and financial transactions with its subsidiaries, which are also Group companies. These transactions, which are executed on standard market terms, consist of the supply of goods and services, including administrative, information technology, personnel management, technical support and consulting services, which produce receivables and payables at the end of the year, and financing and cash management transactions, which produce income and expenses.

The impact of these operations on the single items of the Financial Statements, which is also highlighted in the supplementary income statement and balance sheet schemes, is summarized in the following tables

(in € thousands)	Revenues		General and administrative expenses		Sales and marketing expenses		Research and Development costs		Other operating income (expense)		Financial income (expense)	
Counterparty	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
DiaSorin S.A. - France	942	962	39	15	3,926	38	-		163	179	(62)	(35)
Diasorin Italia SpA	6,659	5,748	(1,492)	(1,323)	(2,070)	(1,188)	1,351	639	(1,898)	(1,724)	(3,093)	(1,583)
Diasorin Italia UK Branch	318	291	-		-		-	-	-	-	410	252
Diasorin Iberia S.A.	1,080	1,169	(11)	(148)	(196)	48	-	(9)	137	127	(16)	23
DiaSorin S.A./N.V - Benelux	1,107	796	30	24	7	31	-	-	113	(402)	(60)	7
DiaSorin Ltd - UK	1,078	720	14	9	3	31	-	-	(797)	(984)	211	238
DiaSorin Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Diagnostics Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin I.N. Limited	-	-	-	-	-	-	-	-	-	-	352	744
DiaSorin IN.UK Limited	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Deutschland GmbH	2,456	2,292	73	102	5	66	-	-	226	228	(271)	(70)
DiaSorin Austria GmbH	521	405	9	9	3	19	-	-	57	50	(61)	(32)
DiaSorin Switzerland AG	304	274	8	8	3	13	-	-	31	24	-	-
DiaSorin Poland sp. Z .o.o.	336	334	15	16	3	20	-	-	86	89	(15)	4
DiaSorin AB - Sweden	486	398	9	9	8	22	-	-	59	46	(57)	(34)
DiaSorin Czech s.r.o.	202	221	8	8	3	16	-	-	50	46	-	-
DiaSorin Slovakia sro	60	73	8	8	2	2	-	-	50	46	(9)	3
DiaSorin Inc. - USA	5,865	5,353	0	2	(554)	3	-	(6)	(12)	(23)	(184)	(1,768)
DiaSorin Canada Inc	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Ltda - Brazil	158	131	-	(0)	-	33	-	-	-	-	-	-
DiaSorin Mexico S.A de C.V.	285	252	-	(0)	3	23	-	-	-	-	15	84
DiaSorin Ltd - Israel	159	222	7	7	2	14	-	-	-	-	-	-
DiaSorin Ltd - China	459	291	-	3	-	6	-	-	-	-	519	552
DiaSorin Trivitron Healthcare Private Limited	111	58	-	-	-	32	-	-	-	-	-	-
DiaSorin South Africa (PTY) Ltd	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Middle East FZ-LLC	-	-	-	-	-	-	-	-	-	-	-	8
DiaSorin APAC Pte Ltd	-	-	12	-	-	25	-	-	-	-	7	-
DiaSorin Australia (Pty) Ltd	442	357	9	8	2	-	-	-	-	-	-	-
DiaSorin Molecular LLC	1,120	1,019	65	65	-	-	1	2	-	-	-	-
Luminex Corporation	4,686	3,440	(143)	(49)	(292)	(257)	131	(12)	(853)	(569)	-	-
Total Group Companies	28,834	24,806	(1,342)	(1,228)	(3,064)	(1,001)	1,483	614	(2,589)	(2,868)	(2,314)	(1,607)
Executives with Strategic Responsibilities	-	-	(7,101)	(7,110)	-	-	-	-	-	-	-	-
Directors	-	-	(1,050)	(1,180)	-	-	-	-	-	-	-	-
Other related parties	-	-	(8,151)	(8,290)	-	-	-	-	-	-	-	-
Total Group companies and other related parties	28,834	24,806	(9,493)	(9,518)	(3,064)	(1,001)	1,483	614	(2,589)	(2,868)	(2,314)	(1,607)
As a percentage on line items	**100%**	**86%**	**28%**	**28%**	**22%**	**8%**	**32%**	**15%**	**-29%**	**-29%**	**-26%**	**-16%**

(in € thousands)	Trade receivables		Current financial receivables		Non-current financial receivables		Trade payables		Current financial payables		Other current liabilities		Other current financial liabilities		Other non-current financial liabilities	
Counterparty	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023	2024	2023
DiaSorin S.A. - France	300	437	-	-	-	-	(1)	-	(1,733)	(1,855)	-	-	-	-	-	-
Diasorin Italia SpA	30,351	23,894	-	-	-	-	(2,564)	(2,343)	(127,642)	(133,897)	-	-	(111)	(131)	(1,830)	(439)
Diasorin Italia UK Branch	173	31	4,470	6,623	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Iberia S.A.	315	628	-	2,508	-	-	(238)	(187)	(2,924)	-	-	-	-	-	-	-
DiaSorin S.A./N. V - Benelux	598	334	-	963	-	-	(507)	(502)	(5,058)	(4,199)	-	-	-	-	-	-
DiaSorin Ltd - UK	595	377	4,415	4,867	-	-	(636)	(418)	-	-	-	-	-	-	-	-
DiaSorin Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin I.N. Limited	338	567	-	-	-	9,067	-	-	(643)	(3,253)	-	-	-	-	-	-
DiaSorin Diagnostics Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin IN.UK Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Deutschland GmbH	888	980	-	-	-	-	-	-	(17,355)	(5,790)	-	-	-	-	-	-
DiaSorin Austria GmbH	244	88	-	-	-	-	-	-	(3,129)	(2,011)	-	-	-	-	-	-
DiaSorin Switzerland AG	117	94	-	-	-	-	-	-	(1,125)	(914)	-	-	-	-	-	-
DiaSorin Poland sp. Z .o.o.	120	194	-	-	-	-	-	-	(698)	(409)	-	-	-	-	-	-
DiaSorin AB - Sweden	239	241	-	-	-	-	-	-	(5,637)	(5,012)	-	-	-	-	-	-
DiaSorin Czech s.r.o.	92	159	-	-	-	-	-	-	(1,533)	(781)	-	-	-	-	-	-
DiaSorin Slovakia sro	-	14	-	-	-	-	(7)	-	(560)	(217)	-	-	-	-	-	-
DiaSorin Inc. - USA	2,774	2,741	-	-	-	-	(201)	(21)	(3)	(2)	-	-	-	-	-	-
DiaSorin Canada Inc	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Ltda - Brazil	156	81	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Mexico S.A de C.V.	162	132	-	272	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Ltd - Israel	5	77	-	-	-	-	(63)	-	-	-	-	-	-	-	-	-
DiaSorin Ltd - China	1,200	618	519	273	13,155	12,707	-	-	-	-	-	-	-	-	-	-

DiaSorin Trivitron Healthcare Private Limited	322	211	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin South Africa (PTY) Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin APAC Pte Ltd	12	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Australia (Pty) Ltd	223	1,048	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Molecular LLC	719	386	-	-	-	-	-	-	-	-	-	-	-	-	-	-
DiaSorin Middle East FZ-LLC	-	-	83	139	-	-	-	(11)	-	-	-	-	-	-	-	-
Luminex Corporation	5,751	7,130	-	-	-	-	(1,472)	(2,023)	-	-	-	-	-	-	-	-
Luminex Molecular Diagnostics INC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Group Companies	45,694	40,462	9,487	15,645	13,155	21,774	(5,689)	(5,506)	(168,040)	(158,338)	-	-	(111)	(131)	(1,830)	(439)
Executives with Strategic Responsibilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-	-	-	-	(82)	(82)	-	-	-	-
Other related parties	-	-	-	-	-	-	-	-	-	-	(82)	(82)	-	-	-	-
Total Group companies and other related parties	45,694	40,462	9,487	15,645	13,155	21,774	(5,689)	(5,506)	(168,040)	(158,338)	(82)	(82)	(111)	(131)	(1,830)	(439)
As a percentage on line items	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**56%**	**45%**	**100%**	**78%**	**1%**	**1%**	**9%**	**0%**	**0%**	**0%**

28) Significant events occurring after 31 December 2024 and business outlook

No significant events occurred after 31 December 2024.

The Company does not expect material negative impacts deriving from the military conflicts in Ukraine and in the Middle East, as it is not significantly exposed in these areas.

29) Significant non-recurring events and transactions

According to the ESMA Communication no. n. 32-63-1186 of 29 October 2021, there were no significant non-recurring events and transactions.

30) Transactions resulting from atypical and/or unusual activities

In 2024, there were no transactions resulting from atypical and/or unusual activities, as defined in the CONSOB Communication dated 28 July 2006 (see the definition provided in the Financial Statement Presentation Format section of this Report).

31) Other information

Law no. 124 of 4 August 2017 (the Annual Market and Competition Law) defined that, as from 2019, companies receiving grants, financial support, remunerated duties and any kind of economic benefits from Public Administrations and similar bodies are required to publish such amounts in the Note to the financial statements and consolidated financial statements.

3.10. ANNEX III:

DISCLOSURE REQUIRED PURSUANT TO ART. 149-DUODECIES OF CONSOB ISSUERS' REGULATION

(in € thousands)	Party providing the service	Recipient	Fees attributable to 2024
Independent Auditing	PricewaterhouseCoopers S.p.A.	Diasorin S.p.A. Parent Company	573
Other services	PricewaterhouseCoopers S.p.A.	Diasorin S.p.A. Parent Company	-
Total			**573**

3.11. CERTIFICATION OF THE STATUTORY FINANCIAL STATEMENTS

PURSUANT TO ART. 81-TER OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED

We, the undersigned, Carlo Rosa, in my capacity as Chief Executive Officer, and Piergiorgio Pedron, in my capacity as Corporate Accounting Documents Officer, of the issuer Diasorin S.p.A.,

attest that,

insofar as the provisions of Article 154-*bis,* Sections 3 and 4, of Legislative Decree No. 58 of February 24, 1998 are concerned, the administrative and accounting procedures applied to prepare the 2024 statutory financial statements are:

a) adequate in light of the Company's characteristics; and

b) applied effectively.

2. Moreover, we attest that:

2.1 the statutory financial statements at 31 December 2024:

a) have been prepared in accordance with the applicable international accounting standards recognized by the European Union, pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and Council dated 19 July 2002;

b) are consistent with the data in the supporting documents and accounting records;

c) are suitable for the purpose of providing a truthful and fair representation of the balance sheet, operating performance and financial position of the issuer;

2.2 the Report on Operations provides a reliable analysis of the Group's performance and result from operations and of the status of the issuer, together with a description of the main risks and uncertainties to which they are exposed.

Saluggia, 14 March 2025

Signed

The Chief Executive Officer — Corporate Accounting Documents Officer

3.12. REPORT OF THE BOARD OF STATUTORY AUDITORS

In attesa di n.26 pagine

3.13. REPORT OF THE INDEPENDENT AUDITORS

Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Diasorin SpA

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Diasorin SpA (the Company), which comprise the statement of financial position as of 31 December 2024, the income statement, comprehensive income statement, statement of changes in shareholders' equity, statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of this report. We are independent of the Company pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the

PricewaterhouseCoopers SpA

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context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	*Auditing procedures performed in response to key audit matters*
Valuation of the recoverability of investments in subsidiaries *Note 12 - "Investments in subsidiaries"* Non-current assets in the Company's financial statements as of 31 December 2024 include Euro 946,344 thousand referred to the investments held in the subsidiaries DiaSorin Inc. (Euro 592,794 thousand) and DiaSorin Italia SpA (Euro 353,550 thousand), which are measured at cost and represent approximately the 81% of the total assets. These investments, although in absence of impairment indicators, were tested for impairment tests in accordance with the international financial reporting standards as adopted by the European Union ("IFRS") and, in particular, IAS 36 "Impairment of assets", also in consideration of the significant intangible assets and goodwill recorded in the financial statements of the subsidiaries held directly or indirectly. The impairment test was carried out by comparing the carrying amount of the investment in the financial statements as of 31 December 2024 and the related recoverable amount. The recoverable amount, determined as the value in use, is represented by the present value of future cash flows referred to each subsidiary. The valuation of the recoverability of investments in subsidiaries has been considered a key audit matter given their magnitude in the financial statement as well as the underlying estimation elements included in the assumptions developed by Directors on future forecasts, such as the cash flows growth rate, including the g-rate, and discount rates	We performed an understanding of the process of preparing cash flow projections and of the process of preparing and approving the annual impairment test. We analysed the business and financial plans for the period 2025-2027, which were approved by the Board of Directors and used to assess the recoverability of the carrying value of investments in subsidiaries, including through meetings with management in which we were shown the process of preparing these plans. We compared the 2024 actual results of subsidiaries with the expected figures included in the previous year's impairment test and analysed main variances, to assess the reliability of the projections prepared by Directors. We analysed and understood the main assumptions underlying the forecast revenues and costs of each subsidiary as well as verified their reasonableness based on actual results, future strategic developments and expected market evolutions. We verified, through the involvement of valuation experts belonging to PwC network, the impairment test methodology, the mathematical accuracy of the model used, and the reasonableness of assumptions included, also in connection with the determination of the terminal value, including the g-rate, and the discount rate. We verified the sensitivity analysis in relation to the recoverability of the carrying amount of

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Key Audit Matters	*Auditing procedures performed in response to key audit matters*
	investments considering possible changes in key assumptions such as the g-rate and discount rate. We finally assessed the appropriateness and completeness of the financial statement's disclosure in particular with reference to the assumptions and the sensitivity analysis reported.

Responsibilities of the Directors and the Board of Statutory Auditors for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

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Additional Disclosures required by Article 10 of Regulation (EU) No 537/2014

On 28 April 2016, the shareholders of Diasorin SpA in general meeting engaged us to perform the statutory audit of the Company's and consolidated financial statements for the years ending 31 December 2016 to 31 December 2024.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Diasorin SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the financial statements as of 31 December 2024, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the financial statements as of 31 December 2024 have been prepared in XHTML format in compliance with the provisions of the Commission Delegated Regulation.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Diasorin SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Diasorin SpA as of 31 December 2024, including their consistency with the relevant financial statements and their compliance with the law.

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We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the financial statements;
- express an opinion on the compliance with the law of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the financial statements of Diasorin SpA as of 31 December 2024.

Moreover, in our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Milan, 4 April 2025

PricewaterhouseCoopers SpA

Signed by

Salvatore Savino
(Partner)

The accompanying financial statements of Diasorin SpA constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.