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Oggetto : Diasorin S.p.A. - Shareholders' Meeting 2025

Testo del comunicato

See attachment.

DIASORIN S.P.A. SHAREHOLDERS' MEETING 2025

THE ORDINARY SHAREHOLDERS' MEETING OF DIASORIN S.P.A.:

- APPROVED THE STATUTORY FINANCIAL STATEMENTS AT DECEMBER 31, 2024 AND THE ORDINARY DIVIDEND DISTRIBUTION FOR AN AGGREGATE AMOUNT OF € 64,670,351;
- APPROVED THE REMUNERATION POLICY AND THE 'SECOND SECTION' OF THE REPORT ON REMUNERATION POLICY AND REMUNERATION PAID PURSUANT TO ARTICLE 123-TER OF LEGISLATIVE DECREE 58/1998;
- APPOINTED THE BOARD OF DIRECTORS FOR THE YEARS 2025-2027;
- APPOINTED THE BOARD OF STATUTORY AUDITORS FOR THE YEARS 2025-2027;
- APPROVED PURSUANT TO ARTICLE 114-BIS OF LEGISLATIVE DECREE NO. 58/1998 THE CREATION OF A LONG-TERM INCENTIVE PLAN BASED ON THE ASSIGNMENT OF COMPANY SHARES CALLED "EQUITY AWARDS PLAN 2025-2028";
- APPROVED PURSUANT TO ARTICLE 114-BIS OF LEGISLATIVE DECREE NO. 58/1998 THE ESTABLISHMENT OF A NEW STOCK OPTIONS PLAN;
- APPROVED THE AUTHORIZATION TO PURCHASE AND DISPOSE OF TREASURY SHARES, PURSUANT TO THE COMBINED PROVISIONS OF ARTICLES 2357 AND 2357-TER OF THE ITALIAN CIVIL CODE, AS WELL AS ARTICLE 132 OF LEGISLATIVE DECREE 58/1998 AND RELATED IMPLEMENTING PROVISIONS;

April 28, 2025 - Diasorin S.p.A. (FTSE MIB: DIA) announces that the Ordinary Shareholders' Meeting, convened today under the chairmanship of Michele Denegri and attended by shareholders representing 89.44% of the voting rights, acknowledged the Group's results and approved the statutory financial statements at December 31, 2024, the appropriation of the year's net profit and the ordinary dividend distribution motion.

The Group's results at December 31, 2024 are the following

- **Revenues:** € 1,185 million, increased by +3% (at current and constant exchange rates) compared to 2023. Excluding COVID business, revenues grew +6% (+7% at CER), in line with the FY '24 guidance.
- **EBITDA:** € 387 million (equal to 33% of revenues), an increase of € 34 million (+10% compared to 2023).
- **EBIT:** € 258 million, an increase of € 42 million (+19% compared to 2023), equal to 22% of revenues, improving compared to 2023.
- **Net Profit:** € 187 million, +18%, equal to 16% of revenues improving compared to 2023.

The Shareholders' meeting also reviewed and approved the Statutory Financial Statements of Diasorin S.p.A. at December 31, 2024, ended with a net profit at € 56 million, an increase of +28% million compared to 2023.

Additionally, the Shareholders' meeting approved a motion to distribute an ordinary dividend for a total amount of € 64,670,351 equal to € 1.20 on each share entitled to it, before tax withholdings, with May 19, 2025 coupon date, May 20, 2025 record date and May 21, 2025 payment date

In compliance with Article 123-ter of Legislative Decree 58/1998, the same Shareholders' Meeting approved, with a binding resolution, the Company's policy on the remuneration of

the members of the management and control bodies, general managers and executives with strategic responsibilities. It also approved with a non-binding resolution, it approved the 'Second Section' of the Report on remuneration Policy and Remuneration Paid in 2024.

The Shareholders' Meeting, having resolved, in compliance with the Articles of Association, the number of members, term of office and remuneration, also appointed the Company's Board of Directors, which will remain in office until the approval of the Financial Statements at 31 December 2027. The members of the Board of Directors are Michele Denegri, Giancarlo Boschetti, Carlo Rosa, Chen Menachem Even, Diego Pistone, Stefano Altara, Roberta Somati, Monica Tardivo, Giovanna Pacchiana Parravicini (Independent Director), Fioranna Vittoria Negri (Independent Director), Diva Moriani (Independent Director) e Claudia Motta (Independent Director). They are drawn from the single list submitted by the shareholder IP Investimenti e Partecipazioni S.r.l. (holder, at the date of submission of the list, of a 43.957% stake in the share capital), which received 89.33% of the votes represented at the Shareholders' Meeting.

The Shareholders' Meeting also appointed the Board of Statutory Auditors and determined their remuneration. The Board of Statutory Auditors will remain in office for the three years 2025-2027 until approval of the financial statements at 31 December 2027. It comprises the Standing Auditors Patrizia Arienti and Matteo Michele Sutera – drawn from the majority list presented by the main shareholder IP Investimenti e Partecipazioni S.r.l., which received 75.30% of the votes represented at the Shareholders' Meeting – and the Chairman Nadia Fontana – drawn from the minority list presented by a group of asset management companies and institutional investors mentioned by name on the list filed (holders, at the date of submission of the list, of a total stake equal to 0.52% of the share capital) which received 14.03% of the votes represented at the Shareholders' Meeting.

Except for the Directors Carlo Rosa and Chen Menachem Even, holders directly and indirectly of No. 4,679,217 and 2,350,000 to the best of the Company's knowledge none of the other Directors and/or Statutory Auditors hold any investments in the Company. The CVs of the Directors and Statutory Auditors are available in attachment to the lists published on the website int.diasorin.com, section "Group" / "Governance" / "Shareholders' Meeting" / "2025".

The Shareholders' Meeting also approved, pursuant to Article 114-bis of Legislative Decree No. 58/1998 the establishment of the following incentive plan, the features of which (including conditions and requirements for implementation) are described in the Board of Directors Explanatory Report and in the information document drafted pursuant to Article 84-bis of Issuers' Regulation no. 11971/1999, available, inter alia, on the Company's website:

- a new long term incentive plan based on the granting of Company shares named "*Equity Awards Plan 2025-2028*", destined to the management of Diasorin and the other companies belonging to the Diasorin Group;
- a new stock options plan named "*Stock Option Plan 2025 – Diasorin S.p.A.*" reserved to directors and employees of Diasorin and of the companies directly or indirectly controlled by it ("*2025 Plan*"). The 2025 Plan will have a three-year duration and will provide a maximum amount of No. 200,000 options (valid for the purchase of ordinary treasury shares in 1:1 ratio), to be granted for free to the beneficiaries.

The same Shareholders' Meeting also resolved to authorize the purchase and disposal of a maximum of 300,000 own shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree 58/1998 and related implementing provisions, to service the 2025 Plan and "*Equity Awards Plan 2025-2028*" as well as other incentive and loyalty plans previously adopted by the Company not yet expired, according to the terms and conditions set forth therein. The shares authorized, or in any case already held in the Company's portfolio, may also be used to serve other legally permitted purposes in the interest of the Company, including to service other future incentive plans adopted by the company or to be sold on the market, according to the modalities provided by the law. Please note that the authorization to purchase own shares was granted for eighteen months from the date of the shareholders' resolution, and the authorization to dispose of them was granted without time limits. At the date of this press release, Diasorin holds 2,046,298 own shares in its portfolio, equal to 3.6575% of share capital

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For further information regarding the aforementioned shareholders' resolutions, reference should be made to the Explanatory Reports presented by the Board of Directors available on the Group's website int.diasorin.com section "Group" / "Governance" / "Shareholders' Meeting" / "2025". The minutes of the Shareholders' Meeting will be published with the modalities and within the terms set for the by law.

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BOARD OF DIRECTORS' MEETING AND RESOLUTIONS ON CORPORATE GOVERNANCE

At the end of the Shareholders' Meeting, the new Board of Directors met and appointed Michele Denegri as Chairman, Giancarlo Boschetti as Deputy Chairman and confirmed Carlo Rosa (General Manager of Diasorin) as the Company's Chief Executive Officer, conferring the respective mandates and powers.

Having noted the declarations of the Directors in possess of independence requirements and taking into account the information available to it, the Board of Directors was satisfied, with the favourable opinion of the Board of Statutory Auditors, that the Directors Diva Moriani, Claudia Motta, Fioranna Vittoria Negri and Giovanna Pacchiana Parravicini meet the independence requirements of current legislation.

On the other hand, the Directors Carlo Rosa and (by virtue of the management positions held at Diasorin) Chen Menachem Even qualify as Executive Directors.

During the Board of Directors' meeting, the Board of Statutory Auditors, pursuant to the requirements of Recommendation no. 9 of the Corporate Governance Code, confirmed the fulfilment of the independence requirement for the Standing Auditors, as the Board verified on today's date.

The Board also created the following committees:

REMUNERATION AND APPOINTMENT PROPOSALS COMMITTEE

Diva Moriani, Chairman (non-executive and independent director)

Claudia Motta (non-executive director and independent director)
 Giancarlo Boschetti (non-executive director)

RISK MANAGEMENT AND SUSTAINABILITY COMMITTEE

Fioranna Vittoria Negri, Chairman (non-executive and independent director)
 Claudia Motta (non-executive and independent director)
 Diego Pistone (non-executive director)

RELATED PARTY TRANSACTIONS COMMITTEE

Giovanna Pacchiana Parravicini, Chairman (non-executive and independent director)
 Diva Moriani (non-executive and independent director)
 Fioranna Vittoria Negri (non-executive and independent director)

The Board also appointed Diva Moriani as Lead Independent Director of the Company.

Finally, following the expiry of the term of office of the previously constituted Supervisory Board, the Board of Directors confirmed Ezio Maria Simonelli (Chairman), Matteo Michele Sutura and Ulisse Spada as members of the Company's Supervisory Board pursuant to Legislative Decree 231/2001. The Supervisory Board will remain in office until the financial statements' approval as of 31 December 2027.

As Financial Reporting Officer, Piergiorgio Pedron declares - pursuant to paragraph 2, Article 154-bis of Legislative Decree no. 58/1998 - that the accounting information contained in this communication corresponds to the documentary results, books and accounting records.

ABOUT DIASORIN

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

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

More info at www.diasorin.com

FOR ADDITIONAL INFORMATION, PLEASE CONTACT:

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