

FINANCIAL REPORT

> AT 31 DECEMBER 2025



Diasorin
The Diagnostic Specialist

FINANCIAL REPORT

> AT 31 DECEMBER 2025

Letter to Shareholders

Dear Shareholders and Stakeholders,

The year 2025 was impacted by persistent and escalating geopolitical tensions and widening conflicts, which triggered periods of severe instability and uncertainty across international scenarios. The global crisis weighed on the market, especially in the final quarter of the year.

Against this backdrop, Diasorin successfully expanded its customer base and launched new products, thereby strengthening its market share in Europe and consolidated its presence across U.S. hospitals. In the rest of the world, Diasorin entered high-growth markets such as India, targeting a population of 250 million with a growing demand for Western-standard healthcare and diagnostics or Saudi Arabia where the healthcare system is investing significantly to improve services for 42 million people.

We saw significant progress in our product range, notably with the development of the LIAISON PLEX syndromic platform, which received clearance for the blood infection panel. Furthermore, the gastrointestinal panel continued to move through the final stages of clearance, completing our diagnostic portfolio. At the end of 2025, we received authorization to commercialize the LIAISON NES platform aimed at the Point-of-Care market, and its first respiratory flu panel.

Noteworthy was the exclusive distribution agreement with Fisher Scientific, part of Thermo Fisher Scientific for the U.S. market, further confirming Diasorin ability to operate through strategic alliances with leading international players.

Our focus on R&D remained a top priority, with expenditure representing over 12% of revenues to drive new technology and product development.

Against a backdrop of increasing market complexity and the diverse range of platforms and products distributed by Diasorin worldwide, the year 2025 represented a key step toward the Group's organizational evolution; to this end, we intensified our efforts to implement initiatives aimed at strengthening leadership at all levels, both through internal development and external talent acquisition.

Again in 2025, Diasorin proved the competitive edge of its platforms and products, securing its market position while exploring new potential markets. Driven by robust organic growth, the company has continued to seize potential external opportunities for further expansion.

To this end, the 2025 Shareholders' Meeting approved an enhanced voting rights mechanism, fostering a capital structure tailored for future acquisitions opportunities. At the same time, at the end of 2025 the Shareholders' Meeting approved a major share buyback program to drive earnings per share and Total Shareholder Return, reflecting full confidence in Diasorin's future growth strategy.

The year 2025 also marked a major milestone in our sustainability journey, having successfully achieved all the targets set in the 2023–2025 ESG Plan presented at the last Capital Markets Day. Looking ahead, we will continue to invest in sustainable initiatives to generate value for our people, local communities, and the planet, as sustainability is a core pillar of our corporate identity.

Once again this year, I am proud of the projects that our Foundation has implemented in Italy, continuing to passionately support STEM education, inspiring young minds to explore science and developing the skills and talents of the future.

As Chairman and shareholder, I would like to extend my full support and sincere gratitude to the Company's entire team, whose vision, consistency, and execution capabilities steered Diasorin throughout 2025 with responsibility and a clear focus on long-term value.

I would also like to thank the financial community for its ongoing engagement, support and trust placed in our Company during the past year, also in view of the upcoming presentation of our new 2026-2030 strategic plan.

Sincerely,

The Chairman

Michele Denecri



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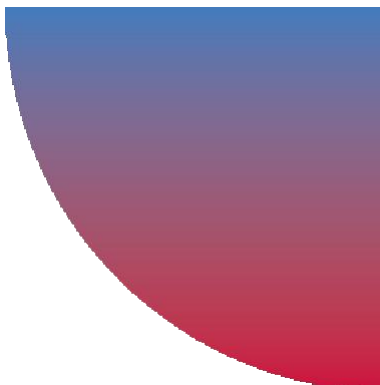
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1. Report on Operations

1.1. Diasorin world



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1.1.1. Corporate Bodies

BOARD OF DIRECTORS

(appointed on 28 April 2025)

Chair

Michele Denegri
Giancarlo Boschetti

Deputy Chair

Carlo Rosa ⁽¹⁾

Directors

Chen Menachem Even

Stefano Altara
Diva Moriani ⁽²⁾ ⁽³⁾

Claudia Motta ⁽²⁾
Fioranna Vittoria Negri ⁽²⁾
Giovanna Pacchiana Parravicini ⁽²⁾

Diego Pistone
Roberta Somati
Monica Tardivo

BOARD OF STATUTORY AUDITORS

Chair

Statutory Auditors

Nadia Fontana

Patrizia Arienti

Matteo Michele Sutera

Alternate Auditors

Margherita Spainì
Cristian Tundo

⁽¹⁾ General Manager

⁽²⁾ Independent director

⁽³⁾ Lead Independent Director

INDEPENDENT AUDITORS

EY S.p.A.

COMMITTEES

Control, Risk and Sustainability Committee

Fioranna Vittoria Negri ⁽²⁾ *(Chair)*

Diego Pistone
Claudia Motta ⁽²⁾

Remuneration and Nominating Committee

Diva Moriani ⁽²⁾ ⁽³⁾
Giancarlo Boschetti
Claudia Motta ⁽²⁾

Committee for Related-Party Transactions

Giovanna Pacchiana Parravicini ⁽²⁾

Diva Moriani ⁽²⁾ ⁽³⁾

(1) General Manager

(2) Independent director

(3) Lead Independent Director



1.1.2. Diasorin worldwide

NORTH AMERICA

USA

-   Austin
-   Chicago
-   Cypress
-  Madison
-   Stillwater

CANADA

-   Toronto

EUROPE

ITALY

-   Saluggia
-  Bresso

GERMANY

-  Dietzenbach

UK

-   Dartford

ASIA

CHINA

-  Shanghai

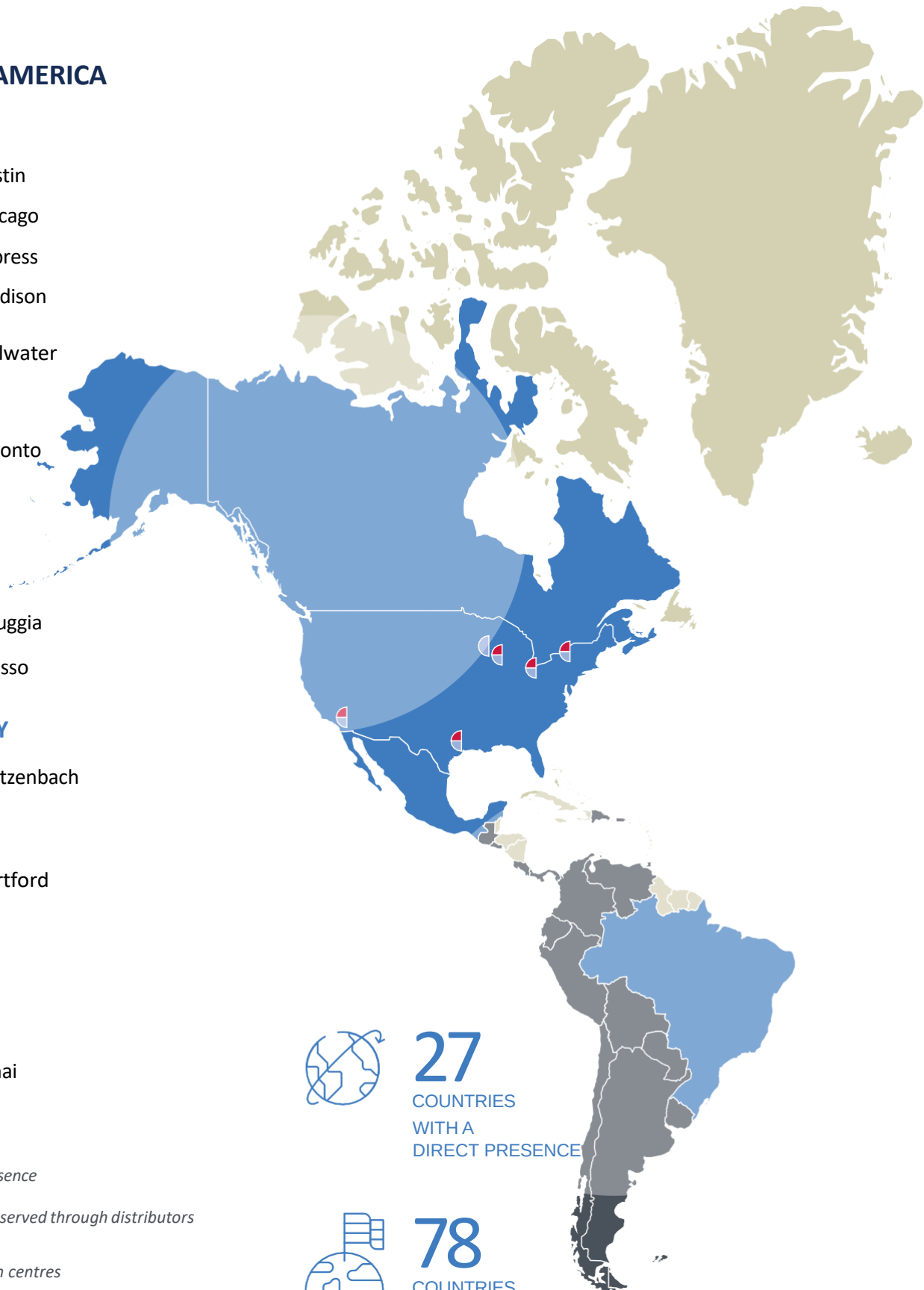
-  Direct presence
-  Countries served through distributors
-  Production centres
-  R&D centres



27
COUNTRIES
WITH A
DIRECT PRESENCE



78
COUNTRIES
SERVED THROUGH
DISTRIBUTORS



**406**PEOPLE DEDICATED TO R&D AND TO ALTERNATIVE
SOLUTIONS DEVELOPMENT**31**

COMPANIES

**9**PRODUCTION
FACILITIES**9**

R&D CENTRES

**3272**

EMPLOYEES

Data updated at 31 December 2025



FROM INCEPTION TO 2000

1968

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

1997

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

1.1.3. The history of Diasorin

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

With a distinctive managerial approach and a vision capable of charting today the course for tomorrow's markets and opportunities, Diasorin strategically interprets the evolution of the diagnostic world, remaining faithful to its identity as the "Diagnostics Specialist."

Established as a division of SORIN, an Italian company created in 1968, Diasorin focused on the development of in vitro diagnostic products, and mainly on the production of reagents for laboratory diagnostic tests.

In the 1970s and 1980s, the Company started to expand its product line by introducing new technologies and tests and, in 1997, it was acquired by the U.S. American Standard International.

FROM 2000 TO 2010 "DIASORIN 1.0"

2000

A management buyout brought

Diasorin's ownership back to Italy.

2007

On July 19, Diasorin was listed on the Italian Stock Exchange (Piazza

The year 2000 was a key year, as the Company was once again under Italian ownership following the Management Buyout completed by the Denegri family, by Carlo Rosa, the current CEO, and by Chen Menachem Even, the current Chief Commercial Officer, who have been the main shareholders since then.

Diasorin outlined a new growth strategy that the Company still embraces today and that leverages its positioning as the "Diagnostics Specialist", a distinguishing feature compared to other market players, driven by the steady development of cutting-edge specialty tests.

This growth was spurred by a key technological shift: the moment when, in the immunodiagnosics market, modern CLIA (Chemiluminescent ImmunoAssay) technology replaced the older RIA and ELISA technologies. In this context, Diasorin acquired the rights to use the LIAISON analyser designed to automatically support the existing wide panel of tests.

"Diasorin 1.0" strategy was 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 increased its international presence and opened commercial branches in Europe, Asia and Latin America.

In ten years, the Company became 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 continued to grow both organically and inorganically, expanding

geographically and investing in technology and product innovation. It established numerous partnerships with leading players in the global diagnostics market (Roche, Beckman Coulter, Meridian Bioscience).

2016

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

2018

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

2020

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

The strategic choices of the previous decade enabled the Company to achieve consistent growth in different areas: a steadily expanding diagnostic test menu, ever-improving manufacturing technologies, acquisition of new types of customers, expansion into new market segments and a strengthened global commercial presence.

Such a dynamic profile allowed the Company to become 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, offering laboratories a solution designed to improve its detection.

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

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



FROM 2021 TO DATE:

THE ACQUISITION OF LUMINEX AND "DIASORIN 3.0"

2021

Diasorin acquired the American company Luminex Corporation for \$1.8 billion, thus acquiring multiplexing technology

for molecular diagnostics and entering the Licensed Technologies field. Diasorin

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

2022

Diasorin strengthened 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 collaborated

on MR pro-ADM, a new immunodiagnostic solution for emergency departments to improve patient management.

2023

Diasorin sold all assets related to the Flow Cytometry & Imaging (FCI) business

unit to Cytex Biosciences. Diasorin collaborated with Gilead Sciences to develop an automated test for HDV detection.

2024

Diasorin received 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.

2025

Diasorin received 510(k) clearance and CLIA-waiver from the FDA for its the LIAISON NES the Group's first molecular POC platform, along with its first 4-plex respiratory panel.

The year 2021 marked a significant transformation for the Company. Through the acquisition of the US-based Luminex company, Diasorin further expanded its molecular diagnostic tests by adopting the multiplexing technology that allows simultaneous detection and quantification of multiple analytes in a single sample. Therefore, the Company became one of the few players in the world capable of providing this technological solution to its customers.

Through the acquisition of Luminex, Diasorin became 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 marked the beginning of a new chapter for Diasorin's evolution: in line with its "Specialist" positioning, the Company built its product offering around three different technologies and segments: immunodiagnostics (through the development of new tests based on advanced algorithms), molecular diagnostics (through a menu ranging from specialty tests to advanced multiplexing 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.

In 2025, Diasorin completed the test panel for the diagnosis of bloodstream infections through clearance from the U.S. Food and Drug Administration (FDA) for the LIAISON PLEX Gram-Positive Culture Assay and the LIAISON PLEX Gram-Negative Culture Assay. In 2025, Diasorin submitted the LIAISON PLEX Gastro-Intestinal Flex Assay to the U.S. FDA for 510(k) clearance to complete the major platform portfolio.

In 2025, Diasorin received 510(k) clearance and CLIA-waiver from the U.S. Food and Drug Administration (FDA) for its first assay, the 4-plex respiratory panel, on the LIAISON NES molecular diagnostics platform, thus marking the Company's entry into the molecular Point-of-Care diagnostics segment.



1.1.4.

The Diasorin Group



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 analysers.

In the immunodiagnostics field, for instance, the Company is developing the new LIAISON XXL analyser, which was introduced during the Investor Day in December 2023. In the molecular diagnostics sector, the Company is expanding its range of test panels on the new multiplexing LIAISON PLEX analyser and is developing the cutting-edge Point of Care LIAISON NES analyser to meet decentralization needs. Lastly, in the Licensed Technologies field, the Company has continued to expand the INTELLIFLEX installed base – a recently launched platform.

The large installed base, both at small laboratories and at larger and more consolidated ones, along with the broad specialty testing menu and its positioning as the “Diagnostics Specialist” have allowed Diasorin to develop strategic partnerships, such as those with QIAGEN for the detection of infections from latent tuberculosis 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 needs 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 are univocally classified, labelled and analyzed in a laboratory

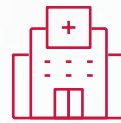


In the laboratory, the samples are processed by specialized equipment that provides the diagnostic responses required on the basis of the reaction between the samples and the diagnostic test (reagents)

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, etc.)



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 a broad range of diagnostic solutions, addressing the needs of different therapeutic areas, including the 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 the prognosis and the disease and patient management process. These solutions allow Diasorin to break into new markets and consolidate the Company's position as a leader in specialty diagnostics.

Business growth is driven by a strong commitment to developing new tests, with solutions often targeting less common and specialized diseases that have always been Diasorin's hallmark in the diagnostic market.

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



LIAISON XS



LIAISON XL



LIAISON XL LAS



New Generation LIAISON XL*

**under development*



Reagent kits



CLINICAL AREAS

- ◆ Infectious Diseases
- ◆ Endocrinology
- ◆ Gastrointestinal Infections
- ◆ Autoimmunity
- ◆ Hypertension
- ◆ Emergency/ Sepsis
- ◆ Bone Metabolism
- ◆ Oncology

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 dozens of pathogens (multiplexing technology). These two technologies meet different diagnostic needs: on the one hand, they can detect pathogens in cases of clear clinical suspicion (single/low-plex technology); on the other hand, they can test a wide range of syndromes (multiplexing technology).

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

In the field of single/low-plex technologies, Diasorin's product range includes the LIAISON MDX platform providing both a portfolio of specialty molecular tests based on targeted single-plex technology and a range of single/low-plex solutions for the detection of respiratory infections. Within the scope of low-plex technologies, Diasorin provides an extensive, ever-expanding menu of 65 ASR (Analyte-Specific Reagents) for use in LDT (Laboratory Developed Tests), namely finished products developed directly by laboratories.

The Group's new platform, the LIAISON NES, is intended for decentralized testing to meet the increasing demand for Point-of-Care molecular solutions by performing targeted and highly reliable molecular tests in a short time (about 15 minutes).

With regard to multiplexing technologies, Diasorin differentiates the non-automated multiplexing offering on the MAGPIX e Luminex 100/200 platforms from the more advanced automated multiplexing one on the VERIGENE and LIAISON PLEX platforms and the corresponding diagnostic solutions.

Through the LIAISON PLEX, Diasorin has implemented a groundbreaking flexibility in multiplexing 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.



LIAISON NES

POINT-OF-CARE (POC)



LIAISON MDX

SINGLE-LOW PLEX PLATFORM
Simultaneously detects up to 5
pathogens from a single sample



LIAISON PLEX

MULTIPLEXING PLATFORM
Simultaneously detects up to 40
pathogens from a single sample



CLINICAL AREAS

- ◆ Infectious Diseases
- ◆ Herpes Viruses
- ◆ Meningitis/Encephalitis
- ◆ Hospital Acquired Infections
- ◆ Vector Borne
- ◆ Bloodstream Infections
- ◆ Transplants
- ◆ 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 multiplexing 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 companies that purchase platforms and microspheres to design proprietary tests for the diagnostic market;
- Life Science and pharmaceutical companies that use Diasorin products to develop tests for research purposes;
- Research and academic world.





- Allergy Testing
- Alzheimer
- Autoimmune Diseases
- Biodefense/ Environmental
- Cancer Markers
- Cardiac Markers
- Cellular Signaling
- Cytokines, chemokines
and growth factors
- Endocrine
- Gene Expression Profiling
- Genotyping

- HLA Testing
- Immunogenicity
- Infectious Diseases
- Isotyping Matrix
- Metalloproteinase
- Metabolic Markers
- Neurobiology
- Brain and Nervous System
- Markers
- Plant & Food Safety Sepsis
- Markers
- Transcription Factors/ Nuclear
- Receptors
- Toxicology
- Vaccine Testing



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 adopt the Value Based Care approach to promote prevention, optimize treatments and reduce hospital access. In this regard, diagnostics plays a key role as 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 the 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 informed clinical decisions for 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 2025 the Group's research and development costs were € 143,496 thousand.

<i>(in € thousands)</i>	2025	2024
Research and development costs that were not capitalized	74,400	72,391
Annual amortization of capitalized costs	20,607	19,176
Total research and development costs charged to income	95,007	91,567

Research and development costs that were not capitalized	74,400	72,391
Development costs capitalized during the year	69,096	59,287
Total research and development costs	143,496	131,678

1.1.10. Corporate Culture

In 2025, Diasorin continued to further consolidate its structural expansion that has defined the Company as a solid, future-oriented global player. With 3,272 employees worldwide, mainly located in the United States and Europe, Diasorin today operates in an increasingly challenging industrial and regulatory landscape where the financial performance, sustainability and people development are deeply intertwined.

Since the 2000 management buyout, Diasorin has progressively expanded its scope by entering new market segments, strengthening its global commercial presence and developing strategic long-term partnerships.

Against this backdrop of growth and organizational evolution, the importance of human capital drives long-term value. The year 2025 marked a significant shift toward a people-oriented approach as a key lever for building organizational resilience, operational continuity and tackling increasingly challenging scenarios.

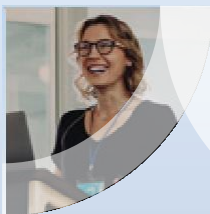
Consistently with this vision and in line with the Group's ESG goals, in 2025, the Company implemented leadership training programs across all levels aimed at promoting a management culture focused on excellence, inclusion and a positive work environment. Furthermore, Diasorin strengthened its commitment to Diversity, Equity, and Inclusion also through the adoption of global policies.

Alongside this, the management of executive roles was driven by an intentional balance between internal development and external talent acquisition. The buy vs build mix underlines the commitment to leveraging internal talent while allowing for a selective inflow of external expertise to support the organizational evolution.

During the year new tools and methodologies were implemented to assess organizational resilience and collect employee feedback on key topics such as organization, leadership and culture. An example of this is the launch of Diasorin's first global Engagement Survey, with a participation rate of 84%. The results paved the way for corporate-wide action plans to simplify and streamline the organization, develop a more mature managerial approach oriented toward people growth and a more regular communication to align strategic and operational objectives across organizational units.

Against this strongly dynamic backdrop, the Human Resources function supports the business evolution safeguarding the cultural foundations which turned Diasorin into a world-class player: meritocracy, widespread entrepreneurship and accountability. Talent attraction and development, organizational models designed to leverage global synergies and promotion of shared values are the pillars of a People Strategy fully aligned with our "Diagnostics Specialist" positioning.

People Strategy



Leadership and excellence



Engagement and dialogue



Diversity, equity, and inclusion



Meritocracy, entrepreneurship, and a sense of responsibility

1.1.11. Diasorin in 2025

Immunodiagnosics

In 2025, Diasorin consolidated its leadership in the immunodiagnosics sector, confirming its dedication to the ongoing enhancement of its products and services and increasing its market penetration in the U.S. and Europe. The year 2025 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 States 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. This test is the result of research and validation conducted on thousands of patients over the last ten years.

To meet the needs of larger laboratories, the new version of the LIAISON XL is in an advanced stage (unveiled during the Investor Day held in December 2023 as the LIAISON XXL project).

Among the new products launched in 2025, it should be noted the LIAISON TSH-R Ab, an immunodiagnostic assay to improve the diagnosis of the Basedow-Graves disease, the most common autoimmune thyroid disorder, distinguishing it from other forms of hyperthyroidism and monitoring patient therapy.

In 2025, Diasorin in partnership with QIAGEN, unveiled the next generation of the LIAISON QuantiFERON-TB Gold Plus II assay to deliver significant testing productivity and faster results in all countries accepting the CE mark.



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 dozens of pathogens (multiplexing technology). These two technologies meet different diagnostic needs: on the 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 (multiplexing technology).

The key platform for single/low-plex technology is the LIAISON MDX which offers both a portfolio of specialty molecular tests based on targeted single-plex technology and a range of single/low-plex solutions for the detection of respiratory infections. In 2025, the LIAISON MDX consolidated the Luminex customer base following the discontinuation of the ARIES platform.

The LIAISON MDX menu continued 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 2025, Diasorin launched a one-of-a-kind assay for detection of *Candida auris*, an emerging, multi drug-resistant fungal pathogen commonly found in healthcare settings. The assay to be run on this platform was launched in Europe, following its initial launch in the United States the year before. In 2025, Diasorin launched the Simplexa COVID-19, Flu A/B & RSV Direct kit to strengthen its market positioning in the respiratory disease diagnostics market on the LIAISON MDX.

Diasorin's key platform for multiplexing 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, LIAISON PLEX Yeast Blood Culture Assay, LIAISON PLEX Gram-Positive Culture Assay and LIAISON PLEX Gram-Negative Culture Assay that received U.S. FDA 510(k) clearance. In 2025, Diasorin submitted the LIAISON PLEX Gastro-Intestinal Flex Assay to the U.S. FDA. The assay is currently pending 510(k) clearance.

Lastly, in 2025, the LIAISON NES platform and its first panel of tests for simultaneous detection of COVID Flu A/B and RSV infection received FDA 510(k) clearance and CLIA-waiver. The new platform provides targeted and highly reliable molecular tests in a short time (about 15 minutes) and is intended for decentralized testing to meet the increasing demand for Point-of-Care molecular 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 advanced analysers and microparticles to diagnostic and Life Science companies that use such technology to develop and commercialize solutions for its customers (diagnostic laboratories for the former and pharmaceutical companies for the latter).



Sustainability Initiatives in 2025

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. Inside and outside 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 Paralympic 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. In 2025 Diasorin met all targets set out in the ESG Plan.

1.1.12. Financial communication and investor relations

In 2025, 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 400 analysts and investors and organized meetings and participated in industry conferences and financial roadshows in the main financial centres in Europe and North America to provide a more in-depth understanding of the company business.

Financial communication continues to be an essential interaction tool between Diasorin and analysts and investors, in order to provide greater clarity on the business dynamics and activities.

Diasorin is committed to provide maximum accessibility to any corporate information, ensuring the utmost visibility, also through the "Investors" 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
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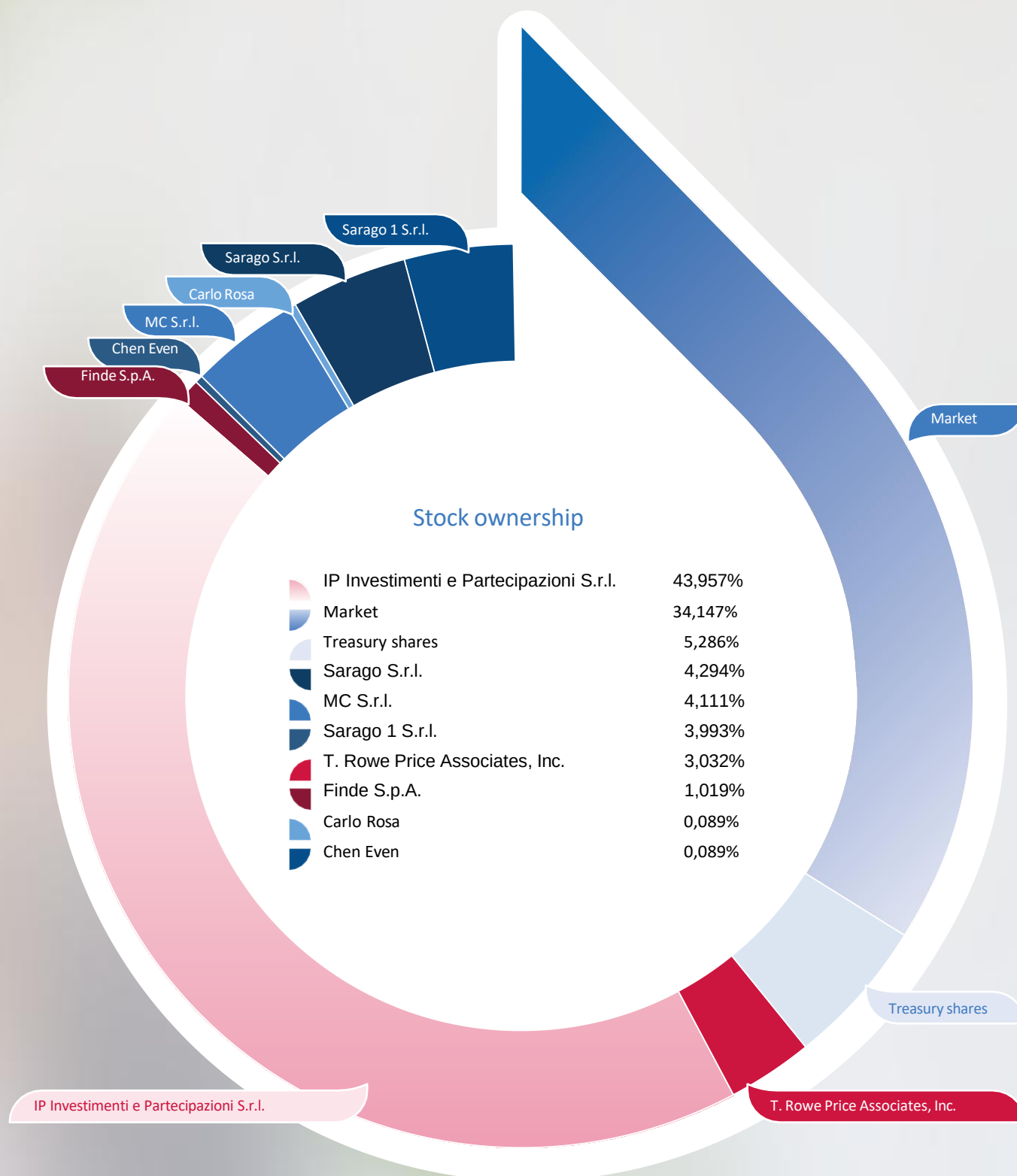
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Performance of the Diasorin stock in 2025

In 2025, the Diasorin stock was -31.08% vis-à-vis +31.47% of the FTSE-MIB reference stock market index.

Diasorin S.p.A. vs. FTSE MIB

Stock performance



PRICE SENSITIVE	27 Jan	Proposal to enhance the increased voting rights to support the Company's growth strategy, also by external lines, and reward a shareholder base with a long-term investment horizon
	28 Feb	The Extraordinary Meeting of Shareholders approves the enhancement of the increased voting rights
	13 Mar	Annulment of the administrative sanction imposed by CONSOB on the CEO
PRICE SENSITIVE	14 Mar	Results at 12.31.2024
	18 Mar	Launch of the Simplexa™ C. auris direct assay on the LIAISON MDX instrument in all Countries accepting the CE Mark
	31 Mar	Adoption of the enhancement of the increased voting rights: withdrawal exercised by 1.69% of the share capital. Statutory option and pre-emption offer period to start on 31 March 2025
	18 Apr	510(k) clearance for its second multiplex molecular panel for diagnosing bloodstream infections on the LIAISON PLEX
	28 Apr	Shareholders' Meeting 2025
PRICE SENSITIVE	06 May	Results at 3.31.2025
	07 Jun	510(k) clearance for LIAISON PLEX Gram-Positive Blood Culture Assay, to complete the Blood culture portfolio on the LIAISON PLEX
	02 Jul	Submission of the LIAISON NES Point-of-Care molecular diagnostics system and 4-plex Respiratory Panel to the FDA for 510(k) Clearance and CLIA Waiver
PRICE SENSITIVE	31 Jul	Results at 6.30.2025
	19 Sep	Launch of the LIAISON TSH-R Ab, an immunodiagnostic assay to improve Graves' Disease diagnosis, in all countries accepting CE mark
	22 Oct	Diasorin signs a supplier agreement with Quest Diagnostics for the innovative molecular multiplexing platform LIAISON PLEX
	31 Oct	FDA 510(k) clearance for Simplexa COVID-19, Flu A/B & RSV Direct kit on the LIAISON MDX
PRICE SENSITIVE	05 Nov	Results at 9.30.2025 and FY 2025 guidance revised downward
	18 Nov	Diasorin, in partnership with QIAGEN, unveils the next generation of the LIAISON QuantiFERON-TB Gold Plus II assay to deliver significant testing productivity and faster results
	24 Nov	Diasorin submits the LIAISON PLEX Gastrointestinal Flex Assay to the U.S. FDA for 510(k) Clearance
PRICE SENSITIVE	22 Dec	The Board of Directors approved to submit to the Shareholders' Meeting the authorization for the purchase and cancellation of treasury shares for the purpose of shareholder remuneration. Ordinary and extraordinary shareholders' meeting convened.
	28 Dec	FDA 510(k) clearance and CLIA-waiver for its first assay, the 4-Plex Respiratory Panel, on the LIAISON NES Molecular Diagnostics platform

1.2 OVERVIEW OF THE RESULTS

1.2.1. Consolidated financial highlights

<i>Income statement (in € thousands)</i>	2025	2024
Revenues	1,195,055	1,185,427
Gross profit	773,474	781,701
Adjusted Gross profit ¹	777,513	781,701
EBITDA ²	375,349	387,366
Adjusted ⁽¹⁾ EBITDA	393,973	393,757
Operating result (EBIT)	228,564	258,325
Adjusted ⁽¹⁾ operating result (EBIT)	303,825	303,479
Net profit for the period	150,037	187,057
Adjusted ⁽¹⁾ Net profit	222,972	236,102

<i>Statement of financial position (in € thousands)</i>	12/31/2025	12/31/2024
Capital invested in non-current assets	2,088,070	2,334,176
Net invested capital	2,156,628	2,416,756
Net financial debt	(579,823)	(617,734)
Shareholders' equity	1,576,805	1,799,022

<i>Statement of cash flows (in € thousands)</i>	2025	2024
Net cash flow for the period	(178,471)	63,956
Free cash flow ³	208,709	240,548
Capital expenditures	137,681	119,716
Number of employees	3,272	3,271

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 2025 and comparison with 2024".

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 Company 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 and taxes 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

<i>Income statement (in € thousands)</i>	2025	2024
Net revenues	27,589	28,834
Operating result (EBIT)	(33,838)	(31,977)
Net profit for the period	150,155	56,373

<i>Statement of financial position (in € thousands)</i>	12/31/2025	12/31/2024
Capital invested in non-current assets	990,976	1,015,167
Net invested capital	997,871	1,038,248
Net financial debt	(505,652)	(548,767)
Shareholders' equity	504,346	502,635

<i>Statement of cash flows (in € thousands)</i>	2025	2024
Free cash flow ¹	(62,788)	47,579
Capital expenditures	2,134	1,045
Number of employees	144	133

¹Free cash flow is the cash flow from operating activities, counting utilizations for capital expenditures and taxes but before interest payments, acquisitions of companies and business operations and taking out/repaying borrowings.

1.2.3. Overview of the operating performance in 2025 and comparison with 2024

Foreword

The 2025 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 IFRS. 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 2025 and comparison with 2024”, 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 measures 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, by excluding the results of one-off items related to non-recurring events. In 2025, one-off items related to non-recurring events include costs for the integration/restructuring of Luminex companies within the Group, the estimate of the costs attributable to the disposal of the industrial activities at the German plant, the estimate of the non-cash costs related to the cessation of manufacturing activities at the Chinese plant, amortizations deriving from the Purchase Price Allocation of Luminex and the financial expenses related to the financing of the transaction, including their tax impact. It should be noted that in 2024 one-off items related to non-recurring events do not include costs attributable to the disposal of the industrial activities at the German plant and costs related to the cessation of manufacturing activities at the Chinese plant.

It should be noted that the calculation of these Adjusted measures could differ from those used by other companies. The following provides the alternative performance measures at 31 December 2025:

<i>Figures in € millions</i>	Gross profit	EBITDA	Operating Result (EBIT)	Net result
Financial Statements Measures	773,474	375,349	228,564	150,037
Adjustments				
One-off costs related to non-recurring events	4,039	18,624	38,891	38,891
Amortization of Luminex intangibles identified in the Purchase Price Allocation	-	-	36,370	36,370
Financial charges relating to debt instruments and to the convertible bond issued to finance the acquisition of Luminex net of hedging effects	-	-	-	15,731
Total adjustments before tax effect	4,039	18,624	75,261	90,992
Fiscal effect on adjustments	-	-	-	(18,056)
Total Adjustments	4,039	18,624	75,261	72,935
Adjusted Measures	777,513	393,973	303,825	222,972

The following provides the alternative performance measures at 31 December 2024:

<i>Figures in € millions</i>	Gross profit	EBITDA	Operating Result (EBIT)	Net result
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
Amortization of Luminex intangibles identified in the Purchase Price Allocation	-	-	38,763	38,763
Financial charges relating to debt instruments and to the convertible bond issued to finance the acquisition of Luminex net of hedging effects	-	-	-	19,676
Total adjustments before tax effect	-	6,391	45,154	64,830
Fiscal effect on adjustments	-	-	-	(15,786)
Total Adjustments	-	6,391	45,154	49,044
Adjusted Measures	781,701	393,757	303,479	236,102

Macroeconomic scenario and the foreign exchange market

In 2025, global economic consolidation remained moderate as inflation continued its downward trajectory and the main central banks gradually eased monetary conditions. The ECB continued to cut interest rates, while the Federal Reserve adopted a more gradual easing approach, monitoring the evolution of the economic outlook.

The outlook was marked by extreme uncertainty, in particular due to the evolution of geopolitical tensions and to the protectionist trade policies implemented by the United States. These elements may have impacted the international trade and market sentiment, thus increasing foreign exchange market volatility, in particular the U.S. dollar.

In the foreign exchange market, the average EUR/USD exchange rate depreciated significantly by 4% year-on-year (average exchange rate at 1.13 in 2025 as against average exchange rate at 1.08 in 2024). At the same time, the comparison of the end-of-period exchange rates showed a strong appreciation of the euro at year-end 2025 compared to year-end 2024 (from 1.039 at the end of December 2024 to levels above 1.175 EUR/USD from late June onwards).

It should be noted the depreciation of the other currencies used by the Group in the LATAM area where the Brazilian Real and Mexican Peso reported a 8% and 9% depreciation against the Euro, respectively, compared to 2024.

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 2025 and 2024.

Currency	Average exchange rates			Exchange rates at		
	2025	2024	Change	12/31/2025	12/31/2024	Change
U.S. dollar	1.1300	1.0824	4%	1.1750	1.0389	13%
Brazilian real	6.3072	5.8283	8%	6.4364	6.4253	0%
British pound	0.8568	0.8466	1%	0.8726	0.8292	5%
Swedish kronor	11.0663	11.4325	-3%	10.8215	11.4590	-6%
Swiss franc	0.9370	0.9526	-2%	0.9314	0.9412	-1%
Czech koruna	24.6879	25.1198	-2%	24.2370	25.1850	-4%
Canadian dollar	1.5787	1.4821	7%	1.6088	1.4948	8%
Mexican peso	21.6705	19.8314	9%	21.1180	21.5504	-2%
Israeli shekel	3.8927	4.0067	-3%	3.7471	3.7885	-1%
Chinese yuan	8.1185	7.7875	4%	8.2262	7.5833	8%
Australian dollar	1.7518	1.6397	7%	1.7581	1.6772	5%
South African rand	20.1789	19.8297	2%	19.4439	19.6188	-1%
Norwegian krone	11.7173	11.6290	1%	11.8430	11.7950	0%
Polish zloty	4.2397	4.3058	-2%	4.2210	4.2750	-1%
Indian Rupee	98.5239	90.5563	9%	105.5965	88.9335	19%
Singapore dollar	1.4756	1.4458	2%	1.5105	1.4164	7%
UAE Dirham	4.1499	3.9750	4%	4.3152	3.8154	13%

1.2.4. Review of the group's operating performance and financial position

Income statement in 2025 and comparison with 2024

(in € thousands)	2025	As a % of revenues	2024	As a % of revenues
Revenues	1,195,055	100.0%	1,185,427	100.0%
Cost of sales	(421,582)	35.3%	(403,726)	34.1%
Gross profit	773,474	64.7%	781,701	65.9%
Adjusted Gross profit	777,513	65.1%	781,701	65.9%
Total operating expenses	(544,910)	45.6%	(523,376)	44.2%
Operating result (EBIT)	228,564	19.1%	258,325	21.8%
Adjusted Operating result (EBIT)	303,825	25.4%	303,479	25.6%
Financial income/(expense)	(16,958)	1.4%	(15,877)	1.3%
Profit before taxes	211,606	17.7%	242,448	20.5%
Income taxes	(61,569)	5.2%	(55,391)	4.7%
Net profit for the period	150,037	12.6%	187,057	15.8%
Adjusted Net profit	222,972	18.7%	236,102	19.9%
EBITDA ¹	375,349	31.4%	387,366	32.7%
Adjusted EBITDA	393,973	33.0%	393,757	33.2%

¹ EBITDA is defined as the "Operating Result", gross of amortization and depreciation of intangible and tangible assets. EBITDA is a measure used by the Company 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.

Revenues

In 2025, Diasorin generated **revenues for € 1,195,055 thousand** (€ 1,185,427 thousand in 2024) up by 3.7% at CER compared to the previous year (+0.8% at current exchange rates). Excluding COVID business, revenues increased by 4.9% at CER (+2% at current exchange rates). Exchange rate fluctuation had a significant impact compared to 2024 and resulted in a negative effect amounting to around € 34 million.

Ex-COVID immunodiagnostics revenues were € 821,479 thousand, up 7.0% at CER (+4.7% at current exchange rates), on the back of the upward trend of CLIA specialty tests, which more than offset the contraction in revenues from the Chinese market, mainly attributable to the implementation of Volume-Based Procurement regulation introduced by the Chinese government authorities and which caused a marked reduction in prices. Excluding the contribution of the Chinese market, business growth amounted to +8.5% at CER (+6.1% at current exchange rates).

Ex-COVID molecular diagnostics revenues were € 196,424 thousand, up 0.5% at CER compared to 2024. At current exchange rates revenues fell by 3.6%, mainly due to a decline in sales of respiratory panels (as a result of the late start of the flu season) on the LIAISON MDX Low-plex platform and on non-automated Multiplexing platforms along with the discontinuation of the ARIES platform. Positive contribution from increase in sales of test panels on automated Multiplexing platforms (Verigene I and LIAISON PLEX).

Licensed Technologies revenues were € 164,544 thousand, in line with the previous year at CER (-3.6% at current exchange rates), driven by the strong performance of customers in the Diagnostics segment, partially offset by a decline in sales from Life Science customers, which were negatively impacted in the United States by policies reducing NIH funding and the resulting overall contraction in research spending.

Sales of COVID serology and molecular diagnostics tests were € 12,608 thousand, an expected decline of € 13,429 thousand compared to 2024.

Breakdown of Revenues by geography

The following table provides a comparison of revenues in 2025 with the same period of the prior year, broken down by geographic areas, net of the contribution from COVID tests.

(in € thousands)	2025	2024	% Change Current Exchange rates	% Change Constant Exchange rates
Europe direct	423,710	408,971	3.6%	3.6%
North America direct	583,802	569,088	2.6%	7.2%
Rest of the World ¹	174,935	181,331	-3.5%	0.5%
COVID	12,608	26,037	-51.6%	-49.5%
Total Revenues	1,195,055	1,185,427	0.8%	3.7%

Europe direct

In 2025, revenues were € 423,710 thousand, up by 3.6% (both at current exchange rates and at CER) compared to 2024. Growth was mainly driven by the solid performance of the immunodiagnostics business, particularly specialty tests, despite an unfavourable comparison with 2024, which had benefited from volume increases driven by infectious disease outbreaks in the major European countries; excluding this effect, growth was +5.6% at CER.

¹ The Rest of the World includes sales in markets where the Group does not operate through a direct (i.e., through a commercial branch).

North America Direct

In 2025, revenues were € 583,802 thousand, up by 7.2% at CER (+2.6% at current exchange rates) compared to 2024. The market recorded a solid performance of the immunodiagnostics business, on the back of the positive CLIA trend and the success of the hospital strategy. A positive performance was also recorded for specialty (so-called targeted) tests on the LIAISON MDX low-plex molecular platform, which offset the overall weakening of the respiratory segment due to limited test volumes associated with the late start of the flu season.

Rest of the World

In 2025, revenues were € 174,935 thousand, in line at CER (-3.5% at current exchange rates) compared to 2024. The performance was affected by the contraction of revenues in the Chinese market, mainly attributable to the implementation of Volume-Based Procurement regulation, which is impacting the performance of all companies operating in the diagnostics sector, and to the negative performance registered in some minor markets where the Group operates through third-party distributors. Excluding the Chinese contribution, the “Rest of the World” area grew by 5.3% at CER (+1.2% at current exchange rates).

Breakdown of revenues by technology

(in € thousands)	2025	2024
Ex-COVID immunodiagnostics	68.7%	66.2%
Ex-COVID molecular diagnostics	16.4%	17.2%
Licensed Technologies	13.8%	14.4%
COVID	1.1%	2.2%
Total	100%	100%

Operating performance

In 2025, the **adjusted gross profit** was **€ 777,513 thousand**, down by 0.5% as against € 781,701 thousand in 2024; its ratio to revenues decreased to 65.1% from 65.9% in 2024. The negative change was due to the impact of import tariffs, adverse exchange rates, a shift in the technological sales mix and to price reduction in the Chinese market as a result of the implementation of the Volume-Based Procurement. The gross profit was **€ 773,474 thousand**.

Operating expenses, net of adjusted elements, increased to € 473,688 thousand compared to the previous year, even though their ratio to total revenues decreased to 39.6%, from 40.3% in 2024, mainly as a result of the increase in the operating leverage following the growth in revenues combined with the ongoing monitoring of operating expenses.

Adjusted EBITDA amounted to **€ 393,973 thousand**, up by 3.9% at CER (in line at current exchange rates) compared to 2024 with an incidence on revenues of 33.3% and in line with FY 2025 guidance. EBITDA amounted to € 375,349 thousand, down by 3.1% compared to the previous year, with an incidence on revenues equal to 31.4% in 2025 (32.7% in 2024) The change is due to the elements described above.

Adjusted EBIT amounted to **€ 303,825 thousand** (€ 303,479 thousand in 2024), in line with the previous year, with an incidence on revenues equal to 25.4% in 2025 as against 25.6% in 2024. In 2025, EBIT 2024 amounted to € 228,564 thousand, down by 11.5% compared to 2024 and with an incidence on revenues equal to 19.1%.

In 2025, in addition the Purchase Price Allocation amortization reported above the adjusted elements include:

- € 20,016 thousand pertaining to the estimate of non-cash costs related to the reorganization of operating activities at the Chinese plant that will generate operational synergies and cost savings amounting to € 6 million with a cash payback period of less than one year;
- € 9,499 thousand pertaining to the disposal of the industrial activities at the German plant that will generate operational synergies and cost savings amounting to €7 million.

Financial income and expense

In 2025, net financial expense amounted to € 16,958 thousand, as against € 15,877 thousand in 2024. This change was due to lower interest income on liquidity, resulting from the combined impact of declining interest rates and associated investments. The effect was partly offset by lower interest expense for Diasorin Inc. due to the repayment of the “Term Loan” debt.

Interest expense and other financial charges include:

- € 9,616 thousand in financial charges arising from the application of the amortized cost relating to the convertible bond issued by the Parent Company (€ 9,447 thousand in the previous year);
- € 4,953 thousand in interest expense and other charges for the bank loan to support the acquisition of Luminex (€ 8,439 in 2024);
- € 4,065 thousand in interest expense on lease recognized under the IFRS 16 accounting standard (€ 4,030 Thousand in 2024);
- € 8,279 thousand in interest income accrued on bank accounts and cash management instruments (€ 12,767 thousand in 2024);
- € 2,573 thousand in other charges on bank accounts (€ 2,058 thousand in 2024);
- € 1,161 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 acquisition of Luminex (€ 1,790 thousand in 2024).

Lastly, interest expense amounted to € 2,869 thousand (€ 2,879 thousand in 2024), mainly attributable to factoring commission.

Profit before taxes and net profit

The year 2025 ended with a result before taxes of € 211,606 thousand (€ 302,597 thousand net of costs for non-recurring items and costs resulting from the Purchase Price Allocation), down by 12.7% as against € 242,448 thousand in the previous year, equal to 17.7% of revenues (23.8% net of the costs for non-recurring items and costs resulting from the Purchase Price Allocation). The change is due to the combined effect of the elements described above.

In 2025, the effective tax rate was 29%. The percentage included the effect of dividends distributed by subsidiaries in the year and the tax-neutrality of estimated costs associated with the reorganization of operating activities at the Chinese subsidiary. Net of these effects, the Group's tax rate was 25%.

In 2025, the **adjusted net profit** was **€ 222,972 thousand**, down by €13,129 thousand or 5.6% compared to the previous year, equal to 18.7% of revenues (19.9% in 2024), as a result of currency headwinds and non-recurring tax items. The net profit was € 150,037 thousand.

Statement of financial position at 31 December 2025.

The consolidated statement of financial position at 31 December 2025 is shown below

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Goodwill and Intangible assets	1,789,953	2,028,486
Property, plant and equipment	255,853	271,359
Other non-current assets	42,264	34,330
Non-current assets	2,088,070	2,334,176
Net working capital	325,193	346,398
Other non-current liabilities	(256,635)	(263,818)
Net invested capital	2,156,628	2,416,756
Net financial debt	(579,823)	(617,734)
Total shareholders' equity	1,576,805	1,799,022

Non-current assets decreased to € 2,088,070 thousand at 31 December 2025 compared to 31 December 2024 (€2,334,176 thousand). The change is due to the conversion in euros of fixed assets denominated in U.S. dollars.

In 2025, following the launch of the project to reorganize the operating activities at the Chinese subsidiary, a write-down of € 18,296 thousand was recognized on tangible and intangible assets associated with the manufacturing facility.

Amortization and depreciation amounted to € 128,246 thousand (€ 129,041 thousand in 2024) and investments were € 143,089 thousand (€ 132,428 thousand in 2024). Investments included the LIAISON PLEX and LIAISON NES projects.

Other non-current liabilities were € 256,635 thousand, down by € 7,183 thousand at 31 December 2024, mainly reflecting the decrease in deferred tax liabilities.

The table that follows shows the net working capital:

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Trade receivables	200,702	194,696
Ending inventories	334,604	344,043
Trade payables	(108,804)	(99,520)
Other current assets/liabilities	(101,309)	(92,821)
Net working capital	325,193	346,398

At 31 December 2025, the net working capital was € 325,193 thousand, with a decrease of € 21,205 thousand compared to the previous year, reflecting currency movements and the recognition within other current liabilities of costs related to the disposal of the industrial activities at the German plant.

At 31 December 2025, **net financial debt** was **€ 579,823 thousand**.

The table that follows provides a breakdown of the consolidated net financial debt:

(in € thousands)	12/31/2025	12/31/2024	Change
A. Cash on hand	165,799	344,270	(178,471)
B. Cash equivalents	-	-	-
C. Other current financial assets	42,689	34,654	8,035
D. Liquidity (A+B+C)	208,488	378,924	(170,436)
E. Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	44,477	23,621	20,856
F. Current portion of non-current financial debt	213,067	24,106	188,961
G. Current financial debt (E+F)	257,544	47,727	209,817
H. Net current financial debt (G-D)	49,056	(331,197)	380,253
I. Non-current financial debt (excluding the current portion and debt instruments)	53,907	481,686	(427,779)
J. Debt instruments	476,860	467,244	9,616
K. Trade payables and other non-current debts	-	-	-
L. Non-current financial debt (I+J+K)	530,767	948,930	(418,163)
M. Total financial debt (H+L)	579,823	617,734	(37,911)

It should be noted that the net financial debt included:

- the repayment of a principal of USD 50,000,000 in January and of USD 175,000,000 in April relating to the "Term Loan", in addition to the payment of related interests for € 3,781 thousand.
- the use of cash held by Diasorin Inc. in time Deposit instruments for € 42,689 thousand, up from € 34,654 thousand at 31 December 2024;
- the Chinese subsidiary's short-term bank borrowings amounting to € 19,366 thousand.
- the "Revolving Credit Facility" due 2028 and renewed in 2025 by Diasorin S.p.A for an amount equal to € 150,000 thousand was drawn down by € 15,000 thousand at 31 December 2025.

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

At 31 December 2025, the **consolidated shareholders' equity** amounting to **€ 1,576,805 thousand** (€ 1,799,022 thousand at 31 December 2024) included no. 2,947,590 treasury shares, equal to 5.27% of the share capital, for a total of € 343,302 thousand.

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.

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Cash and cash equivalents- opening balance	344,270	280,314
Cash generated by/ (used in) operating activities	342,760	358,782
Cash generated by/ (used in) investing activities	(144,517)	(49,809)
Cash generated by/ (used in) financing activities	(376,713)	(245,017)
Change in net cash before investments in financial assets	(178,471)	63,956
Change in net cash	(178,471)	63,956
Cash and cash equivalents – Closing balance	165,799	344,270

At 31 December 2025, available **liquid assets** held by the Group was **€ 165,799 thousand**, a decrease of € 178,471 thousand compared to 31 December 2024.

In 2025, the cash flow from operating activities was € 342,760 thousand, down by € 16,022 compared to 2024 due to the impact of exchange rate fluctuations (particularly the US dollar) and higher taxes paid (mainly in Italy following the forfeiture of the tax credit related to the Patent Box regime).

Net cash from investing activities were € 144,517 thousand; the increase of € 94,708 thousand compared to 31 December 2024 reflected increased investment volume linked to the new product platforms and to the investments in time deposits used by the U.S. companies for cash denominated in US dollars.

The **free cash flow** in 2025 amounted to **€ 208,709 thousand**, a decrease of € 31,839 thousand as against € 240,548 thousand in 2024. The change compared to the previous year was due to the impact of exchange rate fluctuations, higher taxes paid, mainly in Italy following the forfeiture of the tax credit related to the Patent Box regime, and in the U.S. which in the previous financial year had benefited from prior-year tax credits. Furthermore, following the conversion into Law of Decree-Law No. 95 of 30 June 2025 (the so-called "Decree Economy"), the Company paid in Italy the requested payback contribution relating to the years 2015-2018 for a total amount of about € 6 million.

Net cash from financing activities amounted to € 376,713 thousand, as against € 245,017 thousand generated in 2024. This cash outlay is the result of the Term Loan repayments described above. Lastly, dividends paid amounted to € 63,539 thousand (€ 61,277 thousand in 2024), and purchase of treasury shares net of stock options exercise amounted to € 96,277 thousand (€ 37,560 thousand in 2024).

The currency translation effect on cash and cash equivalents was negative by € 25,537 thousand (positive by € 14,110 thousand in 2024).

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 2025 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. 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 the overall health care spending and a greater use of diagnostic tests supports prevention and reduces more invasive treatments, thus contributing to cost savings for Healthcare Systems.

Despite the gradual decline in inflation, there are still pressures on operating costs. The increase in manufacturing and procurement costs may not be fully transferred to customers through price adjustments, with a potential impact on margins. To date, this phenomenon has not had a material impact on the Group's figures.

Risks related to the Group's international presence and expansion

The Group operates in several countries, including emerging markets that may be affected by economic, political and social instability. Current geopolitical tensions and conflicts in some areas, such as Ukraine and the Middle East, fuel global uncertainty. Nevertheless, the Group is not significantly exposed in these markets.

In countries where it does not operate through a subsidiary, Diasorin uses independent distributors to sell its products. As a rule, these distributors are small or medium-sized companies. This model entails risks related to the financial stability of local partners that may impact both their growth prospects and their insolvency risk.

Furthermore, the Group monitors the evolution of the regulatory framework regarding trade restrictions or tariff measures adopted by certain Countries, including the United States, on diagnostic products or raw materials used in manufacturing processes. At the moment, the tariff measures that have been announced or introduced have not a material impact on the Group's operations. Further details regarding the evolution of the regulatory framework are provided in paragraph " Significant events occurred after 31 December 2025 and business outlook" of the Report and in note 31 " Significant events occurred after 31 December 2025 and business outlook" of the Notes to the Financial Statements.

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, the need for financing and liquidity are monitored and managed centrally, in order to promptly guarantee an effective raising of the financial resources or an adequate employment of the liquidity available.

In 2025, the Company renewed the EUR 150 million Revolving Committed credit facility, extending its term by an additional three years. This line was made available by a pool of banks and provides the Group with adequate financial flexibility. Management believes that the available resources and operating cash flows will enable the Group to meet its liquidity needs.

Credit risk

In certain emerging countries, limited financial liquidity of local customers may result in gaps between the contractual payment terms and the collection terms. Impairment losses on receivables are recognized through the simplified approach required by IFRS 9, using a provision matrix which is estimated on the basis of historical credit loss experience combined with outlooks on future economic conditions.

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 is adjusted to reflect current conditions and estimates on relevant future economic conditions.

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 fluctuations in foreign exchange rates. Revenues are generated in US Dollar (accounting for about 50% of revenues in 2025), the Chinese Yuan (about 3%) and the Canadian dollar (about 2%). A significant portion of the debt from the Luminex acquisition in 2021 is denominated in US Dollar, consistently with the allocation of the assets acquired.

Future fluctuations of the currencies may have an impact, even though marginal, on the Group's income statement, balance sheet and financial position.

With regard to interest rates, it should be noted that:

- floating-rate interest accrues on the debt denominated in US dollars of the subsidiary DiaSorin Inc., but it is hedged through Interest Rate Swap contracts;
- 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.

Commercial risk

Diasorin operates in a market characterized by major competitors that use particularly aggressive strategies and exert pressure on sales price, especially on high-volume products (mainstream). In order to mitigate this risk, the Group constantly develops specialty menu to cover niche markets.

The consolidation of testing laboratories in some countries may concentrate revenues on a limited number of customers. Diasorin mitigates this risk through the adoption of long-term contracts and the

implementation of a commercial strategy aimed at expanding the customer base that is composed of medium and small-sized hospital laboratories.

The regulatory and competitive framework in China continues to be a significant challenge for the international diagnostics players. The government initiatives “Made in China 2025” and “Volume-Based Procurement” (VBP) have created competitive conditions that tend to favour local operators. The programme “Made in China 2025” aims to reach a domestic production share of at least 70% by 2025 in strategic sectors, including medical devices, promoting the development of in-house technological solutions. At the same time, the initiative VBP, with its full impact beginning in 2025, has introduced a mechanism that imposes price reductions of up to 50% to gain access to public tenders, thus exerting pressure on revenues and, consequently, on operating margins. The persistence and intensification of policies designed to favour local operators and significantly reduce prices may negatively impact the future performance of the Chinese market.

Against this backdrop, Diasorin has launched a project aimed at reorganizing the operating activities at its Chinese subsidiary, consistent with the approach adopted in similar initiatives and as part of its strategy to optimize production facilities globally, with the objective of strengthening long-term competitiveness. The sustainability analysis of the Chinese plant, carried out in light of the new macroeconomic conditions and the introduction of the Volume-Based Procurement (VBP) regulation, led to the reorganization of these activities. The transaction, which is expected to be completed by the end of 2026, will be implemented in compliance with existing contractual agreements and is expected to generate operating synergies and annual cost savings estimated at approximately € 6 million, with a cash payback period of less than one year. This will allow the Group to focus its commercial strategy on specialty tests, such as latent tuberculosis tests and the immunodiagnostics panel for gastrointestinal infections.

1.2.7. Significant events occurred after 31 December 2025 and business outlook

On 5 March 2026, the U.S. Court of International Trade (CIT) issued a nationwide injunction requiring the U.S. Customs & Border Protection to refund duties imposed under the IEEPA. The injunction follows the U.S. Supreme Court's 20 February decision holding that IEEPA does not authorize the imposition of tariffs. The injunction applies to all importers, including Diasorin. The Court of International Trade granted the Customs & Border Protection a 45-day window to prepare its system for this function. The Group will continue to monitor the evolution of this complex situation. To date, the potential gain to the income statement is approximately 4 million dollars.

After 31 December 2025, the escalation of the conflict in the Middle East has led to increased volatility in the energy sector, triggering an immediate surge in oil prices and increasing risks related to good logistics.

The Group does not expect any material adverse impact resulting from the military conflict in the Middle East as it is not significantly exposed in this area; furthermore, it does not expect a material impact linked to potential rises in energy prices resulting from enduring geopolitical tensions. The evolution of this situation is closely monitored.

With reference to the business outlook, the Management expects the following for 2026:

FY 2026 Guidance at CER:

- **Total revenues:** growth between +5% and +6%
- **Adjusted Ebitda margin:** 32%-33%

The Guidance does not take into account any potential adverse impacts arising from the current military conflict in the Middle East, which could affect the Group's sales in the region. Furthermore, it leaves out potential indirect fallout from the conflict itself, including increased logistical and distribution challenges - even towards the Asia-Pacific region - as well as potential inflationary effects on costs and supply chain linked to the current geopolitical context. Diasorin will communicate any further updates to the market as soon as the situation allows for a more accurate assessment; as of today, it is not possible to provide any forecasts.

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 Group’s performance in 2025 and comparison with 2024

INCOME STATEMENT		
<i>(in € thousands)</i>	2025	2024
Revenues	27,589	28,834
Gross profit	27,589	28,834
Total Operating Expenses	(61,426)	(60,811)
Operating Result (EBIT)	(33,838)	(31,977)
Financial income	196,373	96,792
Financial expense	(17,513)	(17,582)
Profit before taxes	145,021	47,233
Income taxes	5,134	9,140
Net profit	150,155	56,373

Revenues

Revenues include holding activities and services amounting to € 27,589 thousand at 31 December 2025 (€ 28,834 thousand at 31 December 2024) 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 € 61,426 thousand (€ 60,811 thousand at 31 December 2024).

The balance of other operating charges and income was negative by € 6,149 thousand (negative by € 8,860 thousand in 2024). The amount includes non-recurring charges amounting to € 1,831 thousand in connection with the Luminex Group integration.

Financial performance

In 2025, net financial income amounted to € 178,859 thousand as against net financial income of € 79,210 thousand in the previous year.

In 2025, the Company reported financial income amounting to € 196,373 thousand, mainly for:

- dividends received by Group's companies amounting to € 190,128 thousand,
- impairment of the investment in Diasorin South Africa (PTY) Ltd for € 314 thousand,
- interest income connected to Group's companies amounting to € 877 thousand,
- interest income and other financial income amounting to € 5,682 thousand.

Interest expenses and other financial charges amounted to € 17,513 thousand (€ 17,582 thousand in 2024) and refer to notional interests at amortized cost accrued on the convertible bond for the Luminex acquisition.

Profit before taxes and net profit

In 2025, the Parent Company's profit before taxes amounted to € 145,021 thousand (€ 47,233 thousand in 2024).

The Group's Parent company's income taxes were positive by € 5,134 thousand, mainly as a result of the IRES loss recognized as income on tax consolidation.

The net profit was € 150,155 thousand (€ 56,373 thousand in 2024). The increase is due to higher dividends received from subsidiaries.

Statement of financial position at 31 December 2025

The table below shows a breakdown of the financial position at 31 December 2025:

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Intangible Assets	7,731	7,615
Property, plant and equipment	3,257	3,269
Investment in subsidiaries	967,182	990,659
Other non-current assets	678	469
Non-current assets	978,849	1,002,012
Net working capital	23,362	38,754
Other non-current liabilities	(4,342)	(2,519)
Net invested capital	997,871	1,038,244
Non-current financial receivables to Group companies	12,127	13,155
Net financial debt	505,652	548,764
Shareholder's equity	504,346	502,635

Non-current assets decreased to € 978,849 thousand compared to 31 December 2024 (€1,002,012 thousand), mainly as a result of the net effect deriving from the distribution of Diasorin S.p.A.'s additional paid-in capital, for an amount equal to € 30,000 thousand, and the increase in investment in subsidiaries as a result of the allocation of foreign stock option and equity plan for an amount equal to € 6,837 thousand.

The net working capital was € 23,362 thousand, broken down as follows:

<i>(in € thousands)</i>	12/31/2025	12/31/2024	Change
Trade receivables due to Group's companies	42,751	45,855	(3,104)
Trade payables and amounts due to Group companies	(10,684)	(10,090)	(594)
Other current assets/liabilities ⁽¹⁾	(8,705)	2,989	(11,694)
Net working capital	23,362	38,754	(15,392)

(1) The item other current assets/liabilities is defined as the algebraic sum of receivable and payables other than those classified as financial and trade-related

Trade receivable due to Group companies were € 42,751 thousand and include receivables deriving from intercompany services.

The balance of trade payables amounted to €10,684 thousand and include payables due to both Group companies and third distributors.

Other non-current liabilities increased to € 4,342 thousand at 31 December 2025 compared to the previous year (net liabilities amounting to € 2,519 thousand in 2024) and include provisions for employee benefits.

Non-current financial receivables owed to Group's companies were € 12,127 thousand and refer mainly to loans granted to Group's companies.

At 31 December 2025, the Parent Company's **net financial debt** was negative by **€ 505,652 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 ²:

	(in € thousands)	12/31/2025	12/31/2024
A	Cash on hand	17,164	79,953
B	Cash equivalents	-	-
C	Other current financial assets	72,775	9,544
D	Cash (A+B+C)	89,939	89,497
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	116,503	168,743
F	Current portion of non-current financial debt	-	-
G	Current financial debt (E+F)	116,503	168,743
H	Net current financial debt (G-D)	26,564	79,246
I	Non-current financial debt (excluding the current portion and debt instruments)	2,228	2,277
J	Debt instruments	476,860	467,244
K	Trade payables and other non-current debts	-	-
L	Non-current financial debt (I+J+K)	479,088	469,521
M	Total financial debt (H+L)	505,652	548,767

² In accordance with the Consob Communication no. DEM/6064293 of 28 July 2006 the net financial debt does not include non-current financial assets.

Regarding the net financial debt for the period, the following is reported:

- the "Revolving Credit Facility" due 2028 and renewed in 2025 by Diasorin S.p.A for an amount equal to € 150,000 thousand was drawn down by € 15,000 thousand at 31 December 2025.
- interests amounting to € 9,616 thousand accrued on the Convertible debt for the Luminex acquisition occurred in 2021.

At 31 December 2025, **shareholders' equity** amounting to **504,346 thousand** (€ 502,635 thousand at 31 December 2024) included no. 2,947,590 treasury shares, equal to 5.27% of the share capital, for a total of € 343,302 thousand.

The change, equal to a € 1,711 thousand compared to 31 December 2024, refers to the net effect deriving from the purchase of treasury shares and the stock options and equity plan exercises.

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:

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Cash and cash equivalents- opening balance	79,953	32,374
Cash generated by/ (used in) operating activities	(2,870)	10,801
Cash generated by/ (used in) investing activities	161,890	90,656
Cash generated by/ (used in) financing activities	(221,809)	(53,877)
Net change in cash	(62,789)	47,579
Cash and cash equivalents – closing balance	17,164	79,953

At 31 December 2025, available **liquid cash** held by the Parent Company decreased to **€ 17,164 thousand** from € 79,953 thousand at 31 December 2024.

The cash flow from operating activities was negative by € 2,870 thousand as against positive by € 10,801 thousand in 2024.

Cash from investing activities were € 161,890 thousand as against € 90,656 thousand generated in 2024 and include dividends received from Group companies.

As regards financing activities the following should be noted:

- distribution of ordinary dividend equal to € 63,539 thousand (€ 61,277 thousand in 2024);
- purchase and sale of treasury shares to service the stock options plans for an amount equal to € 96,277 thousand (purchase/sale of treasury shares equal to € 37,560 thousand in 2024);
- increase in financial items owed to Group companies, equal to € 73,971 thousand (increase of €15,729 thousand in 2024).

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 2025 can be consulted on the company’s website at 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 CG Code	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. Nadia Fontana (Chair), Ms. Patrizia Arienti and Mr. Matteo Michele Sutura (Statutory Auditors)
CRS Committee	The Issuer's Control, Risk and Sustainability Committee.
RN Committee	The Issuer's Remuneration and Nominating Committee.
Date of the Report	20 March 2026, being the date of approval of this Report by the Board of Directors of Diasorin
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. At the Date of the Report, 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 Ms. Amelia Parente.
Issuer, Company or Diasorin	Diasorin S.p.A., the securities Issuer to which the Report refers.
Reporting 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.
Capital Markets Law	Law No. 21 of 5 March 2024, as subsequently amended and supplemented.
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 Consob Issuer's Regulation or IR	The Regulation issued by Consob with Resolution No. 11971 of 1999 (as subsequently amended) on issuers.
Consob Market Regulation	The Regulation issued by Consob with Resolution No. 20249 of 2017 (as subsequently amended) on markets.
Related Parties Regulation	The Regulation issued by Consob with Resolution No. 17221 of 12 March 2010 (as subsequently amended), on related-party transactions.

Report	The Report on corporate governance and ownership structure drawn up by Diasorin, pursuant to Article 123- <i>bis</i> 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.
Articles of Association	The current Articles of Association of the Issuer, last amended on 27 January 2026.
TUF	The Legislative Decree No.58 dated 24 February 1998 (as subsequently 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 admitted to trading on 19 July 2007, on the Star segment of Borsa Italiana's MTA market (Mercato Telematico Azionario).

Later, after the company entered the FTSE MIB Index, 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 2023, 2024 and 2025 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 Articles of Association, 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 Directors and a Board of Statutory Auditors.

Up to the approval of the Annual Financial Report at 31 December 2024, as resolved by the Shareholders' Meeting held on 28 April 2025, the independent auditing function was awarded to "PricewaterhouseCoopers S.p.A.". The Shareholders' Meeting held on 4 September 2024 resolved to appoint Ernst & Young S.p.A as Independent Audit Firm ahead of schedule for the financial years 2025-2033.

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 remuneration policy.

Main contents of the 2025 Report

The Report approved by the Board of Directors on 20 March 2026, 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

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 2025, is as follows¹:

Shares	No. of shares	No. of voting rights ²	Listed	Rights and obligations
Ordinary share (par value € 1 each) without enhanced voting rights ISIN IT0003492391	23,855,439	23,855,439	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 provisions for shares that have accrued increased voting rights, pursuant to art. 9-bis of the Articles of Association.
Ordinary share (par value € 1 each) with enhanced voting rights ISIN IT0005188385	32,092,818	64,185,636	Euronext Milan	Shareholders' rights and obligations are those provided in art. 2346 et seq. of the Civil Code; the shares that have accrued increased voting rights pursuant to Article 9-bis of the Articles of Association 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 “Euro 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.

It should be noted that the Articles of Association of Diasorin provides for increased voting rights - both standard and enhanced (as introduced by the Capital Markets Law) - and that art. 120, paragraph 1 of the TUF, concerning disclosure obligations for significant holdings, states that share capital shall be understood as the total number of voting rights for companies whose Articles of Association allow for increased voting rights.

In 2025, 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 Articles

¹ The number of treasury shares held by the Company amounted to 2,947,590 at 12.31.2025

² The amount of voting rights was equal to 88,041,075 at 12.31.2025.

of Association. The Company also received notices of withdrawal from the Specialist List (as defined below), which caused the lapse of the associated increased voting rights. At 31 December 2025, no 32,092,818 shares accrued increased voting rights (see paragraph 2 lett. d).

Reference is made to paragraph 13 of this Report for a detailed description of the increased voting rights mechanism.

Stock Option plans

The details and terms of the Stock Option Plans currently in force and namely "Diasorin" S.p.A. 2019 Stock option Plan ("2019 Plan"), "Diasorin S.p.A. 2020 Stock option Plan" ("2020 Plan"), "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"), "Diasorin S.p.A. 2023 Stock option Plan" ("2023 Plan"), "Diasorin" S.p.A. 2025 Stock option Plan ("2025 Plan"), and the "2025-2028 Equity Awards Plan" ("2025 Equity 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 website in the Section "Governance/Governance Documents/Shareholders' Meeting /2026".

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 year-end, Shareholders holding, either directly or indirectly, investment in subsidiaries 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	57.163
	Finde S.p.A.	570,000		1,140,000	
Rosa Carlo	Sarago S.r.l.	2,402,532	8.377	4,805,064	10.657
	Sarago 1 S.r.l.	2,234,082		4,527,364	
	Rosa Carlo	50,000		50,000	
Even Chen Menachem	MC S.r.l.	2,300,000	4.200	4,600,000	5.282
	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	1.926

¹ At 12.31.2025, the share capital consisted of 55,948,257 shares (par value of € 1.00)

² At 12.31.2025, the total amount of voting rights was € 88,041,075

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

It should be noted that the Articles of Association of Diasorin provides for the increased voting rights mechanism, including both standard and enhanced rights (as introduced by the Capital Markets Law).

Reference is made to paragraph 13 of this Report for a detailed description of the increased voting rights mechanism.

At 31 December 2025, shares that accrued increased voting rights amounted to 32,092,818.

The list of Shareholders who, at the Date of the Report, have obtained the registration to the Special List to benefit of increased voting rights as they hold investment in subsidiaries 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 2025 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, paragraph 1-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/2026" 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 “Euro 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 28 April 2025, 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, referred to as the “Equity Awards Plan”, intended for employees (other than the members of the Board of Directors and Control bodies) and parties who qualify 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 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 Articles of Association 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)

Authorization for the purchase and disposal of treasury shares, as approved by the Shareholders' Meeting held on 28 April 2025

During the year, by resolution dated 28 April 2025, 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 300,000 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 and, in any case, 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 abovementioned 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 the Issuers' Regulation, implementing Article 132 of the TUF, in compliance with the conditions relating to the listing referred to in Article 3 and 4 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.

At the date of this Report, the Board of Directors did not initiate the aforementioned treasury share buyback program.

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").

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 website (Section "Group/Governance/Shareholders' Meeting/2025").

Authorization for the purchase and cancellation of treasury shares for the purpose of remunerating shareholders, pursuant to the Shareholders' resolution dated 27 January 2026

By resolution dated 27 January 2026, the Shareholders' Meeting resolved to authorize the purchase of treasury shares ("Buyback") corresponding to a total disbursement of a maximum of Euro 250 million and, in any case, not exceeding 4.5 million Diasorin shares (equal to around 8% of the share capital) pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the TUF, intended for subsequent cancellation.

The Shareholders' Meeting also authorized the cancellation, without reduction of the share capital, of all shares acquired through the Buyback, as well as an additional number of treasury shares already in the Company's portfolio, up to a total of 2 million shares.

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

authorise, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, as part of one or more buyback programmes and also in several tranches, 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 shares corresponding to a maximum total disbursement of Euro 250,000,000 and a maximum of 4,500,000 ordinary shares, at a price of not less than a minimum of 10% and not a maximum of 5% higher than the official price of the Diasorin S.p.A. share at the trading session prior to each individual purchase transaction, and in any case 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 in execution of this resolution shall not exceed the maximum limit established by the applicable pro tempore legislation, also taking into account any shares of the Company held by its subsidiaries;

authorise the Board of Directors, and on its behalf to its Chairman and the Chief Executive Officer, acting either jointly or individually, to identify the amount of shares to be purchased in relation to each buyback programme, within the scope of the purpose indicated above, prior to the start of the programme itself, and to proceed with the purchase of shares in accordance with the procedures established in the applicable provisions of Consob Issuers' Regulation in implementation of art. 132 of the TUF, in compliance with the conditions and restrictions relating to trading pursuant to art. 3 and 4 of Delegated Regulation (EU) 2016/1052 and with the gradual steps deemed appropriate in the interest of the Company, attributing all the broadest powers for the execution of the purchase transactions referred to in the aforementioned resolution and any other formality relating to them, including the possible assignment of appointments to intermediaries authorised by law and with the power to appoint special attorneys;

The Shareholders' Meeting also resolved, as required by law, that share buybacks be contained within the limits of the distributable profits and available reserves resulting from the last financial statements (including interim financial statements) approved at the time of the transaction and that, at the time of the purchase and cancellation of treasury shares, the necessary accounting entries are made, in compliance with the provisions of the law and the applicable accounting standards.

The Board of Directors held on 27 January 2026 has launched the aforementioned treasury share buyback program.

Disclosure required by the applicable regulation is available in the Explanatory Report of the Board of Directors and in the press releases published pursuant to law also on the website (Section "Group/Governance/Shareholders' Meeting/2025" and in Section "Group/Newsroom/Press Release", respectively).

As at 31 December 2025, Diasorin held n. 2,947,590 treasury shares, corresponding to 5.27% of its share capital.

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 operates with full corporate and entrepreneurial autonomy from its indirect parent company Finde S.p.A. and from its direct parent company 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 website (www.diasoringroup.com, Section “Governance/Shareholders’ Meeting/2026”.

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 Articles of Association, 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

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 certain 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 Articles of Association, 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 Articles of Association 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 2025, this assessment was carried out during the Board Meeting on 14 March 2025, and on 20 March 2026; 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, during the review of the Sustainability Statement and supported by the CRS Committee, the Board reviews 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;
- in exercising its guidance and monitoring functions assigned to it under the Shareholders Engagement Policy adopted by the Issuer on 16 December 2021, it monitors the proper and effective application of said policy to ensure that shareholder engagement is based on principles of fair conduct, transparency, and equal access to information (further details are 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 Articles of Association, 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 Articles of Association the Board of Directors, subject to the mandatory opinion of the Board of Statutory Auditors, has jurisdiction over the appointment and dismissal of the Corporate Accounting Documents Officer. 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 Articles of Association, 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 Articles of Association 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 Articles of Association 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 28 April 2025, 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 I), 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 Articles of Association 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 Articles of Association. Article 11 of the Articles of Association 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. 155 dated 27 January 2026 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 Articles of Association, 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 Articles of Association and in Paragraph 7 below.

3) 4.3 Composition (pursuant to art. 123-bis, paragraph 2, letter d) and d-bis), of TUF)

Composition of the Board until 28 April 2025

The Board of Directors appointed by the ordinary Shareholders' Meeting on 29 April 2022 remained in office until 28 April 2025, when the Shareholders' Meeting met to approve the Financial Statements for the year ended 31 December 2024. The Board was composed of executives and non-executives Directors, all having appropriate responsibilities and skills for the duties assigned.

The presence of 13 non-executive directors, including 8 independent directors, out of a total of 15 members, ensured a significant role for non-executive directors in the adoption of Board resolutions and promoted effective oversight of the Company's operations.

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 at 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 website (Section Group / Governance Shareholders' Meeting / 2022).

These guidelines had 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 Articles of Association, 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 favourable votes amounting to 98,342% of the voting capital).

The Board of Directors appointed from the Shareholders' Meeting on 29 April 2022, and in office until the approval of the financial statements at 31 December 2024, was 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 June 1967	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 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 website (Section Group/Governance/ Shareholders' Meeting/2022) as part of the application forms and relevant documents.

Full name	Office	Background	Professional characteristics
Michele Denegri	Deputy Chair and Non- Executive Director	Economic-management	General Management
Giancarlo Boschetti	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 labour 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 2A and 3A](#) annexed to this Report.

Composition of the Board appointed on 28 April 2025 in office at the Date of the Report

The Board of Directors in office at the Date of the Report was appointed by the Shareholders' Meeting on 28 April 2025 and is composed of executives and non-executives Directors, all having appropriate responsibilities and skills for the duties assigned.

The presence of a sufficient number of non-executive directors (10), including (4) independent directors, out of 12 members, ensures a significant role for non-executive directors in the adoption of Board resolutions and has promoted effective oversight of the Company's operations.

The Board of Directors was appointed on the basis of 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 43.957% of the Company's ordinary shares. Submission of the slate took into account the recommendations provided by the outgoing Board for the 2025-2027 term, regarding (i) limits to the number of offices held as director or statutory auditor at 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 / 2025).

These guidelines have been formulated by the outgoing Board, taking into account the recommendations of the RN Committee expressed in the meeting held on 6 March 2025, 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 2025-2027 term of office.

Pursuant to the Articles of Association, directors to be elected were taken from the single slate submitted, in this case from the slate filed by the main shareholder IP Investimenti e Partecipazioni S.r.l. (with favourable votes amounting to 99.98% of the voting capital).

The Board of Directors appointed from the Shareholders' Meeting on 28 April 2025, and coming to the end of its term with the approval of the financial statements at 31 December 2027, is comprised of the following 12 members:

Full name	Place and date of birth	Office	Date of appointment
Michele Denegri	Turin, 7 January 1969	Chair and Non- Executive Director	28 April 2025
Giancarlo Boschetti	Turin, 14 November 1939	Deputy Chair and Non- Executive Director	28 April 2025
Carlo Rosa	Turin, 15 January 1966	Chief Executive Officer and Executive Director	28 April 2025
Chen Menachem Even	Ashkelon (Israel), 18 March 1963	Executive Director	28 April 2025
Stefano Altara	Turin, 4 June 1967	Non-executive Director	28 April 2025
Diva Moriani	Arezzo, 18 October 1968	Independent Director	28 April 2025
Claudia Motta	Milano, 2 September 1963	Independent Director	28 April 2025
Fioranna Vittoria Negri	Acqui Terme (AL), 28 May 1958	Independent Director	28 April 2025
Giovanna Pacchiana Parravicini	Torino, 10 November 1969	Independent Director	28 April 2025
Diego Pistone	Nizza Monferrato (AT), 28 November 1950	Non-executive Director	28 April 2025
Roberta Somati	Rivoli (TO), 9 January 1969	Independent Director	28 April 2025
Monica Tardivo	Turin, 19 April 1970	Independent Director	28 April 2025

The table that follows summarizes personal and professional characteristics of each Director in office 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 website (Section Group/Governance/ Shareholders' Meeting/2025) as part of the application forms and relevant documents.

Full name	Office	Background	Professional characteristics
Michele Denegri	Deputy Chair and Non-Executive Director	Economic-management	General Management
Giancarlo Boschetti	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
Stefano Altara	Non-executive Director	Law	Law education
Diva Moriani	Independent Director	Economic-management	General Management
Claudia Motta	Independent Director	Economic-management	HR Management
Fioranna Vittoria Negri	Independent Director	Economic-management	Management Advisor
Giovanna Pacchiana Parravicini	Independent Director	Law	Legal and labour law advisor
Diego Pistone	Non-executive Director	Economic-management	General Management
Roberta Somati	Non-executive Director	Scientific	Management Advisor
Monica Tardivo	Non-executive Director	Law	Legal Advisor

For further information on the structure of the Board of Directors and its Committees at the Date of the Report see Tables 2B and 3B 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 14 March 2025, 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 2025-2027 term, also taking into account the Maximum Number of Offices held at 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 2024, during the Shareholders' Meeting held on 28 April 2025. 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, the Board deemed it appropriate to reduce its size from the previous fifteen members;
- at least one third of the Directors must meet the independence requirements, pursuant to art. 148, paragraph 3 of the TUF and to the GC 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);
- the Board deemed it appropriate - also to facilitate the understanding of the Company's organization and activities, as well as the development of efficient corporate governance - that,

while complying with statutory gender balance requirements, the educational and professional background of Directors should ensure a balanced mix of profiles and experiences, including international background. Such a combination must be suitable to ensure the proper performance of the Board's functions, incorporating profiles with expertise in the Company's business sector, as well as in risk management, digital transformation, artificial intelligence and cybersecurity;

- it was deemed necessary that each candidate complies with limits on the number of offices held as director or statutory auditor at other companies, as defined by the Board of Directors in its internal regulations approved on 16 December 2021, 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 appointment of a chief executive officer with broad management powers and who acquired industry-specific experience and skills relevant to the Company's business was positively assessed.

In compliance with Article 147-ter, paragraph 1-ter of the TUF and other applicable provisions, the Board of Directors in office at the Date of this Report is composed of 6 men and 6 women.

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

The Board of Directors is composed of members belonging to different age groups: 58% of Directors belong to the 51-60 age group, 25% of Directors belong to the 61-70 age group, 8% of Directors belong to the 71- 80 age group, and 8% 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, 50% of members have a strong background in business and management, 16.67% of members have a strong background in both economic and scientific fields, 25% of members have a strong background in law and 8.33% of members bring scientific expertise. 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 website (Section Group/Governance/Shareholders' Meeting /2022), as part of the submission of slates. A brief summary of the professional profiles of the Board members is available on the website (Section Group / Governance / Bord of Directors).

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 28 April 2025.

In 2025, the Issuer implemented 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 approved an internal procedure - aimed at implementing 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 Euro 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 at companies that are directly or indirectly controlled by the Issuer, as well as in parent companies;

- offices held at holding companies where directors of the Issuer hold the majority of the voting rights that can be exercised in Shareholders' Meetings;

- offices held at 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 28 April 2025, 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 20 March 2026.

The list of offices held by Directors at 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.

In line with the previous years, an induction session was held on 27 July 2025. The session lasted eight hours and was dedicated to newly directors and statutory auditors. The session was divided into eleven modules dedicated to the most relevant business issues, in order to promote a deeper understanding of the Company and its business, thereby supporting the productive conduct of Board meetings.

In 2025, 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.

In any case, the Issuer shall ensure the organization of structured training programs whenever required by law or otherwise deemed appropriate.

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

Pursuant to Article 13 of the Articles of Association, 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 Articles of Association (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 Articles of Association).

In order to avoid or manage potential conflict of interest, Executives with Strategic Responsibilities who also serve as members of the Board of Directors (namely Mr. Carlo Rosa and Mr. Chen Menachem Even) abstain from participating in the related deliberations and 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 proven urgency 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 2025, 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 and ensure a thorough understanding of the business and associated risks. As a rule, 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 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. Resolutions requiring immediate execution may be certified or issued as excerpts by the Chairman and the Secretary of the Board, even prior to the completion of the formal review process for the full minutes, which shall also include any contributions made during the meeting.

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 2025, the Board had 7 meetings: on 27 March 2025, 14 March 2025, 28 April 2025, 6 May 2025, 31 July 2025, 5 November 2025 and 22 December 2025. The meetings lasted 2 hours. Information on the meeting attendance by each director is provided in Table 2 annexed to this Report.

In addition to the meeting held on 20 March 2026, no. 3 Board meetings are scheduled for 2026, as provided in the Calendar of Corporate Events published on 22 December 2025, and available on the website (Section “Group” / “Governance” / “Corporate Events 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 on a case-by-case basis 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 28 April 2025, 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 Articles of Association. 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 Articles of Association 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 plays a key role, acting in conjunction with the Chief Executive Officer, in managing Shareholder engagement. The policy on the shareholder engagement was approved on 16 December 2021, and published on the website (Section "Group/Governance / Governance Documents/ Corporate Procedures).

Deputy Chair of the Board of Directors

The Board of Directors, by a resolution dated 28 April 2025, 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 Articles of Association 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 28 April 2025. In 2025, the Secretary carried out all the functions described above.

6) Executive directors

Chief Executive Officer

By resolution dated 28 April 2025, 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 Articles of Association 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 28 April 2025, are reserved to the Board of Directors and may not be delegated:

- approval and change of industrial plan and the annual budget;
- purchase of investment in subsidiaries, subscription of capital increase in third-party companies for a consideration exceeding Euro 20,000,000;
- transfer and sale of the Company's investment in subsidiaries to third parties for a consideration exceeding Euro 20,000,000;
- purchase, sale and lease of company and business branch for a consideration exceeding Euro 20,000,000;
- sale/purchase, transfer, in-kind contributions and, in general, any other disposal of intangible assets for a consideration exceeding Euro 5,000,000;
- investments in instruments for a total amount exceeding Euro 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 Euro 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 Euro 5,000,000.00 for each transaction;
- grant of sureties with third parties for an amount exceeding Euro 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 conducts and manages, also through the IR & Communications department, the 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 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 Articles of Association, 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. 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 2025, 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 4 independent directors out of 12 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 Articles of Association 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 TUF.

The Board of Directors verified that the Directors in office met the independence requirements during the meeting held on 28 April 2025, 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 website, Section “Newsroom/Press Releases/2025”, pursuant to Art. 144-novies, section 1-bis, of the Consob Issuers Regulation.

The Board carries out an annual review, in conjunction with the approval of the draft financial statements, to verify that the aforementioned directors continue to meet the independence requirements. The most recent review was performed during the Board meeting of 20 March 2026.

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

The Issuer's Board of Directors in office at the Date of the Report appointed on 28 April 2025 comprises no. 4 Independent Directors out of 12 members represented by Ms. Diva Moriani, Ms. Claudia Motta, Ms. Fioranna Vittoria Negri and Giovanna Pacchiana Parravicini. Therefore, the number and standing of the Independent Directors are such as to ensure that their judgment carries significant weight in the Board's decision-making process; they contribute their specific expertise to Board discussions, helping to ensure that decisions are aligned with the corporate interest.

Regarding the separate meetings of the Independent Directors, it should be noted that, in 2025, Independent Directors who are members of the Board of Directors in office until 28 April 2025 met on 13 March 2025; in 2026 Independent Directors in office at the Date of the Report met, without the presence of the other Board members, on 4 February 2026. 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 reviews 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

Until 28 April 2025, the role of Lead Independent Director was held by Mr. André Michel Ballester, who had been appointed by the Board of Directors on 29 April 2022.

On 28 April 2025, the Board of Directors appointed Ms. Diva Moriani 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 meetings (held on 13 March 2025 and on 14 February 2026) of the Independent Directors only, concerning the matters outlined 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 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).

In 2025, updated guidelines have been issued to the subsidiaries pursuant to Art. 114, paragraph 2, of the TUF. The relevant Boards of Directors reviewed the guidelines and approved the corresponding procedure.

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 abolition, through the Capital Markets Law, 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

By a resolution dated 28 April 2025, the Board of Directors appointed internally the following Committees:

Control, Risk and Sustainability Committee	Fioranna Vittoria Negri (Chair) Claudia Motta Diego Pistone
Remuneration and Nominating Committee	Diva Moriani (Chair) Giancarlo Boschetti Claudia Motta
Committee for Related-Party Transactions	Giovanna Pacchiana Parravicini (Chair) Diva Moriani Fioranna Vittoria Negri

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) Self-assessment and succession of directors

Self-assessment of the Board of Directors and its internal Committees

Despite Diasorin pursuant to art. 4, Recommendation no.22 of the CG Code may conduct its self-assessment on a three-year basis, the Board has decided to continue performing it on an annual basis, in order to periodically evaluate the effectiveness of its activities and the contribution of the Board Committees.

In 2025 – in view of the renewal of corporate bodies during the Shareholders' Meeting called to approve the financial statements at 31 December 2024 - the Board carried out a self-assessment process on the size, composition and functioning of the Board and its committees. On 14 March 2025, 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.

In early 2026, the Board renewed its self-assessment process on the size, composition and functioning of the Board and its Committees.

The RN Committee supported the Board and the Chair of the Board of Directors in ensuring that the process is adequate and transparent and, more generally, assisted the Board in the self-assessment process, supervising the preparation of the relevant questionnaire (also through prior review and approval during the meeting of the RN Committee held on 4 February 2025) and reviewing the feedback received.

In the self-assessment 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, which involved all directors, was conducted through an anonymous questionnaire distributed via an IT platform. It was divided into several areas of inquiry and provided the opportunity to submit comments and proposals. 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 self-assessment carried out at the beginning of 2026 (referring to the reporting year) were examined by the Remuneration and Nominating Committee on 12 March 2026 and discussed during the meeting of the Board of Directors held on 20 March 2026. In particular, this self-assessment

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 self-assessment 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 self-assessment reported a high level of satisfaction, it highlighted some areas where an improvement is achievable.

Specific focus was placed on ensuring that financial presentations are made available in a timely manner, enhancing the disclosure of ESG matters, and achieving a better balance between management briefings and Board discussion time. Focus was also placed 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.

Please note that the Company has deemed it unnecessary to adopt a formal succession plan for executive directors under Principle XIII of the CG Code. Such a measure was deemed disproportionate to the Company's size, ownership structure, and operating complexity, especially given the effectiveness of the current procedures for succession planning. Emergency functions and temporary replacements are managed through a system of powers of attorney and internal business continuity procedures that ensure decision-making consistency.

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:

- self-assessing 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).

Committee in office until 28 April 2025

Until 28 April 2025, the following directors served in the RN Committee: Ms. Roberta Somati (Independent Director) who served 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 had proper knowledge and expertise in finance or remuneration policies, as assessed by the Board of Directors at the time of their appointment.

Committee appointed on 28 April 2025 and in office at the Date of the Report

On 28 April 2025, the Board appointed the following as members of the RPN Committee: Ms. Diva Moriani (Independent Director), who serves also as Chair, Ms. Claudia Motta (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 remuneration policies, corporate and financial organization, as assessed by the Board of Directors at the time of their appointment.

In 2025, the RN Committee met on 13 January 2025, 6 March 2025, 6 May 2025, 1 October 2025 and 25 November 2025. During the meeting the Committee, among other things:

- examined the questionnaire for the self-assessment 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 2024;
- 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 favourable opinion on the objectives (target bonus) for 2025;
- received an information report regarding the organizational structures of the Issuer and its subsidiaries
- approved the methodology for conducting a benchmark analysis of the remuneration package for executive directors and other key management personnel as identified by the Board of Directors;
- reviewed the findings of the aforementioned benchmark analysis.

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 /2026").

In 2025, the RN Committee meetings were attended by members of the Board of Statutory Auditors and, upon invitation of the Chair, by corporate directors qualified to attend the meeting, including the Senior Corporate VP Human Resources Ms. Amelia Parente and the Corporate V.P. General Counsel Mr. Ulisse Spada.

In addition to the meetings held on 4 February 2026 and 12 March 2026, no further meetings are scheduled for 2026 at the Date of this Report.

The frequency, average length, attendance at the meetings of the RN Committee are listed in Tables 3 and 3B 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 the reporting year 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 /2026")

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*". In this regard, as of 2023, the Issuer has introduced qualitative ESG objectives into the short-term incentive scheme for executives with strategic responsibilities (namely the CEO/GM, the CCO and other executives with strategic responsibilities identified by the Board of Directors). Such qualitative ESG objectives are consistent with the nature of the business – which has a limited environmental footprint and low exposure to material "social" issues – as well as the strategic priority assigned to such matters and the current maturity level of the sustainability reporting system. It should be noted that the remuneration policies adopted by Diasorin on an annual basis have never provided for discretionary extraordinary bonuses in addition to those linked to incentive plans.

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.

The Chief Executive Officer is responsible for setting up and maintaining the ICRMS.

In the meeting held 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, defining the roles and procedures involved in internal control and risk management activities. Under the Guidelines and in line with regulatory and self-regulatory provisions, 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 ensuring that organizational setups are designed for early crisis detection and for adopting measures that enable prompt intervention and recovery.

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

- The CEO (i.e., the 'Chief Executive Officer' under the Corporate Governance Code), responsible for establishing and maintaining an effective ICRMS;
- The Board of Directors, which provides strategic guidance and assesses the adequacy of the ICRMS;
- The Control, Risk, and Sustainability Committee, which assists the Board of Directors by carrying out preliminary analysis for the performance of the Board's duties;
- The Internal Audit Officer who, appointed by the Board of Directors upon the proposal of the Chief Executive Officer and subject to the favourable opinion of the CRS Committee, is responsible for verifying that the ICRMS is effective and adequate;
- The Board of Statutory Auditors, responsible for overseeing the effectiveness of the ICRMS;

- The Corporate Accounting Document Officer, pursuant to the art. 154-*bis*, TUF F;
- The Supervisory Body established pursuant Legislative Decree 231/2001.
- The Chief Information Security Officer (“CISO”), responsible for supporting the definition of the Company’s cybersecurity strategy in accordance with the responsibilities set out in the Cybersecurity Organizational Model.

A maturity assessment was performed during the period, supported also by external experts, to identify opportunities for strengthening and updating the ICRMS framework. Following this assessment, an action plan has been established to be fully executed in 2026. Key initiatives include updating the ICRMS Guidelines and reinforcing risk management controls.

With reference to the Guidelines, the Organization and Management Model adopted by the Diasorin Group pursuant to Legislative Decree 231/200, the data privacy framework, and the Cybersecurity Organizational Model approved by the Board of Directors on 22 December 2025, alongside other procedures addressing regulatory compliance risks become relevant.

In relation to financial reporting, these objectives consist of ensuring that information is reliable, accurate, faithful, and timely.

In defining its ICRMS for financial and sustainability reporting, the Group has complied with the relevant legal and regulatory requirements:

- 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 Semi-annual 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.

The ICRMS applied to the financial reporting process adopted by the Diasorin Group was developed using the COSO Report¹ as a reference model.

In addition, the Group’s framework documents 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;

¹COSO 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.

- the Accounting and Administrative Control System, which is comprised of a set of procedures and operational documents, including:
 - the Regulation of the Corporate Accounting Documents Officer - last approved at the Board meeting of 22 December 2025 outlining the duties, accountabilities, and reporting lines to and from the Designated Officer;
- a) 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;
- b) 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 financial 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 financial 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 is supported by the Internal Audit function.

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 Audit Officer prepares reports summarizing the results of control assessments against previously identified risks (the 'Audit Report'). Based on these assessments, the auditee is responsible for identifying, where necessary, compensatory controls, corrective actions, or improvement plans to address any issues found.

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, together 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 semi-annual financial report (separate and consolidated). The Designated Officer is also responsible for establishing adequate administrative and accounting procedures for the preparation of the separate and consolidated financial statements.

In exercising their functions the Designated Officer, among other thing:

- during the approval of the interim and annual financial statements and the Sustainability Report, informs the Board of Directors regarding (i) any issues identified during the reporting period, as well as the plans defined with the CEO to address any identified issues; (ii) the adequacy of the internal control system within the procedures for corporate accounting documents and certified reports, recommending the most appropriate corrective actions; (iii) the adequacy of the resources available to the Designated Officer for the performance of their assigned duties.
- provides the Board of Directors and the CEO with an update, at least once a year, regarding the work carried out and any recommendations for improving controls over economic, financial, and sustainability disclosure;
- assesses the proper use of accounting standards and their consistent application across the consolidated financial statements, in coordination with the Control, Risk and Sustainability Committee and following consultation with the statutory auditors and the external audit firm.
- provides the Board of Statutory Auditors, in the performance of its oversight function, with information regarding (i) the internal control system relating to financial and sustainability disclosure, (ii) the work plan designed for the issuance of the required certifications within their remit, (iii) an assessment of the internal and external resources provided for their activities, (iv) the adequacy, in relation to the company's characteristics, and the effective application of administrative and accounting procedures for the preparation of the financial statements as well as the consistency of the financial statements with the accounting records and their suitability to provide a true and fair view of the Company's economic, financial, and equity position;
- may request operational support from the Internal Audit function to (i) perform targeted audit activities supporting the assessment of the adequacy and operating effectiveness of administrative and accounting procedures, or other aspects related to economic, financial, and sustainability reporting; (ii) report any findings during their activities that impact controls over key processes—as identified by the Designated Officer—and the corresponding remediation plans.

- engages in constant dialogue and information sharing with the External Auditors concerning the evaluation of internal controls over administrative and accounting procedures, as well as matters pertaining to economic, financial, and sustainability disclosure.

A detailed description of the main characteristics of the ICRMS applied to financial reporting, including consolidated and sustainability reporting, 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.

The key features of the internal control system for sustainability reporting are detailed within the Sustainability Report.

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 the reporting year, there was no need to exercise such power.

On 28 April 2025, 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.

In the reporting year, the CEO:

- oversaw the identification of the main business risks (strategic, operational, financial, and compliance), taking into account the nature of the activities carried out by the Issuer and its subsidiaries, and presented them to the Board;
- implemented the Guidelines defined by the Board, overseeing the design, implementation, and management of the ICRMS, and constantly verifying its overall adequacy, effectiveness, and efficiency, as well as the need for any modifications;
- implemented the Guidelines defined by the Board, overseeing the design, implementation, and management of the ICRMS, and constantly verifying its overall adequacy, effectiveness, and efficiency, as well as the need for any modifications;

did not deem it necessary to request interventions from the Internal Audit Officer, nor did he find it necessary to report to the CRS Committee on specific matters, as no issues or deficiencies emerged that 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 were last updated on 5 November 2025 through the approval of a new version of the "*Regulation of the Control, Risk and Sustainability Committee*" ("**Regulation of the CRS Committee**").

Functions concerning internal control and risk management

In supporting the Board of Directors in exercising the duties assigned to it under the ICRMS, the CRS Committee supports the Board in:

- setting the strategic guidelines of the ICRMS, ensuring consistency with the Company's overall strategy;
- defining the appointment, dismissal, and remuneration of the Internal Audit Officer—consistent with corporate policy—and in ensuring that the function has the necessary resources to fulfil its responsibilities;
- approving the annual audit plan prepared by the Internal Audit Officer, following consultation with the Board of Statutory Auditors and the CEO;
- reviewing the statutory auditor's findings—following consultation with the Board of Statutory Auditors—contained in any management letter issued alongside the additional report;
- assessing the need for measures to safeguard the effectiveness and independence of other control functions (e.g., risk management, compliance, legal and tax risk), aligned with the company's size, sector, and risk profile, while ensuring they have sufficient professional skills and resources;
- describing the ICRMS's main features and coordination mechanisms in the corporate governance report, in line with national and international best practices; expressing an overall opinion on the system's adequacy and disclosing the reasons for the Supervisory Body's composition (as defined below);
- assigning the supervisory functions under Art. 6(1)(b) of Legislative Decree 231/2001 to the control body or a purpose-built body (the 'Supervisory Body').

Furthermore, the Committee:

- assesses, together with the Designated Officer and on the input of 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.

Functions concerning sustainability

- 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;
- monitors sustainability issues, reviews and assesses sustainability matters relating to corporate activities and interactions with its stakeholders;
- oversees the sustainability initiatives of the Company and of companies belonging to the Diasorin Group;
- monitors the alignment of the corporate governance system with laws, the Code, and national and international sustainability best practices, submitting related proposals to the Board;
- supports the Board in formulating environmental, social, and governance ('ESG') policies and strategies, monitoring ESG issues, reviewing and assessing sustainability performance, defining metrics and targets, examining sustainability report, and making recommendations to the Board;
- reviews the scenarios for the strategic plan development and examine the identification and prioritization of ESG issues arising from the group's double materiality analysis;
- assesses the sound nature of other sustainability-related aspects, in accordance with the principles of sustainable development, and in relation to sustainability policies and targets;
- reviews and assesses the data collection and consolidation system for the sustainability reporting, including through discussions with the sustainability auditor, and provides an opinion to the Board regarding its approval;
- provides support, at the request of the Board, on other sustainability-related matters.

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, Rec. 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 20 March 2026.

In the reporting year, 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;
- reviewed the periodic financial reporting;
- reviewed the content of regular non-financial information that is relevant to the ICRMS;
- reviewed 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)

Composition of the Control, Risk and Sustainability Committee until 28 April 2025 and in office at the Date of the Report.

Until 28 April 2025, the Control, Risk and Sustainability Committee consisted of Non-Executive Directors, the majority of whom are independent, with the Chair appointed from their number; it consisted of Directors André Michel Ballester (Independent Director) serving as Chair, Roberta Somati (Independent Director) and Franco Moscetti (non-executive Director), all of whom have extensive experience in accounting and finance, as well as in risk management

Composition of the Control, Risk and Sustainability Committee starting from 28 April 2025.

The CRS Committee comprises non-executive Directors, the majority of its members being independent Directors, including the Chair; on 28 April 2025, the Board resolved the CRS Committee to be composed of Directors Fioranna Vittoria Negri (Independent Director) serving as Chair, Claudia Motta (Independent Director) and Diego Pistone (non-executive Director), all of whom have extensive experience in accounting and finance, as well as in risk management .

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

In the reporting year, the CRS Committee met on 5 February 2025, 11 March 2025, 6 May 2025, 5 June 2025, 8 July 2025, 29 July 2025, 1 October 2025, 30 October 2025, 5 November 2025, 10 December 2025

The Board of Statutory Auditors is invited to attend the meetings of the CRS Committee. The Chief Executive Officer—pursuant to the Corporate Governance Code—the Internal Audit Officer, the Corporate Document Officer, and the Chair of the Supervisory Body are invited to attend these meetings, as are any corporate representatives whose presence is deemed useful for the conduct of the meeting.

During the reporting year, the members of the Board of Statutory Auditors attended the CRS Committee meetings, as did—at the invitation of the Chair and in addition to the aforementioned corporate representatives—the Senior Corporate V.P. Human Resources, the Chief Information Security Officer, and other representatives from the relevant corporate functions based on the matter at hand.

The Board, during the meeting held on 22 December 2025, approved the Regulation of the CRS Committee, originally adopted during the meeting held on 16 December 2021 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 28 April 2025 the Board of Directors resolved to provide financial resources of Euro 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.

Until 14 March 2025 the office of Internal Audit Officer was held by Mr. Francesco Mongelli, appointed at the meeting held on 19 December 2019.

During the Board meeting held on 14 March 2025 the Board, on the input of the Chief Executive Officer in connection with the ICRMS, and following the favourable opinion of the CRS Committee and of the Statutory Auditors, appointed Mr. Mauro Priolo to the office of Internal Audit Officer. 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 Board of Statutory Auditors, the CRS Committee, and of the Board of Directors and to the Chief Executive Officer;
- verifies, as part of the audit plan, the reliability of the IT systems, including the accounts systems.

The Internal Audit Officer's work-plan is approved on annual basis by the Board of Directors, after receiving a favourable opinion from the Board of Statutory Auditors and the Chief Executive Officer; the 2025 Plan was approved during the meeting held on 14 March 2025 and the 2026 Audit Plan was subject

to approval at the meeting held on 20 March 2026. The Internal Audit Officer reports and presents the findings of the audits performed to the Board of Directors on an annual basis, and to the Chief Executive Officer, the SRC Committee, and the Board of Statutory Auditors at least every six months.

In compliance with his duties, in 2025, 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 the reporting year, the Internal Audit Officer carried out all the activities of his annual work-plan, reporting to the CRS Committee during the meetings held on 11 March 2025, 29 July 2025, and to the Board of Directors during the meeting held on 14 March 2025. The Internal Audit Officer reported to the CRS Committee and to the Board of Directors again on 20 March 2026.

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

The Group's Code of Ethics.

On 18 December 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

In order to ensure fairness and transparency in the conduct of its business and corporate activities, the Board of Directors has adopted the Organization and Management Model concerning the administrative liability of companies for offenses committed by employees in senior positions, as provided for by Legislative Decree 231/2001 (the "**Model**"), and has appointed the Supervisory Body pursuant to Articles 6 and 7 of said decree.

The Model was prepared taking into account, in addition to the requirements of Legislative Decree 231/2001, the guidelines developed by Confindustria and as most recently updated in June 2021.

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 Board further updated the Model 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 Nordio Law).

The Issuer has initiated the process to update the OMM 231 which is expected to be completed during 2026. While the OMM 231 update is ongoing, existing internal protocols are already effective in preventing newly added predicate offenses.

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 (investment in subsidiaries, 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. Compliance with Health, Safety, and Environmental regulations.
18. Management of conflicts of interest and related-party transactions
19. Management of inside information and internal dealing
20. Intercompany transactions

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.

The Supervisory Body pursuant to Legislative Decree 231/2001

The Supervisory Body, in office until the approval of the financial statements at 31 December 2027, 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. Rec. 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 also relies on the support of an external legal consultant with specific expertise in corporate crime and business criminal law.

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 28 April 2025 the Board of Directors resolved to provide the Supervisory Body with financial resources amounting to Euro 50,000.00 for the year ended 31 December 2025, 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 20 March 2026.

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) Cybersecurity Organizational Model

On 22 December 2025, the Board of Directors—also with a view to aligning the Issuer with the obligations arising from Directive (EU) 2022/2555 (the so-called NIS 2 Directive), as transposed into Italian law by Legislative Decree 138/2024—formalized its strategic oversight role through the adoption of a specific Cybersecurity Governance Organizational Model (“COM”).

The COM defines, *inter alia*, governance and oversight roles and responsibilities, identifies executive and management functions, and governs the periodic information flows on the matter to the competent corporate bodies and the participants in the internal control and risk management system.

Furthermore, the Issuer implemented a procedure to classify, detect, respond to, and report significant IT incidents that could jeopardize operational continuity.

6) Auditor

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.

Ernst & Young S.p.A. has also been engaged to perform the limited assurance engagement of the sustainability statement and to issue the compliance certification pursuant to Art. 14-bis of Law Decree no. 39/2010 for the years 2025, 2026 and 2027, as per reasoned proposal formulated by the Board of Statutory Auditors annexed to the Explanatory Report ex art. 125-ter of the TUF of the Shareholders’ Meeting held on 28 April 2025, convened on 28 April 2025, available on the Company’s website (Section Group / Governance / Shareholders’ Meeting / 2025).

7) Corporate accounting document officer

Pursuant to Article 15 of the Articles of Association, 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.

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 role, responsibilities, powers, and both passive and active information flows of the Corporate accounting documents officer are formalized within the Regulation of the Corporate accounting documents officer approved by the Board of Directors on 22 December 2025.

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 favourable 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 fulfil 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.

8) 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 the reporting year.

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. In order to facilitate a timely information flow and to examine topics and insights of common interest, the CSR Committee and the Board of Statutory Auditors organized, where possible, 4 joint meetings.

The CRS Committee reports to the Board of Directors (at least semi-annually) 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. The Supervisory Body ensures periodic information exchanges with the CSR Committee and the Board of Statutory Auditors and prepares a semi-annual report on the activities carried out, which is submitted to the CSR Committee and the Board of Directors.

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 of Statutory Auditors itself, including those relating to the ICRMS.

On 20 March 2026, 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

The Committee for Related-Party Transactions serving until 28 April 2025 had been appointed by the Board of Directors on 29 April 2022, and consisted of the independent directors Roberta Somati (serving as Chair), André Michel Ballester and Giovanna Pacchiana Parravicini.

As of 28 April 2025, following the election of the new Board of Directors, Committee for Related-Party Transactions is composed of the independent directors Giovanna Pacchiana Parravicini (serving as Chair), Diva Moriani e Fioranna Vittoria Negri.

The frequency, average length, attendance at the Committee for Related-Party Transactions meetings are listed in Table 3A and 3B 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 the reporting year, the Committee for Related-Party Transactions met on 11 March 2025 and most recently on 27 January 2026 to update the annual related-party list.

1.3.11. Board of statutory auditors

1) Appointment and replacement of statutory auditors

Pursuant to Article 18 of the Articles of Association, 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 Articles of Association (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 Articles of Association only shareholders who represent at least the percentage of the share capital required by the Articles of Association 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 2026 Consob established under the Management Decision of the Head of the Corporate Governance Division no.155 of 27 January 2026 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 Articles of Association, and specifically:

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

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;

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 Articles of Association provides that, after the votes cast, directors will be elected as follows:

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;

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 Articles of Association.

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 the reporting year, the Board of Statutory Auditors held 18 meetings. The average length of meetings was 2 hours.

The Board of Statutory Auditors of the Issuer was appointed by the ordinary Shareholders' Meeting on 28 April, 2025, and its term of office will end upon the approval of the financial statements at 31 December 2027.

Composition of the Board of Statutory Auditors appointed on 28 April 2022

The Board of Statutory Auditors in office until 28 April 2025, being the date the Shareholders' Meeting approved the financial statements at 31 December 2024, had been 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 Articles of Association, 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 in office until 28 April 2025 was 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	Milan, 2 May 1971	Statutory Auditor	Saluggia (VC) Via Crescentino snc
Matteo Michele Sutera	Milan, 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 website (Section "Group/Governance/Shareholders' Meeting /2022") as part of the application forms and relevant documents.

Composition of the Board of Statutory Auditors appointed on 28 April 2025 and in office at the Date of the Report

The Board of Statutory Auditors in office at the Date of the Report 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 0.52% of common share.

Pursuant to the Articles of Association, 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 14.02% 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 75.30% 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:

Full name	Place and date of birth	Office	Address for the office held
Nadia Fontana	Rome, 15 November 1961	Chair	Saluggia (VC) Via Crescentino snc
Patrizia Arienti	Milan, 7 June 1960	Statutory Auditor	Saluggia (VC) Via Crescentino snc
Matteo Michele Sutera	Milan, 29 September 1981	Statutory Auditor	Saluggia (VC) Via Crescentino snc
Margherita Spainì	Turin, 7 February 1961	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 /2025") 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 2025.

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 also 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 2024, on 6 March 2025 the Board of Statutory Auditors approved 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/2025").

As of the appointment of corporate bodies on 22 April 2013, and upon their last renewal on 28 April 2025, 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 61-70 age group, while one member belongs to the 41-50 age group. Finally, the two members of the Alternate Auditors belong to the 60-70 age group and to 51-50 age group, respectively.

All Statutory Auditors and one Alternate work as Chartered Accountants and Statutory Auditors.

Upon its renewal 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 28 April 2025, 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;

in the Reporting 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 in office until 28 April 2025 assessed that the independence requirements of its members continued to be met; similarly, the Board of Statutory Auditors in office at the Date of the Report confirmed it still meets all independence criteria in its latest self-assessment;

based on the above assessment, the current Board of Statutory Auditors applied all the criteria envisaged by the CG Code with reference to the independence of Directors

Remuneration.

Information about (i) the Company policy on the remuneration of members of the Board of Statutory Auditors, and (ii) fees paid in 2025 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 /2026".

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 with 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 endeavours 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 centres, 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 Articles of Association 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 Articles of Association, 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 Articles of Association, 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 Articles of Association, 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, under art. 9 of the Articles of Association the Board of Directors is authorized 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. If the Company provides that participation and exercise of voting right at the Shareholders' Meeting by those entitled takes place exclusively through Designated Representative, pursuant to art. 8 of the Articles of Association, the Board of Directors 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.

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 Articles of Association in accordance with the provisions referred to in art. 127-quinquies of the TUF, in force at the time, introducing the so-called increased voting rights. The Explanatory Report pursuant to art. 125-ter of the TUF in force at the time (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 Articles of Association 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 Articles of Association, increased voting right shall apply after registration in the 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 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 the TUF; the Company,

after verifying requirements of the current law and Articles of Association 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 Articles of Association for the increased voting right are met; or (ii) the date provided pursuant to Article 83-sexies, paragraph 2 of the TUF (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 favour of the heir and/or legatee;
- b) in the event of merger or demerger of the holder of the shares in favour 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 TUF 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 TUF (record date) all circumstances and events that, under the current provisions and the Articles of Association, invalidate the conditions for the vote increase or affect the ownership of the same.

As mentioned in the previous section 1.1.2 of the Report, 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 Capital Markets Law, by amending articles 9-*bis* and 9-*ter* of the Articles of Association in order to reinforce the increased voting right system.

In accordance with the spirit of the new regulations, and following the introduction of so-called 'enhanced' increased voting rights into its Articles of Association, Diasorin aimed to foster a capital structure that supports its continued long-term global expansion within a highly competitive and technologically evolving market. In this way, the Company could pursue further significant external growth opportunities, such as acquisitions or strategic alliances, potentially to be executed through

the issuance of new shares or share swaps with third parties, while effectively encouraging a long-term oriented shareholder base.

In particular, Article 9-bis of the Articles of Association was amended to provide that, to the extent permitted by applicable law currently in force, one additional vote shall be granted upon the expiry of each twelve-month period following the vesting of the Period, for each share held by virtue of a qualifying right by the same person registered in the Special List. This applies up to a maximum of ten votes per share. It is understood that for those entitled parties who, as of the date of registration with the competent Companies Register as per the Extraordinary Shareholders' Meeting resolution dated 28 February 2025, had already accrued the double voting rights and are enrolled in the Special List as of the date of the aforementioned statutory amendment (i.e. 3 March 2025), the additional period for vesting further votes shall commence 12 months after said date of 3 March 2025.

Additional information is provided in the Articles of Association available on the website (Section Group / Governance / Governance Documents) and, as to the amendment to the Articles of Association 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).

In the financial year, the controlling shareholder did not present proposals other than those formulated by the Board of 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 2025 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 18 December 2025 from the chair of the corporate governance committee

The letter dated 18 December 2025 from the Chair of the Corporate Governance Committee to the Chairmen of the Board of Directors of listed companies was sent by the Corporate Legal Affairs, alongside the 2025 Report on Corporate Governance of listed companies, to all Board members on 5 February 2026. Members were invited to consider the recommendations contained therein during their self-assessment, in order to identify potential governance improvements or to address any gaps in application or related disclosures.

The Board believes that the governance of the Issuer is almost fully aligned with the recommendations of the Corporate Governance Code. In this regard it should be noted that Table 7 indicates the application, non-application or non-applicability for each provision of the Corporate Governance Code.

The Board of Directors at the meeting held on 20 March 2026 examined the letter which had been previously shared also with its internal Committees expressing the following observations:

- **Measurability of the remuneration policy components:** consistent with the Policy adopted in previous years – it does not provide for the payment of one-off amounts or, in general, discretionary bonuses that are not linked to predetermined and measurable targets.

The Policy sets out the corporate procedure for payments that, while consistent with the Policy, may involve discretionary elements. Such payments require the prior opinions of both the Remuneration and Nomination Committee and the Related Party Transactions Committee

Regarding cash bonuses payable under the derogations set out in Article 123-ter, paragraph 3-bis, of the Consolidated Law on Finance (TUF), it should be noted that no such derogations were applied during 2025.

Regarding severance pay for executive directors, the maximum amount is linked to the gross annual salary used for calculating the statutory severance indemnity (TFR). Specifically, the number of months' pay for the indemnity is calculated in accordance with the criteria set out in Article 2121 of the Italian Civil Code.

During the engagement with proxy advisors and asset managers, no specific observations were raised regarding the methods for determining these indemnities. However, these stakeholders have critically assessed the potential recognition of severance payments exceeding 24 months' pay in certain residual change-of-control cases. Further details on this matter are provided in the Report on the Remuneration 2026 and fees paid in 2025.

The Policy also provides that the effects of termination of employment on any options or rights granted under equity-based incentive plans are governed by the respective plan rules. These rules specifically regulate such cases through standard good leaver and bad leaver clauses (refer to Section III of the Report for further details).

- **Engagement with other relevant stakeholders:** The Issuer identified its key stakeholders and areas of interest while defining the material topics for its double materiality analysis. This process supports the preparation of sustainability disclosures in accordance with Legislative Decree 125/2024. This process identified those stakeholders who are directly involved in the Group's operations, specifically: selected suppliers, employees, and customers. Feedback from customers is collected through a targeted customer satisfaction survey.

The Company acknowledges the recommendation of the Chair of the Corporate Governance Committee and, although it considers:

- i) the current scope of relevant stakeholders to be sufficiently representative for engaging on key matters, and
- ii) the information derived from these engagement activities to be presented in the Sustainability Statement with a disclosure level adequate to demonstrate the extent of the dialogue maintained by the Issuer within the defined scope.

It intends to further explore the matters related to the stakeholder engagement, including benchmarking its practices against those of its peers. Once this assessment is completed, it will evaluate the implementation of similar measures.

Table 1: Information on ownership structure at the close of the financial year

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%	88,041,075	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 Articles of Association.

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 ³

Significant equity interest

Reporting party	Direct shareholder	Number of shares	% on the share capital ⁴	Number of voting rights ⁵	% of voting rights
Finde SS	IP Investimenti e Partecipazioni S.r.l.	24,593,454	44.957	49,186,908	57,163
	Finde S.p.A.	570,000		1,140,000	
Rosa Carlo	Sarago S.r.l.	2,402,532	8.377	4,805,064	10.657
	Sarago 1 S.r.l.	2,234,082		4,527,364	
	Rosa Carlo	50,000		50,000	
Even Chen Menachem	MC S.r.l.	2,300,000	4.200	4,600,000	5.282
	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	1.926

¹ The figure refers to the total amount of shares subscribed. No. 2,947,590 treasury shares held in the Company's portfolio at 12.31.2025

² The total amount of voting rights at 12.31.2025 was equal to 88,041,075.

³ Deriving from the capital increase to service the conversion of the Convertible Bond, as resolved by the extraordinary Shareholders' Meeting on 4 October 2021.

⁴ The share capital consists of no. 55,948,257 share (par value €1 each)

⁵ The total amount of voting rights at 12.31.2025 was equal to € 88,041,075

TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE DATE UNTIL 28 APRIL 2025
Structure of the Board of Directors

Board of Directors													
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (filed by) (**)	List (***)	Exec.	Non exec.	Indep. Code	Indep. TUF	Number of other offices held (****)	Equity interest (*****)
Chair	Michele Denegri	1969	3.26.2007	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			-	2/2
Deputy Chair and Director	Giancarlo Boschetti	1939	4.28.2016	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			-	2/2
Chief Executive Office •	Carlo Rosa	1966	3.26.2007	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M	X				-	2/2
Director ◦	Andrè Michel Ballester	1958	4.29.2022	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	4	2/2
Director	Stefano Altara	1967	4.23.2014	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			-	2/2
Director	Fiorella Altruda	1952	12.19.2016	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	-	2/2
Director	Chen Menachem Even	1963	3.26.2007	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M	X				-	2/2
Director	Luca Melindo	1970	4.24.2019	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			-	2/2
Director	Franco Moschetti	1951	3.26.2007	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			5	2/2
Director	Francesca Pasinelli	1960	4.28.2016	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	4	2/2
Director	Giovanna Pacchiana Parravicini	1969	4.29.2022	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	-	2/2
Director	Diego Pistone	1950	4.29.2022	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X			1	2/2
Director	Roberta Somati	1969	4.22.2013	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	-	2/2
Director	Monica Tardivo	1970	4.28.2016	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	1	2/2
Director	Tullia Todros	1948	4.28.2016	4.29.2022	App. fin. sta. at 12.31.2024	Shareholders	M		X	X	X	-	2/2
Number of meetings held at 31 December 2025					2								
Average length of meetings					1 hour 40 minutes								
Minimum quorum required for submission of slates by minority shareholders (ex art. 147-ter TUF)					1%								

NOTES

- This symbol indicates the Director in charge of the internal control and risk management.

- This symbol indicates the Lead Independent Director (LID).

(*) Date of first appointment of each Director means the date when the Director has been appointed for the very first time in the Board of Directors of the Issuer.

(**) This column indicates whether the list from which each Director comes has been presented by Shareholders (indicating "Shareholders") or by the Board of Directors (indicating "Board of Directors").

(***) This column indicates the list from which each Director comes ("M": majority list; "m": minority list);

(****) This column indicates the number of posts held as Director or Statutory Auditors in other listed or large companies pursuant to the limits on the number of offices held, as approved by the Board of Directors. In the Corporate Governance Report posts are listed in detail

(*****) This column indicates the number of the Board of Directors meetings attended by each director (show the number of meetings the director attended compared with the overall number of meeting the director could have attended i.e., 6/8 and 8/8 etc.).

TABLE 2B: STRUCTURE OF THE BOARD OF DIRECTORS FROM 28 APRIL 2025 TO 31 DECEMBER 2025**Structure of the Board of Directors**

Board of Directors													
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (filed by) (**)	List (***)	Exec.	Non exec.	Indep. Code	Indep. TUF	Number of other offices held (****)	Equity interest (*****)
Chair	Michele Denegri	1969	3.26.2007	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			-	5/5
Deputy Chair and Director	Giancarlo Boschetti	1939	4.28.2016	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			-	5/5
Chief Executive Office •	Carlo Rosa	1966	3.26.2007	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M	X				-	5/5
Director	Stefano Altara	1967	4.23.2014	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			-	5/5
Director	Chen Menachem Even	1963	3.26.2007	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M	X				-	5/5
Director	Diva Moriani		4.28.2025	4.28.2025			M		X	X	X	5	5/5
Director	Claudia Motta		4.28.2025	4.28.2025			M		X	X	X	3	5/5
Director	Fioranna Vittoria Negri						M		X	X	X	-	5/5
Director	Giovanna Pacchiana Parravicini	1969	4.29.2022	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X	X	X	-	5/5
Director	Diego Pistone	1950	4.29.2022	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			2	5/5
Director	Roberta Somati	1969	4.22.2013	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			-	5/5
Director	Monica Tardivo	1970	4.28.2016	4.28.2025	App. fin. sta. at 12.31.2027	Shareholders	M		X			1	5/5
Number of meetings held at 31 December 2025					5								
Average length of meetings					2 hours								
Minimum quorum required for submission of slates by minority shareholders (ex art.147-terTUF)					1%								
NOTES • This symbol indicates the Director in charge of the internal control and risk management. ○ This symbol indicates the Lead Independent Director (LID). (*) Date of first appointment of each Director means the date when the Director has been appointed for the very first time in the Board of Directors of the Issuer. (**)This column indicates whether the list from which each Director comes has been presented by Shareholders (indicating “Shareholders”) or by the Board of Directors (indicating “Board of Directors”). (***)This column indicates the list from which each Director comes (“(M”: majority list, “m”: minority list); (****)This column indicates the number of posts held as Director or Statutory Auditors in other listed or large companies pursuant to the limits on the number of offices held, as approved by the Board of Directors. In the Corporate Governance Report posts are listed in detail (*****This column indicates the number of the Board of Directors meetings attended by each director (show the number of meetings the director attended compared with the overall number of meeting the director could have attended i.e., 6/8 and 8/8 etc.).													

TABLE 3A: STRUCTURE OF THE BOARD COMMITTEES UNTIL 28 APRIL 2025

Board of Directors		Control, Risks 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			2/2	M		
Non-executive Director who is independent from the TUF and the Code	Ballester André Michel	2/2	P			1/1	M
Non-executive Director who is not independent from the TUF and the Code	Moscetti Franco	2/2	M				
Non-executive Director who is independent from the TUF and the Code	Pacchiana Parravicini Giovanna			2/2	M	1/1	M
Non-executive Director who is independent from the TUF and the Code	Somati Roberta	2/2	M	2/2	P	1/1	P
Number of meetings held in the year		2		3		1	
Average length of meetings		1 hour 15 minutes		55 minutes		15 minutes	
NOTES							
(*) 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 3B: STRUCTURE OF THE BOARD COMMITTEES FROM 28 APRIL 2025 TO 31 DECEMBER 2025

Board of Directors		Control, Risks 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	Giancarlo Boschetti			M	4/4		
Non-executive Director who is independent from the TUF and the Code	Claudia Motta	M	7/7	M	4/4		
Non-executive Director who is not independent from the TUF and the Code	Diva Moriani			P	4/4	M	0/0
Non-executive Director who is independent from the TUF and the Code	Fioranna Vittoria Negri	P	7/7			M	0/0
Non-executive Director who is independent from the TUF and the Code	Giovanna Pacchiana Parravicini					P	0/0
Non-executive Director	Diego Pistone	M	7/7				
Number of meetings held in the year							
Average length of meetings		2 hours and 55 minutes		1 hour		N.A.	
NOTES							
(*) 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 4A: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS UNTIL 28 APRIL 2025

Board of Statutory Auditors									
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (**)	Indep. Code	Attendance at meetings of the Board of Statutory Auditors (***)	Number of other offices held (****)
Chair	Monica Mannino	1969	4.28.2016	4.29.2022	App. fin. sta. at 12.31.2024	m	X	6/6	7
Statutory Auditor	Ottavia Alfano	1971	4.22.2013	4.29.2022	App. fin. sta. at 12.31.2024	M	X	6/6	30
Statutory Auditor	Matteo Michele Sutura	1981	4.24.2019	4.29.2022	App. fin. sta. at 12.31.2024	M	X	6/6	15
Alternate Statutory Auditor	Romina Guglielmetti	1973	4.24.2019	4.29.2022	App. fin. sta. at 12.31.2024	M	X	-	7
Alternate Statutory Auditor	Cristian Tundo	1972	4.24.2019	4.29.2022	App. fin. sta. at 12.31.2024	m	X	-	15
Statutory auditors who exited during the year: none									
Number of meetings held during the year :6									
Average length of meetings:1 hour and 20 minutes									
Indicate the minimum quorum required for submission of lists at appointment: 1%									
NOTES (*) 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. (**) This column indicates the list in which each Statutory Auditor was included ("M": majority list; "m": minority list). (***) 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.). (****) 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. A complete list of posts held is published on the Consob's website pursuant to Art. 144-quinquiesdecies of Consob Issuers' Regulation.									

TABLE 4B: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS FROM 28 APRIL 2025 TO 31 DECEMBER 2025

Board of Statutory Auditors									
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (**)	Indep. Code	Attendance at meetings of the Board of Statutory Auditors (***)	Number of other offices held (****)
Chair	Nadia Fontana		4.28.2025	4.28.2025	App. fin. sta. at 12.31.2027	m	X	12/12	6
Statutory Auditor	Patrizia Arienti		4.28.2025	4.28.2025	App. fin. sta. at 12.31.2027	M	X	12/12	9
Statutory Auditor	Matteo Michele Sutura	1981	4.24.2019	4.28.2025	App. fin. sta. at 12.31.2027	M	X	12/12	15
Alternate Statutory Auditor	Margherita Spainì		4.28.2025	4.28.2025	App. fin. sta. at 12.31.2027	M	X	12/12	11
Alternate Statutory Auditor	Cristian Tundo	1972	4.24.2019	4.28.2025	App. fin. sta. at 12.31.2027	m	X	12/12	14
Statutory auditors who exited during the year: none									
Number of meetings held during the year :12/12									
Average length of meetings: 2 hours and 35 minutes									
Indicate the minimum quorum required for submission of lists at appointment: 1%									
NOTES (*) 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. (**) This column indicates the list in which each Statutory Auditor was included ("M": majority list; "m": minority list).									

(***) 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.).
 (****) 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. 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 31 December 2025

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

Office	Members	Post
Chair	Michele Denegri	-
Deputy Chair and Director	Giancarlo Boschetti	-
Chief Executive Officer	Carlo Rosa	-
Director	Stefano Altara	-
Director	Chen Menachem Even	-
Director	Diva Moriani	Recordati S.p.A. (Director) Moncler S.p.A. (Director) Juventus S.p.A. (Director) KME Group S.p.A. (Executive Chair) Credit Access India B.V. (Chair of the Supervisory Board)
Director	Claudia Motta	-
Director	Fioranna Vittoria Negri	Juventus FC S.p.A. (Director) Guala Closures S.p.A. (Statutory Auditor) Seacorridor S.r.l. (Statutory Auditor)
Director	Giovanna Pacchiana Parravicini	-
Director	Diego Pistone	Juventus FC S.p.A. (Executive Director) B&W Nest S.r.l. Unipersonale (Chair)
Director	Roberta Somati	-
Director	Monica Tardivo	Banca del Piemonte S.p.A. (Director)

Table 6: List of offices held by the board of statutory auditors at 31 December 2025

(offices held at other companies, including listed companies, banking, financial, insurance companies or companies of a significant size)

Office	Members	Post
Chair	Nadia Fontana	Moncler S.p.A. (Statutory Auditor) Technoprobe S.p.A. (Chair of the Board of Statutory Auditors) Osit Impresa S.p.A. (Statutory Auditor)
Statutory Auditor	Patrizia Arienti	Amplifon S.p.A. (Statutory Auditor) Cassa Depositi e Prestiti S.p.A. (Statutory Auditor) Chiesi Farmaceutici S.p.A. (Statutory Auditor) Hermès Italie S.p.A. (Statutory Auditor) Louisiane S.p.A. (Statutory Auditor)
Statutory Auditor	Matteo Michele Sutura	Assietta S.p.A. (Chair of the Board of Statutory Auditors) Bosco Italia S.p.A. (Chair of the Board of Statutory Auditors) Beingpharma S.p.A. (Director) Bribri S.p.A. (Statutory Auditor) Cooperativa Sociale Start 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)
Alternate Auditor	Margherita Spaini	Aida Ambiente S.r.l. (Statutory Auditor and member of the Supervisory Board) San Germano S.p.A. (Chair of the Board of Statutory Auditors) Environment Park S.p.A. (Chair of the Board of Statutory Auditors and member of the Supervisory Board) Immaginazione e Lavoro S.c.r.l. (Statutory Auditor) Prima Industrie S.p.A. (Statutory Auditor)
Alternate Auditor	Cristian Tundo	Accurate S.r.l. (Alternate Auditor) Apell S.p.A. (Alternate Auditor) BN Investimenti S.p.A. (Statutory Auditor) Bonferraro S.p.A. (Alternate Auditor) Carlo Gavazzi Impianti S.p.A. (Statutory Auditor) Cast Italia S.r.l. (Independent Auditor) Creatives Group S.p.A. (Statutory Auditor) Finarte S.p.A. (Alternate Auditor) F.lli. Galloni S.p.A. (Alternate Auditor) Iren Ambiente Parma S.r.l. (Statutory Auditor) HT S.p.A. (Chair of the Board of Statutory Auditors) Ce.P.I.M. S.p.a. (Chair of the Board of Statutory Auditors) CHR Hansen Italia S.p.A. (Statutory Auditor) Coffe Holding Quattro S.p.A. (Statutory Auditor) DUC S.p.A. (Statutory Auditor) La Felinesa Salumi S.p.A. (Alternate Auditor) MAG Data Group S.p.A. (Alternate Auditor)

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				
<i>Principles</i>				
I. The board of directors leads the Company by pursuing its sustainable success.	X			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.	X			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.	X			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.	X			12.
<i>Recommendations</i>				
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;	X			4.1
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;				
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.	X			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	X			12
Art. 1 – Role of the board of directors				
<i>Principles</i>				
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.	X			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.	X			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.	X			4.3
VIII. The control body's composition is appropriate for ensuring the independence and professionalism of its function	X			4.3
<i>Recommendations</i>				
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.	X			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.	X			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.	X			4.7

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
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: c) of the company, of its subsidiary having strategic relevance or of a company subject to joint control; d) of a significant shareholder of the company; e) 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; f) 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; g) if he or she has served on the board for more than nine years, even if not consecutive, of the last twelve years; h) 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; i) 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; j) if he or she is a close relative of a person who is in any of the circumstances set forth in previous letters.	X			4.7
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

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
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.	X			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.	X			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.	X			4.7
Art. 3 – Functioning of the board of directors and the role of the Chair				
<i>Principles</i> IX. The board of directors defines the rules and procedures for its functioning, ensuring an efficient flow of information to directors	X			4.1
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.	X			4.5
XI. The board of directors ensures an adequate division of its functions and establishes board committees with preliminary, propositional and consultative functions.	X			7.2, 9.2, 10.

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
XII. Each director ensures adequate time commitment for the fulfilment of their board responsibilities	X			4.3
<i>Recommendations</i> 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.	X			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.	X			4.5
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.	X			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.	X			4.7

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
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.	X			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).	X			7.1
17. The board of directors defines the tasks of the committees and their composition, favouring 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.	X			7.2, 9.2
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.	X			7.2, 9.2, 10.2
Art. 4 – Appointment of directors and board evaluation				

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
<i>Principles</i>				
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.	X			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.	X			7.1
<i>Recommendations</i>				
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.	X			7.2
20. The majority of directors of the nominating committee are independent.	X			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.	X			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.	X			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. 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.	X			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				
<i>Principles</i>				
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.	X			8
XVI. The remuneration policy is developed by the board of directors through a transparent procedure.	X			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.	X			8
<i>Recommendations</i>				
25. The board of directors entrusts the remuneration committee with the task of: - supporting it in the development of the remuneration policy; - 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; - monitoring the actual application of the remuneration policy and verifying the effective achievement of the performance objectives; - 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.	X			7.2

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
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.	X			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;	X			8
b) caps to the variable components;	X			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;	X			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.	X			8
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 part.	X			8

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
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.	X			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.	X			8
Art. 6 – Internal control and risk management system				
<i>Principles</i>				
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.	X			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.	X			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.	X			9, 4.1

Corporate governance code 2020	Applied	Not applied	Inapplicable	Refer to paragraph
<i>Recommendations</i> 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.	X			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.	X			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.	X			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.	X			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.	X			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.	X			10.1

1.4. CONSOLIDATED SUSTAINABILITY STATEMENT OF THE DIASORIN GROUP

1.4.1. General Information and Basis for Preparation of the Sustainability Statement – ESRS 2

BP-1 – General basis for preparation of the sustainability statement

This document presents the 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 line 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 EY 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.

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 or information relating to intellectual property, know-how, or innovation results.

BP-2 – Disclosures in relation to specific circumstances

To prepare this document, Diasorin implemented a data collection process aimed at reporting all applicable metrics identified as relevant/most representative of its management approach toward 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 calculations and the Group's water consumption). Further details on Scope 3 metrics and accuracy can be found in the dedicated chapter. 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.

In line with the previous reporting year and as envisaged by the standard, the requirements related to the value chain are mainly qualitative. There were no material errors identified in relation to the prior reporting year. Except for Scope 3 Category 11, which was restated to reflect an updated and enhanced calculation methodology, no other changes occurred. The comparative figures for the prior year have been restated to reflect the updated calculation methodology. Information regarding the differences between last year's disclosures and the revised comparative figures is provided in the relevant ESRS E1 chapter.

The Group has also applied the transitional provisions allowing for the extension of phase-ins related to the relevant disclosure requirements included in Appendix C of ESRS 1, with particular reference to:

- SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model (paragraph 48, letter e);
- 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;
- S1-12: persons with disabilities;
- S1-13 Training and skills development metrics;
- S1-14 Health and Safety metrics (workers in the value chain);
- S1-15 Work-life balance metrics.

The Sustainability Statement does not include information required by other regulations.

In accordance with the ESRS, Diasorin performs an annual mapping of its upstream and downstream value chain, incorporating a qualitative and quantitative analysis of key suppliers in order to provide a more comprehensive view of the supply chain and existing business relationships. This process aims to foster virtuous practices for the timely identification and management of material sustainability-related impacts, risks, and opportunities throughout the supply chain. The main steps in the Diasorin Group's value chain analysis include the following:

- **Preliminary mapping:** an assessment confirming the consistency of the Diasorin Group's operations with the previous year, in terms of products sold and related procurement processes. In addition, contextual analyses were conducted through a review of internal documentation and external sources (scientific papers, 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, procurement flows were thoroughly analysed, from tier 1 suppliers (direct suppliers) to tier 3 suppliers (indirect suppliers). The material composition and supply chains for key products were also reviewed, with technical support from the Supply Chain function.
- **Profiling of tier 1 suppliers and context analysis:** the Diasorin Group's tier 1 suppliers underwent a comprehensive review, segmented by type of supply (including materials, services, and logistics) and location. A context analysis was then carried out based on the geographic locations of its tier 1 suppliers to identify potential impacts and/or material risks within 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 due diligence process provided an understanding of the risk levels associated with suppliers' geographic locations across multiple sustainability dimensions.
- **Correlation of Impacts, Risks, and Opportunities:** based on the information from the phases above, the IROs identified in the Diasorin Group's value chain were integrated into the double materiality analyses.

Governance

GOV-1 – The role of the administrative, management and supervisory bodies

The Board of Directors is composed of 12 members, including 10 non-executive directors. Furthermore, 4 directors are independent, with the percentage of independent Board of Directors members being 33%. 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 Articles of Association do not provide for employee representation in the governance bodies. The composition of the Committees was determined taking into account the skills 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, the expression "*matters closely related to the businesses in which the Issuer is engaged*" shall be understood as those related to the healthcare and medical industries.

The provisions of the Articles of Association governing the composition and the election of the Board of Statutory Auditors effectively ensure compliance with the 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 hold the professional standing and skills necessary to carry out their duties. In particular:

- pursuant to Rec. 35 of the CG Code, the Control and Risk Committee must collectively possess sufficient knowledge of the Group's industry to effectively assess relevant risk factors; furthermore, at least one member is required to have adequate expertise in accounting and finance or risk management, as determined by the Board of Directors upon appointment;
- pursuant to Rec. 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, as determined by the Board of Directors upon appointment.

As regards the Board of Directors in office, the Issuer complied with the regulations on gender balance and diversity criteria in the composition of the board of directors, consistent with the primary goal of ensuring that all members possess the necessary expertise and professionalism (Principle VII of the CG Code).

The Company also promotes ongoing training and updates for Directors on the most significant matters affecting the Group's business. The effectiveness of these training and information initiatives is reviewed annually, also taking into account the results of the Board of Directors' self-assessment process. At the beginning of 2026, the Board of Directors renewed the self-assessment process on the size, composition and functioning of the Board and of its Committees.

The professional skills of the Board members can be grouped into three macro areas: business and management, science and law. In detail, 66.66% of the members have extensive business and management experience, 8% have a scientific background, 16.66% have dual expertise in economics and science, with a further 25% specializing in the legal field. Most of them gained significant experience abroad, especially in the United States.

Composition of the board of directors – in office at 31 December 2025

Full name	Office	Background	Professional characteristics
Michele Denegri	Chair and non-executive director	Business-management	General Management
Giancarlo Boschetti	Deputy Chairman and non-executive Director	Business-management	General Management
Carlo Rosa	Chief Executive Officer and executive director	Business-management Science	General Management (formerly Research and Development director)
Chen Menachem Even	Executive director	Business-management Science	Strategic Director in international sales
Stefano Altara	Non-executive director	Law	Legal and Corporate Affairs Counsel
Diva Moriani	Independent director	Business-management	General Management
Claudia Motta	Independent director	Business-management	HR Management
Fioranna Vittoria Negri	Independent director	Business-management	Management Advisor
Giovanna Pacchiana Parravicini	Independent director	Law	Legal and labour law advisor
Diego Pistone	Non-executive director	Business-management	General Management
Roberta Somati	Non-executive director	Science	Management Advisor
Monica Tardivo	Non-executive director	Law	Legal 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 corporate 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 CG Code)

Following the renewal of corporate bodies on 28 April 2025, 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 (hereinafter the CRS) 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, guidelines 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 2025), 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 Maximum 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 0.89.

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) maximum number of offices held as director or statutory auditor at other companies and (ii) the guidelines about managerial and professional profiles 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 in office at 31 December 2025

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 Chairman 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
Stefano Altara	Turin, 4 June 1967	Non-executive director	Male
Diva Moriani	Arezzo, 18 October 1968	Independent director	Female
Claudia Motta	Milan, 2 September 1963	Independent director	Female
Fioranna Vittoria Negri	Acqui Terme (AL), 28 May 1958	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 Somati	Rivoli (TO), 9 January 1969	Non-executive director	Female
Monica Tardivo	Turin, 19 April 1970	Non-executive 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 (CEO) 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 the year, the CEO:

- oversaw the identification of 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;
- aligned the system with dynamic operating conditions and the legislative and regulatory framework;

The CRS Committee, in supporting the Board of Directors in the functions attributed to it within the ICRMS, with reference to sustainability:

- supports the Board of Directors in analysing 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:

- supporting the Board of Directors in analysing the issues relevant to long-term value generation, during the review and approval of the Company's and its Group's business plan;
- 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;
- overseeing the system's compliance with laws, the Code, and national and international sustainability standards, while providing recommendations to the Board;
- supporting the Board in defining Environmental, Social, and Governance ('ESG') policies and strategies, monitoring ESG matters, reviewing and assessing sustainability performance, setting metrics and targets, reviewing sustainability issues, and providing recommendations to the Board;
- reviewing the scenarios for the preparation of the strategic plan, and examining the identification and prioritization of ESG matters arising from the group's double materiality analysis;
- ensuring that other sustainability initiatives remain aligned with sustainable development principles and the Group's strategic sustainability guidelines and targets;
- reviewing and assessing the data collection and consolidation system for sustainability reporting, including through discussions with the sustainability auditor, and providing an opinion to the Board regarding its approval;
- expressing, upon request of the Board of Directors, opinions on sustainability issues.

Additionally, given the regulatory changes implemented by the CSRD, the CRS Committee:

- assessed the methodological approach 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 the related outcomes;
- reviewed the results of the double materiality analysis;
- reviewed the content of the relevant Sustainability Statement.

The administrative, management and supervisory 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 Group 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 tasked the CSR Committee with supervising the Group's sustainability strategy. 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, 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 Articles of Association, 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 strategic transactions, 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. As part of its risk management activities, the Group conducts an annual ERA based on the latest approved Business Plan. The ERA is developed with the support of external consultants and is aimed at mapping the key risks impacting the Group's strategic objectives.

The ERA serves as a preliminary reference, complemented by additional and dedicated analyses conducted within the double materiality process to ensure a comprehensive assessment of sustainability risks and opportunities.

During the year, the CRSC 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 which the Company may activate (i) in the event that performance targets were met based on erroneous or falsified data, where the difference between the actual and restated figures would have precluded the earning of the bonus, either in full or in part; (ii) in the event of violation of the Code of Ethics (hereinafter the "Code").

10% of the 2025 MBO for the CEO and General Manager is based on the "2025 Sustainability Goals". For the target bonus to be awarded, this requires the cumulative achievement of all the objectives listed below.

2025 Sustainability Goals		
Type	Goal	KPI
Quantitative – environment	Continuing the reduction of emissions through ongoing energy efficiency initiatives.	Insulation of the Saluggia offices.
Quantitative - social	Further promoting STEM education and career guidance for youth, supported by dedicated training for teachers.	- At least €1 million in funding for Fondazione Diasorin, - Reaching at least 300 teachers and 1,000 students
Quantitative - social	Supporting Fondazione Diasorin's initiatives by leveraging professional expertise through volunteering programs.	- A minimum of 400 employee volunteer hours
Qualitative - social	Raising public and social awareness regarding the importance of early diagnosis and prevention, health outcomes, and the sustainability of the healthcare system.	- Campaigns and initiatives on the fight against antimicrobial resistance, neonatal infections, and immune-mediated inflammatory diseases
Qualitative - social	Raising leaders' awareness regarding biases and stereotypes to ensure objective, merit-based decision-making.	- Training for all Diasorin leaders- Adoption and internal dissemination of the Equal Opportunity Policy.
Qualitative - social	Gathering employee feedback in a structured manner through an Engagement Survey.	- Implementation of the Engagement Survey

In drafting the Remuneration Policy, Diasorin incorporated feedback received from the financial community.

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 contingent workers, including Executives with Strategic Responsibilities. Such plans are initially submitted for approval to the 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 account 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 sustainability reporting process is built on the following key elements, leveraging existing internal tools and aligned with core due diligence principles. 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 allow companies to tailor their due diligence procedures and measures to their specific operational context.

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:** various internal business functions and external stakeholder categories were actively engaged in the double materiality analysis. This engagement is performed at least annually during the review of material topics.
- **Identifying and assessing negative impacts:** the Company conducts due diligence across its supply chain to identify and assess potential risks and adverse impacts. Findings from this process feed directly into risk assessment updates. Additionally, the double materiality analysis adopts a due diligence-based approach to identify and evaluate potential adverse impacts. An initial assessment was carried out to identify all key impact areas across the Group's value chain, including upstream and downstream relationships. The Company leveraged relevant elements - including geographic information, product details, and company risk profiles – incorporating both past and prospective risks
- **Taking action to address adverse impacts:** as detailed in the following chapters, the Company embedded specific protocols and targets within its strategic plan to monitor and mitigate both actual and potential adverse impacts. 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 the associated reporting:** 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 within governance, strategy and business model	Governance information (G1) Control, Risk and Sustainability Committee (ESRS 2)
Engaging stakeholders throughout 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 adverse 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 adverse impacts	Actions to mitigate negative impacts outlined in the Topical standard chapters of this Sustainability Statement Supply chain actions (S2)
Monitoring the effectiveness of these efforts and reporting	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 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. Following a rigorous internal validation process, the Sustainability Statement is submitted to the Board of Directors for final approval. 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.

It should be noted that during the reporting year, the Group prepared risk matrices for the most material indicators (E1.5 – Energy and consumption / E1.6 – Scope 1 and Scope 2 emissions / S1.14 – Occupational health and safety metrics) to ensure more granular mapping of the data collection and approval process. Furthermore, Entity Level Controls (ELCs) were mapped along with existing controls related to the Reporting process. During the reporting period, no formal substantive testing was performed based on the aforementioned risk matrices (scheduled to begin in 2026).

Regarding the Risk and Control Matrices for 'E1.5 – Energy and Consumption', 'E1.6 – Scope 1 and Scope 2 Emissions', and 'S1.14 – Occupational Health and Safety Metrics', a primary risk identified is the potential for incomplete or inaccurate collection of the data to be reported. Key controls include an annual review performed by the relevant Corporate lead to ensure (i) data completeness and (ii) consistency with the Corporate Reporting & ESG function's shared guidelines.

For 2026, the Group intends to strengthen its Internal Control System over Sustainability Reporting by expanding the range of indicators mapped within its risk matrices and implementing a formalized procedure.

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 focus on the market, competitors and the needs of its customers culminated 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.

Further details on the Group's main strategic areas can be found in the dedicated section of the Report on Operations.

Sustainability strategy

The Diasorin Group operates in the diagnostics sector, placing health and the scientific approach at the heart 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 "improving public health outcomes by delivering diagnostic tests that enable more effective and informed medical decision-making, while helping to contain healthcare costs in line with the policies of the Ministry of Health and equivalent regulatory bodies"

This mission is built upon four strategic pillars:

- innovation and technological excellence;
- engaged customer relationship;
- engaged supplier collaboration;
- steady improvement of the quality culture.

The Diasorin Group's approach 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.

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.

In 2024, the double materiality analysis was introduced for the first time and subsequently carried forward in the current reporting year, aimed at identifying the most material impacts, risks, and opportunities for the Group.

In the coming years, the Group will, where deemed appropriate, redefining its objectives by implementing the necessary integrations and updated 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 energy efficiency across DiaSorin's global operations	Rolling out a Group-wide engagement survey to assess the work environment	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.

Launched in 2022 and concluded in 2025, the Plan successfully met all its targets. Throughout this document, these public commitments are summarized for context, though they remain distinct from the formal 'objectives' as defined by ESRs standards.

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 (as described in the tables below). 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

Immunodiagnosics	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 analyse bead-based assays, together with calibration, verification and maintenance reagent kits for xMAP instruments.

Step 2: Manufacturing

Immunodiagnosics	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 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.	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, immunodiagnosics 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.

Step 2: Distribution

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 analysers; 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 analyser 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 2025 and at 31 December 2024"

Revenues by technologies (in %)	2025	2024
Ex-COVID Immunodiagnostics	68.7%	66.2%
Ex-COVID Molecular Diagnostics	16.4%	17.2%
Licensed Technologies	13.8%	14.4%
COVID	1.1%	2.2%
Total	100%	100%

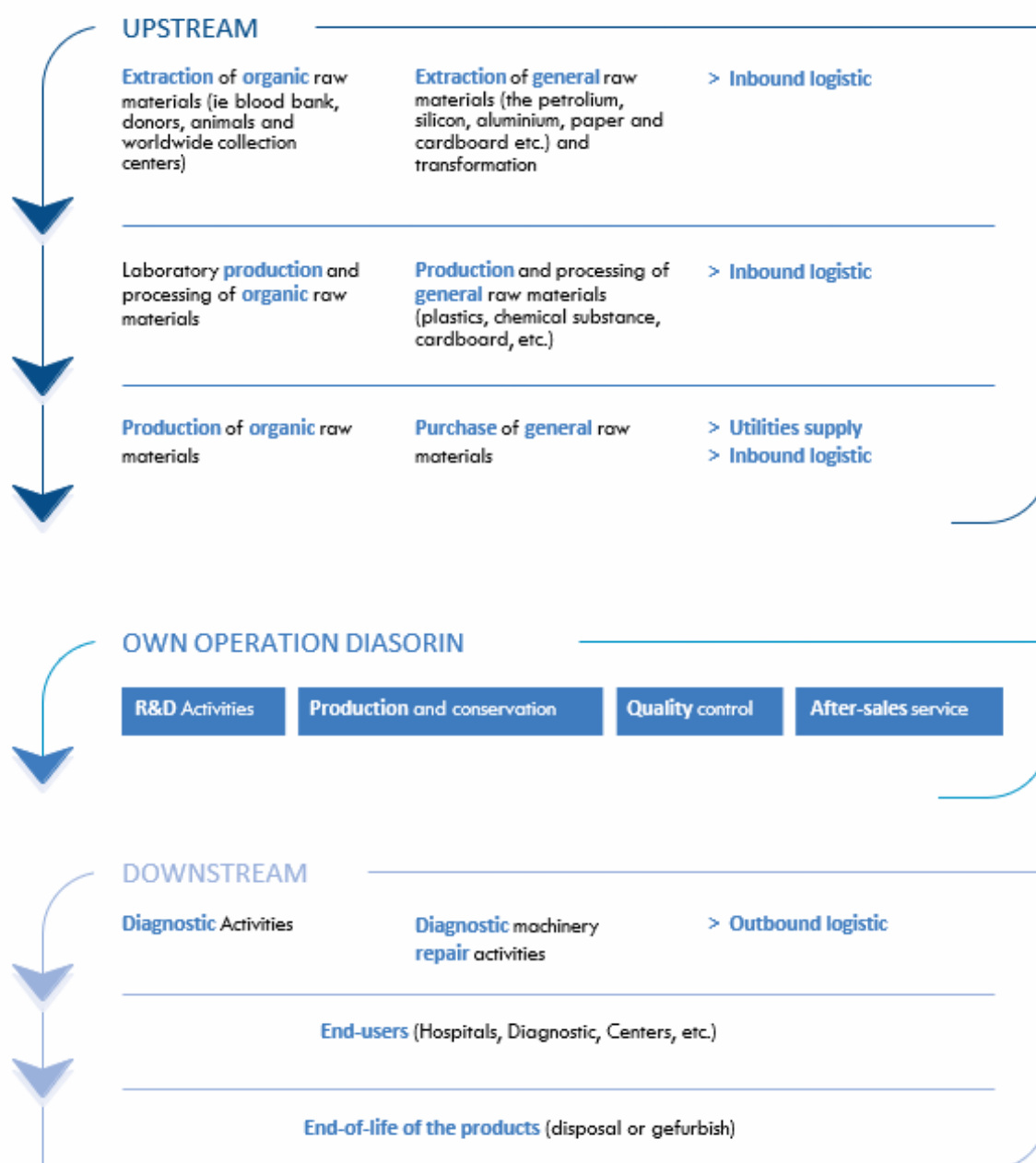
Relevant markets are illustrated in detail in the notes to the financial statements, paragraph 1, which reports revenues by geographic area.

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 (859 employees) and in the USA (1,525 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.



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

Stakeholders' opinions and interests gathered during the aforementioned engagement phases serve as a valuable tool for the Company to identify and, where necessary, address any issues—including those regarding human rights—that may impact the Group's strategy or business model. In light of the interests expressed by stakeholders, to date, there is no perceived need to make changes to the Group's strategy or its business model. 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 Symposium (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

Currently, the Group has met all sustainability goals 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 are limited compared to the economic and financial flows. No asset impairments associated with these risks were registered.

With reference to climate change, the Group consistently evaluates investment opportunities in projects aimed at reducing Greenhouse Gas emissions (hereinafter also "GHG"). Additional details are provided in the Taxonomy section.

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 behaviour and corruption	Short-term	Own operations

Failure to comply with laws and regulations due to unethical behaviour 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
Skilled talent shortages and retention challenges, driving higher workforce-related costs	Long-term	Own operations

The risk associated with potential skilled talent shortages and retention challenges may lead to higher workforce-related 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 in 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.

Opportunities	Time horizon	Where opportunity arises
Strong ability to meet customer needs and intercept new ESG-related trends or improvement opportunities through effective supervision of stakeholder relations, R&D activities and innovation, resulting in growth in both revenues and margins.	Long-term	Own operations and downstream value chain

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").

Management of impacts, risks and opportunities

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), in 2025 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. As per the first year of reporting, 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 sources¹, the company identified the current or potential, positive or negative impacts generated by Diasorin either directly or indirectly, through short, medium, and long-term business relationships highlighting, where necessary and/or applicable, specificities related to geographies and/or to activities conducted.
- Identification of risks and opportunities: as part of the double materiality analysis, 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)

3) Materiality assessment of impacts, risks and opportunities

- Definition of the impact, risk, and opportunity assessment model: in accordance with the applicable framework, the impact assessment model evaluated the severity of impacts (magnitude, scope, and irremediable nature - for negative impacts only) as well as their likelihood (for potential impacts only). For risks and opportunities, the assessment focused on magnitude (measured on the basis of quantitative and qualitative parameters) and their likelihood. 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 impact, risk, and opportunity assessment took into account quantitative parameters such as EBITDA (exclusively for risk and opportunity assessment), 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 likelihood by applying a corrective factor.

- **Assessment of IROs:** the impact assessment was conducted by designated 'Subject Matter Experts', i.e., representatives of the relevant company functions, through dedicated interviews. These experts integrated insights gathered from stakeholder engagement throughout the reporting year, including feedback from affected communities; however, no additional consultations were conducted, with the exception of those detailed in the section below. Each IRO was assessed gross of any related mitigation actions.
- **Stakeholder engagement:** In 2025, no external stakeholders and experts were engaged. The Group intends to reintroduce the engagement of specific stakeholder categories for the double materiality analysis in 2026.

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 severity and likelihood ratings, when multiplied, were greater than 8 (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 20 March 2026.

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 adverse 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
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
	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
	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 labour cases that	Potential Impact	Negative	ST	Upstream value chain

	negatively affect employee well-being ¹				
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	Risks related to unethical behaviour and corruption	Risk		BT	Own operations
Entity specific – Research, innovation and technological excellence	Expanding research and development, streamlining decision-making through R&D investment, and integrating AI enable the company to deliver innovative products and services that address patients' unmet 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		LT	Own operations and downstream value chain

Compared to the previous year, the double materiality analysis, supported by more in-depth analyses, led to a decrease in the number of material impacts, dropping from a total of 21 in 2024 to 17 in 2025. Nevertheless, this shift had no material impact on either qualitative or quantitative reporting.

The following 4 impacts were identified as no longer material during the latest double materiality analysis in 2025:

- Negative impact regarding water consumption within the upstream value chain;
- Negative impact linked to the manufacturing of low-recyclability diagnostic devices;
- Positive impact relating to the promotion of a Health & Safety system designed to mitigate the risk of occupational accidents;
- Positive impact relating to the development of a corporate culture

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	2025 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				E1-5 - Energy consumption and mix
ESRS E1-5 Energy intensity associated with	X				E1-5 - Energy consumption and mix

activities in high climate impact sectors, paragraphs 40 to 43.					
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 due to the absence of material risks associated with ESRS E1
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 due to the absence of material risks associated with ESRS E1
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67, letter c		X			Not applicable due to the absence of material risks associated with ESRS E1
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			X		Not applicable due to the absence of material risks associated with ESRS E1
ESRS E2-4 Amount of each pollutant listed in Annex II of the EPRT Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	X				Not material
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 material
ESRS 2 SBM-3 – E4 paragraph 16, letter b)	X				Not material
ESRS 2 SBM-3 – E4 paragraph 16, letter c)	X				Not material
ESRS E4-2 Sustainable land/agriculture practices or policies paragraph 24, letter b)	X				Not material
ESRS E4-2 Sustainable oceans / seas practices or policies, paragraph 24, letter c)	X				Not material
ESRS E4-2 Policies to address deforestation, paragraph 24, letter d)	X				Not material
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 material
ESRS 2 – SBM3 – S1 Risk of incidents of child labor, paragraph 14, letter g)	X				Not material
ESRS S1-1 Human rights policy commitments, paragraph 20	X				S1-1 - Policies related to own workforce
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				S1-1 - Policies related to own workforce
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				S2-1 – Policies related to value chain workers
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				S3-1 – Policies related to affected communities
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	2025 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 2025, 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
E1-4 Targets related to climate change	No climate change-related	E1-4 Targets related to climate change mitigation and adaptation

mitigation and adaptation	objectives have been identified	
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 applicable	
E1-8 Internal carbon pricing	Not applicable	
E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities	Phase in: For FY 2025, 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	No climate change-related policies have been identified	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
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	No climate change-related targets have been identified	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, ESRS materiality limited to the value chain	
E2-5 Substances of concern and substances of very high concern	Not material, ESRS materiality limited to the value chain	
E2-6 Anticipated financial effects from pollution-related risks and opportunities	Phase in: for FY 2025, 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		E3 - Water and marine resources

E3-2 Actions and resources related to water and marine resources		E3 - Water and marine resources
E3-3 Water and marine resources-related targets		E3 - Water and marine resources
E3-4 Water consumption		E3 - Water and marine resources
E3-5 Anticipated financial effects from water and marine resources-related impacts, risks and opportunities	Phase in: for FY 2025, 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
E5-6 Anticipated financial effects from resource use and circular economy-related risks and opportunities	Phase in: for FY 2025, 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	E5-2 - Actions and resources in relation to resource use and circular economy
MDR-A Actions and resources in relation to material sustainability matters		E5-4 Resource inflows E5-5 - Resource outflows
MDR-M Metrics in relation to material sustainability matters		
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
S1-2 Processes for engaging with own workers and workers' representatives		S1-2 – Processes for engaging with own workers and workers' representatives

about impacts		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	No targets have been identified	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 2025, 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 2025, 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 2025, 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 2025, 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 2025 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 2025, 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 2025, 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	No targets have been identified	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
S2-2 Processes 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

S3-1 Policies 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.	Phase in: for FY 2025, the Company has omitted the disclosure specified by ESRS E3-5, as required in Appendix C (ESRS 1) of (EU) Delegated Regulation 2023/2772	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	No affected community-related actions have been identified.	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	S4-5 – Targets related to managing material negative impacts, advancing

	identified	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
G1-2 Management 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
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

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 favouring 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 2025 the Diasorin Group invested in energy efficiency projects in Italy, Germany, the United Kingdom and in the United States (at Stillwater facility). These initiatives allowed the identification of **two eligible activities for the Taxonomy's climate change adaptation (CCA) objective**, as outlined below:

Objective	Taxonomy-eligible economic activities	Description of eligible activities
Climate Change Adaptation (CCA)	7.3 Installation, maintenance and repair of energy-efficient equipment	Individual renovation measures involving the installation, maintenance, or repair of energy-efficient equipment.
	In 2025, the initiatives implemented focused on improving energy efficiency through the replacement of lighting with LEDs, the installation of high-performance windows, and the adoption of variable frequency ventilation systems. Following roof replacement, freezers, cold rooms, and high-consumption equipment were upgraded to high-efficiency models. These activities contributed to reducing energy consumption and the environmental impact of the company's infrastructure.	
	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.
	In 2025, key initiatives involved streamlining environmental monitoring across production sites by upgrading Building Automation Systems (BAS) and installing high-precision thermostatic valves in office spaces. Air conditioning and cooling systems were also renovated, replacing low-efficiency equipment, including obsolete freezers. These interventions improved the control of environmental parameters and reduced overall energy consumption	

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 2025.

Revenue indicators

Share of revenues from products or services associated with taxonomy-aligned economic activities – 2025

	2025			Substantial contribution criteria						DNSH criteria ("does not significantly harm")									
Economic activities	Code	Revenues	Share of revenues	Climate change mitigation i	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	Minimum safeguards	Share of 2024 revenues	Category enabling activity	Category transitional activity
		k €	%	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Yes/No; N/EL	Si/No	Si/No	Si/No	Yes/No	Yes/No	Yes/No	Yes/No	%	E	T
A. TAXONOMY ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (taxonomy-aligned)																			
N.a.		-	0.00%														0%		
Revenues of environmentally sustainable activities (taxonomy-aligned) (A.1.)	1.2 CE	-	0.00%	-	-	-	-	-	-	-	-	-	-	-	-		0%		
including enabling		-	0.00%																
including transitional		-	0.00%																
A.2. Taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities)																			
Manufacturing of electrical and electronic equipment		20,736	1.74%	N	N	N	N	AM	N								2.22%		
Revenues of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		20,736	1.74%	N	N	N	N	AM	N								2.22%		
TOTAL (A.1 + A.2)		20,736	1.74%	0,00%	0.00%	0.00%	0.00%	1.74%	0.00%										
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
Revenues of taxonomy non-eligible activities (B)		1,174,320	98.26%																
Total (A)+(B)		1,195,055	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. In line with the previous reporting year, Revenues from the assembly of electrical and electronic equipment generated by Luminex accounted for € 20,736 thousand, representing 1.74% of total Group revenues.

Share 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%	1.74%
PPC	0.00%	0.00%
BIO	0.00%	0.00%
Total	0.00%	1.74%

The denominator is represented by annual revenues, as provided in the explanatory note n.1 “Revenues” of the consolidated financial statements, amounting to € 1,195,055 thousand (€ 1,185,427 thousand in 2024).

Capital Expenditure (CapEx) Indicators

Share of capital expenditure (CapEx) from products or services associated with taxonomy-aligned economic activities – 2025

Economic activities	2025			Substantial contribution criteria						DNSH criteria ("does not significantly harm")									
	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	Minimum safeguards	Share of CapEx 2024	Category enabling activity	Category transitional activity
		k €	%	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	%	E	T
A. TAXONOMY-ALIGNED 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)																			
Installation, maintenance and repair of energy-efficient equipment	7.3	1,117	0.81%	AM	N	N	N	N	N								0,25%		
Installation, maintenance and repair of charging stations for electric vehicles in buildings	7.4	-	0%	N	N	N	N	N	N								0,06%		
Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling energy performance of buildings.	7.5	770	0.56%	AM	N	N	N	N	N								0,02%		
Professional services related to energy performance of buildings	9.3	-	0%	N	N	N	N	N	N								0,01%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		1,886	1.37%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%								0,34%		
Total (A.1 + A.2)		1,886	1.37%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%								0,34%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
CapEx of taxonomy non-eligible activities (B)		135,795	98.63%																
Total (A)+(B)		137,681	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 2025 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 2025, the increase in CapEX amounted to € 137,681 thousand (€ 130,391 thousand in 2024).

The share of eligible economic activities for capital expenditure refers to the investments already described in paragraph *"Identification of Taxonomy-eligible activities"*. In 2025, the share of Taxonomy-eligible economic activities for climate change mitigation is equal to €1,886 thousand, equal to 1.37% 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%	1.37%
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%	1.37%

In 2025, 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 – 2025

	2025			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	Minimum safeguards	2024 Opex share	Category enabling activity	Category transitional activity
		k €	%	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	%	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)																			
Installation, maintenance and repair for energy efficiency	7.3	15	0.016%	AM	N	N	N	N	N								0.00%		
OpEx of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2)		15	0.016%	0.016%	-	-	-	-	-								0.00%		
Total (A.1 + A.2)		015	0.016%	0.016%	-	-	-	-	-								0.00%		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
OpEx of taxonomy non-eligible activities (B)		94,205	99.98%																
Total (A)+(B)		94,220	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.

I 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 2025, the Diasorin Group's operating expenses amounted to € 94,220 thousand (€ 90,682 thousand in 2024).

Share of OpEx/total OpEx

	Taxonomy-aligned by Objective	Taxonomy-eligible by Objective
CCM	0.00%	0.016%
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%	0.016%

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 – 2025

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

ESRS E1 – CLIMATE CHANGE

This section outlines the Company's approach to the topic, consistently with ESRS standards and the results of the double materiality analysis. Accordingly, the following table summarizes the identified material IROs and their connection to the relevant ESRS disclosure requirements

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
Climate change mitigation	GHG emissions arising from Diasorin's operations (Scope 1 and 2), mainly due to the company's manufacturing activities.	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.

In the current reporting period, members of the administrative bodies have no incentive schemes (MBOs) linked to GHG emission reduction goals as specified under ESRS 2-MDR-T.

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 efficient management of electricity, primarily aimed at climate change mitigation using electrification and energy efficiency as decarbonization levers, including solutions based on greenhouse gas (GHG) emission reductions. 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 CO₂ reduction is not currently connected to defined future objectives or activities and is not monitored in relation to individual climate change mitigation actions.

Action 1: "Charging stations for electric vehicles"

The installation of electric vehicle charging stations was carried out in 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.

In 2025, Saluggia facility has charging stations available both on-site and connected to the photovoltaic system. The stations connected to the PV system have been ready since 2023, with the exception of the app-based activation.

The project has a short-to-medium term timeframe and did not require any significant capital expenditure (CapEx), operating expenditure (OpEx), or the implementation of a structured plan.

Action 2: "Energy-efficiency equipment"

A primary focus is placed on the reduction of energy consumption and the use of high-efficiency technologies. In 2025, the key energy efficiency initiatives include:

Energy-efficiency equipment (2025 update)

Initiative	In 2025 implemented at:
Replacing window with low thermal efficiency devices	Diasorin Italia Diasorin USA
Replacing and optimizing air conditioning and refrigeration systems, including low-efficiency freezers	Diasorin Italia
Scrapping high-consumption, low-efficiency machinery (e.g., heaters)	Diasorin Italia
Optimizing heating circuit temperature set points	Diasorin Italia
Eliminating waste along the steam distribution circuit for industrial processes by replacing obsolete steam valves	Diasorin UK
Replacing obsolete cold rooms and freezer rooms with high-efficiency units	Diasorin UK Diasorin Germany
Automatic lighting with motion sensors	Diasorin UK
Optimizing HVAC system usage through the implementation of automated start-stop cycles	Diasorin UK
Optimizing chilled water plant control systems	Diasorin UK
Downsizing the steam distribution circuit to eliminate thermal waste and prevent distribution leaks	Diasorin UK
Optimizing control systems for steam-generating boilers	Diasorin UK
Upgrading the environmental monitoring system for production areas	Diasorin USA
Replacing freezers with high-efficiency models	Diasorin USA
Conversion to LED lighting	Diasorin USA Diasorin Germany
Variable frequency ventilation for chemical fume hoods to improve energy efficiency	Diasorin USA
Roof retrofitting to improve energy efficiency	Diasorin USA
Permanent shutdown of HVAC systems in redundant production zone	Diasorin Germany
Replacing radiator thermostatic valves in all offices	Diasorin Germany

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 and 7.5) according to Regulation 852/2020, as specified in the 'Taxonomy-related information' section. For details concerning significant CapEx or OpEx associated with the initiatives listed above, reference should be made to the 'EU Taxonomy' 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.

The aforementioned public commitments, completing in the 2025 reporting year, are not compliant with the requirements of ESRS 2-MDR-T. 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 – 2025

Energy consumption and mix	Total (MWh) 2025	Total (MWh) 2024
Total fossil fuel energy consumption	50,629	44,122
Fuel consumption from coal and coal products	-	100
Fuel consumption from crude oil and petroleum products	5,623	6,057
Fuel consumption from natural gas	12,811	8,117
Fuel consumption from other fossil sources	-	-
Consumption of purchased or acquired electricity, heat, steam, or cooling from fossil sources	32,196	29,847
Share of fossil sources in total energy consumption	86%	80%
Consumption from nuclear sources	909	3,780
Share of consumption from nuclear sources in total energy consumption	2%	7%
Total renewable energy consumption	7,398	6,965
Fuel consumption from renewable sources	-	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	7,398	6,965
Consumption of self-generated non-fuel renewable energy	-	-
Share of renewable sources in total energy consumption	13%	13%
Non-renewable energy production	-	-
Renewable energy production	58,937	54,867

Total energy consumption of the Diasorin Group amounts to **58,937 MWh**. Fossil fuels account for approximately 80% 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 **909 MWh**, with data exclusively from Stillwater facility in the U.S.

The use of energy from renewable sources had been recorded exclusively for the facilities in the U.S., Italy (Saluggia), Germany and China. 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 **7,398 MWh**.

The consumption of electricity, heat, steam, and cooling purchased or acquired from non-certified renewable sources, amounting to **3,664 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 **58,937 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. It should also be noted that consumption calculations are not subject to third-party certification.

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.

E1-6 – Gross Scope 1, 2, and 3 GHG emissions and total GHG emission

Table - greenhouse gas emissions – 2025

Gross GHG emissions	Total (tCO ₂ eq) 2025	Total (tCO ₂ eq) 2024
Scope 1 GHG emissions		
Gross Scope 1 GHG emissions	4,184	3,513
Percentage of Scope 1 GHG emissions from regulated emission trading schemes	0%	0%
Scope 2 GHG emissions		
Gross location-based Scope 2 GHG emissions	14,447	13,546
Gross market-based Scope 2 GHG emissions	12,807	12,132
Significant scope 3 GHG emissions		
Total Gross indirect (Scope 3) GHG emissions	96,847	136,702
Percentage of Gross Scope 3 GHG emissions	84%	89%
Purchased goods and services	45,132	92,053
Capital goods	26	20
Fuel and energy consumption-related activities	4,964	-
Upstream transport and distribution	6,409	5,657
Waste from operations	1,440	-
Business travels	17,180	15,306
Employee commuting	23	-
Upstream leased assets	2	2
Downstream transportation	-	-
Processing of sold products	-	-
Use of sold products	21,669	23,664*
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)	115,447	153,761
Total GHG emissions (market-based)	113,838	152,347

*Category 11 amount for FY 2024 has been subjected to restatement

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 (CO₂)
- Methane (CH₄)
- Nitrous oxide (N₂O)
- Hydrofluorocarbons (HFCs)
- Perfluorocarbons (PFCs)
- Sulphur hexafluoride (SF₆)
- Nitrogen trifluoride (NF₃)

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 CO₂ equivalent (tCO₂eq) 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 0.0966 tCO₂eq/000 euros.

To calculate CO₂eq 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 CO₂eq emissions of gases other than CO₂.

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 CO₂ emissions as they are not applicable to the company context. Consequently, biogenic CO₂ 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 (CH₄) and nitrous oxide (N₂O) 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 **115,447 tCO₂eq** (153,761 in 2024). Specifically, **Scope 1** emissions amount to **4,184 tCO₂eq** (3,513 in 2024). In **2025**, **Scope 2 emissions** were calculated using the **Location-based** approach, for a total amount of **14,447 tCO₂eq** (13,546 in 2024), and the **Market-based** approach, for a total amount of **12,807 tCO₂eq** (12,132 in 2024).

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 also calculated using emission factor defined by TERNA.

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 **96,847 tCO₂eq** (136,702 in 2024)

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**), Energy extraction and transport (**category 3**), Upstream transportation and distribution (**category 4**), Waste generated in own operations (**category 5**), Business trip (**category 6**), Employee commuting (**category 7**), Upstream leased assets (**category 8**), Use of sold products (**category 11**), which include also Consumption of leased assets (**category 13**).

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: Downstream transport and distribution (category 9), Processing of sold products (category 10), End of life of products sold (category 12), Franchising (category 14), Investments (category 15). In 2025, Diasorin improved its Scope 3 emissions reporting by introducing new relevant categories specifically Category 3 and Category 5—and refining its calculation methodology to increase the accuracy of estimates for previously reported categories.

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. CO₂eq emissions were calculated using **ecoinvent 3.12 and DEFRA 2021 emission factors**, adjusted for **inflation** to reflect changes in costs and consumption over time. In addition, purchased services are included, with emissions calculated based on the Group's OpEx expenditure
- **Scope 3 GHG Category 2 Capital goods:** the **Capital Goods** category includes CO₂eq 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.

CO₂eq emissions were calculated using **DEFRA 2025 emission factors**, adjusted for **inflation** to reflect changes in costs and consumption over time.

- **Scope 3 GHG Category 3 Extraction and transportation of purchased energy:** the Extraction and Transportation of Purchased Energy category includes the CO₂ emissions associated with upstream activities related to the production, transformation, and distribution of energy consumed by Diasorin. The analysis considers the upstream emission factors related to the electricity, natural gas, and diesel used, including the stages of raw material extraction, processing, and transportation to the point of delivery.

The primary data used for the calculation correspond to the diesel, electricity, and natural gas consumption figures collected for E1-5 indicator. Emissions were estimated by applying the upstream emission factors provided by the DEFRA 2025 database, in accordance with the methodological approach adopted for the other Scope 3 categories

- **Scope 3 GHG Category 4 Upstream transport and distribution:** the Upstream Transport and Distribution category includes CO₂eq emissions resulting from transportation services related to goods purchased and sold, paid for by the company. The analysis is based on data provided by Diasorin's logistics service providers, considering different means of transport and specific calculation approaches for each operator.
- **Scope 3 GHG Category 5 Waste generated in operations** The Waste Generated in Operations category includes the CO₂ emissions associated with the management of waste generated by Diasorin's activities and the various types of waste, each with its own specific emission factors.

The primary data source consists of internal extracts from the waste management system. The estimate refers exclusively to the Italian site in Saluggia, the only location for which complete and traceable data are available.

Emissions were calculated using the DEFRA 2025 database emission factors, in line with the methodology adopted for the other Scope 3 categories.

- **Scope 3 GHG Category 6 Business travels:** The category Business Travels includes CO₂eq emissions resulting from employee travel for professional reasons, including air travel, train journeys, and hotel stays.

CO₂eq 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 7 Employee Commuting:** The Employee Commuting category includes CO₂e emissions arising from travel undertaken by employees to commute from their place of residence to their designated workplace. For the purpose of calculating emissions, average commuting distances were estimated by country, and the use of two types of transport was assumed (private vehicle and public transport).
- **Scope 3 GHG Category 8 Upstream leased assets:** The Upstream Leased Assets category includes CO₂eq emissions related to leased assets for which the company does not directly control utility services (electricity and natural gas).

CO₂eq emissions were calculated using **DEFRA 2025** using country-specific emission factors to estimate emissions linked to electricity consumption.

- **Scope 3 GHG Category 11 Use of sold products:** CO₂eq emissions from the use of sold products were calculated considering the average annual energy consumption of the instruments commercialized by Diasorin and Luminex in the year.

CO₂eq emissions from energy consumption were calculated using the **Database IEA Emission Factors 2025**. The E.U. and the U.S. emission factors were used to calculate Diasorin's and Luminex's emissions, respectively.

It should be noted that the use of products leased by Diasorin (reagent rental) is also included in the calculation; therefore, the requirements of **Category 13** are incorporated into the emission calculations for category 11.

During the 2025 fiscal year, the Group identified an error in the calculation methodology applied to Scope 3 emissions, Category 11, which had resulted in an overstatement of the figure reported for 2024. Following the correction of the error and the update of the calculation methodology, the previously published value was restated, adjusting emissions from 113,217 tCO₂e to 23,664 tCO₂e, with a corresponding change in total emissions.

ESRS E2 – Pollution

This section outlines the Company's approach to the topic, in accordance with ESRS requirements and the outcomes of its double materiality analysis. To this end the table below provides a summary of the material impacts, risks, and opportunities identified, along with their connection to the applicable ESRS disclosure requirements.

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

ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

Please refer to the section 'ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities' of ESRS 2 in this Sustainability Statement.

The Group, through the Double Materiality Analysis, identified a negative impact 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

ESRS 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

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

ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

Please refer to the section 'ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities' of ESRS 2 in this Sustainability Statement.

The double materiality analysis highlighted, among the significant topics for the Group, the consumption and withdrawal of water for its own operations and in countries where the company has a direct presence. 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 2025, the estimated total water consumption volume was around 588,820 litres, equal to 588 cubic meters. This volume represents the estimated water contained in testing cartridges distributed in **8,773,434 cartridges** (3,9 million from immunodiagnostics facilities and 4,9 million from molecular facilities), each containing **67 ml** of water taken from the water supply network.

Table - water consumption - 2025

Water consumption	Total (m ³) 2025	Total (m ³) 2024
Water consumption	588	256
Including in water stress areas*	588	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).

Water consumption was estimated using the average water content per diagnostic kit. The reference value of 67 ml represents the water volume of the most manufactured cartridge for the reporting year. This value was multiplied by the total number of kits produced during the year by the Group's main production sites (Saluggia, Dartford, Stillwater and Dietzenbach for immunodiagnostics, Chicago and Cypress for molecular diagnostics). The result represents an estimate of the water volume contained in the products. Compared to the previous reporting year, the water consumption calculation also included tests produced during the year by the Cypress and Chicago sites, representing the molecular business. For this reason, water consumption shows a significant increase compared to the previous year.

This metric is not subject to external third-party certification.

In terms of water intensity, the figure is 0.49 and was determined by dividing the total water consumption, measured in cubic meters by the net revenues of the Diasorin Group (m3/mIn€).

ESRS E5 - resource use and circular economy

This section outlines the Company's approach to the topic, in accordance with the ESRS requirements and the outcome of its double materiality analysis. To this end, the table below provides a summary of the material impacts, risks, and opportunities identified, and their respective connection to the applicable ESRS disclosure requirements.

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
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 Company selects waste disposal suppliers who hold all the necessary authorizations to carry out such activities in full compliance with regulatory standards.

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.

ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

Please refer to the section 'ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities' of ESRS 2 in this Sustainability Statement.

E5-1 – Policies related to resource use and circular economy

The Group did not adopt specific policies 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. 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 Italia 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 and continued throughout 2025.

Action 3: "Waste disposal and segregation"

Again in 2025, Diasorin followed 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 4: "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 2025, 72 instruments were reconditioned through this process.

E5-3 – Targets related to resource use and circular economy

The Group did not adopt specific 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.

E5-4 – Resource inflows

Table – resource inflows - 2025

Technical and biological products and materials used	Total (tons.) 2025	Total (tons.) 2024
Products used	3,213.97	3,705.52
Electronic devices/ Equipment parts and metal parts	301.93	616.49
Glass	179.50	120.66
Paper/cardboard	998.38	1,192.72
Plastic	1,523.01	1,775.65
Other	211.15	-
Biological materials used	576.91	174.70
Reagents/Serums	28.78	16.60
Chemicals	548.13	158.09
Total	3,790.88	3,880.21

The reported figures cover total Group resource inflows, derived from primary data extracted from internal IT systems and supplemented by data provided by third-party suppliers. A minor share of the Group's material costs is classified as 'other' in the data below, owing to a lack of detailed information. In 2024, for companies that did not have specific information regarding the weight of purchased

materials, an estimate was made based on the composition of the highest-value products. Conversely, in 2025, the unit weight for the majority of inbound materials was successfully mapped for these companies as well.

Table - recycled content – 2025

Recycled content	Total (tons.) 2025	Total (%) 2025	Total (tons.) 2024	Total (%) 2024
Recycled content in Products	0	0	0	0
Recycled content in packaging	52.3	1.4%	74.36	1.9%
- Paper/cardboard	52.3	1.4%	74.36	1.9%
Total recycled content in products and their packaging	52.3	1.4%	74.36	1.9%

The packaging figures were recorded following the information provided by the main paper/cardboard supplier of Diasorin Italia S.p.A.

The percentage of biological materials used stands at 15% of the total.

This metric is not subject to external third-party certification.

E5-5 – Resource outflows

The Diasorin Group prioritizes, when possible, the development of repairable and refurbishable 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 E5-3.

Regarding product packaging, the Group is currently unable to disclose specific data concerning the recyclable content of its packaging

Table – waste diverted from disposal – 2025

Waste diverted from disposal	Total (tons.) 2025	Total (tons.) 2024
Hazardous waste diverted from disposal	62.73	17.16
Hazardous waste diverted from disposal - preparation for re-use	-	-
Hazardous waste diverted from disposal - recycling	21.10	8.99
Hazardous waste diverted from disposal - intended for other recovery operations	41.63	8.17
Non-hazardous waste diverted from disposal	1,018.95	910.75
Non-hazardous waste diverted from disposal - preparation for re-use	8.74	-
Non-hazardous waste diverted from disposal - recycling	822.85	716.58
Non-hazardous waste diverted from disposal - intended for other recovery operations	187.37	194.18
Total waste diverted from disposal	1,081.68	927.91

Table – waste directed to disposal – 2025

Waste directed to disposal	Total (tons.) 2025	Total (tons.) 2024
Hazardous waste directed to disposal	687.43	654.22
Hazardous waste directed to disposal by incineration	98.12	206.96
Hazardous waste directed to disposal by landfilling	23.84	27.83
Hazardous waste directed to disposal through other operations	565.47	419.42
Non-hazardous waste directed to disposal	426.26	345.81
Non-hazardous waste directed to disposal by incineration	13.63	6.45
Non-hazardous waste directed to disposal by landfilling	311.23	246.63
Non-hazardous waste directed to disposal through other operations	101.40	92.73
Total Waste directed to disposal	1,113.69	1,000.02

Table- total waste – 2025

Waste	Total (tons.) 2025	Total (tons.) 2024
Total amount of radioactive waste	0.00	0.00
Total amount of hazardous waste	750.03	671.37
Total amount of non-hazardous waste	1,445.21	1,256.56
Total amount of waste generated	2,195.37	1,927.93
Total amount of non-recycled waste	1,351.82	1,203.07
Percentage of non-recycled waste	62%	62%

Manufacturing and laboratories generate hazardous waste, while non-hazardous waste originates from various sources, including manufacturing, 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).

The collection of resource outflow data follows a centralized process. HSE Site Managers report waste destination types for production sites according to ESRS categories; for commercial sites, Finance Managers provide this information using data from third-party suppliers. All incoming data undergo a verification and consolidation process at the central level before being processed and reported.

The data relating to resource outflows are not subject to external third-party certification.

1.4.3. Social Information

ESRS S-1 Own workforce

The Diasorin Group confirms its deep and ongoing commitment to respecting and promoting universally recognized human rights. This commitment includes the elimination of all forms of forced and compulsory labour, as well as the full prevention and elimination of child labour. Consistent with international standards and regulations, the Diasorin Group is committed to respecting, protecting, and promoting human rights in the conduct of its business activities.

The Diasorin Group's commitment to its own workforce is formalized in the new and recently adopted **Human Rights Policy**, and the **Policy on Sustainability and Human Rights of the Diasorin Group**, which define the principles and conduct standards for its employees and contingent workers.

These documents are inspired by 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 (*UNGPs*), the International Covenant on Civil and Political Rights (ICCPR), the International Covenant on Economic, Social and Cultural Rights (ICESCR), the Ten Principles of the United Nations Global Compact and the OECD Guidelines for Multinational Enterprises.

The Diasorin Group's focus on human rights extends both to the management of relationships with employees and contingent workers, and to its supply chain (suppliers, business partners, contractors, etc.), through the promotion of behaviour consistent with the principles and values set forth in the Diasorin Group's Code of Ethics.

The Human Rights Policy and the Policy on Sustainability and Human Rights of the Diasorin Group apply 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. Both documents are published on the Diasorin Group's website ([Diasorin | Molecular Diagnostics and Immunodiagnostics Specialist](#)) and is also communicated and made available to all interested parties through appropriate communication channels.

Through the adoption of these documents, the Diasorin Group is committed to verifying, preventing, and remedying any negative impacts on human rights, with the objective of avoiding any behaviour, 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 etc., with a focus on higher-risk environments.

Concerning labour practices, the Diasorin Group requires the utmost respect for individuals and strongly condemns human trafficking, forced labour, and child labour, committing to comply with ILO Conventions and the labour laws of the countries in which it operates.

With regard to the engagement of employees and contingent workers, the Diasorin Group 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.

Personnel responsible for managing labour 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. In addition to dialogue with social partners, the Diasorin Group provides direct channels for employee feedback, structured differently depending on the geographies in which the Group operates.

Further information on potential IROs within the value chain is provided in section " *S2 Workers in the Value Chain*".

Metrics relating to ESRS S1 indicators are not subject to external third-party certification.

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.

This section outlines the Diasorin Group's approach to the topic, in accordance with the ESRS requirements and the outcome of its double materiality analysis. To this end, the table below provides a summary of the material impacts, risks, and opportunities identified, and their respective connection to the applicable ESRS disclosure requirements.

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

ESRS 2 SBM-2 – Interests and views of stakeholders

With regard to its own workforce, the Company takes into account the interests and views emerged during stakeholder dialogue and the double materiality analysis, using them as input for defining its strategy, intervention priorities, and decisions that may affect the social and local impacts generated by corporate activities.

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. The Diasorin Group is an international company operating in more than 100 countries, with a worldwide network of Research and Development centres.

In this newly expanded scope, HR's mission is to drive organizational evolution, secure core competencies for critical roles, and develop leadership that can mobilize a multicultural workforce amidst increasingly complex market challenges.

The Diasorin Group firmly believes that the skills, performance, and dedication of its workers are the foundation for driving innovation, increasing efficiency, and achieving operational excellence. This principle strengthens the ability to serve customers, partners, and the community according to the most rigorous quality standards.

The Diasorin Group is committed to fostering a work environment where every individual is treated with fairness, respect, and without any bias or discrimination; where professional opportunities and employment decisions are determined solely by contribution, potential, and skills, thus ensuring a workplace where everyone can achieve their potential based on merit.

The Group's strategic decisions and business model incorporate the management of identified negative 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 Diasorin Group 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 labour.

S1-1 – Policies related to own workforce

The Diasorin Group 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 labour force.

In 2025, the Group strengthened its commitment to diversity, equity, and inclusion (DE&I) through the adoption of global policies and dedicated training programs. Indeed, three new policies were introduced on these topics:

- *Global Policy on Equal Opportunity* outlining the Diasorin Group's position on equal employment opportunities and promoting a culture of diversity throughout the organization;
- *Global Policy on anti-discrimination, anti-harassment, anti-bullying* aimed at maintaining a positive, productive atmosphere where everyone is treated with dignity, fostering employee well-being and ensuring a workplace free of discrimination and harassment; and
- *Global Policy on Human Rights* defining the Diasorin Group's general principles on human rights, applicable across all operations and throughout the supply chain, including dealings with employees, associates, suppliers, business partners, and contractors etc.

Approved by the Group HR Director, these Global Policies were rolled out to all the Diasorin Group staff, supported by a dedicated training program. Specifically, dedicated training modules were developed and rolled out to all managers to bolster inclusive leadership and foster a culture of conscious behaviour.

These initiatives contributed, and continue to contribute, to:

- raising awareness of unconscious bias and equity dynamics, with zero tolerance for any form of discrimination, harassment, or bullying;
- fostering an inclusive work environment, in line with corporate values and international best practices; and
- supporting the ESG goals of the Diasorin Group, integrating the social dimension into the sustainability strategy.

The Diasorin Group outlines policies implemented locally and acknowledges the importance of these matters, consistent with the Group's double materiality analysis. 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*".

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, the Diasorin Group condemns any form of discrimination, the use of coercion, deceit, and the lack of transparency in the employee selection and recruitment process. The Diasorin Group 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 Diasorin 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.

Across the entire organization, regardless of geography, no form of discrimination based on ethnicity, race, gender, sexual orientation, religion, nationality, age, disability, or political opinions is tolerated, as also specified in the Group's Policy on Sustainability and Human Rights.

S1-2 – Processes for engaging with own workers and workers' representatives about impacts

All employees and contingent workers, including potentially vulnerable categories, have the opportunity to provide suggestions or feedback and report concerns or needs related to relevant issues, either directly to the Diasorin Group (through their direct supervisors or the Human Resources function) or through employee representatives.

The methods of involving staff generally depend on the geographical location of the Diasorin Group's companies.

The Diasorin Group constantly ensures the availability of appropriate communication channels and encourages, where possible, the participation of workers and their representatives in discussion forums, ensuring maximum transparency on all relevant issues.

By way of example

- Global Town Halls and/or meetings are organized periodically for all employees and/or specific categories of workers, depending on the topic addressed;
- Globally, whenever a significant change in the organizational structure occurs, internal 'Change Ambassadors' are identified and trained to support employees in understanding and managing the change;
- In Italy, there is an ongoing dialogue with employee representatives (regularly on a monthly basis, without prejudice to the possibility of additional meetings to manage specific cases);
- Again in Italy, Workers' Health and Safety Representatives (WSR) are periodically involved in meetings dedicated to occupational health and safety issues. The Diasorin Group's approach to occupational health and safety is characterized by strong employee engagement, in full compliance with local regulations, and fosters ongoing dialogue between workers and the Diasorin Group;
- In China, the 'Magic Box' initiative remains active, allowing employees to submit suggestions for improvement;
- In the UK, employees participate in dedicated forums and quarterly meetings with the managers of the local branch; and
- In the US, the Company organizes periodic meetings dedicated to specific themes, as well as courses and seminars on topics of common interest.

Based on the suggestions or feedback provided and the concerns or needs reported, the Diasorin Group, through the Human Resources or Legal functions, is committed to constantly updating its existing policies.

S1-3 – Processes to remediate negative impacts and channels for own workers to raise concerns

The Diasorin Group's general approach involves creating structured processes to address significant negative impacts affecting 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 Diasorin Group prioritizes the needs of its employees and contingent workers, minimizing any significant negative effects.

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".

The Diasorin Group implemented an online whistleblowing system, active since 2019, to manage reports of unlawful or ethical violations, handled anonymously and securely, which enables centralized management of reports.

Following the adoption of Directive (EU) 2019/1937, transposed into the various national legal systems in which the Diasorin Group operates, a specific whistleblowing channel has been activated, ensuring a high level of protection and confidentiality for reporting persons. This channel is accessible to all Diasorin Group employees and contingent workers, as well as to the external parties with whom the Diasorin Group operates (it being understood that the provisions of Directive (EU) 2019/1937 apply to companies with more than 50 employees). The Diasorin Group guarantees transparency and the protection of reports, offering workers the opportunity to express concerns in a secure, confidential, and always accessible manner through this channel. Every report is handled by the Whistleblowing Committee, which assesses its validity for the adoption of any potential disciplinary measures. Furthermore, Diasorin adopted protection policies for individuals using these channels, in order to prevent any form of retaliation. For further details, please refer to the information provided in *ESRS G1-1 – Business conduct policies and corporate culture*.

To maintain uniform standards across all operating countries, the Diasorin Group has developed alternative reporting channels where the standard whistleblowing system is not required, making them an integral part of its internal processes. Engagement and communication policies are implemented in every national legal system where the Diasorin Group is present, forming a core component of the human resources management framework.

Specifically, in the US and Canada, a 'compliance and information reporting line' has been established—a dedicated channel through which the Diasorin Group employees, contingent workers, and external parties can report relevant information, concerns, or compliance-related violations. This channel aims to ensure compliance with ethical and legal principles, fostering a culture of transparency and accountability.

The Diasorin Group has adopted specific policies to counter discriminatory behaviour, harassment, and bullying in the workplace, providing dedicated reporting channels for these specific cases. Details about the channels and methods for managing and monitoring reports and complaints are provided in section *G1- Governance Information*.

S1-5 – Targets related to managing material impacts, advancing positive impacts, as well as to risks and opportunities

In 2025, the Diasorin Group continued the path defined in the 2023-2025 ESG Sustainability Plan, strengthening its commitment to enhancing human capital and integrating social issues into its organizational processes. Please note that the public commitments due for completion in 2025 do not comply with the requirements of ESRS 2-MDR-T.

Social commitments – 2023-2025 ESG sustainability plan
Equipping the Diasorin Group with policies that foster talent promotion while ensuring fair opportunities and a positive work environment
Implementing a Global Engagement Survey of the Diasorin Group
Aligning local social responsibility initiatives with the existing Diasorin Group policy that identifies the types of actions that can be implemented within local communities

Specifically concerning HR and the 2023-2025 ESG Sustainability Plan, all targets were successfully met, including:

- The Global Policy on Equal Opportunity was launched alongside the 'The Merit Mindset: Recognizing Unconscious Bias' training, designed to help leaders identify biases that could affect merit-based decisions; and

- The first Global Engagement Survey was launched in November 2025, structured to gather employee feedback on the key drivers of the Diasorin Group's evolution: organization, leadership, and culture.

High participation levels across all initiatives underscore a clear message: the Diasorin Group's people feel a deep responsibility and an authentic commitment to continuous improvement and sustainable long-term value.

In line with its long-term vision, the Diasorin Group launched the development of the 2026-2030 ESG Plan, to be finalized alongside the new Strategic Plan

S1-6 – Characteristics of the Diasorin Group's employees

Table – employees of the Group broken down by gender – 2025

Gender	Total (no.) 2025	Total (no.) 2024
Female	1,438	1,430
Male	1,833	1,839
Other	1	2
Not communicated	0	0
Total	3,272	3,271

Table – *employees of significant countries* by gender - 2025*

Country/gender	Female	Male	Other	Not communicated	Total (no.)
Italy	415	444	0	0	859
United States	641	883	1	0	1,525

* Countries where the company has 50 or more employees representing at least 10% of the total number of employees.

Table – *employees of significant countries* by gender - 2024*

Country/ Gender	Female	Male	Other	Not communicated	Total (no.)
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 - 2025

Employees	Total (no.) 2025	Total (no.) 2024
January	3,270	3,241
February	3,282	3,241
March	3,286	3,230
April	3,287	3,209
May	3,277	3,190
June	3,280	3,186
July	3,297	3,205
August	3,280	3,209
September	3,290	3,239
October	3,283	3,248
November	3,272	3,259
December	3,272	3,271
Average number of employees	3,281	3,227

Table – characteristics of Group employees - 2025

Employees (no.)	Male	Female	Other	Not communicated	Total (no.)
Permanent employees	1,821	1,423	1	0	3,245
Fixed-term employees	12	15	0	0	27
Employees with variable hours	0	0	0	0	0
Full-time employees	1,816	1,395	1	0	3,212
Part-time employees	17	43	0	0	60
Total employees	1,833	1,438	1	0	3,272

*As reported in the Explanatory Notes to the Consolidated Financial statements

Table – characteristics of Group 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 – 2025

Employees who left the company	Total (no./%) 2025	Total (no./%) 2024
Employees who left the company (no.)	392	424
Employee turnover rate (%)	11.95%	13.13%

In 2025, there was a significant improvement in the turnover rate, which fell to 12%, confirming a positive trend compared to 13% in 2024 and 19% in 2023.

The data reported are to be considered by number of people, at the end of the reporting period (as of 12/31/2025). 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

This section outlines the Company's approach to this topic, consistent with ESRS requirements and the results of the double materiality analysis. The following table summarizes the identified material IROs and their mapping to the applicable ESRS disclosure requirements.

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

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 principles 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 e 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 and related certification were also extended to the Bresso site.

S1-4 – Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions.

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 fulfils 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 require significant capital expenditures (CapEx) or operational expenses (OpEx), nor did they require the implementation of a structured plan.

Action 1: "Defining EHS Minimum Requirements"

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 applied to 2025.

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 analysing 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 both at Saluggia site and, starting from 2025, at the R&D facility in Bresso (Italy).

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.
- In 2025, non-mandatory EHS training and information activities were implemented in Italy to increase EHS awareness among our employees. These included video loops broadcast on all screens in operational areas and 'EHS pills'—short awareness-raising videos on EHS topics. The main contents were:
 - Emergencies
 - Lesson learned from past incidents
 - Environmental topics
 - Safety rules
 - Reporting procedures
 - EHS procedures

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 2025, training across all Italian facilities was primarily conducted online.

S1-14 – Health and safety metrics

Occupational health and safety no./%	Total (no./%) 2025	Total (no./%) 2024
Employees covered by the company's health and safety management system, as per legal requirements and/or recognized standards or guidelines (%)	100%	94%
Deaths resulting from work-related injuries and illnesses (no.)	0	0
Workplace accidents (no.)	16	14
Recordable workplace injury rate	2.6%	2.5%
Cases involving recordable work-related illnesses (no.)	1	1
Days lost due to workplace accidents (no.)	146	201
Days lost due to work-related fatalities, including accidents, work-related illnesses, and deaths resulting from illnesses	0	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 2025, the company stood out for its low accident rate (2.6%), in line with 2024 (2.5%), as 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.

This metric is not subject to external third-party certification.

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"

In 2025, the Diasorin Group confirmed and further consolidated the hybrid work model introduced in previous years, aiming to support employee well-being, foster work-life balance, and promote modern, flexible working practices.

Policy Description

The "Ways of Working" policy defines the hybrid work arrangements within the Diasorin Group, allowing for a balance between in-person and remote work, consistent with organizational needs and the specific nature of each role.

Since team collaboration and strong professional bonds are essential to the company's success, the hybrid work model was designed to provide:

- greater autonomy in daily work;

- Better work-life balance;
- Reduced commuting;
- an environment that promotes trust, accountability, and collaboration.

Core Policy Principles

The Policy is based on certain core principles:

- **Empowering managers** to define team-specific operational models;
- **Mutual trust between** employees and managers;
- **Equal treatment:** remote work shall not negatively affect remuneration, career paths, development opportunities, or access to training;
- **Compliance with corporate standards:** professionalism and adherence to company policies and the Code of Conduct remain mandatory, regardless of where work is performed;
- **Legal compliance:** Group companies may adapt the policy to include specific local regulatory requirements.

Policy scope

All the Diasorin Group employees, whether full-time or part-time, are eligible for the hybrid work model based on the nature of their role and the activities to be performed, in accordance with corporate guidelines.

Eligibility Requirements

To access hybrid working, the following are required:

- a role compatible with remote work according to corporate guidelines;
- the execution of any individual agreement required under local laws;
- compliance with health and safety requirements
- completion of all mandatory training courses;

S1-4 – Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

The Diasorin Group adopted the following actions to manage the material impacts of the "work-life balance" topic:

Key actions	Overview	Progress status (planned, ongoing, completed*)
Welfare & benefit initiatives	welfare initiative to strengthen employees' 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.

Action 1: "Welfare and benefit initiatives"

The Diasorin Group offers its employees a comprehensive range of benefits, integrated—where applicable—with welfare systems provided by local regulations, aiming to enhance the physical, mental, family, and financial well-being of the workforce. Initiatives include both statutory requirements and additional benefits introduced on a voluntary basis across the various geographies.

Core components:

1. Supplementary pension plans

Based on years of service and remuneration, in compliance with the regulations of individual countries.

2. Health prevention and support programs

In several Group companies, physical and mental health support programs have been introduced or strengthened, alongside initiatives promoting family well-being.

3. Initiatives implemented across key regions

North America (United States and Canada):

- A broad range of services for physical, mental, emotional, and financial well-being, including:
 - ✓ Employee Assistance Program (EAP)
 - ✓ Family Adoption Support
 - ✓ Wellness Program to promote healthy lifestyles and habits

United Kingdom

- Supplementary medical and dental insurance
- Childcare service vouchers
- Access to employee discount platforms
- Extra annual leave beyond the legal minimum

China

- Supplementary health insurance
- Services for employees on business trip
- Annual health check-up
- Complimentary corporate sports and wellness programs

Italy

- Free company canteen
- Welfare Plan confirmation and extension
- Progressive increase in flexible benefits
- Expansion of services related to health, training, culture, and leisure
- Option to convert the Performance Bonus into welfare services

2025 welfare and benefit initiatives aim to:

- improve work-life balance;
- strengthen the overall wellbeing of employees
- reduce economic, family, or logistical pressures
- sustain engagement and retention, especially among key workforce; and
- guarantee fairness and alignment of benefits across all geographical areas, in accordance with local requirements

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	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 - ethnicity, race, gender, sexual orientation, religion, nationality, age, disability, or political opinions - in positions of greater power with a consequent worsening of working conditions.	Negative impact

S1-1 – Policies related to its own workforce - Gender and pay equality & Diversity

In 2025, the Diasorin Group launched preparatory activities for the adoption of a Group-level Pay Transparency framework, with the aim of ensuring:

- Equal pay for work of equal value;
- Clear and consistent criteria for position evaluation and classification;
- increased transparency of remuneration processes; and
- Progressive alignment with the requirements of EU Directive 2023/970 (expected to be transposed into Italian law during 2026)

In 2025, The Diasorin Group's Italian subsidiaries have successfully obtained accredited gender equality certification (UNI/PdR 125:2022) after a rigorous audit by an independent third party.

These activities lay the foundations to develop, in 2026, a Global Policy for Fair & Transparent Compensation.

S1-4 – Taking action on material impacts on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

The Diasorin Group adopted the following 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 "Global Policy on equal opportunity"	Outlining the Diasorin Group's commitment to equal employment opportunities and promoting a culture of diversity throughout the organization	Implemented in 2025 and ongoing
Diasorin "Global Policy on 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.	Implemented in 2025 and ongoing
Diasorin "Global Policy on human rights"	Defining the Diasorin Group's general principles regarding respect for human rights, applicable to all activities, including relationships with employees, suppliers, and partners	Implemented in 2025 and 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 a response to the broader concept of 'Gender Equality, Equal Pay & Diversity' and are aimed at the Diasorin Group's operations, particularly in relation to its employees and contingent workers.

Action 1: "Activities to promote gender equality and inclusion"

In 2025, the Diasorin Group organized specific training courses and seminars on gender equality and inclusion.

In line with section S1-5, all the Diasorin Group leaders participated in 'The Merit Mindset: Recognizing Unconscious Bias' training, aimed at raising awareness of the stereotypes and prejudices that may influence performance-related decisions.

In addition, all the Diasorin Group leaders were also involved in the training program "Cultivating a positive and healthy work environment". Designed to empower People Leaders, this program aims to foster a positive and healthy work environment by enhancing communication, encouraging positive conduct, and ensuring equal opportunities consistent with the Diasorin Group policies.

Participants enhanced their ability to foster respectful, inclusive, and psychologically safe workplaces in diverse, multi-cultural team settings.

In Italy, in addition to current statutory requirements, the Diasorin Group provided 3 days of paid parental leave annually for fathers of children under 12, subject to the prior use of vacation days and paid time off accrued in previous years. Again in Italy, the Diasorin Group provided an extra 10 days of mandatory paternity leave, applicable between two months before and five months after the birth, adoption, or placement in foster care.

Lastly, in December 2025, the Diasorin Group's companies in Italy successfully obtained the Gender Equality Certification (accredited management system certification for gender equality) after a rigorous third-party audit, based on Reference Practice UNI/PdR 125:2022

Action 2 - Diasorin "Global Policy on equal opportunity"

With the support of the Human Resources and Legal functions, in 2025 the Diasorin Group launched a new global Equal Opportunities Policy, applicable to all employees and contingent workers, with the aim of:

- fostering a culture of diversity and a fair, respectful, and prejudice-free workplace, recognizing the value of every individual's contribution irrespective of gender, age, origin, sexual orientation, or any other personal traits;
- ensuring that all decisions regarding employment practices and activities are based on merit, performance, potential, and required qualifications, guaranteeing the absence of any form of discrimination;
- fostering equal opportunity for professional growth, skills development, and career advancement; and
- promoting tangible inclusion and awareness-raising initiatives, including training programs, career development plans, and collaborations with recruitment agencies

Action 3 - Diasorin "Global Policy on anti-discrimination, anti-harassment, anti-bullying"

With the support of the Human Resources and Legal functions, in 2025 the Diasorin Group launched a new global policy for preventing and tackling discrimination, harassment, and bullying, applicable to all employees and contingent workers, with the aim of:

- strictly prohibiting any form of discrimination, harassment, or bullying, ensuring that all violations are handled consistently, uniformly, and in compliance with local regulations and the principles of the Group Code of Ethics;

- providing clear and accessible reporting channels, ensuring confidentiality and protection for those making reports; and
- promoting awareness of and employee training on appropriate conduct, strengthening an inclusive and responsible corporate culture.

Action 4 - Diasorin “Global Policy on human rights”

With the support of the Human Resources and Legal functions, in 2025 the Diasorin Group launched a new global policy on the protection of human rights, applicable to all employees and contingent workers, with the aim of:

- respecting and promoting universally recognized human rights across all the Diasorin Group activities;
- preventing and addressing any negative human rights impacts resulting from the Group's business operations, paying particular attention to high-risk environments or activities;
- ensuring that all company policies and procedures align with international human rights standards, such as the core ILO Conventions, the ILO Declaration on Fundamental Principles and Rights at Work, and the national labour regulations currently in force in each country where the Group operates;
- fostering a responsible, inclusive culture where every individual's dignity, safety, and well-being are protected and valued; and
- ensuring transparency and reporting of violations through dedicated whistleblowing channels, with guaranteed confidentiality and whistleblower protection.

S1-9 – Diversity metrics

Table - gender distribution among top management members - 2025

Top management*	Male	Female	Other	Not communicated	Total (no.)
Top management n°	165	67	0	0	232
Top management %	71%	29%	0%	0%	100%

*includes Executives

Table - gender distribution among top management members - 2024

Top management*	Male	Female	Other	Not communicated	Total (no.)
Top management n°	160	62	0	0	222
Top management %	72%	28%	0%	0%	100%

The Diasorin Group operates in a highly specialized sector. The company employs over 3,000 people worldwide, with 90% of them having a degree, primarily in STEM fields.

The skills the Diasorin Group 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: male graduates in this field outnumber women by nearly two to one.

To mitigate this risk, the Diasorin Group established “Fondazione Diasorin” to promote the value of science and the importance of STEM disciplines among young people. Fondazione Diasorin invests in young people's education and hands-on laboratory experience and supports teachers.

STEM outreach for young people, supported by teacher training, is a key ESG priority for the company's Strategic Executives. The Diasorin Group has also established a structured path for employee training and development, starting from their very first day in the company. The Diasorin Group 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 Diasorin corporate mission.

Table - employee age distribution - 2025

Employee classification	<30			30 – 50			>50		Total
	F	M	Other	F	M	Other	F	M	
Blue collars	49	85	0	110	241	0	63	123	671
Executives	0	0	0	36	80	0	31	85	232
White collars	130	111	0	721	775	1	298	333	2,369
Total	179	196	0	867	1.096	1	392	541	3,272
Blue collars	7%	13%	0%	16%	36%	0%	9%	18%	100%
Executives	0%	0%	0%	16%	34%	0%	13%	37%	100%
White collars	5%	5%	0%	30%	33%	0%	13%	14%	100%
Total	5%	6%	0%	26%	33%	0%	12%	17%	100%

Table - employee age distribution - 2024

Employee classification	<30			30 - 50			>50		Total
	F	M	Altro	F	M	Altro	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	1.111	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%

S1-16 - Compensation metrics (pay gap and total compensation)

Table – Pay Gap - 2025

Gender pay gap	Total (Euros)	Base salary	Variable or complementary components
Average gross hourly wage level – Men	44.68	38.35	6.33
Average gross hourly wage level - Women	37.90	33.44	4.46
Gender pay gap	15.17	12.81	29.49

*

Table – Pay Gap – 2024*

Gender pay gap	Total (Euros)	Base salary	Variable or complementary components
Average gross hourly wage level – Men	44.87	38.56	6.31
Average gross hourly wage level - Women	38.06	33.62	4.44
Gender pay gap	15.18	12.82	29.62

*To ensure greater comparability, the previous year's data were subject to restatement, as the value previously published was incorrect due to the calculation methodology applied. The data were corrected by applying the appropriate methodology.

Table – total annual compensation ratio - 2025

Total remuneration ratio	Total (euros) 2025	Total (euros) 2024
Total annual compensation for the individual with the highest compensation in the company	2,898,612	2,681,012
Median total annual compensation for all employees (excluding the highest-paid individual)	67,790	68,029
Total annual remuneration ratio	43:1	39:1

* 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).

S1-17 – Incidents, complaints and serious impacts on human rights

Table - Discrimination incidents - 2025

Discrimination incidents	Total (n.) 2025	Total (n.) 2024
Discrimination INCIDENTS, including harassment	2	7
REPORTS submitted through channels to allow staff members to raise concerns	29	13
REPORTS submitted to the OECD National Contact Points for Multinational Enterprises	0	0
Amount of fines, penalties and damages following incidents and reports	0	0

All reports received have been analysed and consistently addressed in compliance with the procedures set forth in the policy.

Increased reporting demonstrates that the company's feedback channels are working effectively and reflects our ongoing commitment to hearing our employees' voices.

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.

To ensure maximum clarity, 'incident' refers to any report which, after due inquiry, has been proven to be well-founded. Complaints, whether well-founded or unfounded, submitted to HR offices fall into the "complaints" category

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 2025

Serious issues and incidents on human rights related to its personnel.	Total (n.)	Total (n.)
Serious incidents related to human rights for company personnel	0	0
Cases of non-compliance with the United Nations Guiding Principles on Business and Human Rights	0	0
Cases of non-compliance with the ILO Declaration on Fundamental Principles and Rights at Work	0	0
Incidents of non-compliance with the OECD Guidelines for Multinational Enterprises	0	0
Serious human rights incidents in which the company has played a role in ensuring remediation	0	0
Amount of fines, penalties and damages for the incidents described above (in euros)	0	0
Amount of fines, penalties and compensation for damages related to incidents in the financial statements (in euros)	0	0

Please note that no incidents concerning discrimination or human rights gave rise to any associated financial impact or expenditure

Training and skills development

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 – Training and skills development

The Diasorin Group has launched an initiative to roll out specific policies for overseeing 'Training and Skills Development'.

Given the materiality of this topic, the Diasorin Group is mapping and prioritizing the key policies that are most critical 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 on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

The Diasorin Group adopted the following 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 and contingent workers.

The company firmly believes that its people are the driving force behind its success. To support professional and personal growth, the Group has launched several initiatives designed to mitigate potential risks or negative impacts associated with employee training and professional development, alongside 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 refer to the Diasorin Group's operations, with particular reference to its own work force.

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 e Performance Management"

The Performance Management process of the Diasorin Group involves all employees in all different countries and fosters a continuous dialogue between managers and employees, focusing on their contributions to the company's growth and the behaviours required to achieve assigned objectives.

This approach ensures equal access to growth opportunities through personalized development pathways. With a focus on inclusive, high-quality training, employees can unlock their full potential.

It's worth noting that all Group employees are evaluated using the same matrix, which considers objectives and behaviours aligned with Diasorin Leading Values. This process is managed via a single platform to ensure fairness and consistency in all evaluations.

A formal self-assessment step was added to the Performance process to encourage dialogue and accountability across the organization. Performance and behaviour evaluations are conducted annually and are based on a merit-based culture, applied globally to everyone working within the Diasorin Group.

- Through Diasorin Leading Values*, the Diasorin Group has defined a set of core behaviours for all employees to align its corporate culture and foster a shared way of working. The primary objective is:
- creating a common language for all the Diasorin Group employees;
- clarifying expectations regarding objectives and results;
- simplifying the hiring process by sharing the values and characteristics the company seeks in candidates;
- structuring the evaluation of employee behaviours;
- 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:** the Diasorin Group's 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"

The Diasorin Group 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. With this goal in mind, training requirements for both Group Leaders and every employee are carefully identified and analysed globally, taking into account business priorities, Manager feedback, and the outcomes of the periodic performance review process.

The Diasorin Leadership Academy was introduced in late 2024 as a global management development program for all Group People Managers. The initiative was created to reinforce leadership skills uniformly and flexibly, responding to the demands of an ever-changing global organization.

The 2025 program included several 'Leadership Fundamentals' training courses aimed at developing key management skills for people management, fostering a culture of continuous improvement, and supporting performance and collaboration.

Furthermore, training courses have been designed and implemented to promote equal opportunities and foster a respectful, inclusive work environment across diverse teams and cultures, specifically:

- *"The Merit Mindset – Recognizing Unconscious Bias"*
- *"Cultivating a Positive and Healthy Work Environment"*.

Both courses are consistent with the company policies introduced in 2025 (refer to paragraph: *S1-1 – Policies related to own workforce - Gender equality and equal pay & Diversity*);

The Diasorin Leadership Academy was a strategic step toward a managerial culture of excellence and inclusion, and the creation of a more positive work environment.

Training sessions were provided through an e-learning platform featuring flexibility, extensive range of content, and robust tracking of individual development. Alongside the core courses, managers had full access to the platform's entire catalog, allowing them to personalize their training based on their role and team requirements.

Diasorin also identifies the induction of new Group employees as a critical training priority during their initial days on the job. In this regard, the Group 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 fulfil their own role and to learn and embrace the Corporate Culture. The Diasorin Group 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.

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 Diasorin Group does not have specific policies for managing and organizing the 'Safe Employment' topic. Given the importance of this topic, the Diasorin Group is identifying and prioritizing 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 on own workforce, and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

The Diasorin Group does not currently have specific policies for managing and organizing the "Safe employment" topic.

ESRS S2 workers in the value chain

This chapter details the Company's approach to the topic, consistent with ESRS requirements and double materiality outcomes. The table below summarizes the identified material IROs and their connection to the applicable ESRS disclosure requirements.

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 labour	Violation of the human rights of workers along the value chain with incidents of forced labour that negatively impact the well-being of employees.	Negative impact

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 IROs and their interaction with strategy and business model	ESRS 2 SBM-3 – General Disclosures– Material IROs and their interaction with strategy and business model

ESRS 2 SBM-2 – Interests and views of stakeholders

With reference to the workforce across the value chain, the Company takes into account the interests and views emerging from stakeholder dialogue and the double materiality analysis, using them as input to define strategy, action priorities, and decisions that may affect the social and local impacts generated by its activities.

ESRS 2 SBM-3 – Material IROs 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 always 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 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 main 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 and continue to establish 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 labour, and child labour. The Group'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 is committed to preventing and addressing any negative impacts on human rights, avoiding any behaviour, 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. Supplier suitability is evaluated before approval using risk analysis and dedicated assessment tools. 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 developed a specific assessment process regarding the risk exposure of workers across the value chain. 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 (Single Interference Risk Assessment Document) for its suppliers, the company shares the main health, safety, and environmental (HSE) standards adopted by Diasorin Italia.

Finally, in 2025, 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**, approved by the Board of Directors, 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 behaviour 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 behaviour, 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 labour 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 on an ongoing basis 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, approved by the Board of Directors and applicable to the current year, 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 labour, 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, labour, 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 labour, 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

At the date of this report, the Group has not implemented structured processes 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 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 raising greater awareness of worker safety and the issue of forced labour 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 Policies related to value chain workers*' 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, required significant capital expenditures (CapEx) or operating expenses (OpEx), nor the implementation of a structured plan.

Action 1: "Supplier Management" and "Procurement Portal: Supplier Qualification"

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

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.

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 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 negative impacts, advancing positive impacts, and managing material risks and opportunities

The Group has not adopted policies related to affected communities. While this topic has been identified as material, the formalization of policies and adoption of specific targets is not currently a strategic 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

This chapter details the Company's approach to the topic, consistent with ESRS requirements and double materiality outcomes. The table below summarizes the identified material IROs and their connection to the applicable ESRS disclosure requirements.

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	ESRS 2 SBM-2 Interests and views of stakeholders
ESRS 2 SBM-3 – Material IROs and their interaction with strategy and business model	ESRS 2 SBM-3 – General Disclosures– Material IROs and their interaction with strategy and business model

ESRS 2 SBM-2 – Interests and views of stakeholders

With reference to affected communities, the Company takes into account the interests and views emerging from stakeholder dialogue and the double materiality analysis, using them as input to define

strategy, action priorities, and decisions that may affect the social and local impacts generated by its activities.

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 support 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. Its 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 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 centred 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 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 communication tools, such as press releases, newsletters, and content and information related to sustainability, which are published on its websites. (Diasorin.com and fondazione diasorin.com).

The scientific community, industry experts, start-ups, centres of excellence and scientific associations are periodically engaged 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.

For the current reporting period, no significant human rights issues or incidents concerning affected communities have been identified or recorded.

Action 1 - Donation to Fondazione Diasorin for the 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 the dialogue both with Italian secondary schools and with institutional actors such as, for example, the Ministry of Education and Merit. 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 promotes 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 1 million euros.

In 2025, Fondazione Diasorin was officially recognized as an accredited **Training Provider by the Ministry of Education and Merit**, validating the high standards and impact of its science education programs. Valid through 2026/2027, this certification confirms the value of the Foundation's programs and its commitment to professional growth for science teachers and scientific orientation for future generations nationwide.

The following are the main initiatives undertaken by the Foundation with the Group's support in 2025.

Initiative 1 "Mad for Science"

The "Mad for Science" project is among the initiatives promoted by Fondazione Diasorin in 2025.

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. Since the 2023 edition, project hours and efforts have been officially recognized as school-work internship credits (formerly PCTO), facilitated by specific partnership agreements signed between the Foundation and participating schools. Again in 2025, 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. For the ninth edition, the total prize pool for schools was confirmed at 200,000 euros. Among the new features of the ninth edition, all teachers participating in the competition's final event had the opportunity to take part in the theoretical-practical biotechnology training course, which the Foundation organizes and promotes annually in collaboration with the University of Milan.

The second significant update was the competition theme: starting in 2025 and for the upcoming three-year period, it will centre around the dual concept of Resources & Health. In particular, Fondazione Diasorin encourages schools to explore how biotech research across biological, environmental, and energy resources contributes to safeguarding and advancing human and environmental health.

Each school was represented by a team of five students and a science teacher who together created a project proposal in partnership with at least one local scientific institution. The top 8 schools were identified following two rounds of selection by technical-scientific committees' expert in laboratory teaching and research, which evaluated 143 projects from 15 Italian regions. Based on their scores, these schools were invited to present their projects at the Mad for Science Challenge, held on May 29, 2025, at the Officine Grandi Riparazioni in Turin. Nino Cortese Scientific High School from Maddaloni (CE) won the 75,000-euro first prize to upgrade its science lab thanks to the project 'The Invisible Resources of the Sea'. Their research focuses on creating a natural biofertilizer using microorganisms found in marine habitats to enhance plant development. Majorana Corner Scientific High School from Mirano (VE) won the 45,000-euro second prize with its project 'DNA, Plants, and Innovation: The Challenge for Clean Water'. The initiative focuses on creating an advanced water treatment system leveraging the properties of the *Lemna minor* plant. Carlo Gallini Agricultural Technical Institute (Voghera, PV) won the 30,000-euro third prize with its project 'Leaves in Fermentation – From Nature to Energy'. This initiative focuses on converting dry leaf waste into bioethanol, a sustainable biofuel, through advanced fermentation methods.

Finally, to reward the enormous effort of the finalist schools, the Finalist Award was awarded to the other 5 Schools that made it to the final: Piero Martinetti Scientific High School in Caluso (TO), Luigi Dell'Erba Technical and Technological High School in Castellana Grotte (BA), Antonio Vallone Scientific High School in Galatina (LE), Leonardo Da Vinci Scientific High School in Jesi (AN) and Da Vinci-De Giorgio Technical and Technological High School in Lanciano (CH).

Initiative 2 "Mad for Science for Teachers"

Among the initiatives promoted by Fondazione Diasorin there is the "Mad for Science for Teachers" project.

Fondazione Diasorin continued to promote the Mad for Science for Teachers project throughout 2025, recognizing the importance of constant knowledge and methodology updates for teachers to effectively teach and engage students in science.

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 consults 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, open to all Italian science teacher;

- introducing new teaching methods to make science education more engaging and exciting through methodological workshops, open to all Italian science teacher;
- hands-on laboratory experimentation, through a mix of theoretical and practical courses. Theoretical and practical courses are aimed at teachers from the top prize-winning schools of the national Mad for Science Competition.

Regarding the first area of intervention, which includes in-depth scientific sessions led by Italian scientists, two webinars were organized in 2024, as described below:

- **“Impossible Languages: the brain, machines, and the gift of Limits”**, held on January 30, 2025, by Dr. Andrea Moro, Full Professor of General Linguistics and Vice Rector at the IUSS School for Advanced Studies in Pavia. The webinar was attended by 51 teachers from 34 upper secondary schools across 14 Italian regions.
- **“Galileo: why we still need him”**, held on March 18, 2025, by Professor Massimo Bucciattini from the Department of Philology and Criticism of Ancient and Modern Literatures at the University of Siena. The webinar was attended by 28 teachers from 21 upper secondary schools across 11 Italian regions.
- **“Genetic Editing for health: current status and challenges”**, held on September 1, 2025, by Dr. Francesco Chemello, Associate Professor at the University of Bologna and Principal Investigator at the Foundation for Advanced Biomedical Research – VIMM in Padua. The meeting was organized in partnership with Fondazione Telethon and promoted as part of the initiatives for the 13th edition of Biotech Week. The webinar was attended by 104 teachers from 60 schools across 19 Italian regions.
- **“Memory and learning”**, held on October 29, 2025, by Dr. Alberto Oliverio, Professor Emeritus of Psychobiology at ‘La Sapienza’ University of Rome. The webinar was attended by 48 teachers from 41 schools across 14 Italian regions.
- **“Science to browse”**, held on December 10, 2025, by Dr. Silvia Bencivelli, Science and Medical Journalist, writer, and radio and TV broadcaster. The webinar was open to teachers from both Science and Humanities departments. Registrations closed on December 9, with 125 participants from 43 Italian schools

Fondazione Diasorin launched two key initiatives regarding the final area of intervention designed to give teachers a 'hands-on' scientific experience and enhance their practical lab expertise:

- **“STR research school: the genetic profile of each of us”** in collaboration with the University of Milan was held from October 7 to October 9, 2025. The program focused on human genetic diversity by analysing Short Tandem Repeats (STRs), which are specific repeating sequences in the human. The residential theoretical-practical course was attended by 15 teachers from the first, second, and third prize-winning schools of the national Mad for Science Competition, spanning from 2017 to 2024. Participants attended two theoretical sessions delivered by Professor Giorgio Casari (Director of the Centre for Genomics at San Raffaele Scientific Institute) and forensic biologist Dr. Vincenzo Agostini. The program featured a hands-on session with experiments designed to be easily implemented in school labs, as well as a guided visit to the Museum of Anthropological Sciences at the University of Milan.
- **Theoretical-practical course on Biotechnology**, held on November 12 and 13, 2025, in the laboratories of the University of Milan – School for the Dissemination of Bioscience in Milan. The course, which included both a theoretical part (two online webinars on 'The Colours of Biotechnology' and 'Molecular Cloning Techniques') and an in-person experimental session, was attended by 17 science teachers from the 8 schools participating in the 2025 Mad for Science Challenge.

Initiative 3 “Up close with Research”

In 2025, for the third consecutive year, Fondazione Diasorin promoted the 'Up Close with Research' project in partnership with Fondazione Telethon, with which it has signed a Memorandum of Understanding. The goal of 'Up Close with Research' is to inspire students to pursue careers in science and STEM fields by offering them a unique chance to connect and talk with Telethon-funded researchers.

During the 2024/25 school year, the project engaged 17 scientists who visited an equal number of high schools within the Mad for Science network, distributed across 11 Italian 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. They addressed students' questions and curiosities in a direct, peer-to-peer exchange. The project, in its second edition during the 2024/2025 school year, involved 1,702 students in their final three years of high school.

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 2025 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 XIV 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).

Operating costs for this initiative amounted to approximately € 35,000 thousand in 2025.

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, honouring 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 2025, Diasorin enthusiastically joined this project, demonstrating a strong commitment to the values of inclusivity promoted by sports. In its fourth 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.

Operating costs for this initiative amounted to approximately € 6 thousand in 2025.

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 social inclusion and integration. Since 2016, when the collaboration began, Diasorin has proudly been the title sponsor of this highly appealing event.

The Diasorin Cup Sitting Volleyball tournament celebrates the power of inclusion and the universal appeal 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. In 2025, the presence of a Spanish delegation from Barcelona added an international scope to the initiative, broadening its cultural and scientific reach.

No significant CapEx or OpEx were incurred for the project, nor did it require the rollout of a formal structured plan.

Action 5 “the diagnostic and prevention campaign”

In 2025 the Company continued its Diagnosis and Prevention Campaign. 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 in 2024 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	Forum Mediterraneo in Sanità, Bari, 17 July
Combating Maternal-Fetal Infections	Senate of the Italian Republic, Rome, 12 June

In 2025, the campaign's primary objective was to address crucial issues, such as antimicrobial resistance (AMR) and maternal-fetal infections (IMF), highlighting the importance of effective prevention through advanced diagnostic systems. It was highlighted, for instance, that **TORCH infections** are among the leading causes of neonatal mortality. In addition to causing miscarriages and neonatal death, these infections frequently result in complex neurological and neurosensory impairments, microcephaly, and neurocognitive disorders. 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 2025, the Diagnosis and Prevention Campaign has been a fundamental step in raising awareness to combat 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's reach was measured by views across multiple channels, reflecting strong engagement with the diagnostic and prevention campaign.

Diagnostic and prevention campaign – 2025 communication results		
Promotion on the web	No. of releases	66
Promotion in newspapers	No. of releases	7
Promotion on the media (TV and radio)	No. TV releases	69
	No. Radio releases	3

Operating costs for this action amounted to approximately € 122 thousand in 2025.

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.

At present, the aforementioned public commitment—regardless of its attainment—does not fulfil the DR ESRS 2 MDR-T (para. 78) criteria provided for under the current regulatory framework. 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 formalized specific commitments regarding the “Affected Communities”. The Group, seizing the opportunities presented by the numerous regulatory changes in sustainability introduced in the European context, is reviewing its commitments and evaluating the need to integrate and update policies and actions.

ESRS S4 - consumers and end users

This chapter details the Company's approach to the topic, consistent with ESRS requirements and double materiality outcomes. The table below summarizes the identified material IROs and their connection to the applicable ESRS disclosure requirements.

Sub-theme/ sub-sub- theme	Description	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

Disclosure requirement	Reference
ESRS 2 SBM-2 Interests and views of stakeholders	SBM-2 Interests and views of stakeholders
ESRS 2 SBM-3 – Material IROs and their interaction with strategy and business model	SBM-3 – Material IROs and their interaction with strategy and business model

ESRS 2 SBM-2 – Interests and views of stakeholders

With reference to consumers and end-users, the Company takes into account the interests and opinions emerged from structured interaction channels and the double materiality analysis, using them as inputs for strategic and operational decisions affecting product and service quality, safety, and the accuracy of information provided to the market.

ESRS 2 SBM-3 – Material impacts, risks and opportunities and their interactions with strategy and business model

The Diasorin Group has identified 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.

Despite the topic is 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 analysed 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 analysed 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 every two years. 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 "TP Infinity" for the management of the Customer Satisfaction Survey, which helps collect and analyse 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.

This monitoring and corrective action process ensures that issues are addressed promptly and that communication channels are effective.

Diasorin, through its biennial 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.

During the reporting period, there were no reported cases of significant human rights violations or incidents related to consumers and end-users.

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 refer to 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 require 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 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 dedicated survey, to be conducted at least every two years and coordinated by the 'Corporate Quality, Marketing, and Service' Department

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 TP Infinity 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%.

Data from the TP Infinity platform confirms high global customer satisfaction with the Diasorin Group's offerings. The 2024 overall satisfaction scores remained steady year-on-year, reaching 8.81/10 for Diasorin (excluding Luminex) and 8.55/10 for Luminex companies.

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 2025, Diasorin continued its communication initiatives, reaching over 160 critical care centres. This was achieved through the involvement of Clinical Specialists, who facilitate communication and information exchange between the laboratory and clinical worlds. In these centres, 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 centres. 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 previously noted, the Group is leveraging the evolving European regulatory landscape to redefine its sustainability objectives. This includes refining its policies and actions to ensure they remain robust and fully aligned with new requirements. 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

This chapter details the Company's approach to the topic, consistent with ESRS requirements and double materiality outcomes. The table below summarizes the identified material IROs and their connection to the applicable ESRS disclosure requirements.

Sub-theme/ sub-sub-theme	Description	IRO
Entity specific	Improving market share through research and development and innovation.	Opportunities

Disclosure requirement	Reference
ESRS 2 SBM-2 Interests and views of stakeholders	SBM-2 Interests and views of stakeholders
ESRS 2 SBM-3 – Material IROs and their interaction with strategy and business model	SBM-3 – Material IROs and their interaction with strategy and business model

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.



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.

Action 1: "New Diasorin products"

In 2025, we launched several new products, including:

Immunodiagnosics: LIAISON TSH-R Ab, an immunodiagnostic assay to improve Basedow-Graves's diagnosis;

Molecular diagnostics

- FDA 510(k) clearance and CLIA-waiver for the LIAISON NES platform and its first assay, the FLU A/B, RSV & COVID-19 Panel.

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.

ESRS 2 MDR-T – 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 2025, the Group allocated €143 million to Research and Development (R&D), of which €74 million for non-capitalized expenses (OpEx) and €21 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 R&D – 2025

R&D Investments	Total (k euros) 2025	Total (k euro) 2024
Research and developments expenses not capitalized	74,400	72,391
Annual amortization of capitalized expenses	20,607	19,176
Total research and development expenses charged to income	95,007	91,567
Research and developments expenses not capitalized	74,400	72,391
Development costs capitalized in the period	69,096	59,287
Total research and developments expenses	143,496	131,678

1.4.4. Governance Information

G1 - business conduct

This chapter details the Company's approach to the topic, consistent with ESRS requirements and double materiality outcomes. The table below summarizes the identified material IROs and their connection to the applicable ESRS disclosure requirements.

Sub-theme/ sub-sub-theme	Description	IRO
Active and passive corruption – Prevention and detection including training; Incidents	Risks associated with unethical behaviour and corruption.	Risk

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 – The role of administrative, management and supervisory bodies

The corporate governance system is designed to ensure an effective and transparent management and control model, with a clear focus on long-term sustainable success. In accordance with the principles and recommendations of the Corporate Governance Code of Borsa Italiana S.p.A. to which Diasorin adheres, sustainability issues are monitored and taken into account when defining corporate strategy, with the aim of creating long-term value for shareholders while considering the interests of relevant stakeholders.

Diasorin adopts a structured approach to sustainability management, involving the Board of Directors, the CSR Committee, management, and operational functions. This ensures effective oversight of sustainability issues and thanks to the designated functions, it is fully consistent with the Group's overarching strategic goals.

The Board of Directors is responsible for defining and approving, on an annual basis and upon the approval of the Sustainability Report, the results of the double materiality analysis. Supported by the CSR Committee, this process identifies the impacts, risks, and opportunities that form the foundation of long-term sustainability strategies.

The Board of Directors is also responsible for approving the Industrial Plan, with the support of the CSR Committee, taking into account objectives related to material sustainability matters over the medium and long term.

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, with 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 Officer 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 has the task of overseeing the functionality of the ICRMS (Internal Control and Risk Management System) by the Board of Directors, with the support 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.

In this context, the CSR Committee is also responsible for supporting the Board of Directors' assessments and decisions regarding the internal control and risk management system (including sustainability risks), as well as the approval of periodic financial reports and the Sustainability Statement.

In accordance with the Code, the Chief Executive Officer oversees the Group's internal control and risk management framework, including sustainability-related risks. He defines the operational tools and methods for their execution, ensuring full alignment with the strategic directions set by the Board.

Finally, the Board of Statutory Auditors is responsible for overseeing the effectiveness of the Company's internal control and risk management system. As part of its broader duties to monitor compliance with the law and the Articles of Association, adherence to principles of correct administration, and the adequacy of the organizational, administrative, and accounting systems, it also oversees the adequacy of the procedures, processes, and structures governing the preparation of the Sustainability Statement (including the underlying double materiality analysis process).

It should be noted 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 corporate culture

Policy 1: "Group Code of Ethics"

The Company has implemented a Group Code of Ethics applicable to the Diasorin Group 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 Group's activities and is applicable to all Companies within the Diasorin Group.

Regarding the risks associated with 'Ethical business management, combating corruption and anti-competitive behaviour', 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 behaviours required of Recipients to prevent active corruption, whether direct or indirect. Additionally, it specifies the prohibited behaviours 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. This 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 Company provides channels to report potential breaches of the Code of Ethics to the Supervisory Body of Diasorin S.p.A. or to the designated internal functions. These reports are handled through specific procedures aimed at addressing and preventing various types of violations.

The Whistleblowing Procedure aims 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 contingent workers 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 2025, 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.

Events are periodically organized specifically for the sales function and the third parties collaborating with it (agents and distributors). The functions identified as being at the highest risk of active bribery are the Sales, Marketing, and Scientific Affairs areas.

The Company does not currently plan to adopt a specific anti-corruption policy aligned with the United Nations Convention.

G1-3 – Prevention and detection of corruption and bribery

Without prejudice to the powers of the Board of Statutory Auditors, the oversight and control of the correct application of the guidelines outlined in the previous paragraphs is entrusted to the 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.

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 findings of the activities carried out by the Supervisory Body are summarized in a semi-annual report. This report is shared and presented by the Body itself to the Control, Risk and Sustainability Committee and the Board of Directors. The Supervisory Body, regardless of the aforementioned periodic flow, is also required to promptly notify the Board of Directors of any critical incidents 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 behaviour.

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 behaviour. 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. The administrative, management, and supervisory bodies do not receive specific anti-corruption training.

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 contingent workers (agents and distributors). The last training event of this nature was held on 1 February 1 2025.

The activities have a short-to-medium-term timeframe and did not require significant Capital Expenditure (CapEx), Operating Expenditure (OpEx), or the implementation of a structured action plan.

G1-4 – Confirmed incidents of corruption and bribery

Table –Violations of laws against corruption or bribery - 2025

Violations of laws against active and passive bribery	Total (n) 2025	Total (n) 2024
Convictions for violation of corruption or bribery laws	0	0
Amount of fines for violation of corruption or bribery laws (in euros)	0	0

No episodes of corruption or bribery occurred during the reporting year, nor were any related sanctions or fines imposed. In any case, the metrics reported are not subject to external third-party certification.

The Group did not set any objectives for managing the aforementioned impacts. This section outlines the measures and actions taken in response to the identified material IROs. The Company has not implemented a system for timely monitoring the effectiveness of the actions listed above.

Certification to the sustainability statement

(Pursuant to Art. 81-ter, paragraph 1, of Consob Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented)

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

pursuant to Art. 154-bis, paragraph 5-ter, of Legislative Decree No. 58 of 24 February 1998, the sustainability statement included in the report on operations has been prepared:

- a) in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013, and Legislative Decree No. 125 of 6 September 2024;
- b) in accordance with the specifications adopted pursuant to Article 8, paragraph 4, of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

Saluggia, 20 March 2026



The Chief Executive Officer
Carlo Rosa



The Corporate Accounting Documents Officer
Piergiorgio Pedron

1.4.5. Independent auditor's report on the limited assurance of the consolidated sustainability statement



Diasorin S.p.A.

Independent auditor's limited assurance report on the Consolidated Sustainability Statement in accordance with Article 14-bis of Legislative Decree n. 39, dated 27 January 2010



EY S.p.A.
Via Meravigli, 12
20123 Milano

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Independent auditor's limited assurance report on the Consolidated Sustainability Statement in accordance with Article 14-bis of Legislative Decree n. 39, dated 27 January 2010 (Translation from the original Italian text)

To the shareholders of
Diasorin S.p.A.

Conclusions

We have been appointed to perform a limited assurance engagement pursuant to Article 8, of Legislative Decree n. 125 dated 6 September 2024 (the Decree) on the Consolidated Sustainability Statement of Diasorin S.p.A. and its subsidiaries (the Group or Diasorin Group) for the year ended on 31 December 2025 (the Consolidated Sustainability Statement), prepared in accordance with Article 4 of the Decree, included in the specific section of the Report on operations of Diasorin Group.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the Diasorin Group Consolidated Sustainability Statement for the year ended on 31 December 2025, has not been prepared, in all material aspects, in accordance with the reporting principles adopted by the European Commission pursuant to European Directive 2013/34/EU (European Sustainability Reporting Standards, hereinafter also referred to as "ESRS");
- the information included in the paragraph "EU Taxonomy" of the Consolidated Sustainability Statement has not been prepared, in all material aspects, in accordance with Article 8 of European Regulation n. 852 dated 18 June 2020 (hereinafter "Taxonomy Regulation").

Elements underlying the conclusions

We have performed a limited assurance engagement in accordance with the Sustainability Reporting Assurance Standard ("*Principio di Attestazione della Rendicontazione di Sostenibilità*") - SSAE (Italy). The procedures performed in this type of engagement vary in nature and timing compared to those necessary for conducting an engagement aimed at obtaining a reasonable level of assurance and are also less extensive. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the level of assurance that would have been obtained if the engagement aimed to acquire a reasonable level of assurance. Our responsibilities under this Standard are further described in the section "Auditor's responsibility for the Assurance on the Consolidated Sustainability Statement" of this report.

We are independent in accordance with the standards and principles regarding ethics and independence applicable to the assurance engagement of the Consolidated Sustainability Statement according to Italian law.

Our audit firm applies the International Standard on Quality Control (ISQM Italy) 1, under which it is required to establish, implement, and operate a quality management system that includes instructions and procedures on compliance with ethical principles, professional principles, and applicable legal and regulatory provisions.

We believe we have obtained sufficient and appropriate evidence on which to base our conclusions.

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A member firm of Ernst & Young Global Limited



Other Matters

The Consolidated Sustainability Statement of the Diasorin Group for the year ended on 31 December 2024, the data of which are presented for comparative purposes, was subject to a limited assurance engagement performed by a different auditor, who issued an unmodified conclusion on such sustainability reporting on 4 April 2025.

Responsibilities of Directors and Those Charged with Governance for the Consolidated Sustainability Statement

The Directors are responsible for the development and implementation of procedures used to identify the information included in the Consolidated Sustainability Statement in accordance with the requirements of the ESRS (the Materiality assessment process) and for the description of such procedures in the paragraph "Management of impacts, risks and opportunities" of the Consolidated Sustainability Statement.

The Directors are also responsible for the preparation of the Consolidated Sustainability Statement, which contains the information identified through the Materiality assessment process, in accordance with the requirements of Article 4 of the Decree, including compliance with:

- the ESRS;
- article 8 of the EU Taxonomy Regulation regarding the information contained in the paragraph entitled "Disclosure pursuant to Article 8 of Regulation (EU) 2020/852 (Taxonomy Regulation)".

This responsibility entails the establishment, implementation, and maintenance, as required by law, for that part of internal control that they consider necessary in order to allow the preparation of the Consolidated Sustainability Statement in accordance with the requirements of Article 4 of the Decree, free from material misstatements caused by fraud or not intentional behaviors or events. This responsibility also includes the selection and application of appropriate methods for processing the information as well as the development of assumptions and estimates regarding specific sustainability information that are reasonable under the circumstances.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing the compliance with the requirements of the Decree.

Intrinsic limitations in the preparation of the Consolidated Sustainability Statement

As indicated in paragraph "General basis for preparation of the sustainability statement", for the purpose of reporting prospective information in accordance with the ESRS, the Directors are required to prepare such information based on assumptions, described in the Consolidated Sustainability Statement, regarding events that may occur in the future and possible future actions by the Group. Due to the uncertainty associated with the realization of any future events, both concerning the occurrence itself and regarding the extent and timing of its occurrence, the variations between actual values and prospective information could be significant.

As indicated in the paragraph "BP-2 - Disclosures in relation to specific circumstances", the information related to Scope 3 greenhouse gas emissions is subject to greater intrinsic limitations compared to Scope 1 and 2, due to the limited availability and accuracy of the information used to define such information, both quantitative and qualitative, relating to the value chain.



Auditor's responsibilities for the Limited Assurance on the Consolidated Sustainability Statement

Our objectives are to plan and perform procedures to obtain a limited level of assurance that the Consolidated Sustainability Statement is free from material misstatements, due to fraud or not intentional behaviors or events, and to issue a report containing our conclusions. Errors may arise from fraud or not intentional behavior or events and are considered significant if it can be reasonably expected that they, individually or in the aggregate, could influence the decisions made by users based on the Consolidated Sustainability Statement.

In the context of the engagement aimed at obtaining a limited level of assurance in accordance with the Sustainability Reporting Assurance Standard ("*Principio di Attestazione della Rendicontazione di Sostenibilità*") - SSAE (Italy), we exercised professional judgment and maintained professional skepticism throughout the duration of the engagement.

Our responsibilities include:

- considering the risks to identify the information in which a significant error is likely to occur, whether due to fraud or not intentional behaviors or events;
- defining and performing procedures to verify the information in which a significant error is likely to occur. The risk of not detecting a significant error due to fraud is higher than the risk of not detecting a significant error arising from not intentional behaviors or events, as fraud may involve collusion, forgery, intentional omissions, misleading representations, or manipulation of internal controls;
- directing, supervising, and conducting the limited assurance of the Consolidated Sustainability Statement and assuming full responsibility for the conclusions regarding the Consolidated Sustainability Statement.

Summary of the work performed

An engagement aimed at obtaining a limited level of assurance involves performing procedures to obtain evidence as a basis for formulating our conclusions.

The procedures performed on the Consolidated Sustainability Statement were based on our professional judgment and included interviews, primarily with the Group personnel responsible for preparing the information included in the Consolidated Sustainability Statement, as well as documents analysis, recalculations and other procedures aimed to obtain evidence considered appropriate.

In particular, we performed the following procedures, partly in a preliminary phase before the end of the year and subsequently in a final phase up to the date of issuance of this report:

- understanding the business model, the Group's strategies, and the context in which it operates concerning sustainability issues;
- understanding the processes underlying the generation, detection, and management of the qualitative and quantitative information included in the Consolidated Sustainability Statement, including the analysis of the reporting perimeter;
- understanding the process implemented by the Group for identifying and assessing relevant impacts, risks, and opportunities based on the principle of Double Materiality concerning sustainability issues and verifying the related information included in the Consolidated Sustainability Statement;
- identifying the information for which there is a likelihood of a significant error risk;



- defining and performing analytical and substantive procedures, based on our professional judgment, to address the identified significant error risks, including:
 - for the information collected at the Group level:
 - carrying out inquiries and document analysis regarding qualitative information, particularly policies, actions, and targets on sustainability issues, to verify consistency with the evidence collected;
 - performing analytical procedures and limited assurance procedures on a sample basis regarding quantitative information;
- with reference to the information collected at site level, the planned procedures were performed at the selected sites of Diasorin S.p.A. (Saluggia, Italy) and Luminex Corporation Inc. (Austin, USA). These sites were selected based on the nature of their activities and their contribution to the metrics included in the Consolidated Sustainability Statement. The procedures performed included interviews with the Group's personnel and the collection of documentary evidence relating to the determination of the metrics;
- regarding the requirements of Article 8 of the EU Taxonomy Regulation, understanding the process implemented by the Group to identify eligible economic activities and determine their aligned nature based on the provisions of the EU Taxonomy Regulation, and verifying the related information included in the Consolidated Sustainability Statement;
- cross-checking the information reported in the Consolidated Sustainability Statement with the information contained in the consolidated financial statements in accordance with the applicable financial reporting framework or with the accounting data used for the preparation of the consolidated financial statements or with the management data of an accounting nature;
- verifying the structure and presentation of the information included in the Consolidated Sustainability Statement in accordance with the ESRS;
- obtaining the representation letter.

Milan, 31 March 2026

EY S.p.A.

Signed by: Massimo Meloni, Auditor

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.

Motion to approve the Financial Statements and appropriate the 2025 net profit

Dear Shareholders,

Given that the statutory reserve has reached one-fifth of the share capital as per art. 2430 of the Italian Civil Code, we recommend that the net profit amounting to € 150,154,841 be allocated as follows:

- € 66,507,838.80 distributed to the Shareholders as a dividend of € 1.30 for each common share outstanding as of the ex-dividend date, excluding treasury shares held in portfolio as of the record date, totalling 4,788,381 common shares taking into account the treasury shares buybacks up to and including 19 March 2026.
- € 83,647,002.20 brought forward as “Retained earnings”.

In light of the purchases that are planned and may be carried out pursuant to the share buyback program authorized by the Shareholders' Meeting on 27 January 2026 , and of any treasury shares that may be cancelled pursuant to the shareholders' resolution adopted on the same date, the total dividend amount - and consequently the amount to be allocated to reserves – will be determined based on the number of shares outstanding as of the ex-dividend date and the number of treasury shares effectively held by the Company as of the record date.

- The dividend payment is scheduled on 20 May 2026 with ex-dividend date on 18 May 2026 for outstanding shares, excluding treasury shares held in portfolio as of that date and payment entitlement date pursuant to art. 83-terdecies of Legislative Decree 58/1998 on 19 May 2026 (record date).

Saluggia, 20 March, 2026

On behalf of the Board of Directors

The Chairman

Michele Denegri

2. CONSOLIDATED FINANCIAL STATEMENTS OF THE DIASORIN GROUP at 31 December 2025

2.1. Consolidated income statement, pursuant to CONSOB resolution n. 15519 of 27 July 2006

(in € thousands)	Notes	FY 2025	Amount with related parties	FY 2024	Amount with related parties
Revenues	(1)	1,195,055		1,185,427	
Cost of sales	(2)	(421,582)		(403,726)	
Gross profit		773,474		781,701	
Sales and marketing expenses	(3)	(284,395)		(287,748)	
Research and development costs	(4)	(95,007)		(91,567)	
General and administrative expenses	(5)	(124,853)	(8,703)	(128,023)	(8,151)
Other operating income (expenses)	(6)	(40,655)		(16,037)	
non-recurring amount		(41,003)		(6,720)	
Operating result (EBIT)		228,564		258,325	
Financial income	(7)	8,480		12,924	
Financial expense	(8)	(25,438)		(28,801)	
Result before taxes		211,605		242,448	
Income taxes	(9)	(61,569)		(55,391)	
Net profit for the year		150,037		187,057	
Including:					
Parent Company shareholders' interests in net profit		155,624		188,105	
Minority interests in net profit		(5,587)		(1,048)	
Earnings per share (basic)	(10)	2.92		3.35	
Earnings per share (diluted)	(10)	2.85		3.35	

2.2. Consolidated comprehensive income statement

(in € thousands)	Notes	12/31/2025	12/31/2024
Net profit for the year (A)		150,037	187,057
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)	1,152	1,105
Total other comprehensive gains/(losses) that will not be reclassified subsequently to gain/(loss) of the period (B1)		1,152	1,105
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)	(207,842)	100,855
Gains/(losses) on cash flow hedges	(20)	(8,739)	(15,283)
Total other comprehensive gains/(losses) that will be reclassified subsequently to gain/(loss) of the period (B2)		(216,580)	85,572
Total other comprehensive gains/(losses), net of tax (B1)+(B2)=(B)		(215,428)	86,677
Total comprehensive gains/(losses) (A)+(B)		(65,391)	273,735
Including:			
amount attributable to Parent Company's shareholders		(59,599)	274,988
amount attributable to minority interests		(5,792)	(1,253)

2.3. Consolidated statement of financial position pursuant to CONSOB resolution no. 15519 of 27 July 2006

(in € thousands)	notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
ASSETS					
Non-current assets					
Property, plant and equipment	(11)	255,853		271,359	
Goodwill	(12)	754,152		846,860	
Intangible assets	(12)	1,035,802		1,181,626	
Investment in subsidiaries	(13)	26		26	
Deferred-tax assets	(14)	36,854		31,604	
Other non-current assets	(15)	5,384		2,700	
Other non-current financial assets	(21)	-		3,563	
Total non-current assets		2,088,070		2,337,739	
Current assets					
Inventories	(16)	334,604		344,043	
Trade receivables	(17)	200,702		194,696	
Other current assets	(18)	38,135		35,175	
Other current financial assets	(21)	45,853		48,998	
Cash and cash equivalents	(19)	165,799		344,270	
Total current assets		785,093		967,181	
Total assets		2,873,163		3,304,920	

Consolidated statement of financial position (continued)

(in € thousands)	notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
LIABILITIES AND SHAREHOLDERS' EQUITY					
Shareholders' equity					
Share capital	(20)	55,948		55,948	
Treasury shares	(20)	(343,302)		(251,783)	
Additional paid-in capital	(20)	18,155		18,155	
Statutory reserve	(20)	11,190		11,190	
Other reserves and retained earnings	(20)	1,686,878		1,779,303	
Net profit for the year		155,624		188,105	
Total shareholders' equity of the Group		1,584,493		1,800,918	
Minority interest in other reserves and retained earnings		(1,896)		(643)	
Minority interest in net result		(5,792)		(1,253)	
Minority interest in shareholders' equity		(7,688)		(1,896)	
Total Consolidated Shareholders' Equity		1,576,805		1,799,022	
Non-current liabilities					
Non-current financial liabilities	(21)	533,931		966,781	
Provisions for employee benefits	(22)	30,463		31,937	
Deferred-tax liabilities	(14)	196,482		199,573	
Provisions for risks and charges	(23)	21,671		22,726	
Other non-current liabilities	(24)	8,019		9,583	
Total non-current liabilities		790,566		1,230,598	
Current liabilities					
Trade payables	(25)	108,804		99,520	
Other current liabilities	(26)	112,903	132	109,926	82
Current tax liabilities	(27)	26,542		18,069	
Current financial liabilities	(21)	257,544		47,784	
Total current liabilities		505,792		275,299	
Total liabilities		1,296,358		1,505,898	
Total shareholders' equity and liabilities		2,873,163		3,304,920	

2.4. Consolidated statement of cash flows

pursuant to CONSOB resolution no. 15519 of 27 July 2006

(in € thousands)	Notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
Cash flow for the year					
Net profit for the year		150,037		187,057	
Adjustments for:					
Income taxes	(9)	61,569		55,391	
Depreciation and amortization	(11) (12)	128,246		129,041	
Financial expense (income)	(7) (8)	16,958		15,877	
Additions to/ (Utilizations of) provisions for risks	(23)	(449)		(874)	
(Gains)/losses on sales of non-current assets	(6)	68		1,798	
Additions to/ (Reversals of) provisions for employee severance indemnities and other benefits	(22)	(48)		(27)	
Stock options reserve	(20)	11,111		11,036	
Currency translation reserve on operating activities	(20)	(30,239)		(43,970)	
Change in other non-current assets/liabilities	(15) (24)	(3,794)	-	19,590	-
Cash flow from operating activities before changes in working capital		333,457		374,919	
(Increase)/Decrease in trade receivables	(17)	5,120		8,713	
(Increase)/Decrease in inventories	(16)	34,064		(16,978)	
Increase/(Decrease) in trade payables	(25)	14,752		1,567	
(Increase)/Decrease in other current items	(18) (26)	1,094	50	22,510	(82)
Cash from operating activities		388,488		390,732	
Income taxes paid	(27)	(47,377)		(33,145)	
(Paid) / collected interests, net	(21)	1,648		1,195	
Net cash from operating activities		342,760		358,782	
Investments in intangible assets	(12)	(75,953)		(67,592)	
Investments in tangible assets	(11)	(61,728)		(52,124)	
Divestments in intangible and tangible assets	(11) (12)	5,280		2,677	
(Opening)/ Repayment of term deposits, net	(21)	(12,117)		67,230	
Cash used in regular investing activities		(144,517)		(49,809)	
(Repayment of)/ Proceeds from loans and other financial liabilities	(21)	(191,359)		(235,410)	
(Purchase)/Sale of net treasury shares	(20)	(96,277)		37,560	
Dividends paid	(20)	(63,539)		(61,277)	
Cash used in financing activities		(351,176)		(259,127)	
Foreign exchange translation effect		(25,537)		14,110	
Net change in cash		(178,471)		63,956	
Cash and cash equivalents - Opening balance		344,270		280,314	
Cash and cash equivalents - Closing balance		165,799		344,270	

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 shareholder s' equity	Minority interest in shareholder s' equity	Total interest in shareholder s' 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	(20) (22)	-	-	-	-	-	-	-	1,105	-	1,105	-	1,105
Exchange differences on translating foreign operations	(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

(in € thousands)	Note	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 shareholder s' equity	Minority interest in shareholder s' equity	Total interest in shareholder s' equity
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
Appropriation of previous year's profit	(20)	-	-	-	-	-	-	-	188,105	(188,105)	-	-	-
Dividends paid	(20)	-	-	-	-	-	-	-	(63,550)	-	(63,550)	-	(63,550)
Stock options and other changes	(20) (29)	-	-	-	-	-	11,111	-	10,600	-	21,711	-	21,711
Sale /(purchase) of treasury shares	(20)	-	(91,519)	-	-	-	-	91,519	860	-	860	-	860
Put/Call option rights in subsidiaries	(20) (24)	-	-	-	-	-	-	-	919	-	919	-	919
IAS 12	(20)	-	-	-	-	-	-	-	(9,496)	-	(9,496)	-	(9,496)
Other changes	(20)	-	-	-	-	-	(10,132)	-	(97,138)	-	(107,270)	-	(107,270)
Profit for the period	(20) (10)	-	-	-	-	-	-	-	-	155,624	155,624	(5,587)	150,037
Gains/(losses) from remeasurement of defined benefits plans, net of tax	(20) (22)	-	-	-	-	-	-	-	1,152	-	1,152	-	1,152
Exchange differences on translating foreign operations	(20)	-	-	-	-	(207,636)	-	-	-	-	(207,636)	(205)	(207,842)
Cash flow hedge reserve	(20)	-	-	-	-	-	-	-	(8,739)	-	(8,739)	-	(8,739)
Other changes in the comprehensive income statement	(20)	-	-	-	-	(207,636)	-	-	(7,587)	-	(215,223)	(205)	(215,428)
Comprehensive profit for the period	(20) (10)	-	-	-	-	(207,636)	-	-	(7,587)	155,624	(59,599)	(5,792)	(65,391)
Shareholders' equity at 12/31/2025		55,948	(343,302)	18,155	11,190	(39,003)	26,693	343,302	1,355,886	155,624	1,584,493	(7,688)	1,576,805

2.6. Notes to the consolidated financial statements at 31 December 2025

General information and scope of consolidation

General information

The Diasorin Group is specialized in the development, production 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 20 March 2026.

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 approved by the IASB and 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 Income Statement and the Comprehensive Income Statement have been prepared by classifying expenses by function, and include, in addition to profit (loss) of the period, other changes in equity items arising from transactions with non-shareholders. This classification 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" (see Note 30).

The Consolidated Financial Statements have been 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.

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 2025. The financial positions 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, either 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, such that it affects the investor's returns (whether positive or negative).

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.

Diasorin Canada was established subsequent to 31 December 2024. In addition, the following companies were wound up: Diasorin South Africa PTY Ltd, Iris Biotech LLC and Amnis LLC.

Investments in subsidiaries

The scope of consolidation includes the companies over which the Parent Company exercises control through direct and indirect shareholdings. A breakdown of these companies at 31 December 2025 and at 31 December 2024 is provided below:

Company	Country	At 31 December 2025		At 31 December 2024	
		% held by the Group	% minority interest	% held by the Group	% minority interest
Direct shareholdings					
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	0%	-	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 2025		At 31 December 2024	
		% held by the Group	% minority interest	% held by the Group	% minority interest
Indirect shareholdings					
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	0%	-	100%	-
Amins LLC	United States	0%	-	100%	-
Luminex Molecular Diagnostics Inc.	Canada	100%	-	100%	-
Luminex Japan Corp. Lts.	Japan	100%	-	100%	-
Luminex Trading (Shanghai) Co. Ltd.	China	100%	-	100%	-
Luminex Hong Kong Ltd.	Hong Kong	100%	-	100%	-

(*) *dormant companies*

A complete list of the companies containing information about their registered office and ownership percentages is provided in Annex I.

Investments in joint ventures

At 31 December 2025, there are no investments classified as joint ventures under IFRS 11 and IAS 28.

Principles of consolidation, evaluation criteria and accounting standards

Principles 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 investment in subsidiaries 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 if 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.

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 principle, 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 economic-technical depreciation rates used are as follows:

Asset type	Amortization rate
industrial buildings	5.5%
General purpose and specialized facilities	10-12.5%
Machinery	12%
Manufacturing and distribution equipment	40%
Equipment held by customers	20-25%
Reconditioned equipment held by customers	33%
Office and electronic equipment	20%
Right-of-use assets	Contract term

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 Group 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.

Development costs are classified as having an indefinite useful life until the project is completed.

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 lives of these costs are estimated based on Management's assessment of the period over which the asset is expected to generate economic benefits, subject to a 10-year cap. 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 rate
Concessions, licenses and similar rights	6.67% -10% or contract term
Customer relationship	5% - 10%
Trademarks	5% - 10%
Industrial patent and intellectual property rights	Based on the legal/contractual term

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. Assets with finite useful lives are tested for impairment whenever there is an indication that these assets may have suffered an impairment loss.

The recoverable amount of a tangible or intangible asset 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 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.

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 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.

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, labour 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 labour 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 favour 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.

Global Minimum Tax

The global minimum tax regime for global multinational enterprises (the so-called "Global Minimum Tax"), as set out by the OECD/G20 agreement and transposed into EU law by Directive (EU) 2022/2523, was introduced in Italy by Legislative Decree No. 209 of 27 December 2023 and subsequent implementing decrees, effective from tax year 2024.

The Global Minimum Tax is a coordinated set of rules ensuring that corporate groups with consolidated revenues exceeding €750 million are subject to a minimum effective tax rate of 15% in each jurisdiction where they operate, through the application — where necessary — of a Top-up Tax.

The Diasorin Group is subject to the Global Minimum Tax framework, having exceeded the relevant quantitative thresholds.

The regime under review provides for simplified transitional regimes (transitional safe harbours), established within the OECD framework to substantially streamline the application rules during the 2024-2026 transitional period (recently extended by one year, until 2027).

Under the transitional regimes, the top-up tax for a specific jurisdiction and year is set at zero if the local entities satisfy certain criteria. The safe harbour applies if at least one of the three tests is satisfied ('Simplified Effective Tax Rate', 'Routine Profits', or 'Transitional De Minimis'), using data mainly sourced from the Country-by-Country Report filed by the Parent Company.

The Diasorin Group assessed its potential exposure to the top-up tax based on 2025 fiscal year data. The analyses performed show no material impact, as the Group benefits from the simplified transitional regimes in almost all its operating jurisdictions; meanwhile, in the few countries where an analytical calculation was required, the Group meets the minimum 15% tax level.

As of 2024, the Diasorin Group has applied the exception to the recognition and disclosure of deferred tax assets and liabilities related to Pillar Two income taxes, as provided for in paragraph 4A of IAS 12.

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 instalments subject to discounting

include: fixed instalments; 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 instalment 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 instalments 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 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 the Group's contractual obligations have been met. Revenues are measured as the amount of consideration to which the Group expects to be entitled in exchange for transferring goods or services (net of discounts, allowances and return).

Revenues from sales of goods

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) provide for separate supply of kits/reagents and instruments that are identified as separate performance obligation. Revenues associated with these performance obligations are recognized when control of the instrument and of the kits/reagents, respectively, is transferred to the 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. They primarily relate to bank current accounts.

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 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 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 2025.

Document title	Effective date	EU Regulation and publication date	Endorsement date	Issue date
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	1 January 2025	13 November 2024	12 November 2024	15 August 2023

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 2026.

Document title	Effective date	EU Regulation and publication date	Endorsement date
Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)	1 January 2026	28 May 2025	25 May 2025
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026	1 July 2025	30 June 2025
Annual Improvements Volume 11 (issued on 18 July 2024)	1 January 2026	10 July 2025	9 July 2025

IAS/IFRS and related IFRIC interpretations applicable to financial statements for reporting periods beginning after 1 January 2025 and/or documents NOT yet endorsed by the EU at 31 December 2025.

Please note that these standards and interpretations shall apply only after endorsement by the EU.

Document title	Effective date of the IASB document	Expected EU endorsement date	IASB issue date
Accounting standards			
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027	5 May 2025	9 April 2024
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027	25 September 2025	9 May 2024
Amendments			
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency	1 January 2027	TBD	13 November 2025
Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027	18 December 2025	21 August 2025

The Group does not plan for the early adoption of the aforementioned new standards, amendments, and interpretations, and will adopt them as of their planned application date, once they have been endorsed by the European Union. The Group is currently evaluating the potential impact of these amendments on its consolidated financial statements.

New accounting standards endorsed and adopted by the Company

This note sets out the impact of the adoption of amendments to accounting standards on the consolidated financial statements, which have been applied since January 1, 2025, to the extent that they differ from those applied in previous periods.

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 are effective on 1 January 2025. No significant impacts on the financial statements were identified during the period under review.

New amendments and standards issued but not yet adopted by the Group and/or not yet endorsed

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 so-called 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 environmental, social and governance (ESG) targets);
- d) update of the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7

In December 2024, the IASB issued amendments to IFRS 9 and IFRS 7- Contracts Referencing Nature-dependent Electricity. These amendments apply exclusively to contracts referring to this type of electricity and:

- a) clarify the application of the 'own-use' requirements for in-scope contracts;
- b) amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts;
- c) add new disclosure requirements to enable investors to understand the effects of these contracts on a company's financial performance and cash flows.

Annual Improvements Volume 11

The IASB annual improvement project provides a streamlined process for dealing efficiently with a collection of amendments to IFRS. The main objective of the process is to improve the quality of standards, by amending existing IFRS to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights.

The Group will adopt the aforementioned new standards, amendments, and interpretations as of their planned application date, once they have been endorsed by the European Union.

IFRS 18 Presentation and Disclosure in Financial Statements

The new accounting standard IFRS 18 establishes new requirements for the presentation of financial statements, with a particular focus on the statement of profit or loss. These include requirements for the presentation of subtotals, the aggregation and disaggregation of information, and disclosures on performance measures.

The Group is currently working to identify the impacts that these amendments will have on its financial statements and the related notes. The preliminary assessments of the key impacts expected on the Group's consolidated financial statements are as follows:

- exchange differences will be classified within the same category as the related income and expenses that originated the exchange difference;
- new disclosure requirements will be introduced with reference to: (a) management-defined performance measures; (b) expenses by nature, where expenses are presented by function within the "operating" category in the statement of profit/(loss); and (c) a reconciliation, for each line item in the income statement, between the amounts restated by applying the IFRS 18 and those previously presented under IAS 1;
- interest income and interest expense will be classified, respectively, under investing activities and financing activities in the statement of cash flows.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to apply reduced disclosure requirements while continuing to fully comply with the recognition, measurement, and presentation requirements of other IFRS Accounting Standards.

At the end of the reporting period, an entity is eligible to apply IFRS 19 if it:

- a) is a subsidiary, as defined by IFRS 19;
- b) does not have public accountability;
- c) is included in the scope of consolidation of an ultimate or intermediate parent company that prepares the Company's financial statements in accordance with IFRS Accounting Standards and makes them available to the public.

The adoption of IFRS 19 therefore allows for a simplification of disclosure requirements, without any effect on the recognition, measurement, or presentation of transactions. As the Group's shares are publicly traded, the Group is not eligible to apply IFRS 19.

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency

The amendments to IAS 21 provide clarifications regarding the assessment of a currency's exchangeability and the methods for determining the spot exchange rate in cases where such exchangeability is lacking. Specifically, the standard specifies the criteria to be applied to determine whether an entity is able to exchange a currency into another currency, and the method to be used to estimate the representative exchange rate where exchangeability is not possible.

The amendments also introduce additional disclosure requirements that enable users of financial statements to understand the current or prospective impact of non-exchangeable currencies on the company's financial performance, financial position, and cash flows.

The Company is currently evaluating how these changes will affect its financial statements; consequently, any potential impacts are still being determined.

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.

Financial assets/liabilities are broken down by line item and category under IFRS 7 as follows:

(in € thousands)	Notes	12-31-25			12-31-24			
		Carrying value	Assets at amortized cost	Assets at fair value through other comprehensive income	Carrying value	Assets at amortized cost	Assets at fair value	Assets at fair value through other comprehensive income
Trade receivables	(17)	200,702	196,899	3,803	194,696	185,422	-	9,274
Financial derivatives	(21)	3,164	-	3,164	14,287	-	-	14,287
Cash and cash equivalents	(19)	165,799	165,799	-	344,270	344,270	-	-
Current financial assets	(21)	42,689	-	-	34,711	34,711	-	-
Total current financial assets		412,354	362,698	6,967	587,964	564,403	-	23,561
Financial Derivatives	(21)	-	-	-	3,563	-	-	3,563
Total non-current financial assets		-	-	-	3,563	-	-	3,563
Total financial assets		412,354	362,698	6,967	591,527	564,403	-	27,124

(in € thousands)	Notes	12-31-25			12-31-24		
		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)	4,093	-	4,093	5,011	-	5,011
Financial lease liabilities (IFRS 16) classified in other non-current liabilities	(21)	57,071	57,071	-	67,362	67,362	-
Non-current financial liabilities	(21)	476,860	476,860	-	899,418	899,418	-
Total non-current financial liabilities		538,024	533,931	4,093	971,791	966,780	5,011
Trade payables	(25)	108,804	108,804	-	99,520	99,520	-
Financial lease liabilities (IFRS 16) classified in current financial liabilities	(21)	10,163	10,163	-	9,357	9,357	-
Current financial liabilities	(21)	247,070	247,070	-	38,052	38,052	-
Derivative financial instruments	(21)	311	-	311	375	-	375
Total current financial liabilities		366,347	366,037	311	147,304	146,929	375
Total financial liabilities		904,371	899,968	4,403	1,119,095	1,113,709	5,386

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 2025. These instruments are classified at level 2 and entered into other

current and non-current financial assets amounting to € 2,853 thousand (including financial assets relating to IRS contracts for € 3,164 thousand and liabilities for € 311 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 with minority shareholders, 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. It should be noted that the amount is not included in the net financial Debt and that the Chinese company is 76% owned and is therefore fully consolidated.

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 € 3,164 thousand at 31 December 2025.

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 € 6 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 € 15 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 € 311 thousand at 31 December 2025 (negative by € 375 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 2025, past-due trade receivables were equal to about 6.0% of revenues and refer to the Italian, and U.S subsidiaries. These past-due receivables were covered by an allowance for doubtful accounts amounting to € 11,256 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.

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 2025, in order to meet any financial needs, the Parent Company renewed a new EUR 150 million revolving credit facility due 2028, made available by a pool of banks and to be used upon set conditions. At 31 December 2025, at 31 December 2025, this credit line was drawn down by € 15,000 thousand.

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 2025, cash and cash equivalent were € 165,799 thousand and investments in money market instruments with maturity within 12 months were € 42,689 thousand.

Payables to banks and to other lenders consisted of:

- Diasorin Inc.'s bank loan amounting to € 213,067 thousand;
- Convertible bond amounting to € 476,860 thousand;
- Use of the revolving credit facility held by Diasorin S.p.A. for an amount equal to € 15,000 thousand and opening and drawdown of a credit facility by the Chinese subsidiary for an amount equal to € 19,366 thousand.

A breakdown of the net consolidated financial debt is as follows:

	<i>(in € thousands)</i>	12/31/2025	12/31/2024	Change
A	Cash on hand	165,799	344,270	(178,471)
B	Cash equivalent	-	-	-
C	Other current financial assets	42,689	34,654	8,035
D	Liquidity (A+B+C)	208,488	378,924	(170,436)
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	44,477	23,621	20,856
F	Current portion of non-current financial debt	213,067	24,106	188,961
G	Current financial debt (E+F)	257,544	47,727	209,817
H	Net current financial debt (G-D)	49,056	(331,197)	380,253
I	Non-current financial debt (excluding the current portion and debt instruments)	53,907	481,686	(427,779)
J	Debt instruments	476,860	467,244	9,616
K	Trade payables and other non-current debts	-	-	-
L	Non-current financial debt (I+J+K)	530,767	948,930	(418,163)
M	Total financial debt (H+L)	579,823	617,734	(37,911)

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 Group's expected credit loss 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), investment in subsidiaries 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 and equity plans

The measurement of stock option and equity 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.

Climate and environmental risks

The Group is not exposed to any significant climate or environmental risks, given the sector and industry in which it operates.

Segment information at 31 December 2025 and at 31 December 2024

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	
	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
INCOME STATEMENT												
Revenues from customers	181,909	176,523	297,811	288,152	618,558	618,944	96,777	101,808	-	-	1,195,055	1,185,427
Inter-segment revenues	314,984	314,155	20,322	21,283	132,406	131,259	85	97	(467,797)	(466,794)	-	-
Total Revenues	496,893	490,678	318,133	309,435	750,964	750,203	96,862	101,905	(467,797)	(466,794)	1,195,055	1,185,427
Segment revenues	89,240	104,558	20,022	24,353	141,270	140,758	(19,889)	1,265	(2,079)	(12,609)	228,564	258,325
Unallocated common costs											-	-
Operating profit											228,563	258,325
Other net income (expense)											-	-
Financial income/(expense)											(16,958)	(15,877)
Profit before taxes											211,605	242,448
Income taxes											(61,569)	(55,391)
Net profit											150,037	187,057
OTHER INFORMATION												
Investments in intangibles	30,208	20,858	57	57	41,606	39,805	4,082	6,872	-	-	75,953	67,592
Investments in prop. plant and equip.	20,592	19,440	10,478	10,191	33,968	34,525	4,123	2,548	(2,017)	(1,868)	67,144	64,836
Total investments	50,800	40,298	10,535	10,248	75,574	74,330	8,205	9,420	(2,017)	(1,868)	143,097	132,428
Amortization in intangible assets	(11,644)	(10,952)	(6,857)	(6,995)	(59,813)	(60,903)	(1,167)	(1,051)	4,981	4,925	(74,500)	(74,976)
Depreciation of fixed tangible assets	(15,488)	(16,009)	(9,789)	(10,387)	(25,620)	(24,616)	(4,916)	(5,304)	2,067	2,251	(53,746)	(54,065)
Total amortization and depreciation	(27,132)	(26,961)	(16,646)	(17,382)	(85,433)	(85,519)	(6,083)	(6,355)	7,048	7,176	(128,246)	(129,041)

	ITALY		EUROPE		NORTH AMERICA		REST OF THE WORLD		ELIMINATIONS		CONSOLIDATED	
	12/31/2025	12/31/2024	12/31/2025	12/31/2024	12/31/2025	12/31/2024	12/31/2025	12/31/2024	12/31/2025	12/31/2024	12/31/2025	12/31/2024
STATEMENT OF FINANCIAL POSITION												
Segment assets	646,933	559,068	168,365	169,366	2,104,597	2,332,530	64,786	83,358	(360,051)	(267,862)	2,624,631	2,876,459
Unallocated assets											248,532	428,461
Total assets	646,933	559,068	168,365	169,366	2,104,597	2,332,530	64,786	83,358	(360,051)	(267,862)	2,873,163	3,304,920
Segment liabilities	187,407	164,950	119,943	106,566	240,978	170,487	36,056	34,281	(302,524)	(202,593)	281,860	273,691
Unallocated liabilities											1,014,499	1,232,207
Shareholders' equity											1,576,805	1,799,022
Total liabilities	187,407	164,950	119,943	106,566	240,978	170,487	36,056	34,281	(302,524)	(202,593)	2,873,163	3,304,920

Descriptions and main changes

Consolidated income statement

In the income statement, costs are classified by function.

1) Revenues

In 2025, revenues, which are generated mainly through the sale of diagnostic kits, were € 1,195,055 thousand (€ 1,185,427 thousand in 2024) up by 0.8% 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)	2025	2024	% Change
Europe direct	423,710	408,971	3,7%
North America direct	583,802	569,088	2,6%
Rest of the World ¹	174,935	181,331	-3.5%
Revenues, net of COVID	1,182,447	1,159,390	2,0%
COVID	12,608	26,037	-51.6%
Total Revenues	1,195,055	1,185,427	0,8%

Europe direct

In 2025, revenues increased to € 423,710 thousand compared with 2024, as a result of the positive performance of the immunodiagnostic business driven by specialty tests.

North America Direct

In 2025, revenues increased to € 583,802 thousand compared to 2024. The market recorded a solid performance of the immunodiagnostics business, on the back of the positive CLIA trend and the success of the hospital strategy. A positive performance was also recorded for specialty (so-called targeted) tests on the LIAISON MDX low-plex molecular platform, which offset the overall weakening of the respiratory segment due to limited test volumes associated with the late start of the flu season.

Rest of the World

In 2025, revenues decreased to € 174,935 thousand compared to 2024. The performance was affected by the contraction of revenues in the Chinese market, mainly attributable to the implementation of Volume-Based Procurement regulation, which is impacting the performance of all companies operating in the diagnostics sector, and to the negative performance registered in some minor markets where the Group operates through third-party distributors.

2) Cost of sales

¹ The Rest of the World include also sales in markets where the Group does not have a direct presence (i.e., through a commercial branch)

In 2025, the cost of sales was € 421,582 thousand, as against € 403,726 thousand in 2024. The item includes, in addition to costs for diagnostic kits production, royalties expense amounting to € 52,575 thousand (€ 46,568 thousand in 2024), costs incurred to distribute products to end customers totalling € 16,003 thousand (€ 15,985 thousand in 2024) and depreciation of Group's equipment held by customers equal to € 17,948 thousand (€ 19,749 thousand in 2024).

3) Sales and marketing expenses

In 2025, sales and marketing expenses amounted to € 284,395 thousand, as against € 287,748 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.

Amortization related to intangibles resulting from the acquisition of Luminex carried out in 2021 amounted to € 36,370 thousand, as against € 31,484 thousand in the previous year.

4) Research and development costs

In 2025, research and development costs, which totalled € 95,007 thousand (€ 91,567 thousand in 2024), include the research and development outlays that were not capitalized, equal to € 42,223 thousand (€ 38,915 thousand in 2024), costs incurred to register the products offered for sale and meet quality requirements totalling € 32,177 thousand (€ 33,476 thousand in 2024) and the amortization of capitalized development costs equal to € 20,607 thousand (€ 19,176 thousand in 2024). In 2025, the Group capitalized development costs amounting to € 69,096 thousand, as against € 70,379 thousand in the previous year.

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 € 124,853 thousand in 2025 (€ 128,023 thousand in 2024). The item includes € 8,703 thousand in costs attributable to Directors and strategic executive compensation (€ 8,151 thousand in 2024).

With regard to the classification of expenses by nature, it should be noted that the depreciation and amortization recognized in 2025 were € 128,246 thousand (€ 129,041 thousand in 2024), broken down as follows:

(in € thousands)	2025	2024
Depreciation of property, plant and equipment	53,753	53,871
Amortization of intangible assets	74,493	75,170
Total	128,246	129,041

Depreciation of property, plant and equipment includes € 17,948 thousand concerning proprietary equipment installed at third-party customer sites, classified under cost of sales in the functional income statement. Depreciation of plant and machinery and industrial equipment amounted to € 14,702 thousand (€ 14,163 thousand in 2024) and were included in production costs classified within the cost of sales.

Amortization of intangible assets is primarily recognized within research and development expenses (€ 24,674 thousand), sales and marketing expenses (€ 47,220 thousand) and general and administrative expenses (€ 1,685 thousand).

Personnel expenses amounted to € 383,086 thousand (€ 383,073 thousand in 2024).

The item is broken down as follows:

(in € thousands)	2025	2024
Wages and salaries	312,373	311,109
Social security contributions	25,483	25,142
Employee severance indemnity and other employee benefits	1,998	2,497
Costs of stock option plans	11,111	11,114
Other personnel expenses	32,122	33,210
Total	383,086	383,073

The following table shows the Group's average headcount:

	2025	2024
Blue-collar workers	606	539
White-collar workers	2,439	2,469
Executives	227	220
Total	3,272	3,227

6) Other operating income (expense)

A breakdown of other operating income and expense is as follows:

(in € thousands)	2025	2024
Tax liabilities	(1,789)	(1,813)
Accruals to the doubtful debts and provisions for risks and charges	(1,753)	(1,289)
Other operating income (expense)	3,890	(6,215)
Non-recurring charges- other	(41,003)	(6,720)
Other operating income (expense)	(40,655)	(16,037)

The item Other operating (expense) and income include income and expense from ordinary operations that cannot be allocated to specific functional areas (such as gains and losses on asset sales, government grants, insurance settlements, reversals of excess provisions and incidental taxes and fees). The items above include, among others, the contributions paid to the “Fondazione Diasorin ETS” and the Contribution to the Fund for the Governance of Medical Devices as established by the decree of the Ministry of Health of 29 December 2023. Non-recurring charges include one-off costs for the integration and restructuring of Luminex and estimated costs for the discontinuation of industrial operations at Dietzenbach (Germany) plant, amounting to € 10 million, and estimated non-cash costs for the reorganization of the Chinese subsidiary's operating activities amounting to € 20 million.

7) Financial income

In 2025, the Group's financial income amounted to € 8,480 thousand (€ 12,924 thousand in 2024), mainly resulting from interest income accrued on time deposits to manage the company's liquidity denominated in U.S. dollars (€ 3,891 thousand).

8) Financial expenses

Financial expenses are detailed in the table below:

(in € thousands)	2025	2024	Change
Factoring transactions fees	(959)	(1,246)	287
Interest expenses and other financial expenses	(23,418)	(26,394)	2,976
including: interest expense on leases	(4,064)	(4,030)	(34)
Interest on pension funds	(1,061)	(1,161)	100
Total financial expenses	(25,438)	(28,801)	3,363

In 2025, financial expenses amounted to € 25,438 thousand, as against € 28,801 thousand in 2024. Interest expenses and other financial expenses include:

- € 9,616 thousand in financial expenses at amortized cost relating to the convertible bond issued by the Group's Parent Company (€ 9,447 thousand in 2024);
- € 4,953 thousand relating to the Term Loan held by Diasorin Inc. to finance the acquisition of the Luminex Group (€ 8,439 thousand in 2024);
- € 4,065 thousand in interest expenses on leases recognized under IFRS16 accounting standard (€ 4,030 thousand in 2024);
- € 2,573 thousand in other fees and expenses on bank current accounts (€ 2,058 thousand in 2024);
- € 1,161 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 € 61,569 thousand (€ 55,391 thousand in 2024) broken down as follows:

(in € thousands)	2025	2024
Current income taxes:		
IRAP (regional taxes)	4,572	3,931
Other income taxes	47,123	60,758
Other taxes (non-deductible tax withholdings /taxes for previous years)	2,346	(1,358)
Deferred taxes	7,528	(7,941)
IRAP amount	(123)	(3)
Total income taxes for the year	61,569	55,391

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)	2025	2024
Profit before taxes	211,606	242,448
Statutory Italian tax rate	24.0%	24.0%
Theoretical income taxes	50,785	58,187
Tax effect of permanent differences and deferred tax adjustments	1,389	(5,988)
Effect of foreign tax rates other than statutory Italian tax rate	2,598	621
Effect of other taxes (IRAP, non-deductible withholding taxes, prior year taxes)	6,797	2,571
Income tax expense	54,773	52,821
Effective tax rate	29.1%	22.8%

In 2025, the effective tax rate was 29.1%. The increase versus 2024 (22.8%) was due to non-recurring tax charges, relating to extraordinary dividends distributed by subsidiaries during the year, to estimated non-cash costs for the reorganization of the Chinese subsidiary's operating activities and to prior-year taxes.

9) Earnings per share

Basic earnings per share amounted to € 2.92 in 2025 (€ 3.35 in 2024) and diluted earnings per share amounted to € 2.85 (€ 3.35 in 2024). 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 56,313,705 in 2025 and 55,868,709 in the previous year.

Diluted earnings per share is calculated by taking into account the dilutive effects arising from the convertible bond and the stock award plans granted by Diasorin S.p.A.

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11) Property, plant and equipment

The tables below show the changes that occurred in the original cost of property, plant and equipment in 2025 and 2024:

(in € thousands)	At 31 December 2024	Additions	Divestments	Translation differences	Reclassifications and other changes	At 31 December 2025
Land	5,242			(366)		4,876
Buildings	58,714	1,114	-	(4,018)	(1,511)	54,299
Plant and machinery	63,342	3,985	(1,171)	(2,102)	2,304	66,357
Manufacturing and distribution equipment	288,448	31,718	(16,921)	(18,819)	3,947	288,373
Other assets	93,313	11,102	(8,573)	(11,410)	(10,617)	73,815
Advances and tangibles in progress	33,935	13,811	(32)	(3,187)	(11,555)	32,971
IFRS16 right of use	101,858	5,408	(9,129)	(7,063)	10,401	101,474
Total property, plant and equipment	644,853	67,136	(35,828)	(46,967)	(7,031)	622,165

(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

The following changes occurred in the corresponding accumulated depreciation accounts in 2025 and 2024:

<i>(in € thousands)</i>	At 31 December 2024	Depreciation	Divestments	Translation differences	Reclassifications and other changes	At 31 December 2025
Buildings	24,943	2,293	-	(1,589)	(775)	24,872
Plant and machinery	40,701	4,348	(1,094)	(958)	335	43,332
Manufacturing and distribution equipment	229,828	28,302	(14,175)	(14,663)	(8,716)	220,576
Other assets	45,419	6,455	(8,101)	(7,485)	2,542	38,830
IFRS16 right of use	32,552	12,355	(6,216)	(2,172)	2,183	38,702
Total property, plant and equipment	373,443	53,753	(29,588)	(26,867)	(4,430)	366,311

<i>(in € thousands)</i>	At 31 December 2023	Depreciation	Translation differences	Divestments and other changes	At 31 December 2024
Buildings	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

A breakdown of the net carrying value of property, plant and equipment at 31 December 2025 and 2024 is provided below:

<i>(in € thousands)</i>	At 31 December 2024	Additions	Depreciation	Translation differences	Divestments	Reclassifications and other changes	At 31 December 2025
Land	5,242	-	-	(366)	-	-	4,876
Buildings	33,771	1,114	(2,293)	(2,429)	(1)	(734)	29,427
Plant and machinery	22,642	3,985	(4,348)	(1,145)	(77)	1,969	23,026
Manufacturing and distribution equipment	58,563	31,718	(28,302)	(4,136)	(2,745)	12,688	67,786
Other assets	47,900	11,102	(6,455)	(3,922)	(471)	(13,159)	34,994
Advances and tangibles in progress	33,935	13,811	-	(3,187)	(32)	(11,555)	32,971
IFRS16 right of use	69,307	5,408	(12,355)	(4,892)	(2,913)	8,218	62,772
Total property, plant and equipment	271,359	67,136	(53,753)	(20,076)	(6,240)	(2,572)	255,853

(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

Additions to manufacturing and distribution equipment include equipment provided to customers, equal to € 27,385 thousand in 2025 (€ 18,471 thousand in 2024). Depreciation for the period were € 19,619 thousand (€ 19,360 thousand in 2024).

Advances and tangibles in progress were € 32,971 thousand in 2024 (€ 33,935 thousand in 2024) 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 € 62,772 thousand at 31 December 2025 (€ 69,307 thousand at 31 December 2024). The item includes right-of-use assets relating to rented property and industrial buildings, amounting to € 53,764 thousand (€ 61,433 thousand at 31 December 2024), as well as right-of-use assets relating to company vehicles rentals amounting to € 9,008 thousand (€ 7,873 thousand at 31 December 2024).

It should be noted that in Q4 2025, Diasorin launched a project aimed at reorganising operations at the Chinese branch, with completion expected by the end of 2026. As part of the project's execution, the 2025 accounts include charges of around Euro 20 million, mainly due to the write-down of assets at the manufacturing facility. The impact of the impairment loss on tangible fixed asset, included within reclassifications and other changes, was € 8,716 thousand.

12) Goodwill and other intangible assets

Goodwill totalled € 754,152 thousand at 31 December 2025 (€ 846,860 thousand at 31 December 2024), with a decrease of € 92,709 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 tests the recoverability of goodwill and other intangibles with indefinite useful lives at least once a year, and whenever an indication of impairment is identified, by testing for impairment each cash generating unit (CGU).

In 2025 the Group adopted a new impairment test procedure, which requires that all CGUs meeting the following criteria be tested for impairment at least annually:

- showing at least one impairment indicator;
- To which goodwill or intangible assets with indefinite useful lives are allocated.

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 allocated to the different CGUs is as follows:

- € 698,210 thousand to Diasorin North America CGU;
- € 46,447 thousand to Diasorin Italia CGU;
- € 6,840 thousand to Diasorin Germany CGU;
- € 1,889 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 2025:

(in € thousands)	At 31 December 2024	Translation differences	At 31 December 2025
Diasorin Benelux CGU	765	-	765
Diasorin Brazil CGU	1,892	(3)	1,889
Diasorin Germany CGU	6,840	-	6,840
Diasorin Italia CGU	46,447	-	46,447
Diasorin North America CGU	790,916	(92,712)	698,210
Total Goodwill	846,860	(92,715)	754,152

The impairment test was completed on the basis of the most recent projections of economic results and cash flows for future years. These projections are based on projected cash outflows for the 2026-2028 period as specifically approved for impairment testing purposes by the Board of Directors on 22 December 2025. It should be noted that the business plan of the Group for the 2026-2030 period is being developed and will be approved by the Board of Directors in the first half of 2026.

In the 2027-2028, which covers the three-year horizon applied in the impairment test, CAGR is expected to be 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:

- Immunodiagnostics business: steady-state growth for the two years after the explicit forecast period, also taking into account the impact of the operational reorganization at its Chinese subsidiary.
- Molecular business: growth driven mainly by the new NES / PLEX platforms and by the MDx Specialty business;
- LTG business: Steady-state projection.

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 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	7.92%
Diasorin Benelux CGU	7.16%
Diasorin Germany CGU	6.68%
Diasorin North America CGU	6.75%
Diasorin Brazil CGU	8.56%
Diasorin China CGU	7.23%

The time horizon used for cash flows projections is 3 years for all the CGUs.

Then, a terminal value (perpetual return) was applied using a growth rate (the "g" rate) of 1.99% for all the CGUs.

It should be noted that in the fourth quarter 2025, Diasorin launched a project aimed at reorganizing operating activities at its Chinese subsidiary. The project will be completed by the end of 2026. Following the project's launch, about EUR 20 million were recorded in the 2025 financial statements, primarily due to the impairment of assets at the manufacturing facility. The impact of impairment on intangibles, included under reclassifications and other changes, amounted to € 9,580 thousand.

Following the impairment test carried out on the China CGU no further write-downs were identified as necessary.

Consistent with IAS 36, the results of the impairment test underwent three different stress tests to assess the robustness of the recoverable amount against changes in key assumptions:

- Cost of Capital (WACC): the Company determined the Break-even WACC, i.e., the discount rate at which the recoverable amount matches the carrying amount. Furthermore, a prudential stress test of +25/-25 bps was applied to the current WACC to reflect financial market volatility.
- Long-Term Growth Rate (g-rate): a stress test of -25/+25 bps was applied to the long-term growth rate to assess the sensitivity of the terminal value to more moderate growth scenarios.

The combination of the first two sensitivity scenarios did not reveal any significant impairment, confirming that carrying amounts remain sustainable even in uncertain conditions for the key test variables.

The following table reports the Break-even WACC for each CGU:

Company	WACC
Diasorin Italia CGU	15.79%
Diasorin Benelux CGU	365.65%
Diasorin Germany CGU	21.94%
Diasorin North America CGU	11.84%
Diasorin Brazil CGU	11.58%
Diasorin China CGU	30.94%

- Operational Stress Test (Revenues): while the 2026 Budget remains the best estimate of expected cash flows, the sensitivity analysis considered deteriorated macroeconomic and operational scenarios, simulating an adverse scenario for 2026 with a flat 3% reduction in revenues across all CGUs. The decrease in EV following the stress test is not material. The test's resilience against a potential drop in revenues confirms that no indicators of impairment were identified.

Other intangibles were € 1,035,802 thousand at 31 December 2025 (€ 1,181,626 thousand at 31 December 2024).

Development costs

At 31 December 2025, capitalized development costs were € 392,693 thousand (€ 400,508 thousand at 31 December 2024). In 2025, investments were € 69,096 thousand (€ 59,287 thousand in the previous year) 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. The assessment of specific impairment indicators and the performance of the impairment test did not indicate any need for impairment losses to be recognized.

Concessions, licenses, trademarks and customer relationship

At 31 December 2025, the item concessions, licenses and trademarks amounted to € 620,285 thousand (€ 750,556 thousand at 31 December 2024) and decreased by € 130,271 thousand due to amortization of the period and adjustments of exchange rates. At 31 December 2025, the item customer relationship amounted to € 540,286 thousand, and includes the customer relationship arising from the Purchase Price Allocation for the Luminex acquisition in 2021.

It should be noted that the assessment of specific impairment indicators and the performance of the impairment test did not reveal any need for a write-down.

The following table provides the change occurred in 2025 and in 2024 in the original cost of goodwill and other intangible assets:

<i>(in € thousands)</i>	At 31 December 2024	Additions	Divestments	Translation differences	Reclassifications and other changes	At 31 December 2025
Goodwill	846,860	-	-	(92,709)	-	754,151
Development costs	518,859	69,096	(3,762)	(47,784)	(19,918)	516,491
Concessions, licenses and trademarks	225,088	4,459	(392)	(16,322)	(1,435)	211,398
Customer relationship	840,288	-	-	(93,287)	-	747,001
Industrial patents and intellectual property rights	32,204	138	-	11	9	32,362
Advances and other intangibles	31,851	2,260	(215)	(1,609)	(8,081)	24,207
Total intangible assets	2,495,150	75,953	(4,368)	(251,700)	(29,425)	2,285,610

(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

The following changes occurred in the corresponding accumulated amortization accounts in 2025 and 2024:

(in € thousands)	At 31 December 2024	Amortization	Divestments	Translation differences	Reclassifications and other changes	At 31 December 2025
Development costs	118,352	20,607	(2,009)	(8,904)	(4,248)	123,799
Concessions, licenses and trademarks	121,982	27,182	(390)	(17,105)	(272)	131,398
Customer relationship	192,837	26,239	-	(12,361)	-	206,715
Industrial patents and intellectual property rights	30,022	359	-	12	-	30,393
Advances and other intangibles	3,471	105	(17)	(143)	(64)	3,353
Total intangible assets	466,664	74,493	(2,319)	(38,501)	(4,679)	495,657

(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

A breakdown of the net carrying value of goodwill and other intangible assets at 31 December 2025 and 2024 is provided below:

(in € thousands)	At 31 December 2024	Additions	Amortization	Translation differences	Divestments	Reclassifications and other changes	At 31 December 2025
Goodwill	846,861	-	-	(92,709)	-	-	754,152
Development costs	400,508	69,096	(20,607)	(38,880)	(1,753)	(15,670)	392,693
Concessions, licenses and trademarks	103,105	4,459	(27,182)	783	(2)	(1,163)	79,999
Customer relationship	647,451	-	(26,239)	(80,926)	-	-	540,286
Industrial patents and intellectual property rights	2,183	138	(359)	(1)	-	9	1,970
Advances and other intangibles	28,379	2,260	(105)	(1,466)	(198)	(8,017)	20,853
Total intangible assets	2,028,487	75,953	(74,493)	(213,198)	(1,953)	(24,842)	1,789,953

(in € thousands)	At 31 December 2023	Amortization	Additions	Translation differences	Divestments and other changes	At 31 December 2024
Goodwill	799,365	-	-	47,496	-	846,861
Development costs	338,699	(19,176)	59,287	19,440	2,258	400,508
Concessions, licenses and trademarks	111,571	(12,036)	1,901	195	1,474	103,105
Customer relationship	647,798	(43,353)	-	43,006	-	647,451
Industrial patents and intellectual property rights	2,527	(466)	143	(32)	11	2,183
Advances and other intangibles	25,011	(139)	6,261	739	(3,493)	28,379
Total intangible assets	1,924,971	(75,170)	67,592	110,844	250	2,028,487

13) Investments in subsidiaries

Non-consolidated investment in subsidiaries totalled € 26 thousand at 31 December 2025 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 € 36,854 thousand at 31 December 2025 (€ 31,604 thousand at 31 December 2024). They relate to consolidated Companies that have deferred-tax assets in excess of deferred-tax liabilities. Deferred-tax liabilities, which were € 196,482 thousand (€ 199,573 thousand at 31 December 2024) are included within liabilities in the balance sheet and relate to consolidated companies that have deferred-tax liabilities in excess of deferred-tax assets. These liabilities include the recognition of temporary differences attributable to the Luminex Group's, for an amount of € 161,571 thousand (€ 177,986 thousand at 31 December 2024).

These assets and liabilities also include net deferred taxes arising from the elimination of unrealized gains on intra-Group transactions and on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and their corresponding tax bases in the jurisdictions of the consolidated companies.

Deferred-tax assets were recognized in the financial statements when their future use was deemed to be probable, based on the long-term projections approved by the Group Management. These benefits arising from the use of tax losses was also recognised on the same basis.

An analysis of deferred-tax assets, net of offsetable deferred-tax liabilities, is provided below:

(in € thousands)	12/31/2025	12/31/2024
Deferred-tax assets	36,854	31,604
Deferred-tax liabilities	(196,482)	(199,573)
Total net deferred-tax assets /(liabilities)	(159,628)	(167,969)

The table below provides a breakdown by type of the tax effect of the temporary difference that generated the balance of net deferred-tax assets and liabilities reported above:

(in € thousands)	12/31/2025	12/31/2024
Positive balances:		
Amortization and write-downs	8,054	7,283
Provisions for risks and charges	8,408	8,170
Provision for employees' benefits	9,687	8,204
Intra-Group profits and other changes	31,496	16,294
Losses carried forward	10,139	8,289
Total	67,784	48,240
Negative balances:		
Amortization	(227,412)	(216,209)
Total	(227,412)	(216,209)
Total net deferred-tax assets /(liabilities)	(159,628)	(167,969)

The tables that follow show tax losses on which deferred tax assets were recognized and those on which they were not recognized.

(in € thousands)	12/31/2025	12/31/2024
Previous tax losses	125,972	95,421
Deferred tax assets recognized on tax losses	10,139	8,289

(in € thousands)	12/31/2025	12/31/2024
Previous tax losses	114,682	130,447
Unrecognized deferred tax assets	9,089	10,416

Unrecognized deferred tax assets were € 9,089 thousand at 31 December 2025 (€ 10,416 thousand at 31 December 2024) and primarily consist of prior-year tax losses of the subsidiary Luminex Corp regarding U.S. State taxes in jurisdictions where full recoverability is not deemed probable.

In accordance with IAS 12, in relation to the recognition of lease contracts as required by IFRS 16, the Group recognized deferred tax assets amounting to € 9,802 thousand relating to lease liabilities and deferred tax liabilities for € 8,142 thousand and relating to rights of use.

15) Other non-current assets

Other non-current assets amounted to € 5,384 thousand (€ 2,700 thousand at 31 December 2024) and primarily relate to long-term prepaid expenses.

16) Inventories

A breakdown of inventories, which totalled € 334,604 thousand, is provided below:

(in € thousands)	12/31/2025			12/31/2024		
	Gross amount	Obsolescence provision	Net amount	Gross amount	Obsolescence provision	Net amount
Raw materials and supplies	142,644	(10,793)	131,850	178,626	(20,614)	158,012
Work in progress	86,819	(8,170)	78,649	87,738	(5,399)	82,339
Finished goods	129,835	(5,730)	124,105	109,741	(6,051)	103,690
Total	359,298	(24,693)	334,604	376,105	(32,064)	344,041

The table below shows the changes that occurred in the provision for inventory obsolescence:

(in € thousands)	12/31/2025	12/31/2024
Opening balance	32,064	31,214
Net provisions	11,064	2,693
Utilizations/Reversals for the year	(16,417)	(3,386)
Translation differences and other changes	(2,017)	1,543
Closing balance	24,693	32,064

In 2025, provisions included € 1,023 thousand related to the project aimed at reorganizing operating activities at its Chinese subsidiary. The project will be completed by the end of 2026.

17) Trade receivables

Trade receivables totalled € 200,702 thousand at 31 December 2025 (€ 194,696 thousand at 31 December 2024).

The table that follows shows the changes that occurred in the allowance for doubtful accounts, which amounted to € 11,256 thousand compared to 31 December 2024:

(in € thousands)	12/31/2025	12/31/2024
Opening balance	11,426	11,247
Provisions for the period	1,353	1,998
Utilizations/Reversals for the year	(1,186)	(1,027)
Translation differences and other changes	(337)	(792)
Closing balance	11,256	11,426

Receivables from public sector and universities amounted to € 69,485 thousand (€ 44,710 thousand at 31 December 2024).

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 2025, receivables amounted to € 35,658 thousand.

18) Other current assets

Other current assets amounted to € 38,135 thousand (€ 35,175 thousand at 31 December 2024) and include tax receivables and prepaid expenses.

19) Cash and cash equivalents

Cash and cash equivalents amounted to € 165,799 thousand at 31 December 2025 (€ 344,270 thousand at 31 December 2024). 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 2025, 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 2024.

Treasury shares

At 31 December 2025, the amount of treasury shares was 2,947,590, equal to 5.27% of the share capital, totalling € 343,302 thousand (€ 251,783 thousand at 31 December 2024).

The increase of € 91,519 thousand compared to 31 December 2024 refers to the net effect arising from the withdrawal of 942,627 shares with increased voting rights for a value of € 97,138 thousand; the assignment of the first tranche of shares relating to the 2024 equity plan (19,575 options), the second tranche of the 2024 equity plan (14,032 options), and the third tranche of the equity plan (7,728 options) for a total of € 5,075 thousand; and, finally, the exercise of 10,000 stock options relating to the 2016 stock option plan for a total value of € 543 thousand.

Additional paid-in capital

This reserve amounted to € 18,155 thousand at 31 December 2025, and no changes occurred compared with 31 December 2024.

Statutory reserve

This reserve amounted to € 11,190 thousand and no changes occurred in the period, as it already reached 20% of the share capital.

Other reserves and retained earnings

The item is broken down as follows:

<i>(in € thousands)</i>	12/31/2025	12/31/2024	Change
Currency translation reserve	(39,003)	168,633	(207,636)
Reserve for treasury shares	343,302	251,783	91,519
Stock option reserve	26,693	25,714	979
Gains/(losses) on remeasurement of defined benefit plans	(3,881)	(5,033)	1,152
Retained earnings	1,517,343	1,391,781	125,561
IFRS transition reserve	(3,979)	(2,973)	(1,006)
Other reserves	(153,596)	(50,603)	(102,994)
Total Other reserves and retained earnings	1,686,878	1,779,303	(92,425)

Currency translation reserve

The currency translation reserve was negative by € 39,003 thousand (positive by € 168,633 thousand at 31 December 2024) 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 negative change of € 207,636 thousand was due to the fluctuation of the US dollar exchange rate vis-à-vis the Euro.

Reserve for treasury shares

At 31 December 2025, the reserve for treasury shares amounted to € 343,302 thousand. Reference is made to the treasury shares section for an analysis of the period's composition and activity.

Stock option reserve

The balance in the stock option reserve, which amounted to € 26,693 thousand (€ 25,714 thousand at 31 December 2024) refers to the stock option plans outstanding as of 31 December 2025 (described in Note 29).

The increase (€ 979 thousand) was due to the recognition of the overall cost posted and recognized in the income statement as labour 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 2025, this item was negative by € 3,881 thousand (negative by € 5,033 thousand at 31 December 2024). The change, equal to € 1,152 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 € 1,517,343 thousand (€ 1,391,781 thousand at 31 December 2024). The change of € 125,561 thousand compared to 31 December 2024, is the net result of:

appropriation of the consolidated net profit 2024, amounting to € 188,105 thousand;

distribution of ordinary dividends equal to € 63,550 thousand approved on 29 April 2025 by the Ordinary Shareholders' Meeting (equal to € 1.15 per share).

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).

Other reserves

The item, negative by € 153,596 thousand, posted a negative change of € 102,994 thousand compared to 31 December 2024, due to the purchase of treasury shares, amounting to € 97,138 thousand following the exercise of withdrawal rights by certain shareholders due to the introduction of enhanced voting rights.

The item includes the convertible bond equity reserve equal to € 59,800 thousand relating to the convertible bond issue to support the acquisition of the Luminex Group in 2021.

Reconciliation of the Group's Parent Company's net result and shareholders' equity to the corresponding consolidated data

The table below shows a reconciliation of the Group's Parent Company's net profit and shareholders' equity at 31 December 2025:

(in € thousands)	Net profit 2025	Shareholders' equity at 12/31/2025
Amount in the financial statements of the Parent Company Diasorin S.p.A.	150,155	504,346
Difference between the carrying amount of investment in subsidiaries and the value of the underlying shareholders' equity	-	1,098,024
Profits/(Losses) of consolidated companies	187,198	-
Elimination of unrealized intra-Group profits, net of the applicable tax effect	2,813	(25,566)
Elimination of intra-Group dividends	(190,128)	-
Amount in the consolidated financial statements	150,037	1,576,805

21) Financial assets and liabilities

Payables for financial liabilities amounted to € 791,475 thousand at 31 December 2025 as against financial assets amounting to € 45,853 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.	213,067	-	-	-	213,067
Convertible Bonds issued by Diasorin S.p.A.	-	476,860	476,860	-	476,860
IFRS 16 lease payables	10,163	57,071	29,954	27,117	67,234
Revolving Credit Facilities	34,004	-	-	-	34,004
Other current financial liabilities	311	-	-	-	311
Total financial liabilities	257,544	533,931	506,815	27,117	791,475
Hedging derivatives	3,164	-	-	-	3,164
Diasorin Inc. cash investments	42,689	-	-	-	42,689
Total financial assets	45,853	-	-	-	45,853
Total financial assets/liabilities	211,690	533,931	506,815	27,117	745,622

The table below lists the changes that occurred in financial assets and liabilities outstanding as at 31 December 2025) compared to 31 December 2024 (amounts in € thousands):

Type of financial liability	At 31 December 2024	Increases	Repayment s	Interests accrued and amortized cost	Translation differences and other changes	At 31 December 2025
Term Loan granted to Diasorin Inc.	456,280	-	(202,897)	4,953	(45,270)	213,067
Convertible Bonds issued by Diasorin S.p.A.	467,244	-	-	9,616	-	476,860
IFRS 16 lease payables	76,720	9,709	(13,478)	-	(5,717)	67,234
Revolving Credit Facilities	13,946	21,234	-	-	(1,176)	34,004
Other current financial liabilities	375	-	(64)	-	-	311
Total financial liabilities	1,014,565	30,943	(216,439)	14,569	(52,163)	791,475
Hedging derivatives	17,850	-	(13,122)	-	(1,564)	3,164
Diasorin Inc. cash investments	34,654	-	12,117	-	(4,081)	42,689
Other current financial assets	57	-	(57)	-	-	-
Total financial assets	52,561	-	(1,062)	-	(5,645)	45,853
Total net financial liabilities	962,004	30,943	(215,376)	14,569	(46,518)	745,622

Compared to the balance at 31 December 2024, financial liabilities include the repayment of a principal of USD 225,000 thousand related to the “Term Loan”, in addition to € 3,781 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. Specifically, under the Term Loan agreement, the Net Leverage Ratio (defined as the ratio between net debt and Adjusted EBITDA) is required to remain below 3.5 to 1 and to comply with the requirements set 31 December 2025. This liability is measured at amortized cost and at 31 December 2025 amounted to € 213,067 thousand.

The “Revolving Credit Facility” due 2028 and renewed in 2025 by Diasorin S.p.A. for an amount equal to € 150,000 thousand was drawn down by € 15,000 thousand. In 2023, a credit line was granted to the Chinese subsidiary, which as of 31 December 2025 was drawn down by € 19,366 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 2025, the value of these tools was € 42,689 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 € 3,164 thousand, decreasing by € 14,686 thousand compared to 31 December 2024.

At 31 December 2025, IFRS 16 lease payables were € 67,234 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 2025	1 year	2 - 5 years	> 5 years	Total
Term Loan granted to Diasorin Inc.	213,067	214,176	-	-	214,176
Convertible Bond issued by Diasorin S.p.A.	476,860	-	500,000	-	500,000
Revolving Credit Facilities	34,004	34,367	-	-	34,367
IFRS 16 lease payables	67,234	11,065	31,478	27,117	71,298
Hedging derivatives	311	311	-	-	311
Total financial liabilities	791,475	259,917	531,478	27,117	820,151

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 “Labour cost” of the relevant organizational unit.

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 Group 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 2025 amounted to € 48 thousand (loss of € 27 thousand in 2024).

The table that follows summarizes the Group's main employee benefit plans that are currently in effect:

(in € thousands)	12/31/2025	12/31/2024	Change
Employee benefits			
provided in:			
- Italy	3,609	3,817	(208)
-Germany	24,211	25,562	(1,351)
-Sweden	1,684	1,736	(52)
-other	959	822	137
Total employee benefits	30,463	31,937	(1,474)
Broken down as follows:			
-Defined-benefit plans			
Employee's severance indemnities	2,052	2,175	(124)
Other defined-benefit plans	26,705	28,010	(1,305)
	28,757	30,186	(1,429)
-Other long-term benefits	1,706	1,751	(45)
Total employee benefits	30,463	31,937	(1,474)

The table below shows the main changes that occurred in the Group's employee benefit plans compared with 31 December 2024:

<i>(in € thousands)</i>	Defined-benefit plans	Other benefits	Total employee benefits
Balance at 12/31/2024	30,186	1,751	31,937
Interest cost	1,045	41	1,086
Actuarial losses/(gains) recognized in income statement	(112)	64	(48)
Actuarial losses/(gains) from financial assumptions	(2,861)	-	(2,861)
Actuarial losses/(gains) from experience	876	-	876
Current service cost	896	98	993
Benefits paid	(1,370)	(253)	(1,622)
Translation differences and other changes	98	4	102
Balance at 12/31/2025	28,757	1,706	30,463

The main changes with regard to the provision for employee benefits include actuarial losses recognized in the comprehensive income statement (€ 1,985 thousand, gross of the tax effect) and contributions paid (€ 1,622 thousand). The total amount recognized in the 2025 income statement for employee benefits includes a gain of € 2,031 thousand (expenses for € 2,160 thousand in 2024).

Actuarial losses/(gains) arising from other employee benefits and current service cost are recognized in the income statement as part of labour 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	
	12/31/2025	12/31/2024
Discount rate	4.62%	4.39%
Projected wage increases	2.62%	3.56%
Inflation rate	2.28%	2.33%
Average employee turnover rate	12.12%	4.03%

A sensitivity analysis of changes in the main assumptions used for actuarial computation purposes is set out below ¹:

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%.

<i>(in € thousands)</i>	Provision of employee severance indemnities
Discount rate	
1% Increase	(98)
1% Decrease	106
Projected wage increases	
1% Increase	-
1% Decrease	-
Inflation rate	
1% Increase	66
1% Decrease	(64)
Average employee turnover rate	
1% Increase	3
1% Decrease	(3)

23) Provisions for risks and charges

The item amounted to € 21,671 thousand at 31 December 2025 (€ 22,726 thousand at 31 December 2024) 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:

<i>(in € thousands)</i>	12/31/2025	12/31/2024
Opening balance	22,726	27,700
Provisions for the period	5,583	474
Utilizations of /Reversals for the period	(6,032)	(1,349)
Translation differences and other changes	(606)	(4,099)
Closing balance	21,671	22,726

In 2025, provisions mainly consist of the property restoration related to the US subsidiaries and € 435 thousand for the reorganization of operating activities in the Chinese subsidiary.

Reversals for the year primarily refer to the payment by the Italian subsidiary of the 'payback' amount requested for the 2015-2018 period, totalling approximately Euro 5 million, against an overall outlay of around Euro 6 million including VAT, following the enactment of Decree Law No. 95 of 30 June 2025 (the so-called 'Economy Decree')

24) Other non-current liabilities

Other non-current liabilities totalled € 8,019 thousand at 31 December 2025, down from the previous year (€ 9,583 thousand at 31 December 2024).

The item includes the recognition of a liability, equal to € 4,092 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 2025, trade payables amounted to € 108,804 thousand (€ 99,520 thousand at 31 December 2024) and include amounts owed to external suppliers for the purchase of goods and services. There are no amounts due beyond the year.

26) Other current liabilities

Other current liabilities of € 112,903 thousand at 31 December 2025 (€ 109,926 thousand at 31 December 2024) consist mainly of amounts owed to employees for additional monthly payments to be paid, equal to € 48,027 thousand (€ 51,308 thousand at 31 December 2024), accruals and deferred charges (contract obligations) amounting to € 16,586 thousand (€ 16,826 thousand at 31 December 2024), and contributions payable to social security and health benefit institutions for a total of € 6,160 thousand (€ 5,774 thousand at 31 December 2024).

27) Income taxes payables

At 31 December 2025, the balance of € 26,542 thousand (€ 18,069 thousand at 31 December 2024) 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 2025, the guarantees that the Group provided to third parties totalled € 28,601 thousand and include bank sureties in connection with the submission of bids in response to public calls for tenders (€ 25,925 thousand), defined-contribution pension plans held by the Swedish subsidiary (€ 1,648 thousand) and other guarantees amounting to € 845 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 analysers. The supply contract calls for Stratec to manufacture and supply the analysers 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. Contingent liabilities, as they represent a possible but not probable risk, are not reflected in specific provisions for risks.

29) Stock option plans and equity plan

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.

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 2025, stock options amounted to 0 following the exercise of 10,000 options on 17 March 2025 at an average exercise price of € 86.04.

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.

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 instalments 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 2025, stock options amounted to 0, due to the expiration of 5,000 options on 13 March 2025 relating to the X tranche, 10,000 options on 15 May 2025 relating to the XI tranche, and 16,122 options on 31 July 2025 relating to the XII tranche

During the abovementioned period, the average price of the Diasorin shares was 101.51.

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 2025, stock options amounted to 5,000.

As detailed:

2019 Plan	Grant date	Number of options outstanding
III Tranche	11 November 2021	5,000
Total		5,000

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.

At 31 December 2025, stock options amounted to 95,583.

As detailed:

2020 Plan	Grant date	Number of options outstanding
III Tranche	11 March 2021	40,807
V Tranche	30 July 2021	40,000
VI Tranche	11 November 2021	11,122
VII Tranche	1 December 2022	3,654
Total		95,583

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 instalments 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.

At 31 December 2025, 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 2025, stock options amounted to 348,532, as detailed:

2023 Plan	Grant date	Number of options outstanding
I Tranche	09 May 2023	223,532
II Tranche	15 March 2024	75,000
III Tranche	10 May 2024	50,000
Total		348,532

2025 Plan

On 28 April 2025, the Ordinary Shareholders' Meeting approved the 2025 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 75,000 options by a resolution dated 6 May 2025.

These option grants convey to the beneficiaries the right to acquire up to 75,000 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 2025 Plan.

At 31 December 2025, stock options amounted to 75,000, as detailed:

2025 Plan	Grant date	Number of options outstanding
I Tranche	06 May 2025	75,000
Total		75,000

2022, 2023, 2024 and 2025 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 and in May 2025 a fourth list of beneficiaries was approved and 74,603 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 31 December 2025:

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
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
III Tranche	3.005479452	€ 168.46	€ 144.30	€ 1.00	30.00%	0.00%	-0.23%	1.00%	3/11/2021	3/12/2024
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

2025 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	€ 96.80	€ 98.70	€ 1.00	25.00%	0.00%	2.0950%	1.10%	05/06/2025	05/07/2028

2022 “Equity Awards” Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	5/19/2023	118.10	0.36%	25.00%	1.00%
II Tranche	5/20/2024	118.10	1.07%	25.00%	1.00%
III Tranche	5/20/2025	118.10	1.39%	25.00%	1.00%
IV Tranche	5/20/2026	118.10	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%

2025 "Equity Awards" PLAN	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	05/11/2026	95.38	1.99%	25.00%	1.10%
II Tranche	05/10/2027	95.38	1.95%	25.00%	1.10%
III Tranche	05/09/2028	95.38	2.03%	25.00%	1.10%
IV Tranche	05/09/2029	95.38	2.12%	25.00%	1.10%

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

2019 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	8,878	37.36
II Tranche	86,122	34.18
III Tranche	5,000	47.92

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

2020 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	18,878	34.18
II Tranche	15,000	40.43
III Tranche	45,807	26.49
V Tranche	40,000	46.76
VI Tranche	11,122	47.92
VII Tranche	3,654	31.16

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	47.92
II Tranche	50,000	22.59
III Tranche	36,346	31.16
IV Tranche	137,625	25.72

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	25.72
II Tranche	75,000	20.71
III Tranche	50,000	25.17

Based on the assumptions described above, the fair value of the 2025 Plan is equal to € 1,705 thousand, with a dilution period going from 6 May 2025 to 7 May 2028. The fair value per option is as follows (amounts in €):

2025 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	75,000	22.73

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	10,549	117.02
II Tranche	8,920	115.99
III Tranche	8,368	114.99
IV Tranche	7,850	113.99

2023 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	16,449	97.55
II Tranche	14,873	96.63
III Tranche	13,448	95.72
IV Tranche	12,160	94.81

2024 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	18,429	96.50
II Tranche	16,814	95.59
III Tranche	15,342	94.69
IV Tranche	13,998	93.78

2025 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	17,532	94.43

II Tranche	16,480	93.52
III Tranche	15,491	92.62
IV Tranche	14,562	91.73

The overall cost attributable to 2025, which amounted to € 11,111 thousand, was recognized in the income statement as part of labour 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)	2025	2024
Directors and strategic executives	7,617	7,101
Other directors	1,087	1,050
Statutory Auditors	218	195
Total	8,922	8,346

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 2025 and business outlook

On 5 March 2026, the U.S. Court of International Trade (CIT) issued a nationwide injunction requiring the U.S. Customs & Border Protection to refund duties imposed under the IEEPA. The injunction follows the U.S. Supreme Court's 20 February decision holding that IEEPA does not authorize the imposition of tariffs. The injunction applies to all importers, including Diasorin. The Court of International Trade granted the Customs & Border Protection a 45-day window to prepare its system for this function.

We will continue to monitor the evolution of this complex situation. After 31 December 2025, the escalation of the conflict in the Middle East has led to increased volatility in the energy sector, triggering an immediate surge in oil prices and increasing risks related to good logistics.

The Group does not expect any material adverse impact resulting from the military conflict in the Middle East as it is not significantly exposed in this area; furthermore, it does not expect a material impact linked to potential rises in energy process resulting from enduring geopolitical tensions. The evolution of this situation is closely monitored.

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.

35) Other information

Currency	Average exchange rates			Exchange rates at		
	2025	2024	Change	12/31/2025	12/31/2024	Change
U.S. dollar	1.1300	1.0824	4%	1.1750	1.0389	13%
Brazilian real	6.3072	5.8283	8%	6.4364	6.4253	0%
British pound	0.8568	0.8466	1%	0.8726	0.8292	5%
Swedish kronor	11.0663	11.4325	-3%	10.8215	11.4590	-6%
Swiss franc	0.9370	0.9526	-2%	0.9314	0.9412	-1%
Czech koruna	24.6879	25.1198	-2%	24.2370	25.1850	-4%
Canadian dollar	1.5787	1.4821	7%	1.6088	1.4948	8%
Mexican peso	21.6705	19.8314	9%	21.1180	21.5504	-2%
Israeli shekel	3.8927	4.0067	-3%	3.7471	3.7885	-1%
Chinese yuan	8.1185	7.7875	4%	8.2262	7.5833	8%
Australian dollar	1.7518	1.6397	7%	1.7581	1.6772	5%
South African rand	20.1789	19.8297	2%	19.4439	19.6188	-1%
Norwegian krone	11.7173	11.6290	1%	11.8430	11.7950	0%
Polish zloty	4.2397	4.3058	-2%	4.2210	4.2750	-1%
Indian Rupee	98.5239	90.5563	9%	105.5965	88.9335	19%
Singapore dollar	1.4756	1.4458	2%	1.5105	1.4164	7%
UAE Dirham	4.1499	3.9750	4%	4.3152	3.8154	13%

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 2025, 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 investments in subsidiaries with the supplemental disclosures required by CONSOB Communication no.

DEM/6064293

	Head office location	Currency	Share capital (*)	Net profit/(loss) for the year (*)	Shareholders' equity in the latest approved financial statements (*)	Par value per share	% interest held directly	No. Shares or partnership interest held
Investments in subsidiaries consolidated line by line								
Diasorin Italia S.p.A.	Saluggia (Italy)	EUR	1,050,000	106,834,812	460,956,412	1	100%	1,000,000
Diasorin S.A/N.V.	Bruxelles (Belgium)	EUR	1,674,000	3,572,528	7,739,087	6,696	100%	249
Diasorin Ltda	Sao Paolo (Brazil)	BRL	65,547,409	6,309,000	58,039,000	1	100%	65,547,408
Diasorin S.A.S. Unipersonnelle	Antony (France)	EUR	960,000	1,340,244	10,352,420	15,3	100%	62,493
Diasorin Iberia S.A.	Madrid (Spain)	EUR	1,453,687	635,124	10,809,378	6,01	100%	241,878
Diasorin Ltd	Dartford (UK)	GBP	500	4,696,839	819,860	1	100%	500
Diasorin Inc.	Stillwater (USA)	USD	1	103,831.400	1,520,017,500	0,01	100%	100
Diasorin Canada Inc	Mississauga (Canada)	CAD	200,000	542,900	4,545,500	N/A	0%	100 Class A common shares
Diasorin Molecular LLC	Cypress (USA)	USD	100,000	29,688,832	354,469,750	100,000	0%	1
Diasorin Mexico S.A de C.V.	Mexico City (Mexico)	MXP	63,797,082	9,395,642	82,446,562	1	100%	49,999
Diasorin Deutschland GmbH	Dietzenbach (Germany)	EUR	275,000	4,024,834	9,523,344	275,000	100%	1
Diasorin AB	Solna (Sweden)	SEK	5,000,000	7,441,107	39,225,350	100	100%	50,000
Diasorin Ltd	Rosh HaAyin (Israel)	ILS	100	862,000	16,057,000	1	100%	100
Diasorin Austria GmbH	Wien (Austria)	EUR	35,000	1,146,866	3,840,532	35,000	100%	1
Diasorin Czech s.r.o.	Praga (Czech Republic)	CZK	200,000	15,513,000	100,924,000	200,000	100%	1
Diasorin I.N. Limited	Dublin (Ireland)	EUR	1	1,005,644	12,806,607	0,01	100%	100
Diasorin Australia (Pty) Ltd	Sydney (Australia)	AUD	3,300,000	1,563,353	14,134,731	33,000	100%	100
Diasorin Ltd	Shanghai (China)	RMB	22,000,000	78,412,976	112,490,506	1	76%	16,720,000
Diasorin Switzerland AG	Rotkreuz (Switzerland)	CHF	100,000	853,958	1,336,988	100	100%	1,000
Diasorin Poland sp. z o.o.	Warsaw (Poland)	PLN	550,000	897,602	15,214,644	50	100%	11,000
Diasorin Healthcare India Private Limited	Mumbai (India)	INR	470,000,000	78,802,000	380,873,000	10	0%	1
Diasorin APAC Pte. Ltd.	Singapore (Singapore)	EUR	1	147,894	536,598	N/A	100%	1
Diasorin Middle East FZ-LLC	Dubai (UAE)	AED	50,000	5,688	235,920	1,000	100%	50
Luminex Corporation Inc.	Austin (USA)	USD	25,000	24,788,600	1,798,707,076	0,001	0%	25,000,000
Luminex Japan Ltd	Tokyo (Japan)	JPY	1	19,889,080	327,356,962	1	0%	1
Luminex Trading (Shanghai) Co. Ltd.	Shanghai (China)	RMB	455,219	-756,539	14,313,335	N/A	0%	-
Luminex Hong Kong Co. Ltd.	Hong Kong (Hong Kong)	HKD	100	131,700	2,215,391	10	0%	10
Luminex Molecular Diagnostics, Inc.	Toronto (Canada)	CAD	10,000,000	20,553,744	76,652,735	N/A	0%	-
Nanosphere LLC	Wilmington (USA)	USD	1,000	-	-	0,001	0%	1,000,000
ChandlerTec LLC	Wilmington (USA)	USD	1,000	-	-	0,001	0%	1,000,000
Investments in subsidiaries valued at cost								
Diasorin Deutschland Unterstuetzungskasse GmbH	Dietzenbach (Germany)	EUR	25,565	-105,263	25,565	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 2025
Independent Auditing	EY S.p.A.	Parent Company Diasorin S.p.A.	200
	EY S.p.A.	Subsidiaries	468
	Other companies of EY network	Subsidiaries	450
Other assurance services			
	EY S.p.A.	Parent Company Diasorin S.p.A.	135
Other services			
	Other companies of EY network	Subsidiaries	3
Total			1,255

2.9. Certification of the consolidated financial statements

(pursuant to 81-ter of consob regulation no. 11971 of 14 may 1999, as amended)

- i) 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 2025 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 2025:

- 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;

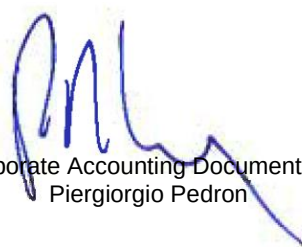
2.2 the Report on Operations provides a reliable analysis of the Group's performance and result from operations and of the status of the issuer, together with a description of the main risks and uncertainties to which they are exposed.

Saluggia, 20 March 2026

Signed



The Chief Executive Officer
Carlo Rosa



The Corporate Accounting Documents Officer
Piergiorgio Pedron

2.10. Report of independent auditors



Diasorin S.p.A.

Consolidated financial statements as of 31 December 2025

Independent auditor's report pursuant to article 14 of
Legislative Decree n. 39, dated 27 January 2010, and article
10 of EU Regulation n. 537/2014



EY S.p.A.
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Independent auditor's report pursuant to article 14 of Legislative Decree n. 39, dated 27 January 2010 and article 10 of EU Regulation n. 537/2014 (Translation from the original Italian text)

To the shareholders of
Diasorin S.p.A.

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 2025, and the consolidated income statement, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and illustrative 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 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005.

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 our report. We are independent of Diasorin S.p.A. in accordance with the regulations and standards on ethics and independence applicable to audits of financial statements under Italian Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matters

The consolidated financial statements of the Diasorin Group for the year ended 31 December 2024 were audited by another auditor, who expressed an unmodified opinion on those consolidated financial statements on 4 April 2025.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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.

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We identified the following key audit matter:

Key Audit Matter	Audit Response
Recoverability of goodwill and intangible assets	
As of 31 December 2025, the intangible assets recognized in the consolidated financial statements of Diasorin Group amount to Euro 1,789,953 thousand, mainly including goodwill for Euro 754,152 thousand, customer relationship for Euro 540,286 thousand and development costs for Euro 392,693 thousand. The intangible assets have been allocated to specific Cash Generating Units ("CGUs"), which represent the lowest level at which management monitors business performance. In detail, goodwill has been allocated to those CGUs, which, at the time of the acquisition, were expected to benefit from the synergies of the business combination which generated such goodwill. The assessment of the recoverability of the recognized carrying amounts, in accordance with the impairment testing procedure approved by the Board of Directors, is performed when assets with an indefinite useful life are allocated to the CGUs or when indicators of impairment exist. The processes as well as the methods of evaluation and calculation of the recoverable amount of the CGUs tested for impairment are based on assumptions, sometimes complex, which imply, by their nature, estimates by the Directors, especially with regard to the forecast of future results, to the identification of long-term growth and discount rates applied on future cash flows. Considering the required judgement and the complexity of assumptions adopted in the estimation of the recoverable amount of goodwill and intangible assets we assessed this matter as a key audit matter. Financial statements disclosures related to this matter are reported in the notes "12. Goodwill and other intangible assets" of the consolidated financial statements.	Our audit procedures related to the key audit matter included, among the others, the analysis of the procedure implemented by Diasorin S.p.A. regarding the valuation of goodwill and intangible assets, the analysis of the adequacy of the allocation of assets and liabilities to the specific CGUs and the analysis of the methodology adopted, taking into account the impairment testing procedure approved by the Board of Directors. In addition, our procedures included the reconciliation of forecasted cash flows of each CGU with the total cash flows for the years 2026-2028 developed for the purposes of the impairment test, the analysis of their reasonableness and the analysis of the quality of the forecasts taking into account the historical accuracy of the previous forecasts. Our procedures were performed with the support of our experts in valuation techniques who analyzed the valuation methodologies adopted, verified the mathematical accuracy of the valuation models, analyzed the reasonableness of long-term growth and discount rates applied on future cash flows and performed sensitivity analyses on the key assumptions in order to identify the change in the assumptions that could have a significant impact on the valuation of the recoverable amount. Finally, we analyzed the disclosures provided in the consolidated financial statements of Diasorin Group as of 31 December 2025.



Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005, and, within the terms provided by the 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 Group's ability to continue as a going concern and, when preparing the consolidated financial statements, for the appropriateness of the going concern assumption, and for appropriate disclosure thereof. The Directors prepare the consolidated financial statements on a going concern basis unless they either intend to liquidate the Parent Company Diasorin S.p.A. or to cease operations, or have no realistic alternative but to do so.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing the Group's financial reporting process.

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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we have exercised professional judgment and maintained professional skepticism throughout the audit. In addition:

- we have identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and 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 have 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 have evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- we have concluded on the appropriateness of 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



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to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to consider this matter in forming 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 have 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 have obtained sufficient appropriate audit evidence regarding the financial information of the entities 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.

We have 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 identify during our audit.

We have provided those charged with governance with a statement that we have complied with the ethical and independence requirements applicable in Italy, and we have communicated them all matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken to eliminate relevant risks or the safeguard measures applied.

From the matters communicated with those charged with governance, we have 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 have described these matters in our auditor's report.

Additional information pursuant to article 10 of EU Regulation n. 537/14

The shareholders of Diasorin S.p.A., in the general meeting held on 4 September 2024, engaged us to perform the audits of the consolidated financial statements for each of the years ending 31 December 2025 to 31 December 2033.

We declare that we have not provided prohibited non-audit services, referred to article 5, par. 1, of EU Regulation n. 537/2014, and that we have remained independent of the Group in conducting the audit.

We confirm that the opinion on the consolidated financial statements included in this report is consistent with the content of the additional report to the audit committee (Collegio Sindacale) in their capacity as audit committee, prepared pursuant to article 11 of the EU Regulation n. 537/2014.



Report on compliance with other legal and regulatory requirements

Opinion on the compliance with Delegated Regulation (EU) 2019/815

The Directors of Diasorin S.p.A. are responsible for applying the provisions of the European Commission Delegated Regulations (EU) 2019/815 for the regulatory technical standards on the specification of a single electronic reporting format (ESEF – European Single Electronic Format) (the "Delegated Regulation") to the consolidated financial statements as of 31 December 2025, to be included in the annual financial report.

We have performed the procedures required under auditing standard SA Italia n. 700B, in order to express an opinion on the compliance of the consolidated financial statements as of 31 December 2025 with the provisions of the Delegated Regulation.

In our opinion, the consolidated financial statements as of 31 December 2025 have been prepared in the XHTML format and have been marked-up, in all material aspects, in compliance with the provisions of the Delegated Regulation.

Opinion and statement pursuant to article 14, paragraph 2, subparagraph e), e-bis) and e-ter) of Legislative Decree n. 39 dated 27 January 2010 and pursuant to article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998

The Directors of Diasorin S.p.A. are responsible for the preparation of the Report on Operations and of the Report on Corporate Governance and Ownership Structure of Diasorin Group as of 31 December 2025, including their consistency with the related consolidated financial statements and their compliance with the applicable laws and regulations.

We have performed the procedures required under auditing standard SA Italia n. 720B, in order to:

- express an opinion on the consistency of the Report on Operations and of specific information included in the Report on Corporate Governance and Ownership Structure as provided for by article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, with the consolidated financial statements;
- express an opinion of the compliance with the laws and regulations of the Report on Operations, excluding the section related to the consolidated sustainability information, and the abovementioned specific information included in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998;
- issue a statement on any material misstatement in the Report on Operations and in certain specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998.

In our opinion, the Report on Operations and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, are consistent with the consolidated financial statements of Diasorin Group as of 31 December 2025.



Furthermore, in our opinion, the Report on Operations, excluding the section related to the consolidated sustainability information, and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, comply with the applicable laws and regulations.

With reference to the statement required by art. 14, paragraph 2, subparagraph e-ter), of Legislative Decree n. 39, dated 27 January 2010, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have no matters to report.

Our opinion on compliance with applicable laws and regulations does not extend to the section of the Report on Operations related to consolidated sustainability information. The conclusion on the compliance of this section with the applicable standards governing its preparation criteria and the compliance with the disclosure requirements pursuant to article 8 of (EU) Regulation 2020/852 are formulated by us in the attestation report pursuant to article 14-bis of Legislative Decree No. 39 dated 27 January 2010.

Milan, 31 March 2026

EY S.p.A.

Signed by: Massimo Meloni, Auditor

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.

3. Statutory financial statements of Diasorin S.p.A at 31 December 2025

3.1. Income Statement

(in €)	Notes	2025	Amount with related parties	2024	Amount with related parties
Revenues	(1)	27,588,992	27,588,992	28,833,533	27,588,992
Gross profit		27,588,992		28,833,533	
Sales and marketing expenses	(2)	(14,191,078)	(3,599,695)	(13,902,393)	(3,063,724)
Research and development costs	(3)	(6,406,394)	(198,671)	(4,563,107)	1,482,848
General and administrative expenses	(4)	(34,680,313)	(8,996,028)	(33,486,167)	(9,492,725)
Other operating income (expenses)	(5)	(6,149,302)	(1,811,671)	(8,859,543)	(1,811,671)
Non-recurring amount	(5)	(1,831,262)		(1,192,845)	
Operating result (EBIT)		(33,838,095)		(31,977,677)	
Financial income	(6)	196,372,638		96,791,908	
Financial expense	(7)	(17,513,385)	(291,673)	(17,581,553)	(2,313,594)
Result before taxes		145,021,158		47,232,678	
Income taxes	(8)	5,133,683		9,140,410	
Net profit for the year	(9)	150,154,841		56,373,088	

3.2. Comprehensive Income Statement

<i>(in € thousands)</i>	2025	2024
Net profit for the year (A)	150,155	56,373
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	5	7
Total comprehensive gains/losses that will not be reclassified in gain/loss of the period (B1)	5	7
Other comprehensive gains/(losses) that will be reclassified in gain/loss of the period:		
Gains/(losses) from translation of financial statements of foreign branches	-	472
Total comprehensive gains/(losses) that will be reclassified in gain/loss of the period (B2)	-	472
Total comprehensive gains/(losses), net of tax effect (B1) +(B2) =(B)	5	479
Total comprehensive gains/(losses) (A)+(B)	150,160	56,852

3.3. Statement of financial position

pursuant to CONSOB resolution no. 15519 of 27 July 2006

(in €)	Notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
ASSETS					
<i>Non-current assets</i>					
Property, plant and equipment	(10)	3,256,767		3,268,689	
Goodwill	(11)	-		-	
Intangible assets	(11)	7,731,270		7,614,511	
investment in subsidiaries	(12)	967,182,336		990,659,456	
Deferred-tax assets	(13)	66,883		441,147	
Other non-current assets	(16)	611,418		27,800	
Other non-current financial assets	(15)	12,127,022	12,127,022	13,155,131	13,155,131
Total non-current assets		990,975,696		1,015,166,734	
<i>Current assets</i>					
Inventories		-		-	
Trade receivables	(14)	377,142		161,490	
Trade receivables from Group companies	(14)	42,374,244	42,374,244	45,693,810	45,693,810
Financial receivables	(15)	18,333,341	18,333,341	9,486,940	9,486,940
Other current assets	(16)	6,144,608		14,503,785	
Other current financial assets	(19)	54,441,927	54,441,927	57,236	
Cash and cash equivalents	(17)	17,163,882		79,952,834	
Total current assets		138,835,144		149,856,095	
TOTAL ASSETS		1,129,810,840		1,165,022,829	

Statement of financial position (continued)

(in €)	Notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
LIABILITIES AND SHAREHOLDERS' EQUITY					
<i>Shareholders' equity</i>					
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)	612,200,781		612,751,849	
Treasury shares	(18)	(343,302,444)		(251,782,588)	
Net profit for the year		150,154,841		56,373,088	
Total shareholders' equity		504,346,189		502,635,360	
<i>Non-current liabilities</i>					
Non-current financial liabilities	(19)	477,378,077		467,690,576	
Other non-current financial liabilities to Group companies	(19)	1,709,693	1,709,693	1,830,415	1,830,415
Provisions for employee benefits	(20)	679,202		836,881	
Provisions for risks and charges	(21)	999,994		399,994	
Deferred tax liabilities	(13)	422,810		-	
Other non-current liabilities	(22)	2,239,835		1,281,655	
Total non-current liabilities		483,429,611		472,039,521	
<i>Current liabilities</i>					
Trade payables	(23)	6,053,839		4,401,217	
Trade payables to Group companies	(23)	4,630,233	4,630,233	5,689,153	5,689,153
Current financial liabilities	(19)	15,046,734		322,875	
Financial liabilities to Group companies	(19)	101,170,914	101,170,914	168,151,285	168,151,285
Other current liabilities	(24)	9,417,670		11,514,495	
Other financial liabilities	(19)	284,905		268,923	
Current tax liabilities		5,430,745		-	
Total current liabilities		142,035,040		190,347,948	
TOTAL LIABILITIES		625,464,651		662,387,469	
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		1,129,810,840		1,165,022,829	

3.4. Statement of Cash Flows

pursuant to CONSOB resolution no. 15519 of 27 July 2006

<i>(in € thousands)</i>	notes	12/31/2025	Amount with related parties	12/31/2024	Amount with related parties
Cash flow from operating activities					
Net profit for the year		150,155		56,373	
Adjustments for:					
- Income taxes	(8)	(5,134)		(9,140)	
- Depreciation and amortization	(10) (11)	2,582		2,368	
- Financial expense (income)	(6) (7)	(178,859)		(79,210)	
- Additions to/(Utilizations of) provisions for risks	(21)	600		300	
- (Gain)/losses on disposal of non-current assets		-		-	
- Additions to/ (Reversals of) provisions for employee severance indemnities and other benefits	(20)	1,200		1,083	
- Changes in equity reserve:		-		-	
- Stock option reserve	(18)	4,542		4,494	
- Currency translation reserve	(18)	-		-	
- Changes in other non-current assets/liabilities	(16) (22)	(982)		(643)	-
Cash flow from operating activities before changes in working capital		(25,896)		(24,375)	
(Increase)/Decrease in current receivables	(14)	1,123	72,775	2,678	9,487
(Increase)/(Decrease) in trade payables	(23)	594	(4,630)	(2,184)	(5,689)
(Increase)/Decrease in other current items		29,027		36,272	
Cash from operating activities		4,848		12,391	
Income taxes paid		(8,403)		-	
(Paid)/ collected interests		685		(1,590)	
Net cash from operating activities		(2,870)		10,801	
Investments in intangibles	(11)	(1,648)		(691)	
Investments in property, plant and equipment	(10)	(487)		(354)	
Net (investments) Disposals in investment in subsidiaries	(12)	30,314		177	
Dividends received	(7)	133,685	133,685	91,369	91,369
Divestments of tangible assets	(10) (11)	26		155	
Cash from investing activities		161,890		90,656	
(Repayment of)/ Proceeds from loans and other financial liabilities	(19)	11,979		(45,889)	
Increase/(Decrease) in financial items due to Group companies	(19)	(73,971)	(73,971)	15,729	15,725
(Purchase)/Sale of treasury shares, stock options exercise	(18)	(96,277)		37,560	
Dividend distribution	(18)	(63,539)		(61,277)	
Cash from financing activities		(221,808)		(53,877)	
Net change in cash and cash equivalents		(62,789)		47,579	
Cash and cash equivalents- Opening balance		79,953		32,374	
Cash and cash equivalents - Closing balance		17,164		79,953	

3.5. Statement of changes in shareholders' equity

<i>(in € thousands)</i>	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 12/31/2023	(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	(18)	55,948	(251,783)	18,155	11,190	25,714	251,783	-	335,255	56,373	502,635
Appropriation of previous year's profit	(18)	-	-	-	-	-	-	-	56,373	(56,373)	-
Dividend distribution	(18)	-	-	-	-	-	-	-	(63,550)	-	(63,550)
Stock options and other changes	(18) (26)	-	-	-	-	778	-	-	10,600	-	11,378
Sale/(Purchase) of treasury shares	(18)	-	(91,519)	-	-	-	91,519	-	(96,277)	-	(96,277)
Profit for the year	(18) (9)	-	-	-	-	-	-	-	-	150,155	150,155
Gains/(losses) on remeasurement of defined benefit plans, net of tax effects	(18) (20)	-	-	-	-	-	-	-	5	-	5
Other changes in the comprehensive income statement	(18)	-	-	-	-	-	-	-	5	-	5
Comprehensive profit	(18) (9)	-	-	-	-	-	-	-	5	150,155	150,160
Shareholder's equity at 12/31/2025		55,948	(343,302)	18,155	11,190	26,492	343,302	-	242,406	150,155	504,346

3.6. Notes to the financial statements of Diasorin S.p.A. at 31 December 2025

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 20 March 2026, the Board of Directors authorized the publication of these financial statements.

Principles for the preparation of the statutory financial statements

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 approved and 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.

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 Parent Company 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 Income Statement and the Comprehensive Income Statement have 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 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 "Transactions with related parties" (see Note 30).

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:

1. Other assets;
2. Assets under construction and advances;
3. Right-of-use assets (in accordance with IFRS 16 reporting standard)

Property, plant and equipment are recognized at their acquisition or production cost, plus directly attributable incidental expenses. Their cost is reduced by depreciation and write-downs.

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 Parent 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 Parent 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 Parent 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:

Type	Depreciation rate
Right-of-use assets	Contract term
Other assets	20%

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 Parent 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 intangible assets

Other intangibles 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 cost, which is their purchase price plus incidental expenses.

The gross carrying amount of other intangible assets with a finite useful life is systematically allocated over the periods of their expected use, through the recognition of straight-line amortization charges based on their estimated useful life.

In the first year, amortization is computed based on the length of time during which the asset is effectively in use. Amortization rates are as follows:

Type	Amortization rate
Concessions, licenses and similar rights	6.67-10% or contract term
Trademark	5% - 10%
Industrial patent and intellectual property rights	Based on the legal/contractual term

The term 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 term 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 Parent 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. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, regardless of whether there is any indication of impairment, or more frequently whenever there is an indication that the asset may be impaired.

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 Parent 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 Parent Company estimates the recoverable amount of the CGU to which the asset belongs.

Specifically, the Parent Company Diasorin, has identified the CGUs at the Legal Entity level. 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.

Investments in subsidiaries

As required by IFRS 5, investment in subsidiaries 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 investment in subsidiaries 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; where such indications exist, the carrying amount is tested for impairment to ensure its recoverability.

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 investment in subsidiaries 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 investment in subsidiaries is increased to take into account stock options and equity plans 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.

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 Parent 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 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 Parent Company 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.

The Parent Company 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 Parent Company'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, labour 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 labour 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 Parent Company's obligations at the beginning of the year, computed by discounting future outlays by the same rate as that used to estimate the 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 equity plans). In accordance with IFRS 2 "Share-based Payment," stock options and equity plans 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 favour 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. Deferred tax assets and liabilities are also recognized in relation to 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 calculated based on the tax rate in effect at the reporting date, or the rate expected to be in effect when the asset is realized or the liability is 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.

Global Minimum Tax

The global minimum tax regime for global multinational enterprises (the so-called "Global Minimum Tax), as set out by the OECD/G20 agreement and transposed into EU law by Directive (EU) 2022/2523, was introduced in Italy by Legislative Decree No. 209 of 27 December 2023 and subsequent implementing decrees, effective from tax year 2024.

The Global Minimum Tax is a coordinated set of rules ensuring that corporate groups with consolidated revenues exceeding €750 million are subject to a minimum effective tax rate of 15% in each jurisdiction where they operate, through the application — where necessary — of a Top-up Tax.

The Diasorin Group is subject to the Global Minimum Tax framework, having exceeded the relevant quantitative thresholds.

The regime under review provides for simplified transitional regimes (transitional safe harbours), established within the OECD framework to substantially streamline the application rules during the 2024-2026 transitional period (recently extended by one year, until 2027).

Under the transitional regimes, the top-up tax for a specific jurisdiction and year is set at zero if the local entities satisfy certain criteria. The safe harbour applies if at least one of the three tests is satisfied ('Simplified Effective Tax Rate', 'Routine Profits', or 'Transitional De Minimis'), using data mainly sourced from the Country-by-Country Report filed by the Parent Company.

The Diasorin Group assessed its potential exposure to the top-up tax based on 2025 fiscal year data. The analyses performed show no material impact, as the Group benefits from the simplified transitional regimes in almost all its operating jurisdictions; meanwhile, in the few countries where an analytical calculation was required, the Group meets the minimum 15% tax level.

As of 2024, the Diasorin Group has applied the exception to the recognition and disclosure of deferred tax assets and liabilities related to Pillar Two income taxes, as provided for in paragraph 4A of IAS 12.

Furthermore, it should be noted that there are no impacts on Diasorin S.p.A.

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 Parent Company. 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 instalments subject to discounting include: fixed instalments; variable rents due to an index or rate; the redemption price, where it exists and where the Parent Company 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 Parent Company 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 instalment 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 instalments 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 Parent 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 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 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 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).

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. These primarily relate to late payment interest on injunction orders filed against customers

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 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.

Research and development costs

This item primarily includes the costs of managing and monitoring regulatory compliance and preparing the technical documentation required for product registration in all countries where the Group operates.

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 2025.

Document title	Effective date	EU Regulation and publication date	Endorsement date	Issue date
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability	1 January 2025	13 November 2024	12 November 2024	15 August 2023

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 2026.

Document title	Effective date	EU Regulation and publication date	Endorsement date
Amendments to the Classification and Measurement of Financial Instruments (IFRS 9 and IFRS 7)	1 January 2026	28 May 2025	25 May 2025
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	1 January 2026	1 July 2025	30 June 2025
Annual Improvements Volume 11 (issued on 18 July 2024)	1 January 2026	10 July 2025	9 July 2025

IAS/IFRS and related IFRIC interpretations applicable to financial statements for reporting periods beginning after 1 January 2025 and/or documents NOT yet endorsed by the EU at 31 December 2025.

Please note that these standards and interpretations shall apply only after endorsement by the EU.

Document title	Effective date of the IASB document	Expected EU endorsement date	IASB issue date
Accounting standards			
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027	5 May 2025	9 April 2024
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027	25 September 2025	9 May 2024
Amendments			
Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency	1 January 2027	TBD	13 November 2025
Amendments to IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027	18 December 2025	21 August 2025

The Parent Company does not plan for the early adoption of the aforementioned new standards, amendments, and interpretations, and will adopt them as of their planned application date, once they have been endorsed by the European Union. The Parent Company is currently evaluating the potential impact of these amendments on its consolidated financial statements.

New accounting standards endorsed and adopted by the Company

This note sets out the impact of the adoption of amendments to accounting standards on the consolidated financial statements, which have been applied since January 1, 2025, to the extent that they differ from those applied in previous periods.

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 are effective on 1 January 2025. No significant impacts on the financial statements were identified during the period under review.

New amendments and standards issued but not yet adopted by the Group and/or not yet endorsed

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 so-called 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 environmental, social and governance (ESG) targets);
- d) update of the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7

In December 2024, the IASB issued amendments to IFRS 9 and IFRS 7- Contracts Referencing Nature-dependent Electricity. These amendments apply exclusively to contracts referring to this type of electricity and:

- a) clarify the application of the 'own-use' requirements for in-scope contracts;
- b) amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts;
- c) add new disclosure requirements to enable investors to understand the effects of these contracts on a company's financial performance and cash flows.

Annual Improvements Volume 11

The IASB annual improvement project provides a streamlined process for dealing efficiently with a collection of amendments to IFRS. The main objective of the process is to improve the quality of standards, by amending existing IFRS to clarify guidance and wording, or to correct for relatively minor unintended consequences, conflicts or oversights.

The Parent Company will adopt the aforementioned new standards, amendments, and interpretations as of their planned application date, once they have been endorsed by the European Union.

IFRS 18 Presentation and Disclosure in Financial Statements

The new accounting standard IFRS 18 establishes new requirements for the presentation of financial statements, with a particular focus on the statement of profit or loss. These include requirements for the presentation of subtotals, the aggregation and disaggregation of information, and disclosures on performance measures.

The Parent Company is currently working to identify the impacts that these amendments will have on its financial statements and the related notes. The preliminary assessments of the key impacts expected on the Parent Company's consolidated financial statements are as follows:

- exchange differences will be classified within the same category as the related income and expenses that originated the exchange difference;
- new disclosure requirements will be introduced with reference to: (a) management-defined performance measures; (b) expenses by nature, where expenses are presented by function within the "operating" category in the statement of profit/(loss); and (c) a reconciliation, for each line item in the income statement, between the amounts restated by applying the IFRS 18 and those previously presented under IAS 1;
- interest income and interest expense will be classified, respectively, under investing activities and financing activities in the statement of cash flows.

IFRS 19 Subsidiaries without Public Accountability: Disclosures

In May 2024, the IASB issued IFRS 19, which allows eligible entities to apply reduced disclosure requirements while continuing to fully comply with the recognition, measurement, and presentation requirements of other IFRS Accounting Standards.

At the end of the reporting period, an entity is eligible to apply IFRS 19 if it:

- a) is a subsidiary, as defined by IFRS 19;
- b) does not have public accountability;
- c) is included in the scope of consolidation of an ultimate or intermediate parent company that prepares the Company's financial statements in accordance with IFRS Accounting Standards and makes them available to the public.

The adoption of IFRS 19 therefore allows for a simplification of disclosure requirements, without any effect on the recognition, measurement, or presentation of transactions. As the Parent Company's shares are publicly traded, the Parent Company is not eligible to apply IFRS 19.

Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates: Translation to a Hyperinflationary Presentation Currency

The amendments to IAS 21 provide clarifications regarding the assessment of a currency's exchangeability and the methods for determining the spot exchange rate in cases where such exchangeability is lacking. Specifically, the standard specifies the criteria to be applied to determine

whether an entity is able to exchange a currency into another currency, and the method to be used to estimate the representative exchange rate where exchangeability is not possible.

The amendments also introduce additional disclosure requirements that enable users of financial statements to understand the current or prospective impact of non-exchangeable currencies on the company's financial performance, financial position, and cash flows.

The Parent Company is currently evaluating how these changes will affect its financial statements; consequently, any potential impacts are still being determined.

Analysis of financial risks

The table below lists material assets/liabilities by category, in accordance with the requirements of IFRS 7:

(in € thousands)	Notes	12/31/2025			12/31/2024		
		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)	12,127	12,127	-	13,155	13,155	-
Total non-current financial assets		12,127	12,127	-	13,155	13,155	-
Trade receivables	(14)	377	377	-	161	161	-
Trade receivable from Group companies	(14)	42,374	42,374	-	45,694	45,694	-
Other current assets	(16)	6,145	6,145	-	14,546	14,546	-
Other current financial assets	(19)	54,442	54,442	-	57	57	-
Intercompany financial receivables	(19)	18,333	18,333	-	9,487	9,487	-
Cash and cash equivalents	(17)	17,164	17,164	-	79,953	79,953	-
Total current financial assets		138,835	138,835	-	149,898	149,898	-
Total financial assets		150,963	150,963	-	163,053	163,053	-

(in € thousands)	Notes	12/31/2025			12/31/2024		
		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)	476,860	476,860	-	467,244	467,244	-
Financial lease liabilities (IFRS 16)	(19)	2,228	2,228	-	2,277	2,277	-
Due for Put/Call option rights	(22)	2,238	-	2,238	1,282	-	1,282
Total non-current financial liabilities		481,326	479,088	2,238	470,803	469,521	1,282
Trade payables	(23)	6,054	6,054	-	4,401	4,401	-
Trade payables due to Group companies	(23)	4,630	4,630	-	5,689	5,689	-
Financial payables due to Group companies	(19)	101,050	101,050	-	168,040	168,040	-
Revolving Credit Facility granted to Diasorin S.p.A.	(19)	14,637	14,637	-	-	-	-
Financial lease liabilities (IFRS 16)	(19)	531	531	-	434	434	-
Other current financial liabilities	(19)	285	-	285	269	-	269
Total current financial liabilities		127,066	126,902	285	178,833	178,564	269
Total financial liabilities		608,392	605,990	2,402	649,636	648,085	1,551

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 € 285 thousand at 31 December 2025 (negative by € 269 thousand at 31 December 2024).

The term of financial liabilities for lease contracts is provided in Note 20. In accordance with IFRS 16, interest expense on leases amounted to € 200 thousand at 31 December 2025.

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. A 5% fluctuation in the main currencies in which the Company operates, net of existing hedges, would have an immaterial impact on the income statement.

As of December 31, 2025, forward foreign exchange hedges show a net negative fair value of **€ 285 thousand**, an increase as against the negative value recorded in the previous year.

As to interest rate and considering that the convertible bond does not accrue interest, the Company reports gross debt of **€ 515 million**, with interest-bearing third-party debt limited to **€ 15 million**; the Company holds **€ 17.2 million** in **cash** against this exposure, with a net third-party balance roughly at break-even. Conversely, intercompany balances reflect a **net debt** of approximately **€ 83.7 million**, representing the net of receivables from and payables to other Group entities.

Applying a **+2%** sensitivity to interest rates shows that income and expense on net third-party exposure largely offset, with no significant overall impact. As for intercompany balances, the sensitivity analysis indicates an estimated net negative effect of about **€ 1.67 million**.

Credit risk

The Parent Company's trade receivables were € 458 thousand and the related allowance for doubtful account amounted to € 81 thousand.

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 consolidated financial debt is as follows:

	(in € thousands)	12/31/2025	12/31/2024
A	Cash on hand	17,164	79,953
B	Cash equivalents	-	-
C	Other current financial assets	72,775	9,544
D	Liquidity (A+B+C)	89,939	89,497
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	116,503	168,743
F	Current portion of non-current financial debt	-	-
G	Current financial debt (E+F)	116,503	168,743
H	Net current financial debt (G-D)	26,564	79,246
I	Non-current financial debt (excluding the current portion and debt instruments)	2,228	2,277
J	Debt instruments	476,860	467,244
K	Trade payables and other non-current debts	-	-
L	Non-current financial debt (I+J+K)	479,088	469,521
M	Total financial debt (H+L)	505,652	548,767

At 31 December 2025, cash and cash equivalent amounted to € 17,164 thousand.

Current financial debt includes € 101,050 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 (€ 476,860 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.

Impairment of non-current assets

Non-current assets include property, plant and equipment, intangible assets, investment in subsidiaries 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 intangibles 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 and equity 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 subject 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 consolidated 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

1) Revenues

Revenues consist solely of services provided to subsidiaries under centralized service agreements, totalling € 27,589 thousand (€ 28,834 thousand in 2024) and 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 2025, sales and marketing expenses amounted to € 14,191 thousand (€ 13,902 thousand in 2024). This item consists mainly of marketing costs incurred to promote and distribute Diasorin products.

3) Research and development costs

In 2025, research and development costs were € 6,406 thousand (€ 4,563 thousand in 2024) and include costs to manage and monitor regulatory compliance and to prepare documentation for product registration in all countries where the Group operates. The change was due to the labour cost for corporate-level staff involved in R&D activities.

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 € 34,680 thousand (€ 33,486 thousand in 2024). Expenses incurred with related parties amounted to € 8,628 thousand. The remuneration of the Board of Directors, excluding the Company’s employees, amounted to € 1,012 thousand, and remuneration of the Statutory Auditors amounted to € 153 thousand.

Regarding the classification of costs by nature, depreciation and amortization in 2025 amounted to € 2,582 thousand (€ 2,368 thousand in 2024).

<i>(in € thousands)</i>	2025	2024
Depreciation of property, plant and equipment	645	516
Amortization of intangibles	1,937	1,852
Total	2,582	2,368

Depreciation of property, plant and equipment held by the Group’s Parent company were € 645 thousand (€ 516 thousand in 2024) and refer mainly to the rights of use.

Costs for amortization of intangible assets were recognized under sales and marketing expenses (€ 1,182 thousand) and general and administrative expenses (€ 746 thousand), broken down as follows:

<i>(in € thousands)</i>	2025	2024
Sales and marketing expenses	1,182	1,062
Research and development costs	7	7
General and administrative expenses	746	783
Total	1,937	1,852

Labor costs amounted to € 29,065 thousand, broken down as follows:

<i>(in € thousands)</i>	2025	2024
Wages and salaries	18,017	17,978
Social security contributions	5,273	4,592
Severance indemnities paid and other benefits	1,054	1,114
Cost of stock option plan	4,542	3,970
Other labour costs	179	161
Total	29,065	27,815

The following table details the average number of Company's employees:

	2025	2024
Blue collars	1	1
White collars	98	88
Executives	39	36
Total	138	125

5) Other operating income (expense)

At 31 December 2025, other operating expenses amounted to € 6,149 thousand (€ 8,860 thousand in 2024). 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:

<i>(in € thousands)</i>	2025	2024
Intra-Group services	(956)	(1,748)
Trade-related foreign exchange differences	175	(59)
Tax charges	(1)	(123)
Additions to the allowances for doubtful accounts and provisions for risks and charges	-	(300)
Other operating (expense) and income	(3,536)	(5,437)
Non-recurring charges	(1,831)	(1,193)
Other operating (expenses) and income	(6,149)	(8,860)

The balance of other operating expense and income include non-recurring charges amounting to € 1,831 thousand mainly associated with the integration of the Luminex Group and € 3,536 thousand relating to net-non recurring expenses.

6) Financial income

In 2025, financial income was € 196,373 thousand, mainly due to:

- Dividends received by Group companies amounting to € 190,128 thousand;
- Write-down of the investment in Diasorin South Africa (PTY) Ltd amounting to € 314 thousand;
- Interests related to Group companies amounting to € 877 thousand;
- Interest and other income, amounting to € 5,682 thousand.

The following table provides a breakdown of dividends received from Group companies in 2025:

<i>(in € thousands)</i>	2025	2024
Diasorin Italia S.p.A.	106,835	84,323
Diasorin Inc. (USA)	42,423	-
Diasorin Iberia S.A.	5,200	-
Diasorin S.A/N.V. (Belgium)	8,800	2,500
Diasorin Ltd (Israel)	-	800
Diasorin S.A. (France)	1,000	500
Diasorin Austria GmbH (Austria)	2,800	900
Diasorin Czech s.r.o.	1,506	386
Diasorin Deutschand GmbH	3,100	-
Diasorin Ltd (UK)	3,007	-
Diasorin AB (Sweden)	1,053	401
Diasorin Switzerland AG	1,065	629
Diasorin I.N. Limited	12,500	-
Diasorin Australia (Pty) Ltd	839	930
Total dividends received	190,128	91,369

7) Financial expenses

Financial expenses amounted to € 17,513 thousand and include:

- € 9,616 thousand in notional interest accrued on the convertible bond at its amortized cost;
- € 1,014 thousand in cash pooling interests;
- € 4,105 thousand in financial exchange differences.

8) Income taxes

Income taxes were positive (income) and amounted to € 5,134 thousand, mainly as a result of the income deriving from the remuneration of the IRES tax loss contributed to the tax consolidation

<i>(in € thousands)</i>	2025	2024
Current income taxes:		
IRAP	-	-
IRES	(8,952)	(8,871)
Other income taxes (non-deductible taxes/ taxes of previous years)	3,023	(211)
Deferred taxes	795	(58)
Total income taxes for the year	(5,134)	(9,140)

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:

<i>(in € thousands)</i>	2025	2024
Profit before taxes	145,021	47,232
Ordinary tax rate	24.00%	24.00%
Theoretical income taxes	34,804	11,336
Tax effect of permanent differences	(42,961)	(20,266)
Other income taxes (non-deductible taxes/ taxes of previous years)	3,023	(211)
Income taxes on reported income	(5,134)	(9,140)
Effective tax rate	n.s.	n.s.

The 2025 effective tax rate is zero, as the Parent Company has negative taxable income due to the dividend exemption regime.

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.

Consolidated 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 2025 and 2024:

(in € thousands)	At 31 December 2024	Additions	Disposals	Reclassifications and other changes	At 31 December 2025
Other assets	393	70	-	-	464
Assets under construction and advances	406	417	-	(405)	418
IFRS 16 rights of use	3,590	577	(36)	-	4,131
Total property, plant and equipment	4,389	1,064	(36)	(405)	5,012

(in € thousands)	At 31 December 2023	Additions	Disposals	Reclassifications and other changes	At 31 December 2024
Manufacturing and distribution equipment	68	-	(68)	-	-
Other assets	316	11	-	66	393
Assets under construction and advances	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

The following changes occurred in the corresponding accumulated depreciation accounts in 2025 and 2024:

(in € thousands)	At 31 December 2024	Depreciation	Disposals	Reclassifications and other changes	At 31 December 2025
Other assets	146	84	-	-	230
IFRS 16 rights of use	973	561	(11)	-	1,524
Total property, plant and equipment	1,119	644	(11)	-	1,753

(in € thousands)	At 31 December 2023	Depreciation	Disposals	Reclassifications and other changes	At 31 December 2024
Manufacturing and distribution equipment	19	1	(20)	-	-
Other assets	68	78	-	-	146
Assets under construction and advances	-	-	-	-	-
IFRS 16 rights of use	601	438	(67)	1	973
Total property, plant and equipment	688	517	(87)	1	1,119

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 2024	Additions	Depreciation	Disposals	Reclassifications and other changes	At 31 December 2025
Other assets	246	70	84	-	-	233
Assets under construction and advances	406	417	-	-	(405)	418
IFRS 16 rights of use	2,616	577	561	(26)	-	2,607
Total property, plant and equipment	3,269	1,064	644	(26)	(405)	3,257

(in € thousands)	At 31 December 2023	Additions	Depreciation	Disposals	Reclassifications and other changes	At 31 December 2024
Manufacturing and distribution equipment	49	-	1	(48)	-	-
Other assets	248	11	78	-	66	246
Assets under construction and advances	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

Tangible assets include “Right-of-use Assets” for a total amount of € 2,607 thousand at 31 December 2025, 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 € 1,798 thousand at 31 December 2025, along with right-of-use assets relating to other assets - particularly company vehicles rentals – for a total of € 809 thousand at 31 December 2025.

11) Intangible assets

In 2025 and in 2024, changes in the gross carrying amount of intangible assets were as follows:

(in € thousands)	At 31 December 2024	Additions	Reclassifications and other changes	At 31 December 2025
Concessions, licenses and trademarks	23,597	1,620	406	25,623
Industrial patents and intellectual property rights	2,624	28	-	2,652
Total intangible assets	26,221	1,648	406	28,275

(in € thousands)	At 31 December 2023	Additions	Reclassifications 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 intangible assets	24,484	691	1,046	26,221

The following changes occurred in the corresponding accumulated amortization accounts in 2025 and 2024:

<i>(in € thousands)</i>	At 31 December 2024	Amortization	At 31 December 2025
Concessions, licenses and trademarks	16,236	1,812	18,048
Industrial patents and intellectual property rights	2,371	125	2,496
Total intangible assets	18,607	1,937	20,544

<i>(in € thousands)</i>	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 intangible assets	16,755	1,852	18,607

A breakdown of the net carrying value of intangible assets at 31 December 2025 and 2024 is provided below:

<i>(in € thousands)</i>	At 31 December 2024	Additions	Amortization	Reclassifications and other changes	At 31 December 2025
Concessions, licenses and trademarks	7,362	1,620	1,812	406	7,576
Industrial patents and intellectual property rights	252	28	125	-	155
Total intangible assets	7,614	1,648	1,937	406	7,731

<i>(in € thousands)</i>	At 31 December 2023	Additions	Amortization	Reclassifications 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 intangible assets	7,729	691	1,852	1,046	7,614

Concessions, licenses and trademarks

At 31 December 2025, the item amounted to € 7,731 thousand. The change compared to 31 December 2024 is due to additions relating to licenses acquired in 2025 for the SAP 4/HANA migration, net of amortization of the period (€ 1,937 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) Investments in subsidiaries

At 31 December 2025, investments in subsidiaries were € 967,182 thousand.

The table that follows shows the changes that occurred in 2025:

Company	Head office location	12/31/2024	Change	12/31/2025
Diasorin Italia S.p.A	Saluggia (Italy)	353,550	(29,691)	323,859
Diasorin S.A/N.V.	Bruxelles (Belgium)	1,145	-	1,145
Diasorin Ltda	Sao Paulo (Brazil)	10,908	4	10,912
Diasorin S.A.	Antony (France)	2,511	9	2,520
Diasorin Iberia S.A.	Madrid (Spain)	5,348	-	5,348
Diasorin Ltd	Blewbury (United Kingdom)	1,093	109	1,202
Diasorin Inc.	Stillwater (United States)	592,794	6,273	599,067
Diasorin Mexico S.A de C.V.	Mexico City (Mexico)	3,296	-	3,296
Diasorin Deutschland GmbH	Dietzenbach (Germany)	5,633	53	5,686
Diasorin AB	Solna (Sweden)	4,819	-	4,819
Diasorin Ltd	Rosh Haayin (Israel)	-	-	-
Diasorin Austria GmbH	Wien (Austria)	1,035	6	1,041
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)	315	(315)	-
Diasorin Australia (Pty) Ltd	Sydney (Australia)	2,287	47	2,334
Diasorin Ltd	Shanghai (China)	681	22	703
Diasorin Switzerland AG	Risch (Switzerland)	243	6	249
Diasorin Apac	Singapore	10	-	10
Diasorin Dubai	Dubai	11	-	11
Diasorin I.N. Limited	Dublin	-	1	1
Total Investments in subsidiaries		990,659	(23,477)	967,182

The change of € 23,477 thousand, was mainly due to:

- the increase in stock option and equity plan costs awarded to employees of subsidiaries, for a total amount of € 6,838 thousand;
- the distribution of the share premium reserve of Diasorin Italia S.p.A for € 30,000 thousand;
- the write-down of the investment in Diasorin South Africa (Pty) Ltd for € 315 thousand, following its closure.

Starting from 2025, the Group has adopted a new impairment testing procedure, which requires all investments showing at least one impairment indicator to undergo impairment testing at least annually.

The impairment test was completed on the basis of the most recent projections of economic results and cash flows for future years (2026-2028) approved by the Board of Directors on 22 December 2025 for the impairment test. The Group's new 2026-2030 Business Plan is currently being finalized and is expected to be approved by the Board of Directors within the first half of 2026.

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 legal entity to take into account the specific risk associated with the Group's activities 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 Sweden	6.83%
Diasorin Brazil	8.56%
Diasorin China	7.23%

A terminal value was subsequently determined using a perpetual growth rate (g-rate) of 1.99% for all legal entities.

The results of the impairment test did not indicate any impairment losses.

Pursuant to IAS 36, the impairment test results were tested under three different stress scenarios to assess the sensitivity of the recoverable amount to changes in key assumptions:

- Cost of Capital (WACC): the Company determined the break-even WACC, i.e., the discount rate at which the recoverable amount equals the carrying amount. Additionally, a prudential stress test of +/- 25 bps was applied to the current WACC to reflect financial market volatility
- Long-term Growth (g-rate): application of a +/- 25 bps stress test to the long-term growth rate, in order to assess the sensitivity of the terminal value to more moderate growth scenarios

The joint application of the first two sensitivity scenarios resulted in no significant impairment, confirming the robustness of the carrying amounts despite uncertainty in the key test variables.

The following table shows the Break-even WACCs:

Company	WACC
Diasorin Brazil	10.94%
Diasorin Sweden	35.79%
Diasorin China	7.57%

- Operational Stress Test (Revenues): although the 2026 Budget remains the best estimate of expected cash flows, the sensitivity analysis considered deteriorated macroeconomic and operational scenarios, simulating an adverse 2026 scenario with a 3% flat revenue reduction across all companies included in the test. The reduction resulting from the stress test can be considered immaterial. The resilience shown by the test, even in the event of a revenue reduction, confirms the absence of any impairment indicators

The list of investments held by the Parent Company is provided below:

	Head office location	Currency	Share capital (*)	Net profit/(loss) for the year (*)	Shareholders' equity in latest approved financial statements (*)	Value per share or partnership interest	% interest held directly	Investment value at 31.12.2025 (euro thousand)
Diasorin Italia S.p.A.	Saluggia (Italy)	Euro	1,050,000	106,834,812	460,956,412	1	100%	323,859
Diasorin S.A/N.V.	Bruxelles (Belgium)	Euro	1,674,000	3,572,528	7,739,087	6,696	100%	1,145
Diasorin Ltda	Sao Paulo (Brazil)	BRL	65,547,409	6,309,000	58,039,000	1	100%	10,912
Diasorin S.A.S. Unipersonnelle	Antony (France)	Euro	960,000	1,340,244	10,352,420	15,3	100%	2,520
Diasorin Iberia S.A.	Madrid (Spain)	Euro	1,453,687	635,124	10,809,378	6,01	100%	5,348
Diasorin Ltd	Dartford (UK)	GBP	500	4,696,839	819,860	1	100%	1,202
Diasorin Inc.	Stillwater (USA)	USD	1	103,831,400	1,520,017,500	0,01	100%	599,067
Diasorin Mexico S.A de C.V.	Mexico City (Mexico)	MXP	63,797,082	9,395,642	82,446,562	1	100%	3,296
Diasorin Deutschland GmbH	Dietzenbach (Germany)	Euro	275,000	4,024,834	9,523,344	275,000	100%	5,686
Diasorin AB	Solna (Sweden)	SEK	5,000,000	7,441,107	39,225,350	100	100%	4,819
Diasorin Ltd	Rosh HaAyin (Israel)	ILS	100	862,000	16,057,000	1	100%	0
Diasorin Austria GmbH	Wiena (Austria)	Euro	35,000	1,146,866	3,840,532	35,000	100%	1,041
Diasorin Czech s.r.o.	Prague (Czech Republic)	CZK	200,000	15,513,000	100,924,000	200,000	100%	2,126
Diasorin I.N. Limited	Dublin (Ireland)	Euro	1	1,005,644	12,806,607	0,01	100%	0
Diasorin Australia (Pty) Ltd	Sydney (Australia)	AUD	3,300,000	1,563,353	14,134,731	33,000	100%	2,334
Diasorin Ltd	Shanghai (China)	RMB	22,000,000	-78,412,976	-112,490,506	1	76%	703
Diasorin Switzerland AG	Rotkreuz (Switzerland)	CHF	100,000	853,958	1,336,988	100	100%	249
Diasorin Poland sp. z o.o.	Warsaw (Poland)	PLN	550,000	897,602	15,214,644	50	100%	2,854
Diasorin APAC Pte. Ltd.	Singapore (Singapore)	EUR	1	147,894	536,598	N/A	100%	10
Diasorin Middle East FZ-LLC	Dubai (UAE)	AED	50,000	5,688	235,920	1,000	100%	12

(*) amounts in local currency

13) Deferred-tax assets

Deferred-tax assets amounted to € 356 thousand.

The balance reflects the deferred-tax assets computed on the temporary differences between the asset and liabilities amounts used to prepare the consolidated 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)	12/31/2025	12/31/2024
Positive changes:		
Amortization /intangible assets	116	177
Provisions for risks and charges	-	118
Provisions for employee benefits	171	100
Other charges deductible in future years	34	46
Total	321	441
Negative changes:		
Uncollected dividends	677	-
Total	677	-
Total deferred-tax assets	356	441

14) Trade receivables

Trade receivables were € 42,751 thousand (€ 45,855 thousand at 31 December 2024) 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 2024.

15) Financial receivables and other non-current financial assets

The balance of € 84,902 thousand (€ 22,642 thousand at 31 December 2024) includes primarily:

- € 13,117 thousand in loans provided to Group companies (of which € 990 thousand for current portion and € 12,127 thousand for non-current portion);
- € 17,343 thousand in positive balances arising from the centralized cash management system managed by the Group's Parent Company;
- € 54,442 in financial receivables from subsidiaries for dividends declared but not yet collected.

The change in loans provided to Group companies is as follows:

Subsidiary	Balance at 12/31/2025	Balance at 12/31/2024	changes
Diasorin Middle East FZ-LLC (Dubai)	77	83	(6)
Diasorin Ltd (China)	13,040	13,674	(634)
Total loans	13,117	13,757	(640)

At 31 December 2025, 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 € 6,144 thousand and include amounts due from tax authorities. Other non-current assets amounted to € 611 thousand.

17) Cash and cash equivalents

Cash and cash equivalents amounted to € 17,164 thousand at 31 December 2025 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) Shareholder's equity

Share capital

At 31 December 2025, 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 2024.

Treasury shares

At 31 December 2025, the amount of treasury shares was 2,947,590, (5.27% of the share capital) totalling € 343,302 thousand (€ 251,783 thousand at 31 December 2024).

The increase of € 91,519 thousand compared to 31 December 2024, reflects the net effect deriving from the withdrawal related to increased voting rights for 942,627 shares, amounting to € 97,138 thousand, and the allocation of a first tranche of shares under the 2024 equity plan (no 19,575 options), a second tranche of shares under the 2024 equity plan (no 14,032 options), a third tranche of shares under the equity plan (no 7,728 options) for a total amount of € 5,075 thousand and the exercise of no. 10,000 options under the 2016 stock option plan, for a total amount of € 543 thousand.

Share premium reserve

This reserve amounted to € 18,155 thousand at 31 December 2025 and no changes occurred compared with 31 December 2024.

Statutory reserve

This reserve amounted to € 11,190 thousand. The reserve remained unchanged during the period, having already reached 20% of the share capital.

Other reserves and retained earnings

A breakdown of other reserves and retained earnings is as follows:

<i>(in € thousands)</i>	12/31/2025	12/31/2024	<i>change</i>
Reserve for treasury shares	343,302	251,783	91,519
Reserve for stock options and equity plans	26,492	25,714	778
Gains/(losses) on remeasurement of defined benefit plans	(1,146)	(1,151)	5
Other reserves	11,033	9,649	1,384
Retained earnings	172,720	265,951	(93,231)
Convertible bond	59,800	59,800	-
IFRS transition reserve	-	1,006	(1,006)
Total Other reserves and retained earnings	612,201	612,752	(551)

Reserve for treasury shares

At 31 December 2025, the reserve for treasury shares amounted to € 343,302 thousand. For an analysis of treasury shares and related movements, see the relevant section in this report.

Stock option reserve

The stock option reserve amounted to € 26,492 thousand (€ 25,714 thousand at 31 December 2024) and refers to the stock option plans that were outstanding at 31 December 2025 (described in Note 26).

The changes in the reserve included both an increase (€ 778 thousand) due to the recognition of the total cost of the period, recorded under general and administrative expenses as personnel costs, and a decrease due to lapsed or exercised options and equity plans.

Gains/(Losses) on remeasurement of defined-benefit plans

At 31 December 2025, this item, negative by € 1,146 thousand included net losses of the period related to the actuarial assessment of the Group's defined-benefit plans amounting to € 5 thousand, net of tax effect.

Retained earnings

Retained earnings amounted to € 172,720 thousand, the change was due to:

- the appropriation of the net profit earned in 2024 for € 150,155 thousand;
- dividend distribution to shareholders, equal to € 63,551 thousand approved on 28 April 2025 by the Ordinary Shareholders' Meeting (equal to € 1.10 per share).

Other reserves

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). The reserve was transferred to retained earnings.

The table below shows the components of shareholders' equity on the basis of availability for use and distribution:

<i>Nature and description</i>	Amount	Possible use (*)
Share capital	55,948	
Share premium	18,155	A,B,C
Statutory reserve	11,190	B
Reserve for treasury shares	343,302	
Other reserves	96,179	
Retained earnings	172,720	A,B,C

(*) Possible use
 A: for share capital increase
 B: to cover losses
 C: for distribution to shareholders

19) Financial liabilities

Financial liabilities were € 595,591 thousand at 31 December 2025. A breakdown is 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
IFRS 16 lease payables	531	2,228	2,228	-	2,759
Convertible Bond issued by DiaSorin S.p.A.	-	476,860	476,860	-	476,860
Revolving Credit Facility granted to DiaSorin S.p.A.	14,637	-	-	-	14,637
Other current financial liabilities	285	-	-	-	285
Total loans to third parties	15,453	479,088	479,088	-	494,541
Group's centralized cash management system / Intra-group financing facilities	101,050	-	-	-	101,050
TOTAL	116,503	479,088	479,088	-	595,591

The "Revolving Credit Facility" due 2028 and renewed in 2025 by Diasorin S.p.A for an amount equal to € 150,000 thousand was drawn down by € 15,000 thousand at 31 December 2025

Notional interests and amortized cost, equal to € 9,616 thousand, accrued on the convertible bond. IFRS16 lease liabilities were € 2,759 thousand.

The table below lists the financial liabilities owed to outside lenders that were outstanding at 31 December 2025 (amounts in € thousands):

Type of financial liabilities	At 31 December 2024	Additions	Repayments	Interests accrued and amortized cost	At 31 December 2025
Convertible Bonds issued by DiaSorin S.p.A.	467,244	-	-	9,616	476,860
IFRS 16 lease payables	2,711	549	(701)	200	2,759
Revolving Credit Facility granted to DiaSorin S.p.A.	-	15,000	-	(363)	14,637
Other current financial liabilities	269	16	-	-	285
Total financial liabilities	470,224	15,565	(701)	9,453	494,541

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.

Lender	At 31 December 2025	1 year	2 - 5 years	> 5 years	Total
Convertible Bonds issued by DiaSorin S.p.A.	476,860	-	500,000	-	500,000
IFRS 16 lease payables	2,759	561	1,186	1,211	2,958
Revolving Credit Facility granted to DiaSorin S.p.A.	14,637	15,000	-	-	-
Other current financial liabilities	285	285	-	-	285
Total financial liabilities	494,541	15,846	501,186	1,211	503,243

20) Provision for employee severance indemnities

The item amounted to € 679 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 labour cost of the relevant organizational unit. In 2025, this cost amounted to € 1,844 thousand.

Defined-benefit plans

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 2025 amounted to € 22 thousand (loss of € 11 thousand in 2024).

The table that follows summarizes the Company's main employee benefit plans that are currently in effect:

<i>(in € thousands)</i>	12/31/2025	12/31/2024	Change
Employees severance indemnities	371	393	(22)
Other long-term benefits	308	443	(134)
Total employee benefits	679	837	(156)

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 2025:

<i>(in € thousands)</i>	Defined-benefit plans	Other employee benefits	Total employee benefits
Balance at 12/31/2024	393	443	837
Financial expense	10	10	20
Actuarial losses/(gains) recognized in income statement	-	5	5
Actuarial losses/(gains) from financial assumptions	(7)	-	(7)
Current service cost	-	18	18
Benefits paid	(25)	(169)	(194)
Balance at 12/31/2025	371	308	679

The net amount recognized in the 2025 income statement for employee benefits was an expense of € 43 thousand (€ 63 thousand in 2024).

Actuarial losses/(gains) arising from other employee benefits and current service cost are recognized in the income statement as part of staff costs, allocated to the area to which they correspond. Interest expense/(income) 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	
	12/31/2025	12/31/2024
Discount rate	3.10%	2.92%
Projected wage increases	3.50%	3.50%
Inflation rate	1.88%	1.96%
Average employee turnover rate	7.33%	7.55%

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	(16)
1% Decrease	17
Projected wage increases	
1% Increase	-
1% Decrease	-
Inflation rate	
1% Increase	11
1% Decrease	(11)
Average employee turnover rate	
1% Increase	0
1% Decrease	(1)

21) Provisions for risks and charges

Provisions for risks generally relate to tax, legal, and contractual risks and amounted to €1,000 thousand at December 31, 2025, compared to €400 thousand at December 31, 2024, following provisions and utilizations during the year.

22) Other non-current liabilities

Other non-current liabilities totalled € 2,240 thousand and include a long-term liability arising from put/call option rights under the new Joint Venture agreement with other shareholders of the Chinese subsidiary in China, recognized according to IAS 32 and IFRS 9 accounting standards.

23) Trade payables

At 31 December 2025, trade payables were € 10,684 thousand and include € 4,630 thousand owed to related parties. There are no amounts due after 2025.

24) Other current liabilities

Other current liabilities of € 9,418 thousand at 31 December 2025 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 2025, the guarantees that the Group's Parent Company provided to third parties totalled € 253,669 thousand and include bank sureties in connection with the submission of bids in response to

public calls for tenders (€ 740 thousand), guarantees to secure credit lines provided to Group companies (€ 251,245 thousand), and defined-contribution pension plans associated with the Swedish subsidiary (€ 1,684 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 analysers fall within the scope of Diasorin Italia S.p.A..

26) Stock option and equity plans

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.

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 2025, stock options amounted to 0 following the exercise of 10,000 options on 17 March 2025 at an average exercise price of € 86.04.

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.

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 instalments 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 2025, stock options amounted to 0, due to the expiration of 5,000 options on 13 March 2025 relating to the X tranche, 10,000 options on 15 May 2025 relating to the XI tranche, and 16,122 options on 31 July 2025 relating to the XII tranche

During the abovementioned period, the average price of the Diasorin shares was 101.51.

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 2025, stock options amounted to 5,000.

As detailed:

2019 Plan	Grant date	Number of options outstanding
III Tranche	11 November 2021	5,000
Total		5,000

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 2025, stock options amounted to 95,583.

As detailed:

2020 Plan	Grant date	Number of options outstanding
III Tranche	11 March 2021	40,807
V Tranche	30 July 2021	40,000
VI Tranche	11 November 2021	11,122
VII Tranche	1 December 2022	3,654
Total		95,583

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 instalments 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 2025, 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 2025, 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

2025 Plan

On 28 April 2025, the Ordinary Shareholders' Meeting approved the 2025 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 75,000 options by a resolution dated 6 May 2025.

These option grants convey to the beneficiaries the right to acquire up to 75,000 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.

At 31 December 2025, stock options amounted to 75,000, as detailed:

2025 Plan	Grant date	Number of options outstanding
I Tranche	6 May 2025	75,000
Total		75,000

2022, 2023, 2024 and 2025 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 and in May 2025 a fourth list of beneficiaries was approved and 74,603 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 31 December 2025:

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
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
III Tranche	3.005479452	€ 168.46	€ 144.30	€ 1.00	30.00%	0.00%	-0.23%	1.00%	3/11/2021	3/12/2024
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

2025 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	€ 96.80	€ 98.70	€ 1.00	25.00%	0.00%	2.0950%	1.10%	5/6/2025	5/7/2028

2022 “Equity Awards” Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	05/19/2023	118,1	0,36%	25,00%	1,00%
II Tranche	05/20/2024	118,1	1,07%	25,00%	1,00%
III Tranche	05/20/2025	118,1	1,39%	25,00%	1,00%
IV Tranche	05/20/2026	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%	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%

2025 “Equity Awards” Plan	Vesting Date	Stock price at the valuation date	Risk Free Rate	Volatility	Dividend Yield
I Tranche	05/11/2026	95,38	1,99%	25,00%	1,10%
II Tranche	05/10/2027	95,38	1,95%	25,00%	1,10%
III Tranche	05/09/2028	95,38	2,03%	25,00%	1,10%
IV Tranche	05/09/2029	95,38	2,12%	25,00%	1,10%

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	37.36
II Tranche	86,122	34.18
III Tranche	5,000	47.92

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	34.18
II Tranche	15,000	40.43
III Tranche	45,807	26.49
V Tranche	40,000	46.76
VI Tranche	11,122	47.92
VII Tranche	3,654	31.16

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	47.92
II Tranche	50,000	22.59
III Tranche	36,346	31.16
IV Tranche	137,625	25.72

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	25.72
II Tranche	75,000	20.71
III Tranche	50,000	25.17

Based on the assumptions described above, the fair value of the 2025 Plan is equal to € 1,705 thousand, with a dilution period going from 6 May 2025 to 7 May 2028. The fair value per option is as follows (amounts in €):

2025 Plan	Number of options on the vesting date	Fair Value per option
I Tranche	75,000	22.73

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	10,549	117.02
II Tranche	8,920	115.99
III Tranche	8,368	114.99
IV Tranche	7,850	113.99

2023 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	16,449	97.55
II Tranche	14,873	96.63
III Tranche	13,448	95.72
IV Tranche	12,160	94.81

2024 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	18,429	96.50
II Tranche	16,814	95.59
III Tranche	15,342	94.69
IV Tranche	13,998	93.78

2025 “Equity Awards” Plan	Number of options	Fair Value per option
I Tranche	17,532	94.43
II Tranche	16,480	93.52
III Tranche	15,491	92.62
IV Tranche	14,562	91.73

The overall cost attributable to 2025, which amounted to € 11,111 thousand, was recognized in the income statement as part of labour 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	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Diasorin S.A. - France	932,524	941,545	78,267	39,039	1,000	3,926	-	-	162,017	162,017	(15,808)	(61,739)
Diasorin Italia SpA	8,059,383	6,659,064	(1,013,886)	(1,492,016)	(2,250,300)	(2,069,931)	(193,945)	1,351,198	(2,053,931)	(2,053,931)	(849,608)	(3,092,060)
Diasorin Italia UK Branch	341,611	318,414	5,230	-	-	-	-	-	-	-	316,487	410,269
Diasorin Iberia S.A.	1,162,092	1,080,383	(126,673)	(10,893)	(131,508)	(195,910)	-	-	169,619	169,619	(26,722)	(16,367)
Diasorin S.A./N.V. - Benelux	912,276	1,107,003	(6,421)	30,149	2,970	7,498	-	-	117,844	117,844	(37,552)	(59,732)
Diasorin Ltd - UK	922,634	1,078,028	(191,117)	13,901	(609,542)	2,690	-	-	69,930	69,930	40,475	210,760
Diasorin Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Diagnostics Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin I.N. Limited	-	-	-	-	-	-	-	-	-	-	21,197	351,572
Diasorin IN.UK Limited	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Deutschland GmbH	2,290,732	2,456,041	185,143	72,589	1,000	5,454	-	-	239,699	239,699	(130,117)	(270,598)
Diasorin Austria GmbH	402,521	520,785	36,468	9,015	1,000	2,517	-	-	54,866	54,866	(26,530)	(61,257)
Diasorin Switzerland AG	267,193	303,783	15,059	7,570	1,000	2,517	-	-	32,367	32,367	-	-
Diasorin Poland sp. Z. o.o.	301,570	336,249	39,348	15,072	1,980	2,566	-	-	79,755	79,755	(25,707)	(14,610)
Diasorin AB - Svezia	363,655	486,345	39,844	8,640	4,178	8,287	-	-	54,888	54,888	(6,092)	(57,429)
Diasorin Czech s.r.o.	192,123	201,693	32,820	8,264	1,000	2,541	-	-	53,125	53,125	-	-
Diasorin Slovakia sro	54,255	60,196	16,360	8,264	1,000	2,170	-	-	53,125	53,125	(5,271)	(9,192)
Diasorin Inc. - US	5,488,509	5,865,223	501,705	251	(330,579)	(553,758)	-	-	20,377	20,377	14,570	(184,384)
Diasorin Canada Inc	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Ltda - Brazil	184,199	158,017	1,107	-	4,080	-	-	-	(40)	(40)	-	-
Diasorin Mexico S.A de C.V.	270,939	284,916	7,025	-	1,310	3,161	-	-	-	-	-	15,056
Diasorin Ltd - Israel	144,085	159,375	15,045	6,500	1,000	2,418	-	-	-	-	-	-
Diasorin Ltd - China	458,693	458,910	2,214	-	2,228	-	-	-	-	-	435,057	518,677
Diasorin Triviron Healthcare Private Limited	133,503	110,611	-	-	-	-	-	-	(30)	(30)	-	-
Diasorin South Africa (PTY) Ltd	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin APAC Pte Ltd	-	-	7,030	11,500	-	-	-	-	(20)	(20)	3,950	7,439
Diasorin Australia (Pty) Ltd	366,834	442,117	39,265	8,500	1,000	2,418	-	-	(50)	(50)	-	-
Diasorin Molecular LLC	1,075,867	1,119,735	161,194	65,000	-	-	-	879	-	-	-	-
Luminex Corporation	3,263,795	4,685,100	(212,571)	(143,033)	(302,512)	(292,288)	(4,726)	130,771	(865,213)	(865,213)	-	-
Total Group companies	27,588,992	28,833,533	(367,542)	(1,341,688)	(3,599,695)	(3,063,724)	(198,671)	1,482,848	(1,811,671)	(1,811,671)	(291,673)	(2,313,594)
Executives with Strategic Responsibilities	-	-	(7,616,973)	(7,101,037)	-	-	-	-	-	-	-	-
Directors	-	-	(1,011,513)	(1,050,000)	-	-	-	-	-	-	-	-
Other related parties	-	-	(8,628,486)	(8,151,037)	-	-	-	-	-	-	-	-
Total Group companies and other related parties	27,588,992	28,833,533	(8,996,028)	(9,492,725)	(3,599,695)	(3,063,724)	(198,671)	1,482,848	(1,811,671)	(1,811,671)	(291,673)	(2,313,594)
As a percentage on line items	100%	100%	26%	28%	25%	22%	-3%	32%	-29%	-20%	0%	3%

(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	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Diasorin S.A. - France	372,975	299,525	-	-	-	-	-	(1,290)	(539,448)	(1,733,408)	-	-	-	-	-	-
Diasorin Italia SpA	33,253,856	30,351,016	-	-	-	-	(1,981,961)	(2,564,706)	(62,782,233)	(127,639,526)	-	-	(120,716)	(111,402)	(1,709,693)	(1,830,415)
Diasorin Italia UK Branch	107,862	173,207	6,948,167	4,470,465	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Iberia S.A.	510,803	314,560	3,200,000	-	-	-	(184,607)	(237,785)	(1,693,815)	(2,924,223)	-	-	-	-	-	-
Diasorin S.A./N.V. - Benelux	344,656	598,028	5,800,000	-	-	-	(24,222)	(506,510)	(4,064,158)	(5,058,399)	-	-	-	-	-	-
Diasorin Ltd - UK	337,921	594,524	6,651,720	4,414,932	-	-	(913,086)	(635,942)	-	-	-	-	-	-	-	-
Diasorin Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin I.N. Limited	375,688	337,573	8,257,019	-	-	-	-	-	-	(643,207)	-	-	-	-	-	-
Diasorin Diagnostics Ireland Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin IN.UK Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Deutschland GmbH	762,809	888,236	-	-	-	-	-	-	(18,947,252)	(17,354,834)	-	-	-	-	-	-
Diasorin Austria GmbH	150,551	244,175	-	-	-	-	-	-	(1,833,232)	(3,129,326)	-	-	-	-	-	-
Diasorin Switzerland AG	99,369	117,090	-	-	-	-	-	-	(1,434,914)	(1,125,322)	-	-	-	-	-	-
Diasorin Poland sp. Z o.o.	121,106	119,913	-	-	-	-	-	-	(731,813)	(697,538)	-	-	-	-	-	-
Diasorin AB - Sweden	172,173	238,750	-	-	-	-	-	-	(4,254,578)	(5,637,128)	-	-	-	-	-	-
Diasorin Czech s.r.o.	97,265	92,404	502,414	-	-	-	-	-	(642,543)	(1,533,285)	-	-	-	-	-	-
Diasorin Slovakia sro	22,355	-	-	-	-	-	-	(6,780)	(1,123,981)	(560,478)	-	-	-	-	-	-
Diasorin Inc. - US	2,212,243	2,773,819	40,425,532	-	-	-	(335,430)	(201,114)	(3,002,231)	(3,210)	-	-	-	-	-	-
Diasorin Canada Inc	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Ltda - Brazil	69,610	156,251	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Mexico S.A de C.V.	82,066	162,119	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Ltd - Israel	16,035	5,233	-	-	-	-	-	(63,000)	-	-	-	-	-	-	-	-
Diasorin Ltd - China	1,662,596	1,200,173	913,198	518,677	12,127,022	13,155,131	-	-	-	-	-	-	-	-	-	-
Diasorin Triviron Healthcare Private Limited	324,433	321,737	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin South Africa (PTY) Ltd	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin APAC Pte Ltd	-	11,500	-	-	-	-	(1)	(1)	-	-	-	-	-	-	-	-
Diasorin Australia (Pty) Ltd	136,973	223,272	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Molecular LLC	449,784	719,311	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Diasorin Middle East FZ-LLC	-	-	77,218	82,866	-	-	-	-	-	-	-	-	-	-	-	-
Luminex Corporation	691,117	5,751,392	-	-	-	-	(1,190,926)	(1,472,025)	-	-	-	-	-	-	-	-
Luminex Molecular Diagnostics INC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Group Companies	42,374,244	45,693,810	72,775,268	9,486,940	12,127,022	13,155,131	(4,630,233)	(5,689,153)	(101,050,198)	(168,039,883)	-	-	(120,716)	(111,402)	(1,709,693)	(1,830,415)
Executives with Strategic Responsibilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Directors	-	-	-	-	-	-	-	-	-	-	(132,045)	(82,482)	-	-	-	-
Other related parties	-	-	-	-	-	-	-	-	-	-	(132,045)	(82,482)	-	-	-	-
Total Group companies and other related parties	42,374,244	45,693,810	72,775,268	9,486,940	12,127,022	13,155,131	(4,630,233)	(5,689,153)	(101,050,198)	(168,039,883)	(132,045)	(82,482)	(120,716)	(111,402)	(1,709,693)	(1,830,415)
As a percentage on line items	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%	1%	1%	5%	0%	0%	0%

28) Significant events occurring after 31 December 2025 and business outlook

No significant events occurred after 31 December 2025.

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 2025, 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.

3.7. ANNEX III:

Disclosure required pursuant to art. 149-duodecies of CONSOB issuers' regulation

<i>(in € thousands)</i>	Party providing the service	Recipient	Fees attributable to 2025
Independent Auditing	EY S.p.A.	Diasorin S.p.A. Parent Company	200
Other assurance services	EY S.p.A.	Diasorin S.p.A. Parent Company	135
Other services	EY S.p.A.	Diasorin S.p.A. Parent Company	-
Total			335

3.8. Certification of the statutory financial statements

pursuant to art. 81-ter of Consob regulation no. 11971 of 14 may 1999, AS amended

- i) 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 2025 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 2025:

- 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;

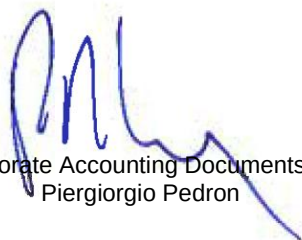
2.2 the Report on Operations provides a reliable analysis of the Group's performance and result from operations and of the status of the issuer, together with a description of the main risks and uncertainties to which they are exposed.

Saluggia, 20 March 2026

Signed



The Chief Executive Officer
Carlo Rosa



The Corporate Accounting Documents Officer
Piergiorgio Pedron

3.9. Report of the board of statutory auditors

DIASORIN S.p.A.

Registered office in Via Crescentino snc, 13040 Saluggia (VC), Italy

Tax Code and Vercelli Companies Register no.13144290155

REA 180729

* * *

REPORT OF THE BOARD OF STATUTORY AUDITORS TO THE SHAREHOLDERS' MEETING

Pursuant to Art. 153 of Legislative Decree no. 58 of 24 February 1998

Dear Shareholders,

this report, prepared pursuant to Art. 153 of Legislative Decree no. 58/1998 (hereinafter also the "TUF"), details the activities carried out by the Board of Statutory Auditors (the "Board") of Diasorin S.p.A. (hereinafter "Diasorin" or the "Company") during the year ended 31 December 2025.

The Board of Statutory Auditors, in its current composition, was appointed by the Shareholders' Meeting on 28 April 2025, and will remain in office until approval of the financial statements for the year ended 31 December 2027.

During 2025, following its appointment, the Board of Statutory Auditors performed its duties in compliance with the Italian Civil Code and the TUF. Its activities were further guided by Consob Communication no. 1025564 of 6 April 2001, Legislative Decree no. 39/2010 (both as subsequently amended and supplemented) statutory provisions, and all relevant regulations issued by Supervisory and Control Authorities. The Board also took into account the guidelines of the Corporate Governance Code for listed companies published in 2020 by the Corporate Governance Committee, which the Company abides by (the "Corporate Governance Code"), as well as the rules of conduct for the Boards of Statutory Auditors of listed companies recommended by the Italian Association of Chartered Accountants, most recently updated in December 2024 (the "Rules of Conduct").

The Board of Statutory Auditors has also complied with the regulations applicable to public-interest entities pursuant to Art. 16 of Legislative Decree no. 39/2010. Given Diasorin's status as a listed company, the Board served as the "Internal Control and Audit Committee", carrying out further specific controls and oversight over financial and sustainability reporting pursuant to Art. 19 of the aforementioned Decree no. 39/2010 (as amended by Legislative Decree no. 125/2024, which transposed the CSRD Directive (EU) 2022/2464 into Italian law).

The Board of Statutory Auditors hereby reports on the activities carried out in 2025 and provides the relevant information below, in accordance with the applicable regulatory provisions.

1. Activities of the Board of Statutory Auditors during the year ended 31 December 2025.

In 2025, the Board of Statutory Auditors held 12 meetings following its appointment to discharge its duties.

The Board of Statutory Auditors previously in office conducted 6 audits from 1 January 2025 to 28 April 2025.

The Board currently in office attended 4 Board of Directors' meetings and took part in:

- 6 meetings of the Control, Risk and Sustainability Committee (CRSC), 4 of which were held jointly with the Board of Statutory Auditors;
- 4 meetings of the Remuneration and Nominating Committee (RNC);

The Board previously in office attended 2 Board of Directors' meetings and took part in:

- 2 meetings of the Control, Risk and Sustainability Committee (CRSC);
- 2 meetings of the Remuneration and Nominating Committee (RNC);
- 1 meeting of the Related-Party Transactions Committee (RPTC).

As part of its oversight activities, the Board, among other things, has:

- monitored compliance with the law, the Article of Association, and sector regulations;
- monitored compliance with the principles of proper management;
- monitored the Company's organizational, internal control, and administrative-accounting systems, ensuring the latter's reliability in correctly representing business operations;
- monitored the procedures for the effective implementation of the Corporate Governance Code;
- reviewed the criteria and procedures adopted by the Board of Directors to assess the independence of Directors;
- verified that the Board of Directors' related-party transactions procedure complied with the principles set forth in Consob Regulation no. 17221 of 12 March 2010, as subsequently amended, and monitored its effective implementation;
- monitored the adoption of the remuneration policies submitted for shareholders' approval.

The Board of Statutory Auditors, among other things, has:

- met with the Supervisory Body established pursuant to Legislative Decree 231/2001 to ensure a timely and appropriate exchange of information. In this regard, it should be noted that the Board of Directors appointed the new Supervisory Body on 28 April 2025;
- held meetings and/or exchanged information with the control body of the subsidiary Diasorin Italia S.p.A.;
- held meetings and gathered information -including through attendance at CRSC meetings, some of which were held jointly - from the Corporate Account Document Officer (also responsible for the

sustainability reporting), the Head of Internal Audit, and other department heads involved in the Board's oversight activities;

- in accordance with the relationship between the control body and the statutory auditor (Art. 150, paragraph 3, TUF) and its role as the Internal Control and Audit Committee (Art. 19, Legislative Decree 39/2010), the Board met periodically with the independent auditing firm Ernst & Young S.p.A. ("EY"), to exchange information and data relevant to their respective oversight and audit mandates. EY was appointed by the Shareholders' Meeting on 4 September 2024 as the independent auditing firm for DiaSorin S.p.A. for a 9-year term starting from 2025. The engagement will expire upon approval of the financial statements for the year ending 31 December 2033. EY was also engaged for the same 9-year period (2025 to 2033) to provide limited assurance on the Company's sustainability reporting. The Board also met with EY in its capacity as the independent assurance provider for sustainability reporting, pursuant to Legislative Decree 125/2024.

2. Significant economic, financial, and asset-related transactions. Other significant matters.

2.1. Activities carried out by the Board of Statutory Auditors

The Board of Statutory Auditors monitored the Company's compliance with the law and the Articles of Association, as well as adherence to the principles of sound management. Particular focus was placed on transactions with a significant impact on the Company's financial and earnings position, through regular attendance at Board of Directors and Committees meeting and by reviewing the documentation provided.

In this regard, the Board received updates from the Chief Executive Officer and the Board of Directors on the activities and the most significant transactions—in terms of their impacts on the Company's financial and earnings position—carried out by the Company, including those through direct or indirect subsidiaries. Details of these transactions and activities are provided in the Report on Operations, to which reference is made.

Based on the information provided, the Board has no reason to believe that such transactions do not comply with law, the Articles of Association, and the principles of sound management. These transactions do not appear to be manifestly imprudent, hazardous, or in conflict with the resolutions adopted by the Shareholders' Meeting, nor are they such as to compromise the integrity of corporate assets.

2.2 Significant events

The main significant events involving the Company and the Group during 2025 are disclosed in the 2025 Annual Report and Consolidated Financial Statements, as well as in the Report on Corporate Governance and Ownership Structure. The Board of Statutory Auditors was kept informed of these events as they arose.

3. Transactions with Related Parties and Group Companies. Atypical and/or unusual transactions.

In compliance with CONSOB Regulation no. 17221/2010 (as amended) and Article 2391-bis of the Italian Civil Code, the Company adopted a "*Procedure for Related Party Transactions*" (the "RPT Procedure"), most recently updated on 14 May 2021.

The Board of Statutory Auditors considers the aforementioned procedure to be compliant with the requirements of the currently applicable CONSOB Regulation no. 17221/2010; in 2025, the Board monitored the Company's compliance with this procedure.

The Annual Financial Report - comprising Diasorin's Report on Operations, the Consolidated and Statutory Financial Statements - discloses the impact of related-party transactions on the Company's financial position and results, along with a description of the most significant transactions.

In 2025, the RPT Committee met once; no transactions classified as "of greater importance" under the RPT Procedure were brought to the Committee's attention.

No related-party transactions were carried out under urgency procedures.

The Board deemed the information provided by the Board of Directors in the 2025 Annual Financial Report concerning intercompany and related-party transactions to be adequate.

To the best of the Board of Statutory Auditors' knowledge, no atypical and/or unusual transactions were carried out in 2025.

4. Oversight of the adequacy of the organizational structure. Group organizational structure and relations with subsidiaries.

Within the scope of its duties, the Board of Statutory Auditors reviewed and monitored the adequacy of the Company's and the Group's organizational structure. This oversight was conducted by gathering information from the Board of Directors, the CEO, and department heads, as well as through meetings with the Board of Statutory Auditors of the subsidiary Diasorin Italia S.p.A. and the analysis of received information flows.

The Company's and the Group's organizational structure, along with its evolution, is described in detail in the Report on Corporate Governance and Ownership Structure.

The Company's organizational framework defines the tasks and responsibilities of corporate functions, their hierarchical and functional reporting lines, and the related coordination mechanisms.

The Board of Statutory Auditors oversaw the adequacy of the Company's and the Group's organizational structure, and also monitored the process for defining and granting powers of attorney.

As part of its oversight activities, the Board of Statutory Auditors met with the Supervisory Body established pursuant to Legislative Decree 231/2001, which is responsible for monitoring the

functioning of and compliance with the model adopted under Legislative Decree 231/2001 (the so-called "231 Model") and the Code of Ethics; the Board was updated on the organizational and procedural activities implemented pursuant to Legislative Decree 231/2001.

The Board monitored the instructions provided to subsidiaries under Article 114, paragraph 2, of the TUF to ensure the timely flow of information required for compliance with legal disclosure obligations under the law and Regulation (EU) No. 596/2014.

In accordance with Article 151 of the TUF, the Board coordinated with the Board of Statutory Auditors of DiaSorin Italia S.p.A., and reviewed information flows from both major foreign subsidiaries and the Company's central functions.

5. Oversight of the internal control and risk management, and accounting systems; monitoring of financial and non-financial disclosure processes.

5.1 Internal Control and Risk Management System

The main characteristics of the internal control and risk management system are described in the Report on Corporate Governance and Ownership Structure.

The internal control and risk management system ("ICRMS") comprises the rules, procedures, and organizational structures aimed at ensuring the effective operation of the Company and the Group, while identifying, managing, and monitoring the main risks to which they are exposed. The ICRMS is an integrated system involving the entire organizational structure; both corporate bodies and company functions, including control functions, are required to contribute to its operation in a coordinated and interdependent manner.

The Board of Statutory Auditors oversaw the adequacy of the ICRMS across the Company and the Group, ensuring its proper functioning. Specifically, the Board of Statutory Auditors, in its current and previous composition:

- (i) acknowledged the Board of Directors' assessment regarding the adequacy of the ICRMS, issued following the opinion of the CRSC; in this regard, reference should be made to the Report on Corporate Governance and Ownership Structure;
- (ii) reviewed the semi-annual report issued by the CRSC to support the Board of Directors;
- (iii) reviewed the summary documents on the adequacy and effectiveness of the internal control and risk management system prepared by the Internal Audit function;
- (iv) participated in all CRSC meeting (including joint sessions with the Board of Statutory Auditors), receiving updates on initiatives proposed or requested by the Committee regarding specific issues;

- (v) monitored the evolution of the organizational structures and the activities carried out by the Internal Audit function;
- (vi) reviewed the report on the Internal Audit activities brought to the attention of the CRSC and the Board of Directors;
- (vii) assessed the autonomy and independence of Internal Audit, ensuring continuous and effective coordination with the function;
- (viii) reviewed the Audit Plan prepared by the Internal Audit function and approved by the Board of Directors, monitoring its execution and receiving regular updates on audit results, as well as the status of corrective actions and mitigation initiatives;
- (ix) reviewed the evolution of the Group's procedural framework.

In light of the above, and recognizing that the ICRMS is subject to constant evolution, based on the analyses performed and the information obtained, nothing has come to this Board's attention to suggest that the Company's internal control and risk management system, taken as a whole, is inadequate

5.2 Accounting System and Reporting

Regarding the administrative-accounting system and the financial reporting process, the Board monitored the system's adequacy and its ability to provide a fair representation of the Company's operations. The Board of Statutory Auditors' oversight was carried out, *inter alia*, through the review of the reports issued by the Corporate Accounting Document Officer.

The Report on Corporate Governance and Ownership Structure describes the main characteristics of the system.

The Board of Statutory Auditors met periodically with the representatives of the independent auditing firm to exchange information as required by law. No issues emerged from the exchange of information with the independent auditors under Art. 150(3) of the TUF that would necessitate mention in this report.

At the meeting held on 30 March 2026, the Board of Statutory Auditors reviewed the draft Additional Report prepared by the auditing firm EY pursuant to Art. 11 of EU Regulation 537/2014 and subsequently issued on 31 March 2026, noting that no significant deficiencies in the internal control system over financial reporting process were identified therein. The contents of the report were subject to discussion and in-depth analysis during the periodic exchanges of information between the Board of Statutory Auditors and the independent auditing firm.

5.3 Sustainability Reporting Process

The Board of Statutory Auditors acknowledges that, effective from 2024, pursuant to Legislative Decree 125/2024 (transposing the CSRD), the Company is required to include a sustainability statement ("Sustainability Reporting") within a dedicated section of the report on operations.

Pursuant to Art. 10, paragraph 1, of Legislative Decree 125/2024, the Board of Statutory Auditors, in the performance of its statutory duties, monitored compliance with the provisions of the aforementioned Decree. In particular, it monitored compliance with the provisions governing the preparation and publication of the Sustainability Reporting, also taking into account the requirements of EU Regulation 2020/852 (the so-called Taxonomy Regulation). The Board of Statutory Auditors also oversaw the process for collecting and preparing the information included in the Sustainability Reporting.

Through its oversight activities and participation Board and Committee meeting, the Board of Statutory Auditors noted the Company's adoption of an internal control system for sustainability (ICSS), in compliance with the European Sustainability Reporting Standards ("ESRS") (prepared by EFRAG and issued by the European Commission with Delegated Regulation (EU) 2023/2772).

Beginning in 2025, the Internal Audit Department conducted independent testing on the ICSS – consistent with its procedure for financial reporting – to verify the adequacy and correct functioning of the controls.

The Board of Statutory Auditors verified that the Sustainability Reporting was approved by the Board of Directors on March 20, 2026.

EY issued the assurance report on the Sustainability Reporting, pursuant to Art. 8, paragraph 10, of Legislative Decree 254/2016, on 31 March 2026; the contents of this report confirm the information shared during previous exchanges.

In this report, EY stated that, based on the work performed, nothing has come to its attention to suggest that the Sustainability Reporting has not been prepared, in all material respects, in accordance with the ESRS and Art. 8 of EU Regulation no. 852 of 18 June 2020 (Taxonomy Regulation).

For its part, the Board notes that the activities carried out did not identify any elements of non-compliance with the relevant legal provisions governing sustainability reporting.

6. Statutory audit activity

6.1 Board of Statutory Auditors' activities in 2025

The current statutory audit engagement for the Company's separate and consolidated financial statements was awarded to EY on 4 September 2024, for the 2025–2033 period. In 2025, the auditors verified that the Company's accounts were properly maintained and that all transactions were correctly recorded in the accounting records.

Pursuant to Art. 19 of Legislative Decree no. 39/2010, the Board of Statutory Auditors – acting as the Internal Control and Audit Committee - the auditing firm activities within the scope of the current regulations.

In 2025, pursuant to Art. 150, paragraph 3, of the TUF, the Board held meetings with the representatives of the auditing firm. As part of its oversight activities under Art. 19 of Legislative Decree 39/2010, the Board of Statutory Auditors met with EY to review the planning and execution of its audit activities. During these meetings, the Board and EY exchanged information relevant to their respective mandates; no matters emerged that require disclosure in this report.

On 31 March 2026, the auditing firm issued its reports pursuant to Articles 14 and 16 of Legislative Decree 39/2010 on the separate financial statements and the consolidated financial statements as of December 31, 2025, respectively. The reports' findings align with the information previously exchanged. In particular, in its reports, the auditing firm:

- expressed an opinion stating that the separate and consolidated financial statements of DiaSorin provide a true and fair view of the financial position of DiaSorin and the Group as of December 31, 2025, as well as their financial performance and cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, and the regulations issued in implementation of Art. 9 of Legislative Decree 38/05;
- expressed an opinion on the compliance of the separate and consolidated financial statements with the provisions of Regulation (EU) 2019/815 (“ESEF Regulation”), stating that the separate and consolidated financial statements as of December 31, 2025, were prepared in XHTML format in accordance with the provisions of Delegated Regulation (EU) 2019/815, and the consolidated financial statements were marked up, in all material respects, in compliance with the provisions of said Regulation.
- expressed an opinion on the consistency of the Report on Operations (accompanying the separate and consolidated financial statements as of December 31, 2025) and of certain specific information contained in the Report on Corporate Governance and Ownership Structure as per Art. 123-bis, paragraph 4, of the TUF., with the separate and consolidated financial statements;
- expressed a consistency opinion from which it emerges that the Report on Operations accompanying the separate and consolidated financial statements as of December 31, 2025, excluding the section related to sustainability reporting, and the specific information contained in the Report on Corporate Governance and Ownership Structure indicated in Art. 123-bis, paragraph 4, of the TUF are prepared in accordance with the law;
- expressed an opinion on the compliance with the law of the Report on Operations, excluding the section related to sustainability reporting, and of certain specific information contained in the Report on Corporate Governance and Ownership Structure indicated in Art. 123-bis, paragraph 4, of the TUF.;
- reported that no material misstatements came to light in the Report on Operations, based on the knowledge and understanding of the Company and its context gained through the audit process.

Having reviewed the information shared during CRSC meetings with the Corporate Accounting Document Officer and the Auditing Firm, the Board finds the accounting principles to have been correctly and consistently applied in the preparation of the consolidated financial statements.

On 31 March 2026, the auditing firm also issued to the Board of Statutory Auditors the Additional Report required by Art. 11 of Regulation (EU) no. 537/2014. Annexed to its report, the Auditing Firm submitted its declaration of independence to the Board, as required by Art. 6 of Regulation (EU) No. 537/2014; the statement confirms that no situations exist that could compromise its independence. Pursuant to Art. 19, paragraph 1, letter a), of Legislative Decree 39/2010, the Board transmitted the Additional Report to the Board of Directors, without highlighting any deficiencies or critical issues.

Pursuant to Art. 19, paragraph 1, letter e), of Legislative Decree no. 39/2010, the Board of Statutory Auditors, acting as the Internal Control and Audit Committee, verified and monitored the independence of the auditing firm. These checks identified no circumstances that could compromise the auditing firm's independence, nor any grounds for incompatibility under applicable regulations. This is further confirmed by the declaration issued by EY pursuant to Art. 6, paragraph 2, letter a) of Regulation (EU) 537/2014.

6.2 Activities of the Board of Statutory Auditors with reference to non-audit services

In 2025, pursuant to Art. 19, paragraph 1, letter e), of Legislative Decree no. 39/2010 and Art. 5, paragraph 4, of Regulation (EU) 537/2014, the Board of Statutory Auditors – acting as the Internal Control and Audit Committee - conducted preliminary reviews of all proposals for non-audit services to be assigned to the auditing firm or its network.

As part of its assessments, the Board of Statutory Auditors verified that such services complied with the prohibitions of Art. 5 of Regulation (EU) 537/2014, and posed no risk to the auditor's independence. This review was conducted in light of Legislative Decree no. 39/2010 (Art. 10 et seq.), the Issuers' Regulation (Art. 149-bis et seq.), and the “*Code of ethics, confidentiality and professional secrecy, as well as independence and objectivity of those authorized to perform statutory audits*” published on 30 March 2023, and adopted by decree of the State General Accounting Office of the Ministry of Economy and Finance on 23 March 2023.

Where the legal requirements were met, the Board approved the assignment of the service to EY or to other entities within the network.

Fees for non-audit services provided by the auditing firm or its network entities to the Company and its subsidiaries in 2025 are reported in detail—broken down into audit services, assurance services, and other services—in the table in Annex II of the Explanatory Note to the consolidated financial statements, to which reference is made.

7. Compliance with the Corporate Governance Code. Composition of the Board of Directors. Remuneration. Self-assessment of the Board.

As previously reported, Diasorin has adopted the Corporate Governance Code.

The Board of Statutory Auditors evaluated the implementation of the Corporate Governance Code's provisions as described in the Report on Corporate Governance and Ownership Structure, and has no observations to report in this regard.

The Board of Statutory Auditors acknowledges that the Board of Directors conducted its self-assessment on the functioning, size, and composition of the Board itself and its committees, in compliance with the provisions of Art. 4 of the Corporate Governance Code. The Board evaluation is described in the Report on Corporate Governance and Ownership Structure, to which reference is made.

The process and the results of the Board of Directors' self-assessment conducted in 2025 were presented and discussed by the Board of Directors meeting on 20 March 2026 attended by the Board of Statutory Auditors.

The Board of Statutory Auditors oversaw the process implemented by the Board of Directors to assess the independence of directors, as well as the related criteria.

In accordance with CNDCEC Standard Q.1.7 of the Rules of Conduct for Board of Statutory Auditors, the Board conducted its own self-assessment for 2025 concerning its composition and functioning. Furthermore, the Board members issued declarations confirming they meet the independence, integrity, and professionalism requirements under applicable law, sharing and discussing the overall results during the meeting on 25 February 2026.

The Board of Statutory Auditors verified—through the participation of the Chairman and, to a large extent, the entire Board at all meetings of the RNC and the CRSC—the corporate processes that led to the definition of the Company's remuneration policies, with particular reference to the remuneration and incentive criteria for the Heads of Control Functions and the Corporate Accounting Documents Officer.

8. Opinions issued by the Board of Statutory Auditors during the year.

The Board of Statutory Auditors previously in office expressed a favourable opinion:

- on 27 January 2025, regarding the criteria for determining the redemption value of shares following the exercise of withdrawal rights under Art. 2437-ter of the Italian Civil Code, related to the Article of Association amendments introducing enhanced increased voting rights.
- on 25 February 2025, pursuant to the Corporate Governance Code (Art. 6, Recommendation 33,

letter c), regarding the approval of the Audit Plan for 2025.

9. Complaints, petitions pursuant to Art. 2408 of the Italian Civil Code. Any omissions, misconduct, or irregularities detected.

The Board of Statutory Auditors received no complaints pursuant to Art. 2408 of the Italian Civil Code in 2025 or in the first few months of 2026.

In the course of the activities performed and based on the information obtained, no omissions, misconduct, irregularities, or, in any case, significant circumstances were detected that would have required reporting to the competent Oversight Body or mention in this Report.

Based on the considerations set out in this Report and the specific duties of the Independent Auditors regarding the statutory audit and the reliability of the of the financial statements, the Board of Statutory Auditors has no observations to submit to the Shareholders' Meeting, pursuant to Art. 153 of the TUF, concerning the approval of the financial statements for the year ended 31 December 2025 accompanied by the Report on Operations as presented by the Board of Directors, and the proposal for profit allocation and dividend distribution

Saluggia, March 31, 2026

THE BOARD OF STATUTORY AUDITORS

Nadia Fontana

Patrizia Arienti

Matteo Sutura

3.10. Report of the independent auditors



Diasorin S.p.A.

Financial statements as of 31 December 2025

Independent auditor's report pursuant to article 14 of
Legislative Decree n. 39, dated 27 January 2010, and article
10 of EU Regulation n. 537/2014



EY S.p.A.
Via Meravigli, 12
20123 Milano

Tel: +39 02 722121
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ey.com

Independent auditor's report pursuant to article 14 of Legislative Decree n. 39, dated 27 January 2010 and article 10 of EU Regulation n. 537/2014 (Translation from the original Italian text)

To the shareholders of
Diasorin S.p.A.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Diasorin S.p.A. (the Company), which comprise the statement of financial position as of 31 December 2025, and the income statement, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and illustrative 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 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005.

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 our report. We are independent of the Company in accordance with the regulations and standards on ethics and independence applicable to audits of financial statements under Italian Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matters

The financial statements of the Diasorin S.p.A. for the year ended 31 December 2024 were audited by another auditor, who expressed an unmodified opinion on those financial statements on 4 April 2025.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the 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.

EY S.p.A.
Sede Legale: Via Meravigli, 12 - 20123 Milano
Sede Secondaria: Via Lombardia, 31 - 00187 Roma
Capitale Sociale Euro 3.000.000,00 I.v.
Iscritta alla S.O. del Registro delle Imprese presso la CCIAA di Milano Monza Brianza Lodi
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We identified the following key audit matter:

Key Audit Matter	Audit Response
Recoverability of the book value of investments in subsidiaries As of 31 December 2025, the investments in subsidiaries recorded in the Company's financial statements amount to Euro 967,182 thousand. The assessment of the recoverability of the recognized carrying amounts, in accordance with the impairment testing procedure approved by the Board of Directors, is performed when indicators of impairment exist. Processes and valuation methods to determine the recoverable amount of investments in subsidiaries tested for impairment include assumptions, sometimes complex, which imply, by their nature, estimates by the Directors, especially with regard to the forecast of their future profitability and to the determination of long term growth and discount rates applied to future cash flows. Considering the required judgment and the complexity of the assumptions adopted in estimating the recoverable amount of the investments in subsidiaries, we assessed this matter as a key audit matter. Financial statements disclosures related to the valuation of investments in subsidiaries are reported in note "12. Investment in subsidiaries".	Our audit procedures related to the key audit matter included, among the others, the analysis of the procedure implemented by the Company regarding the valuation of investments in subsidiaries and the analysis of the methodology adopted, taking into account the impairment testing procedure approved by the Board of Directors. In addition, our procedures included the reconciliation of forecasted cash flows of the subsidiaries with the total cash flows for the years 2026-2028 developed for the purposes of the impairment test, the analysis of their reasonableness and the analysis of the quality of the forecasts taking into account the historical accuracy of the previous forecasts. Our procedures were performed with the support of our experts in valuation techniques who analyzed the valuation methodologies adopted, verified the mathematical accuracy of the valuation models, analyzed the reasonableness of long-term growth and discount rates applied on future cash flows and performed sensitivity analyses on the key assumptions in order to identify the change in the assumptions that could have a significant impact on the valuation of the recoverable amount. Finally, we analyzed the disclosure provided in the financial statements of the Company as of 31 December 2025.



Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005, and, within the terms provided by the 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, when preparing the financial statements, for the appropriateness of the going concern assumption, and for appropriate disclosure thereof. The Directors prepare the financial statements on a going concern basis unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we have exercised professional judgment and maintained professional skepticism throughout the audit. In addition:

- we have identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and 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 have 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 have evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- we have concluded on the appropriateness of 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 consider this matter in forming 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 have 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 have 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 identify during our audit.

We have provided those charged with governance with a statement that we have complied with the ethical and independence requirements applicable in Italy, and we have communicated them all matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken to eliminate relevant risks or the safeguard measures applied.

From the matters communicated with those charged with governance, we have 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 have described these matters in our auditor's report.

Additional information pursuant to article 10 of EU Regulation n. 537/14

The shareholders of Diasorin S.p.A., in the general meeting held on 4 September 2024, engaged us to perform the audits of the financial statements for each of the years ending 31 December 2025 to 31 December 2033.

We declare that we have not provided prohibited non-audit services, referred to article 5, par. 1, of EU Regulation n. 537/2014, and that we have remained independent of the Company in conducting the audit.

We confirm that the opinion on the financial statements included in this report is consistent with the content of the additional report to the audit committee (Collegio Sindacale) in their capacity as audit committee, prepared pursuant to article 11 of the EU Regulation n. 537/2014.



Report on compliance with other legal and regulatory requirements

Opinion on the compliance with Delegated Regulation (EU) 2019/815

The Directors of Diasorin S.p.A. are responsible for applying the provisions of the European Commission Delegated Regulations (EU) 2019/815 for the regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (the "Delegated Regulation") to the financial statements as of 31 December 2025, to be included in the annual financial report.

We have performed the procedures under the auditing standard SA Italia n. 700B, in order to express an opinion on the compliance of the financial statements as of 31 December 2025 with the provisions of the Delegated Regulation.

In our opinion, the financial statements as of 31 December 2025 have been prepared in the XHTML format in compliance with the provisions of the Delegated Regulation.

Opinion and statement pursuant to article 14, paragraph 2, subparagraph e), e-bis) and e-ter) of Legislative Decree n. 39 dated 27 January 2010 and pursuant to article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998

The Directors of Diasorin S.p.A. are responsible for the preparation of the Report on Operations and of the Report on Corporate Governance and Ownership Structure of Diasorin S.p.A. as of 31 December 2025, including their consistency with the related financial statements and their compliance with the applicable laws and regulations.

We have performed the procedures required under auditing standard SA Italia n. 720B, in order to:

- express an opinion on the consistency of the Report on Operations and of specific information included in the Report on Corporate Governance and Ownership Structure as provided for by article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, with the financial statements;
- express an opinion of the compliance with the laws and regulations of the Report on Operations and the abovementioned specific information included in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998;
- issue a statement on any material misstatement in the Report on Operations and in certain specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998.

In our opinion, the Report on Operations and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, are consistent with the financial statements of Diasorin S.p.A. as of 31 December 2025.



Furthermore, in our opinion, the Report on Operations and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, comply with the applicable laws and regulations.

With reference to the statement required by art. 14, paragraph 2, subparagraph e-ter), of Legislative Decree n. 39, dated 27 January 2010, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have no matters to report.

Milan, 31 March 2026

EY S.p.A.

Signed by: Massimo Meloni, Auditor

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.