

SHAREHOLDERS' MEETING

Diasorin S.p.A.

January 27, 2026



EXPLANATORY REPORTS

And

PROPOSALS FOR RESOLUTIONS ON THE ITEMS ON THE AGENDA

**(drawn up in compliance with Article 84-ter of Consob Resolution 11971/1999 and
subsequent amendments and Article 125-ter of Legislative Decree 58/1998 and
subsequent amendments)**

Diasorin S.p.A.

Via Crescentino snc, 13040 Saluggia (VC)

Tax Code and Registration in the Register of Companies of Vercelli n. 13144290155

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Ordinary Session - Explanatory Report on item 1 on the agenda

1. Authorization for the purchase of treasury shares for the purpose of remunerating shareholders. Related and consequent resolutions.

Dear Shareholders,

you have been called to attend the Ordinary Shareholders' Meeting to examine and approve the proposal to authorize the purchase of a maximum of Diasorin S.p.A. shares (hereinafter "**Diasorin**" or also the "**Company**") 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 8.04% of the share capital) to be made, also in separate *tranches*, within 18 months from the date of the authorization resolution of the Shareholders' Meeting, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 ("**TUF**").

The proposal to purchase treasury shares is aimed at their cancellation without reduction of the share capital, as better specified below and, therefore, the Company will execute the buyback plan subject to the approval of the resolution proposals referred to in the first and second items on the agenda in the extraordinary session of this Shareholders' Meeting.

1. Reasons for which the authorization to purchase treasury shares is requested.

The proposed purchase of treasury shares covered by this report – together with their cancellation without reduction of the share capital referred to in the second item on the agenda of the extraordinary session of the Shareholders' Meeting – aims to remunerate shareholders by increasing the value of the shares held by shareholders by improving the Total Shareholder Return of Diasorin shares. In particular, the transaction aims to (i) return value to shareholders in ways other than the distribution of dividends; (ii) improve financial metrics, in particular earnings *per share*.

2. Maximum number, category and nominal value of the shares to which the authorisation relates.

Diasorin's share capital amounts to Euro 55,948,257 (fully subscribed and paid-in), represented by the same number of shares with a nominal value of Euro 1.00 each. As of the date of publication of this report, the Company holds a total of 2,947,590 treasury shares, equal to 5.27% of the share capital. Diasorin's subsidiaries do not hold shares in Diasorin.

In accordance with the purpose referred to in the previous paragraph and taking into account the statutory limits provided for by Article 2357, paragraph 1, of the Italian Civil Code, the authorization is required for the purchase, as part of one or more purchase programs and also in several *tranches*, of Diasorin shares for a maximum limit corresponding to a total disbursement of € 250 million ("**Maximum Disbursement**") and, in any case, not exceeding 4.5 million Diasorin shares, equal to approximately 8% of the share capital.

It is therefore proposed to mandate the Board of Directors to identify, prior to the launch of the buyback programme, the amount of shares to be purchased in relation to each

programme within the scope of the purpose indicated in the previous paragraph and in compliance with the maximum limit referred to above.

3. Useful information for assessing compliance with art. 2357, paragraph 3 of the Civil Code.

The authorization to purchase treasury shares is requested for a maximum total quantity lower than the limit of one fifth of the share capital referred to in art. 2357, paragraph 3, of the Italian Civil Code, it being understood that the purchases of treasury shares must be considered authorized, and therefore must be contained pursuant to art. 2357, paragraph 1, of the Italian Civil Code, exclusively within and not beyond the limit of distributable profits and available reserves resulting from the last financial statements (including interim financial statements) duly approved at the time of carrying out the transaction, taking into account the consideration actually paid by the Company for the aforementioned purchases.

4. Duration for which the authorization is requested.

The authorization to purchase treasury shares is requested for a period of 18 months from the date of the relevant resolution of the Shareholders' Meeting. The Board of Directors may, at its discretion, proceed with the execution of one or more purchase programmes and also in several *tranches*, to an extent and within a time frame freely determined in compliance with the applicable regulations, with the gradual steps deemed appropriate in the interest of the Company.

5. Minimum and maximum consideration of the treasury shares to be purchased

The Board of Directors proposes that the purchases of treasury shares be carried out in compliance with the trading conditions set out in Article 3 of Delegated Regulation (EU) 2016/1052 (the "**Regulation 1052**") implementing the MAR and, therefore, at a price that is not higher than the higher of the price of the last independent transaction and the price of the highest current independent offer in the trading venues where the purchase is made, it being understood that the unit price may not be lower by a minimum of 10% and higher by a maximum of 5% than the official price of the Diasorin share in the trading session prior to each individual purchase transaction.

6. Methods through which purchases and disposals will be carried out.

The Board of Directors proposes that the purchases be made in accordance with the procedures established in the applicable provisions of Consob Regulation 11971/1999 (as subsequently amended) in implementation of Article 132 of the TUF, in compliance with the conditions and restrictions relating to trading pursuant to Articles 3 and 4 of Regulation 1052 and with the gradual procedure deemed appropriate in the interest of the Company.

The share buy-back transactions will be carried out, as part of one or more buy-back programmes and also in several *tranches*, on regulated markets or multilateral trading facilities, in accordance with the operating procedures established in the regulations for the organisation and management of the same, so as to ensure equal treatment between shareholders.

7. Cancellation without reduction of the share capital.

At the same time, the Board of Directors submits to the Shareholders' Meeting, in an extraordinary session, the proposal to amend the Articles of Association in order to eliminate the nominal value of the shares and to cancel the treasury shares to be purchased in execution of the authorisation referred to in this report, as well as other treasury shares already held by the Company. As a result of the above-mentioned amendment to the Articles of Association, referred to in the first item on the agenda of this Extraordinary Shareholders' Meeting, the cancellation will be carried out without a nominal reduction of the share capital, in consideration of the absence of a nominal value of Diasorin shares.

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Dear Shareholders,

In consideration of the above, we invite you to adopt the following resolutions:

"The Ordinary Shareholders' Meeting of Diasorin S.p.A., having regard to the report of the Board of Directors,

resolves

(A) to authorise - subject to the approval of the proposals referred to in the first and second items on the agenda of the extraordinary session - the purchase of treasury ordinary shares for the purpose indicated in the Report of the Board of Directors attached to these minutes, and therefore:

1. to authorise, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, as part of one or more buy-back 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;

2. to mandate the Board of Directors, and on its behalf to its Chairman and the Chief Executive Officer, also severally, 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 Regulation 11971/1999 (as subsequently amended) 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 this 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;

(B) to provide, in accordance with the law, that the purchases referred to in this authorisation are 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."

Saluggia, December 22, 2025

For the Board of Directors

The President
Dr. Michele Denegri

Extraordinary Session - Explanatory Report on item 1 on the agenda

1. Proposal to eliminate the indication of the nominal value of the shares and simultaneous amendment of art. 5 ("*Share Capital – Shares*") of the Articles of Association. Related and consequent resolutions.

Dear Shareholders,

you have been called to attend an Extraordinary Shareholders' Meeting to examine and approve the proposal to eliminate the indication of the nominal value of the ordinary shares of Diasorin S.p.A. (hereinafter "**Diasorin**" or also the "**Company**") and the consequent amendment of the provisions of the Articles of Association containing such express indication. According to the provisions contained in art. 2328 and 2346 of the Civil Code, joint-stock companies are in fact allowed to issue shares with no nominal value or, with reference to shares already issued, to eliminate the indication of the nominal value. The shares, although without the indication of the nominal value, still maintain an implicit book value, equal to the ratio between the total amount of the share capital and the number of shares issued (so-called "*accounting parity*").

It should be noted that, pursuant to the current wording of art. 5 of the Company's bylaws, the ordinary shares constituting the share capital have a nominal value of Euro 1 each.

1. Reasons for the proposal to remove the indication of the nominal value of the shares.

The elimination of the indication of the nominal value of the shares represents a simplification tool and allows greater flexibility in corporate transactions on the share capital, as it makes it possible to overcome the rigidities associated with the presence of the nominal value set in a predetermined figure. Changes in the amount of capital are simply resolved in the corresponding change in the value of the accounting par of the existing shares, thus allowing the implementation of transactions on the share capital without the need to carry out any transaction on the shares where the objective and subjective conditions are met.

Upon elimination of the indication of the nominal value of the shares, it follows that the Company's Articles of Association must indicate only the share capital and the number of shares into which it is divided, with the elimination of any reference to the nominal value expressed by the share.

2. Amendments to the Articles of Association following the elimination of the indication of the nominal value of the shares

In light of the above, it is proposed to amend the Articles of Association in order to eliminate any mention relating to the nominal value of ordinary shares, thus indicating, in art. 5 both the total amount of the share capital and the number of shares into which it is divided, without any indication of their nominal value per unit.

The following is a comparative comparison of the current text of Article 5 of the Articles of Association with the text amended to take into account the proposal described above, which is submitted to the approval of the Extraordinary Shareholders' Meeting.

Art. 5 (current text)	Art. 5 (text modified)
<p>The share capital is Euro 55,948,257.00 and consists of 55,948,257 registered shares with a nominal value of Euro 1.</p> <p>The shares are registered, freely transferable and indivisible.</p> <p>In the event of an increase in the share capital, the pre-emption right may be excluded or limited in the cases provided for by law, as well as within the limits of ten per cent of the pre-existing share capital, pursuant to art. 2441, paragraph 4 of the Civil Code.</p> <p>The Extraordinary Shareholders' Meeting held on 4 October 2021 resolved to increase the share capital in cash, for payment and in divisible form, with the exclusion of pre-emption rights pursuant to art. 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of Euro 2,370,411.00, in addition to the share premium for a maximum of Euro 497,629,589.00, to exclusively serve the conversion of the bond issued by the Company called "<i>€500 million Zero Coupon Equity Linked Bonds due 2028</i>" to be executed in one or more tranches through the issue of ordinary shares of the Company, with regular dividend rights, according to the criteria determined by the relevant Regulations, it being understood that the deadline for subscription of the newly issued shares is set for 5 May 2028 and that, in the event that by that date the capital increase has not been fully subscribed, the same will in any case be considered increased by an amount equal to the subscriptions collected and at the time of the same, with express authorization to the directors to issue the new shares as they are subscribed. No fractions of shares will be issued or delivered, and no</p>	<p>The share capital is Euro 55,948,257.00 and consists of 55,948,257 registered shares with a nominal value of Euro 1 with no express nominal value.</p> <p>The shares are registered, freely transferable and indivisible.</p> <p>In the event of an increase in the share capital, the pre-emption right may be excluded or limited in the cases provided for by law, as well as within the limits of ten per cent of the pre-existing share capital, pursuant to art. 2441, paragraph 4 of the Civil Code.</p> <p>The Extraordinary Shareholders' Meeting held on 4 October 2021 resolved to increase the share capital in cash, for payment and in divisible form, with the exclusion of pre-emption rights pursuant to art. 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of Euro 2,370,411.00, in addition to the share premium for a maximum of Euro 497,629,589.00, to exclusively serve the conversion of the bond issued by the Company called "<i>€500 million Zero Coupon Equity Linked Bonds due 2028</i>" to be executed in one or more tranches through the issue of ordinary shares of the Company, with regular dividend rights, according to the criteria determined by the relevant Regulations, it being understood that the deadline for subscription of the newly issued shares is set for 5 May 2028 and that, in the event that by that date the capital increase has not been fully subscribed, the same will in any case be considered increased by an amount equal to the subscriptions collected and at the time of the same, with express authorization to the directors to issue the new shares as they are subscribed. No fractions of shares</p>

cash payments or adjustments will be made in lieu of such fractions.	will be issued or delivered, and no cash payments or adjustments will be made in lieu of such fractions.
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3. Possible recurrence of the right of withdrawal

The amendments illustrated do not constitute cases of withdrawal pursuant to Article 2437 of the Italian Civil Code or pursuant to the Articles of Association.

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Dear Shareholders,

In consideration of the above, we invite you to adopt the following resolutions:

"The Extraordinary Shareholders' Meeting of Diasorin S.p.A., having regard to the report of the Board of Directors,

resolves

- *eliminate, pursuant to art. 2328 and 2346 of the Civil Code. the indication of the nominal value per share of the Company's ordinary shares, currently equal to Euro 1;*
- *to amend Article 5 of the Articles of Association, which will therefore take on the wording resulting from the text contained in the explanatory report of the Board of Directors;*
- *to confer on the Board of Directors, and on its behalf on the Chairman of the Board of Directors and the Chief Executive Officer in office pro tempore, severally and with the power of sub-delegation, all the broadest powers to implement and execute the above resolutions, including, by way of example but not limited to, the power to make any amendments and/or additions to the resolutions adopted that may be necessary and/or appropriate, also following the request of each competent Authority or at the time of registration and, in general, to carry out all that is necessary for the complete execution of the resolutions themselves, with any and all power for the necessary and/or appropriate purpose, none excluded and excepted, including the task of filing the updated articles of association with the competent Register of Companies"*

Saluggia, December 22, 2025

For the Board of Directors

The President
Dr. Michele Denegri

Extraordinary Session - Explanatory Report on item 2 on the agenda

2. Cancellation of treasury shares without reduction of the share capital; consequent amendment of Article 5 ("*Share Capital – Shares*") of the Articles of Association. Related and consequent resolutions.

Dear Shareholders,

you have been called to attend the Extraordinary Shareholders' Meeting of Diasorin S.p.A. (hereinafter "**Diasorin**" or also the "**Company**") to examine and approve the proposal (i) to cancel, without reduction of the share capital, any shares that may be purchased pursuant to the authorization referred to in the first item on the agenda of the ordinary session of this Shareholders' Meeting, as well as part of the treasury shares currently in portfolio, for a maximum total amount of 6,500,000 shares; (ii) the consequent amendment of art. 5 of the Articles of Association.

1. Proposal to cancel treasury shares.

The cancellation proposal concerns a maximum total amount of 6,500,000 treasury shares, composed as follows: (i) treasury shares that will eventually be purchased pursuant to the authorization referred to in the first item on the agenda at the Shareholders' Meeting called in ordinary session, up to a maximum amount of 4,500,000; (ii) treasury shares already held by the Company at the date of the shareholders' resolution, up to a maximum amount of 2,000,000.

The above-mentioned cancellation proposal is consistent with the purpose of shareholder remuneration represented by the Board of Directors in the explanatory report relating to the first item on the agenda of this Ordinary Shareholders' Meeting, to which reference is made for further information.

Given that the Company intends to proceed with the cancellation of the aforementioned shares without reducing the share capital, the Company will carry out the cancellation only if the shareholders have expressed themselves in favour of the proposal to eliminate the nominal value of the shares referred to in the first item on the agenda of this Extraordinary Shareholders' Meeting.

It should be noted that, from an accounting point of view, the cancellation of treasury shares will not have any effect on the economic result and will not lead to changes in the total value of shareholders' equity, although it will change its composition.

In particular, the cancellation of treasury shares may also be carried out in fractions, if necessary, before the completion of the buy-back programme authorised by the Ordinary Shareholders' Meeting and in any case no later than 18 months after the Shareholders' resolution.

In order to carry out the activities necessary to cancel treasury shares, it is proposed to grant a specific proxy to the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys.

The Company will notify the market of the cancellation of treasury shares in accordance with the applicable laws, including regulations, in force and will update the Articles of Association accordingly and communicate the new composition of the share capital.

2. Consequent delegation to update art. 5 of the Articles of Association.

At the same time as the cancellation of treasury shares, the first paragraph of art. 5 of the Articles of Association to indicate the number of shares into which the share capital is divided following the cancellation.

To this end, it is proposed to empower the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, to update paragraph 1 of this article by reducing the number of shares indicated therein by a number corresponding to the treasury shares that will be effectively cancelled in execution of the foregoing.

3. Amendments to the Articles of Association resulting from the cancellation of treasury shares.

The amendment to the Articles of Association submitted for approval by the Extraordinary Shareholders' Meeting consists of the addition of a last paragraph to the current Article 5 of the Articles of Association (as amended by the Shareholders' Meeting in relation to the first item on the agenda of this Extraordinary Shareholders' Meeting), as illustrated in the summary table below.

This paragraph will subsequently be repealed once the cancellation operations have been completed by virtue of a further delegation that the Shareholders' Meeting is proposed to confer on the Chairman of the Board of Directors and the Chief Executive Officer, even severally and with the power to appoint special attorneys.

Art. 5 (current text)	Art. 5 (text modified¹)
The share capital is Euro 55,948,257.00 and consists of 55,948,257 registered shares with a nominal value of Euro 1.	The share capital is Euro 55,948,257.00 and consists of 55,948,257 registered shares with no express par value.
The shares are registered, freely transferable and indivisible.	The shares are registered, freely transferable and indivisible.
In the event of an increase in the share capital, the pre-emption right may be excluded or limited in the cases provided for by law, as well as within the limits of ten per cent of the pre-existing share capital, pursuant to art. 2441, paragraph 4 of the Civil Code.	In the event of an increase in the share capital, the pre-emption right may be excluded or limited in the cases provided for by law, as well as within the limits of ten per cent of the pre-existing share capital, pursuant to art. 2441, paragraph 4 of the Civil Code.
The Extraordinary Shareholders' Meeting held on 4 October 2021 resolved to increase the share	The Extraordinary Shareholders' Meeting held on 4 October 2021 resolved to increase the share

¹ The amended text incorporates the proposed amendments referred to in the first item on the agenda of this Extraordinary Shareholders' Meeting, assuming that they are approved by the shareholders.

capital in cash, for payment and in divisible form, with the exclusion of pre-emption rights pursuant to art. 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of Euro 2,370,411.00, in addition to the share premium for a maximum of Euro 497,629,589.00, to exclusively serve the conversion of the bond issued by the Company called "*€500 million Zero Coupon Equity Linked Bonds due 2028*" to be executed in one or more tranches through the issue of ordinary shares of the Company, with regular dividend rights, according to the criteria determined by the relevant Regulations, it being understood that the deadline for subscription of the newly issued shares is set for 5 May 2028 and that, in the event that by that date the capital increase has not been fully subscribed, the same will in any case be considered increased by an amount equal to the subscriptions collected and at the time of the same, with express authorization to the directors to issue the new shares as they are subscribed. No fractions of shares will be issued or delivered, and no cash payments or adjustments will be made in lieu of such fractions.

(New paragraph)

capital in cash, for payment and in divisible form, with the exclusion of pre-emption rights pursuant to art. 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of Euro 2,370,411.00, in addition to the share premium for a maximum of Euro 497,629,589.00, to exclusively serve the conversion of the bond issued by the Company called "*€500 million Zero Coupon Equity Linked Bonds due 2028*" to be executed in one or more tranches through the issue of ordinary shares of the Company, with regular dividend rights, according to the criteria determined by the relevant Regulations, it being understood that the deadline for subscription of the newly issued shares is set for 5 May 2028 and that, in the event that by that date the capital increase has not been fully subscribed, the same will in any case be considered increased by an amount equal to the subscriptions collected and at the time of the same, with express authorization to the directors to issue the new shares as they are subscribed. No fractions of shares will be issued or delivered, and no cash payments or adjustments will be made in lieu of such fractions.

The Shareholders' Meeting of 27 January 2026, in extraordinary session, approved the cancellation of a maximum of 6,500,000 treasury shares, empowering the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, to carry out all the necessary activities in order to carry out such cancellation, also in fractions or in a single solution, within 18 (eighteen) months of the shareholders' resolution, as well as to modify the number of shares indicated in

	paragraph 1 of this article accordingly, reducing it by a number of shares equal to those actually cancelled and to proceed, once the cancellation operations have been completed, to repeal this paragraph.
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3. Possible recurrence of the right of withdrawal

The amendments illustrated do not constitute cases of withdrawal pursuant to Article 2437 of the Italian Civil Code or pursuant to the Articles of Association.

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Dear Shareholders,

In consideration of the above, we invite you to adopt the following resolutions:

"The Extraordinary Shareholders' Meeting of Diasorin S.p.A., having regard to the report of the Board of Directors,

resolves

1. *to cancel, without reduction of the share capital, a maximum total amount of 6,500,000 Diasorin treasury shares, composed as follows: (i) treasury shares that may be purchased pursuant to the authorization referred to in the first item on the agenda at the Shareholders' Meeting called in ordinary session, up to a maximum amount of 4,500,000 shares; (ii) treasury shares already held by the Company at the date of this Shareholders' Meeting resolution for a maximum amount of 2,000,000 shares;*
2. *to empower the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, to carry out all the activities necessary to carry out such cancellation, and in particular to (i) determine the actual number of treasury shares subject to cancellation in line with the purpose set out in the Board of Directors' explanatory report; a (ii) proceed with the cancellation of the relevant in a fractional manner or in a single instalment, in any case within 18 months of the shareholders' resolution, and (iii) to carry out any act necessary or appropriate for this purpose;*
3. *to proceed with such cancellation without the recognition of any profit or loss in the income statement and without any effect on the Company's equity, without prejudice to the amount of share capital, with a consequent automatic increase in the "implicit accounting parity" of the shares issued by the Company;*
4. *to approve as of now, after each cancellation of treasury shares, the amendment of art. 5, paragraph 1, of the Articles of Association in the part relating to the number of shares into which Diasorin's share capital is divided, indicating in the same paragraph the number of shares that will actually exist as a result of the execution of each cancellation, and to grant powers to this end to the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, to amend the aforementioned statutory provision by updating the number of such actions and to carry out any necessary or appropriate action in this regard;*
5. *to insert, following the resolutions in the previous points, a new last paragraph in art. 5 of the Articles of Association with the following text: "The Shareholders' Meeting of 27 January 2026, in extraordinary session, approved the cancellation of a maximum*

of 6,500,000 treasury shares, empowering the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, to carry out all the activities necessary in order to carry out such cancellation, also in a fractional or single instalment, within 18 (eighteen) months of the shareholders' resolution, as well as to modify the number of shares indicated in paragraph 1 of this article accordingly, reducing it by a number of shares equal to those actually cancelled and to proceed, once the cancellation operations have been completed, to the repeal of this paragraph.";

6. *to confer on the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to appoint special attorneys, all appropriate powers to: (i) ensure that the above resolutions are enforceable in accordance with the law; (ii) accept or introduce any amendments or additions (which do not alter the substance of the resolutions adopted) that are required for registration in the Register of Companies or necessary and/or appropriate for the implementation of laws and regulations; (iii) proceed with the filing and registration, in accordance with the law, with an explicit, advance declaration of approval and ratification, of the resolutions adopted and the text of the Articles of Association updated with the above."*

Saluggia, December 22, 2025

For the Board of Directors

The President
Dr. Michele Denegri