

**SHAREHOLDERS' MEETING
DIASORIN S.p.A.**

28 April 2023



**EXPLANATORY REPORTS
AND
PROPOSALS FOR RESOLUTION
ON THE ITEMS ON THE AGENDA**

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

DiaSorin S.p.A.
Via Crescentino snc, 13040 Saluggia (VC)
Tax Code and Vercelli Register of Companies No. 13144290155

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Explanatory report on item 1 on the agenda

1. Financial Statements for the year ending on 31 December 2022; proposal on the allocation of profit for the year and dividend distribution::

1.1 approval of the Financial Statements after examination of the management report for the year ending 31 December 2022; presentation of the Consolidated Financial Statements as at 31 December 2022 of the DiaSorin Group; related resolutions;

1.2 Proposal on the allocation of profit for the year and dividend distribution; related and required resolutions.

The Annual Financial Report as at 31 December 2022 pursuant to Article 154-*ter* of Legislative Decree 58/1998 (comprising the draft financial statements and the consolidated financial statements as at 31 December 2021, the management report –including the Consolidated Non-Financial Statement pursuant to Articles 3 and 4 of Legislative Decree 254/2016 –the Annual Corporate Governance Report and the certification and reports required by law) will be made available to the public at the Company’s registered office, and will also be published on the *Company's website* www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2023") and on the authorised storage mechanism "eMarketStorage", accessible at www.emarketstorage.com, by 7 April 2023.

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Dear Shareholders,

We invite you to approve the Company's Financial Statements for the year ended 31 December 2022, proposing to allocate the profit for the year, amounting to € 37,786,390. We refer to the relevant item in the management report drafted by the Board of Directors, made available to the Shareholders within the terms and modalities set forth by the law.

The Board of Directors of your Company, considering that the legal reserve has reached a fifth of the share capital pursuant to art. 2430 of the Civil Code, hereby proposes to allocate the profit for the year (equal to € 37,786,390) to the shareholders as dividend.

In addition to the above, considered that the financial statements shows the reserve “*Profits carried forward*”, the Board of Director proposes you to distribute a dividend equal to € 1.10 for each ordinary share at the ex-dividend date, excluding treasury shares in the portfolio (at the date thereof equal to 2,430,372 ordinary shares) and then for an overall amount equal to € 61,543,082.70¹, drawing:

- as to € 27,786,390 from the profits from fiscal year 2022;
- as to € 23,756,692.70 from the reserve “*profits carried forward*”.

It is also proposed that the dividend be paid from 24 May 2023 with ex-dividend date on 22 May 2023 in favour of circulating shares, excluding those in the portfolio. Pursuant to Article 83-

¹ The overall proposed dividend equal to € 61,543,082.70 per each share takes into account n. 2,430,372 treasury shares owned by DiaSorin upon the approval by the Board of Directors of the explanatory report hereunder. Without prejudice to the dividend amount per each share, the overall dividend amount may vary depending on the amount of treasury shares owned by the Company upon the ex date, with consequent increase or reduction of the amount drawn from the reserve “*profits carried forward*”.

terdecies of Legislative Decree 58/1998, those that are shareholders at the end of the record date of 23 May 2023 will be entitled to receive the dividend.

We therefore submit the following draft resolutions for your approval:

Proposed resolution concerning item 1.1 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the management report, acknowledged the consolidated financial statements of the DiaSorin Group as at 31 December 2022, as well as the non-financial statement,

resolves

to approve the financial statements for the year ended 31 December 2022, showing a profit for the fiscal year equal to € 37,786,399 in their entirety and results”;

Proposed resolution concerning item 1.2 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having heard and approved the information presented by the Board of Directors, considering that the legal reserve reached the maximum amount under article 2430 of the civil code

resolves

- *to allocate the profit equal to € 37,786,390 to the shareholders as dividend;*
- *considered the existence of the reserve “profits carried forward”, to distribute a dividend equal to € 1.10 per each ordinary share circulating at the ex-dividend date, excluding treasury shares in the portfolio (equal at the date thereof to 2,430,372 ordinary shares) therefore for an overall amount equal to € 61,543,082.702, to be drawn from:*
 - *as to € 27,786,390, from the profits from fiscal year 2022;*
 - *as to € 23,756,692.70, from the reserve “profits carried forward”.*
- *To pay the above dividend on 24 May 2023, with ex dividend date on 22 May 2023 in favour of the circulating shares, excluding those in the portfolio (ex date) and entitlement date for payment pursuant to Article 83-terdecies of Legislative Decree 58/1998 (record date) 23 May 2023.*

Saluggia, 27 March 2023

For the Board of Directors

The Chairman
Michele Denegri

Explanatory report on item 2 on the agenda

2. Report on the remuneration policy and fees paid:

2.1 resolutions on approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-ter of Legislative Decree 58/1998;

2.2 resolutions on the "Second section" of the report, pursuant to Article 123-ter, paragraph 6 of Legislative Decree 58/1998.

Dear Shareholders,

the Board of Directors of your Company has called you to the Ordinary Shareholders' Meeting to present to you the Report on the remuneration policy and fees paid (the "**Remuneration Report**"), prepared pursuant to Article 123-ter of the Consolidated Finance Act - as most recently amended by Legislative Decree 49/2019, implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (Shareholders' Right Directive II), amending Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies with regard to the encouragement of long-term shareholder engagement - and Article 84-*quater* of Consob Regulation No. 11971/1999 ("**Issuers' Regulation**") and drafted in accordance with Annex 3A, Schedule 7-*bis* and Schedule 7-*ter* of the Issuers' Regulation, as last amended.

The Remuneration Report is divided into the following sections:

- Section I illustrates the Company's policy on the remuneration of Directors, Strategic Executives and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of members of the Company's Board of Statutory Auditors, having an annual duration, and the procedures for the adoption, review and implementation of this policy, including the measures for avoiding or managing possible conflicts of interest;

In addition, pursuant to Article 84-*quater*, paragraph 2-*bis* of the Issuers' Regulation, the remuneration policy described in Section I of the Report:

- indicates how it contributes to corporate strategy, the pursuit of long-term interests and the sustainability of the Company and is determined taking into account the remuneration and working conditions of the Company's employees;
 - defines the different components of remuneration that may be awarded; where variable remuneration is allocated, establishes clear, comprehensive and differentiated criteria for the award of such remuneration, based on financial and non-financial performance objectives, taking into account criteria relating to corporate social responsibility, where appropriate;
 - specifies the elements of the policy for which, in the presence of exceptional circumstances indicated in Article 123-ter, paragraph 3-*bis* of the Consolidated Finance Act, a temporary exception may be made and the procedural conditions under which the exception may be applied;
- Section II indicates the individual fees of Directors and members of the Board of Statutory Auditors and in aggregate form the remuneration of strategic executives:
 - the first part, adequately, clearly and comprehensibly indicates each of the items comprising remuneration, including packages provided in the event of termination of office or employment, showing their compliance with the Company's remuneration

policy for the year in question and the way in which remuneration contributes to the Company's long-term results;

- the second part, describes: (i) analytically the fees paid during the financial year for any reason and in any form by the Company and its subsidiaries or associates, indicating any components of such fees that relate to activities carried out in previous financial years and also highlighting the fees to be paid in one or more subsequent financial years for activities carried out in the reporting year, also indicating, as applicable, an estimated value for components that cannot be objectively quantified in the reporting year; (ii) how the Company has taken into account the vote cast the previous year by the Shareholders' Meeting on Section Two of the Report;
- the third part provides information on the allocation of financial instruments to directors, officers and other employees of DiaSorin and its subsidiaries;
- the fourth part indicates, in accordance with the criteria set out in Annex 3A, Schedule 7-ter of the Issuers' Regulation, the shareholdings held in the Issuer and its subsidiaries by members of the management and control boards, the General Manager and other strategic executives, as well as spouses who are not legally separated and children (minors), directly or through subsidiaries, trust companies or intermediaries, as recorded in the shareholders' register, communications received and other information obtained from members of the management and control boards, the General Manager and other strategic executives.

The Remuneration Report will be made available on the Company's *website* www.diasoringroup.com (in the Section "Governance/Shareholders' Meeting /2023"), and on the authorised storage system "eMarketStorage", accessible at www.emarketstorage.com, at least 21 clear days prior to the date of the Shareholders' Meeting as a combined session, i.e. by 7 April 2023.

Shareholders are reminded that, pursuant to Article 123-ter, paragraph 3-bis of the Consolidated Finance Act, they will be called on to resolve on Section I of the Remuneration Report in favour or against, with a binding resolution pursuant to Article 123-ter, paragraph 3-ter of the Consolidated Finance Act. They will also be called on, pursuant to Article 123-ter, paragraph 6 of the Consolidated Finance Act, to resolve on Section II of the Remuneration Report, with a non-binding resolution.

The result of the vote will be made available to the public in accordance with law, pursuant to Articles 123-ter, paragraph 6, and 125-quater, paragraph 2 of the Consolidated Finance Act.

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Shareholders are therefore requested to adopt the following resolutions.

Proposed resolution concerning item 2.1 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the policy on remuneration and fees paid, prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/1998,

resolves

to approve – pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree 58/1998 and all other legal and regulatory effects, and therefore with a binding resolution – the remuneration policy."

Proposed resolution concerning item 2.2 on the agenda:

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having examined the "second section" of the report prepared by the Board of Directors pursuant to Article 123-ter of Legislative Decree 58/1998

resolves

to approve – pursuant to Article 123-ter, paragraph 6-ter, of Legislative Decree 58/1998 and all other legal and regulatory effects, and therefore with a binding resolution – the "second section" of the report."

Saluggia, 27 March 2023

For the Board of Directors

The Chairman
Michele Denegri

Explanatory report on item 3 on the agenda

Resolutions, pursuant to Article 114-bis of Legislative Decree 58 of 24 February 1998, on the establishment of Stock Options Plan. Related resolutions.

Dear Shareholders,

We submit for your approval an incentive and loyalty plan called "2023 Stock Option Plan - DiaSorin S.p.A." (the "**2023 Plan**") aimed at key executives of DiaSorin ("**DiaSorin**" or the "**Company**") and of the other companies of the DiaSorin Group (as defined below), pursuant to Article 114-bis of Legislative Decree 58/1998 (the "**Consolidated Finance Act**"), to be implemented through the free assignment of option rights valid for the purchase of ordinary treasury shares in the Company's portfolio.

DiaSorin ordinary treasury shares will therefore be used for the 2023 Plan, subject to purchase under the authorisation pursuant to Article 2357 of the Italian Civil Code granted, on a case-by-case basis, by the Shareholders' Meeting of the Company.

For any further information on the 2023 Plan, please refer to the information document prepared pursuant to Article 84-bis of Consob Regulation 11971/1999 (the "**Issuers' Regulation**") and in compliance with Annex 3A of the Issuers' Regulation made available to the public, together with this Report, in accordance with law.

1. Reasons to adopt the 2023 Plan

The purpose of the 2023 Plan is to continue with the policy of retaining and incentivising the Group's key employees, by involving them in the corporate structure, and thus contributing to the retention of their specific skills in the Company through their co-participation in the Company's economic results and future development.

With regard to incentive remuneration based on stock option plans, it should be noted, among other things, that the adoption of share-based remuneration plans is in line with the principles contained in the Company's "Remuneration Policy", as described in the "Report on Remuneration Policy and Remuneration Paid" drafted pursuant to Article 123-ter of the Consolidated Finance Act, available on DiaSorin's website www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2023").

The proposal to adopt the 2023 Plan was made by the Board of Directors, subject to the favourable opinion of the Remuneration and Appointment Proposals Committee.

2. Recipients of the 2023 Plan

As stated in the Introduction, the 2023 Plan is aimed at key executives who, as of the grant date of the Options (the "**Grant Date**"), have an employment relationship of indefinite duration (or an equivalent relationship pursuant to the regulations applicable from time to time) with the Company or the companies (Italian or foreign) it directly or indirectly controls pursuant to Article 93 of the Consolidated Finance Act, or that qualify as subsidiaries in compliance with the accounting standards applicable from time to time, or included in the scope of consolidation (the "**Subsidiary Companies**" or "**Subsidiaries**" and, together with DiaSorin, the "**DiaSorin Group**").

On the Grant Date, the Board of Directors of the Company shall identify the individual Beneficiaries within the above-mentioned category and the number of Options to be granted to each Beneficiary, taking into account, if necessary, the responsibilities and professional skills of the Beneficiaries.

The Board of Directors may delegate its powers, duties and responsibilities with respect to the execution and implementation of the 2023 Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or the CEO of DiaSorin, even severally, it being understood that any

decision relating and/or pertaining to the assignment of the Options to the Beneficiary who is also Chairman and/or Deputy Chairman and/or CEO of DiaSorin (as well as any other decision relating and/or pertaining to the management and/or implementation of the 2023 Plan with respect to them) shall remain the sole responsibility of the Board of Directors.

The Compensation Committee performs advisory and propositional functions in relation to the implementation of the 2023 Plan, in accordance with the Corporate Governance Code approved by the Corporate Governance Committee and the “*Remuneration Policy*” adopted by the Company.

A condition for participation in the 2023 Plan is continued employment with DiaSorin or a Subsidiary.

In particular, the 2023 Plan provides that, in the event of termination of employment due to a bad leaver scenario, all Options granted to the Beneficiary will lapse and will be deprived of any effect and validity. The following events are included among the bad leaver scenario:

- (i) dismissal of the Beneficiary due to the appeal of a just cause, namely: (a) violation by the Beneficiary of legal regulations relating to the employment relationship; (b) the Beneficiary's criminal conviction for intentional or negligent crime;
- (ii) voluntary resignation of the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to physical or mental incapacity (due to illness or injury) of the Beneficiary which involves a period of inability to work exceeding 6 (six) months; (b) death of the Beneficiary.

In the event of termination of the relationship due to a good leaver scenario, the Beneficiary shall retain the right to exercise the Options granted, in a number proportionate to the duration of the employment relationship following the Grant Date with respect to the period between the Grant Date and the initial exercise date of the Options. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The good leaver scenario include cases of termination of employment due to:

- (i) dismissal without just cause;
- (ii) withdrawal from the employment relationship due to physical or mental incapacity (due to illness or injury) of the Beneficiary which involves a period of inability to work exceeding 6 (six) months;
- (iii) death of the Beneficiary;
- (iv) loss of subsidiary status by the Beneficiary's employer.

3. Purpose and method of implementing the 2023 Plan

The 2023 Plan provides for the free allocation, to each of the beneficiaries identified within the categories of recipients indicated in Section 2 above (hereinafter the “**Beneficiaries**”), of options (hereinafter the “**Options**”) that grant the Beneficiary the right to purchase ordinary shares in the Company's portfolio, in the ratio of 1 share for every 1 Option exercised in accordance with the terms and conditions set forth in the 2023 Plan, at a price to be set by the Board of Directors at the time the Options are granted in an amount equal to the arithmetic mean of the official prices recorded by DiaSorin ordinary shares on the Euronext Milan market organised and managed by Borsa Italiana S.p.A. in the period between the Grant Date of the Options and the same day of the previous calendar month if an open market day, or the day of the open market following such date (hereinafter the “**Exercise Price**”).

It is proposed to determine the maximum total number of ordinary shares of DiaSorin, to be allocated to the Beneficiaries for the execution of the 2023 Plan, as 355,000 ordinary shares.

For the execution of the 2023 Plan, the Shareholders' Meeting of the Company (convened on 28 April 2023, in a single call) will be submitted, as item 4 on the agenda of the same, the proposal to authorise the Board of Directors to purchase and dispose of treasury shares, pursuant to and for the purposes of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of the Consolidated Finance Act and related implementing provisions, to be allocated and disposed of, among other things, to service the 2023 Plan. For further details, please refer to the relevant explanatory report drawn up pursuant to Article 73 of the Issuers' Regulation, available to the public within the terms and according to the procedures set out by law.

At the date of this Report, the Company holds 2,430,372 treasury shares in its portfolio, equal to 4.3440% of the share capital. The companies controlled by the Company do not hold DiaSorin shares.

The Options granted under the 2023 Plan will grant the Beneficiaries the right to purchase a maximum of 355,000 ordinary shares, at the Exercise Price, in the ratio of 1 share for every 1 Option granted and exercised, all under the terms and conditions of the 2023 Plan, as illustrated below.

The Company shall make available to the Beneficiary the shares to which they are entitled following the exercise of the Options no later than 10 (ten) business days following the end of the calendar month in which the exercise occurred. The shares to which the Beneficiary is entitled as a result of the exercise of the Options will have the same dividend rights as the Company's ordinary shares on the date of purchase and will therefore bear the coupons in effect on that date.

The 2023 Plan will not receive any support from the special Fund for encouraging worker participation in companies, pursuant to Article 4, paragraph 112 of the Law of 24 December 2003, No. 350.

4. Duration of the 2023 Plan

The Options assigned to the Beneficiary may be exercised in accordance with the provisions of the regulations of the 2023 Plan, whose adoption will be delegated to the Board of Directors, and by the related option agreement.

The 2023 Plan provides that (i) the Options may be assigned to the Beneficiaries, identified by the Board of Directors, within a period of three years from the date of approval of the 2023 Plan Regulations and (ii) the Options can be exercised during the operating periods established in the 2023 Plan Regulations and/or in the option agreement, it being understood that the Options assigned will not be exercisable before the expiry of a period not less than three years from the Grant Date.

Without prejudice to the operating methods indicated above, Beneficiaries are entitled to exercise in advance when certain events occur, including:

- (i) change of control pursuant to Article 93 of the Consolidated Finance Act, even if this does not result in the obligation to launch a takeover bid;
- (ii) launch a takeover bid on the shares of the Companies pursuant to Articles. 102 et seq. of the Consolidated Finance Act; or
- (iii) deliberation of transactions that may result in the delisting of DiaSorin's ordinary shares from a regulated market.

The 2023 Plan also provides that the exercise of the Options by the Beneficiaries will be suspended during the period including:

- between the day on which the meeting of the Board of Directors was held that resolved to convene the Shareholders' Meeting called to approve (i) the financial statements and

at the same time the proposal for the distribution of dividends or (ii) the proposal for the distribution of extraordinary dividends; and

- the day on which the relevant meeting was actually held (including details).

In the event that the Shareholders' Meeting decides to distribute a dividend, even of an extraordinary nature, the suspension period will in any event expire on the day following the date of the release of the relevant coupon.

The Board of Directors reserves the right to suspend, during certain periods of the financial year, the exercise by the Beneficiaries of the Options, or to allow the exercise of the Options in any case if this corresponds to the best execution of the 2023 Plan, in the interest of the Company and the Beneficiaries.

5. Limits on the transfer of Options and Shares

Options will be awarded in a personal capacity and may be exercised only by the Beneficiaries. Unless otherwise resolved by the Board, except as provided for in the event of termination of the employment relationship (also with reference to transfer due to death), the Options may not be transferred or negotiated, pledged or subjected to any other right in rem by the beneficiary and/or granted as a guarantee, whether by deed inter vivos or in application of the law.

Please note that there are no restrictions on the transfer of the Company's ordinary shares purchased following the exercise of the Options.

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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 examined and approved the Explanatory Report of the Board of Directors,

resolves

(i) to approve, pursuant to and for the purposes of Article 114-bis of Legislative Decree 58/1998, the establishment of a new stock option plan called "2023 Stock Option Plan - DiaSorin S.p.A." with the characteristics (including conditions and implementing conditions and conditions) indicated in the Report of the Board of Directors and in the Information Document drawn up pursuant to Article 84-bis of CONSOB resolution 11971/1999 as amended (attached to the same Report under letter "A"), mandating the Board itself to adopt the relevant regulation;

(ii) to confer on the Board of Directors all necessary or appropriate power to implement the "2023 Stock Option Plan - DiaSorin S.p.A.", in particular by way of example and not exhaustive, every power to identify the beneficiaries and determine the number of options to be assigned to each of them, proceed with the assignment to the beneficiaries, and carry out any necessary act, compliance, formalities, communication or appropriate for the purpose of managing and/or implementing the plan itself, with the right to delegate their powers, duties and responsibilities regarding the execution and application of the plan to the Chairman, deputy Chairman and/or CEO, even separately from each other, it being understood that any decision relating to and/or relating to the assignment of options to beneficiaries who are also Chairman, deputy Chairman and/or CEO of DiaSorin S.p.A. (as for any other decision relating to and/or relating to the management and/or implementation of the plan against them) will remain exclusive competence of the Board"

Saluggia, 27 March 2023

For the Board of Directors
signed

The Chairman

Michele Denegri

DIASORIN S.P.A.

INFORMATION DOCUMENT ON THE COMPENSATION PLAN BASED ON THE ATTRIBUTION OF OPTIONS (STOCK OPTIONS) SUBMITTED FOR APPROVAL BY THE SHAREHOLDERS' MEETING OF DIASORIN S.P.A., DRAFTED IN ACCORDANCE WITH ARTICLE 84-BIS OF REGULATION NO. 11971 APPROVED BY CONSOB BY RESOLUTION OF 14 MAY 1999 AS AMENDED

Saluggia, 27 March 2023

DEFINITIONS

The following definitions are used throughout this Information Document.

Ordinary Shareholders' Meeting	the ordinary shareholders' meeting of the Company convened for 28 April 2023 in a single call, called to resolve (i) on the proposal to adopt the Plan (as the third item on the agenda of the same meeting); and (ii) on the proposed authorisation to purchase and dispose of DIASORIN ordinary shares (as the fourth item on the agenda);
Shares	DIASORIN ordinary shares, with a nominal value of Euro 1 (one), covered by the Plan and therefore reserved for Beneficiaries who exercise the Options;
Beneficiary	the Recipient who has been assigned an Option;
Compensation Committee	the Compensation and Nominating Committee of the Company, which performs advisory and proposing functions in relation to the implementation of the Plan, pursuant to the Corporate Governance Code and the Remuneration Policy adopted by the Company, as described in the Report on the Remuneration Policy and Remuneration Paid drawn up pursuant to Article 123-ter of the Consolidated Finance Act, available on the DiaSorin website www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2023");
Exercise Communication	the communication with which the Beneficiary exercises the assigned Options;
Board	the acting Board of Directors in office of the Company or its delegates;
Option Agreement	the contract whereby the Company assigns the Options to the Beneficiary, regularly signed by the latter for acceptance;
Subsidiaries	each of the companies (Italian or foreign) directly or indirectly controlled pursuant to Article 93 of the Consolidated Finance Act, or that qualify as subsidiaries in compliance with the accounting standards applicable from time to time, or included in the scope of consolidation;
Grant Date	the date on which the Board decides to assign the Options to the Beneficiary;
Last Exercise Date	the deadline for exercising the Options identified in the Plan regulations and/or in the Option Agreement;
First Exercise Date	the date on which the Options become exercisable identified in the Plan regulations and/or in the Option Agreement;
Recipient	persons who, at the Grant Date, have an employment relationship with the Company or its Subsidiaries of indefinite duration (or, in any event, an equivalent

	relationship pursuant to the regulations applicable from time to time to the Company or its Subsidiaries);
DIASORIN or Company	DIASORIN S.p.A. with registered office in Saluggia (Vercelli), Via Crescentino snc;
Information Document	this information document drawn up pursuant to Article 84- <i>bis</i> of the Issuers' Regulation and consistently, also in the numbering of the related Sections, with the indications contained in Schedule 7 of Annex 3A of the Issuers' Regulations;
Group	DIASORIN together with the Subsidiaries;
Euronext Milan	the Euronext Milan market, organised and managed by Borsa Italiana S.p.A.;
Option	the right granted to the Recipient to purchase Shares in accordance with the Plan; each Option confers the right to purchase a Share;
Plan	the proposal for the adoption of the "2023 Stock Option Plan - DIASORIN S.p.A." approved by the DIASORIN Board of Directors on 27 March 2023, and which will be submitted for the approval of the Ordinary Shareholders' Meeting pursuant to Article 114- <i>bis</i> of the Consolidated Finance Act;
Exercise price	the consideration that the Beneficiary must pay for the exercise of the Options in order to purchase the Shares;
Relationship	the employment relationship (or in any event an equivalent relationship under the legislation applicable from time to time to the Company or Subsidiaries) between the Recipient and, as the case may be, the Company or a Subsidiary;
Issuers' Regulation	Consob regulation 11971/1999 as subsequently amended;
Consolidated Finance Act	Legislative Decree 58/1998 as subsequently amended

FOREWORD

This Information Document, drawn up pursuant to Article 84-*bis* of the Issuers' Regulation and consistent, also in the numbering of the related Sections, with the indications contained in Schedule 7 of Annex 3A of the Issuers' Regulation, concerns the proposal for the adoption of the "2023 Stock Option Plan - DIASORIN S.p.A." approved by the Board of the Company on 27 March 2023, upon the proposal of the Compensation and Nominating Committee.

The aforementioned proposal for the adoption of the "2023 Stock Option Plan - DIASORIN S.p.A." will be submitted for approval to the Ordinary Shareholders' Meeting of the Company convened for 28 April 2023 in a single call, as the third item on the agenda of the same meeting.

As of the date of this Information Document, the proposal to adopt the "2023 Stock Option Plan - DIASORIN S.p.A." has not yet been approved by the Ordinary Shareholders' Meeting.

Therefore:

(i) This Information Document is prepared exclusively on the basis of the contents of the proposal for the adoption of the "2023 Stock Option Plan - DIASORIN S.p.A." approved by the Board of the Company on 27 March 2023, upon the proposal of the Compensation and Nominating Committee;

(ii) any reference to the Plan (as defined above) contained in this Information Document must be understood as referring to the proposed adoption of the "2023 Stock Option Plan - DIASORIN S.p.A.".

This Information Document will be updated, where necessary and in the terms and in the manner prescribed by current legislation, if the proposal to adopt the "2023 Stock Option Plan - DIASORIN S.p.A." is approved by the Ordinary Shareholders' Meeting and in accordance with the content of the resolutions adopted by the same Ordinary Shareholders' Meeting and by the bodies responsible for implementing the Plan.

The Plan is to be considered of "particular importance" pursuant to Article 114- *bis*, paragraph 3 of the Consolidated Finance Act and Article 84- *bis*, paragraph 2 of the Issuers Regulations, as it could be addressed to some Recipients who hold leadership roles at DIASORIN.

1. RECIPIENTS OF THE PLAN

1.1 Indication of the names of the recipients who are members of the board of directors or of the management board of the issuer of financial instruments, of companies controlling the issuer and of companies controlled directly or indirectly by the latter.

Please refer to what is specified in Section 1.2 below.

1.2 Categories of employees or external staff of the issuer of financial instruments and of the parent or subsidiary companies of that issuer.

The Plan is for persons who, at the Grant Date, have an employment relationship with the Company or its Subsidiaries of indefinite duration (or, in any event, an equivalent relationship pursuant to the regulations applicable from time to time to the Company or its Subsidiaries).

As at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting. The Plan requires that the Board be mandated to identify individual Beneficiaries, so it is not possible to provide the nominative indication of the Beneficiaries within the category of Recipients as identified above. It cannot be ruled out that the Beneficiaries identified by the Board within the category of Recipients may also hold the position of director in the Company or in the Subsidiaries.

1.3 Indication of the names of the subjects benefitting from the plan, who belong to the following groups:

a) general managers of the issuer of financial instruments;

Not applicable as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

b) other strategic executives of the issuer of financial instruments that is not of a "minor size", pursuant to Article 3, paragraph 1, letter f), of Regulation No. 17221 of 12 March 2010, in the event that during the year they received overall remuneration (obtained by adding monetary remuneration and remuneration based on financial instruments) greater than the highest overall

remuneration among that assigned to the members of the board of directors, or the management board, and to the general managers of the issuer of financial instruments;

Not applicable as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

c) natural persons controlling the issuer of shares, who are employees or who collaborate with the issuer of shares;

Not applicable because there are no natural persons controlling DIASORIN.

1.4 Description and numerical indication, separated by categories:

a) strategic executives other than those indicated in letter b) of Section 1.3;

Not applicable as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

b) in the case of "smaller" companies, pursuant to Article 3, paragraph 1, letter f), of Regulation No. 17221 of 12 March 2010, the aggregated indication of all strategic executives of the issuer of financial instruments;

Not applicable.

c) any other categories of employees or external staff for whom differentiated characteristics of the plan have been envisaged (for example, executives, middle managers, office staff, etc.)

Not applicable, as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

It should be noted that there are no differentiated features of the Plan with reference to particular categories of Recipients, nor are there any criteria for determining the Exercise Price that differ among the Beneficiaries.

2. REASONS TO ADOPT THE PLAN

2.1 The objectives to be achieved through the allocation of the plans

The reasons and objectives of the Plan are the creation of value for shareholders and the retention of the key executives of the Company and its Subsidiaries. The purpose of the Plan is to continue with the policy of retaining and incentivising the Group's key employees, by involving them in the corporate structure, and thus contributing to the retention of their specific skills in the Company through their co-participation in the Company's economic results and future development. Beneficiaries of the Plan will be managers and employees of DIASORIN and the Subsidiaries identified from time to time by the Board.

With regard to incentive remuneration based on stock option plans, it should be noted, among other things, that the adoption of share-based remuneration plans is in line with the principles contained in the "Remuneration Policy" adopted by the Company, as described in the Report on the Remuneration Policy and Remuneration Paid drawn up pursuant to Article 123-ter of the Consolidated Finance Act, available on the DiaSorin website www.diasoringroup.com (Section "Governance/Shareholders' Meeting/2023").

2.1.1 Additional Information

The Plan provides that (i) the Options may be assigned to the Beneficiaries, identified by the Board, within a period of three years from the date of approval of the Plan regulations and (ii) the Options can be exercised during the operating periods established in the Plan regulations

and/or in the Option Agreement, it being understood that the Options assigned will not be exercisable before the expiry of a period not less than three years from the Grant Date. In particular, this period was considered the most suitable for achieving the incentive and loyalty targets of the Plan. For more information regarding the exercise of the Options, refer to the following Section 4.2

The Plan does not provide for a pre-established relationship between the number of Options assigned to the individual Beneficiary and the total remuneration received by them.

2.2 Key variables, also in the form of performance indicators, considered for the purpose of allocation plans based on financial instruments

The granting of Options to Beneficiaries is free of charge and their exercisability is not linked to the achievement of specific performance targets.

2.2.1 Additional Information

Not applicable. The granting of Options is free of charge and their exercisability is not subject to the achievement of specific performance targets.

2.3 Elements underlying the determination of the amount of remuneration based on financial instruments, or the criteria for its determination

The number of Options to be granted to each Beneficiary shall be determined from time to time by the Board, taking into account, where appropriate, the number, category, organisational level, responsibilities and professional skills of the Beneficiaries.

2.3.1 Additional Information

The number of Options to be assigned to each Beneficiary will be determined considering the factors indicated in Section 2.3 above.

2.4 The reasons behind any decision to assign compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or, parent companies or third-party companies with respect to the group to which they belong; in the event that the aforementioned instruments are not traded on regulated markets, information on the criteria used to determine the value attributable to them

Not applicable, as the Plan is based on the assignment of Options which carry the right to purchase Shares in the Company.

2.5 Evaluations regarding significant tax and accounting implications affecting the definition of the plans

There are no significant accounting or tax implications that have affected the definition of the Plan.

2.6 Support for the plan, from the Special Provision, to encourage staff take-up, pursuant to Article 4, paragraph 112 of Law 350 of 24 December 2003

The Plan is not assisted by a Special Provision encouraging staff take-up, pursuant to Article 4, paragraph 112 of Law 350 of 24 December 2003.

3. APPROVAL PROCESS AND TIMING OF THE ASSIGNMENT OF OPTIONS

3.1 Scope of powers and functions delegated by the shareholders' meeting to the board of directors for the purpose of implementing the plan

On 27 March 2023, the Board, with the abstention of the directors concerned and upon the proposal of the Compensation and Nominating Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval of the Plan for the granting of a maximum of 355,000 Options to the Beneficiaries thereof, valid for the purchase of a maximum of 355,000 Shares.

The Ordinary Shareholders' Meeting will be requested to resolve on and approve the Plan, also granting the Board of Directors all necessary or appropriate powers to implement the Plan, including in particular but not limited to all powers to adopt the Plan regulations, identify the Beneficiaries and determine the number of Options to be assigned to each of them, proceed with assignments to Beneficiaries, establish the Exercise Price of the Options, as well as deal with all activities, obligations, formalities and communication necessary or appropriate for the purposes of the management and/or implementation of the Plan, with the right to delegate their powers, duties and responsibilities regarding the performance and adoption of the Plan, as further described in Section 3.2 below.

3.2 Indication of persons in charge of plan administration and their function and competencies

The Board of Directors will be responsible for the performance of the Plan, appointed by the Ordinary Shareholders' Meeting to manage and implement the Plan.

Under the Plan, the Board may delegate its powers, duties and responsibilities with regard to the execution and application of the Plan to the Chairman of the Board, the Deputy Chairman and/or the CEO, also severally. In this case, any reference in the Plan to the Board, shall be understood as a reference to the Chairman, the Deputy Chairman or the CEO, it being understood that any decision relating and/or pertaining to the assignment of the Options to the Beneficiary who is also Chairman and/or Deputy Chairman and/or CEO of DIASORIN (as any other decision relating and/or pertaining to the management and/or implementation of the Plan with respect to them) shall remain the exclusive responsibility of the Board.

The Compensation and Nominating Committee performs advisory and propositional functions in relation to the implementation of the Plan, in accordance with the Corporate Governance Code and the Remuneration Policy adopted by the Company.

3.3 Any existing procedures for the review of the plans also in relation to any changes in the basic targets

The Board shall have the power to make any amendments or additions to the Plan regulations (once they have been approved), in the most appropriate procedures, that it deems useful or necessary for the best pursuit of the purposes of the Plan, taking into account the interests of the Beneficiaries.

The exercise of Options is not subject to the achievement of performance targets and, consequently, there are no procedures for revising the Plan in relation to any changes in the basic targets.

See also the following Section 4.23.

3.4 Description of the procedures used to determine the availability and assignment of the financial instruments on which the plans are based

The Plan provides for the assignment to the Beneficiaries of Options valid for the purchase of Shares in the Company's portfolio, in the ratio of 1 Share for every 1 Option exercised. The maximum total number of Shares to be allocated to the Beneficiaries for the execution of the Plan is set at 355,000 Shares.

To this end, on 27 March 2023, the Board of Directors resolved, *inter alia*, to submit to the Shareholders' Meeting a proposal to authorise the purchase and disposal of DIASORIN ordinary shares, pursuant to the combined provisions of Articles 2357 and 2357-*ter* of the Italian Civil Code, as well as Article 132 of the Consolidated Finance Act and related implementing provisions.

The purpose of the request for authorisation to purchase and dispose of treasury shares is to enable the Board to dispose of treasury shares to service the Plan; authorisation is requested for the purchase, also in several instalments, of ordinary shares of the Company with a nominal value of € 1 (one), regular dividend entitlement, up to a maximum amount of 355,000 Shares, equal to 0.635% of the share capital of the Company.

The Company shall make available to the Beneficiary all the Shares to which they are entitled following the exercise of the Options no later than 10 (ten) business days following the end of the calendar month in which the exercise occurred.

3.5 The role played by each director in determining the characteristics of the aforementioned plans; any recurrence of situations of conflicts of interest for the directors concerned

The characteristics of the Plan to be submitted to the Ordinary Shareholders' Meeting for approval pursuant to and for the purposes of Article 114-*bis* of the Consolidated Finance Act, were determined collectively by the Board on 27 March 2023, with the abstention of the concerned directors, upon the proposal of the Compensation and Nominating Committee, which met on 25 January 2023.

It should also be noted that the proposed adoption of the Plan is in line with the "Remuneration Policy" adopted by the Company.

3.6 For the purposes of the requirements of Article 84-*bis*, paragraph 1, the date of the decision taken by the competent board to propose the approval of the plans by the shareholders' meeting and any proposal of any remuneration committee

The Board, with the abstentions of the directors concerned, approved the Plan on 27 March 2023, on the proposal of the Compensation and Nominating Committee, which met on 25 January 2023.

3.7 For the purposes of the requirements of Article 84-*bis*, paragraph 5, letter a), the date of the decision taken by the competent board regarding the assignment of instruments and any proposal of any remuneration committee put to the board

Not applicable, as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

3.8 The market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets

The price of the Shares at the time of the allocation of the Plan to the Beneficiaries shall be communicated pursuant to Article 84-*bis*, paragraph 5, of the Issuers' Regulation. Below is the market price of the Shares recorded on the dates indicated in Section 3.6 above:

- official price of the DiaSorin stock recorded on the Euronext Milan market organised and managed by Borsa Italiana S.p.A. on 25 January 2023: € 123.48;
- official price of the DiaSorin stock recorded on the Euronext Milan market organised and managed by Borsa Italiana S.p.A. on 27 March 2023: € 98.55.

3.9 In the case of plans based on financial instruments traded on regulated markets, what are the terms and conditions according to which the issuer takes into account, in identifying the timing of the assignment of the instruments to implement the plans, the possible time coincidence between:

(i) said assignment or any decisions taken in this regard by the remuneration committee, and

(ii) the distribution of any relevant information pursuant to Article 17 of Regulation (EU) No. 596/2014; for example, if such information is:

- a. not already public and capable of positively influencing market prices, or**
- b. already public and capable of negatively influencing market prices.**

The length of the time frame examined for the calculation of the Exercise Price, indicated in Section 4.19 below, is such as to avoid that the assignment may be significantly influenced by the possible dissemination of relevant information pursuant to Article 17 of Regulation (EU) No. 596/2014.

The Plan provides that the exercise of the Options by the Beneficiaries will be suspended during the period including:

- between the day on which the meeting of the Board was held that resolved to convene the Shareholders' Meeting called to approve (i) the financial statements and at the same time the proposal for the distribution of dividends or (ii) the proposal for the distribution of extraordinary dividends; and
- the day on which the relevant meeting was actually held (including details).

In the event that the Shareholders' Meeting decides to distribute a dividend, even of an extraordinary nature, the suspension period will in any event expire on the day following the date of the release of the relevant coupon.

The Board reserves the right to suspend, during certain periods of the financial year, the exercise by the Beneficiaries of the Options, or to allow the exercise of the Options in any case if this corresponds to the best execution of the 2023 Plan, in the interest of the Company and the Beneficiaries. In any event, the application of the “closed periods” referred to in Article 19 of Regulation (EU) 596/2014 and related implementing provisions, where applicable, remains unaffected.

4. THE CHARACTERISTICS OF THE ASSIGNED INSTRUMENTS

4.1 Description of the structures of compensation plans based on financial instruments

The Plan provides for the assignment free of charge of Options that allow, under established conditions, the subsequent purchase of Shares with regulations for physical delivery. These are therefore stock options.

Each assigned Option will grant the Beneficiary the right to purchase 1 (one) Share, regular dividend entitlement, against payment of the Exercise Price to the Company.

4.2 Indication of the period of the plan's actual implementation, also with reference to any different cycles envisaged

The Plan provides for the assignment to Beneficiaries of a maximum of 355,000 Options, valid for the purchase of a maximum number of 355,000 Shares.

The Plan provides that the Options may be assigned to the Beneficiaries, identified by the Board, within a period of three years from the date of approval of the Plan regulations. Options will be exercisable during the exercise periods set forth in the rules of the Plan and/or in the individual Option Agreement, it being understood that the Options granted will not be exercisable before the expiry of a period of not less than three years from the Grant Date. Options will therefore be exercisable in the period between the First Exercise Date and the Last Exercise Date, as indicated in the individual Option Agreement signed between the Company and the Beneficiary. The exercise of the Options must in any case take place by the Last Exercise Date.

The Plan provides for the right to exercise the Options in advance by the Beneficiaries when certain events occur, including:

1. a change of control takes place pursuant to Article 93 of the Consolidated Finance Act, even if this does not result in the obligation to launch a takeover bid;
2. launch a takeover bid on the shares of the Companies pursuant to Articles 102 et seq. of the Consolidated Finance Act; or
3. deliberation of transactions that may result in the delisting of DIASORIN's ordinary shares from a regulated market.

4.3 Plan period

Please refer to what is specified in Section 4.2 above.

4.4 The maximum number of financial instruments, also in the form of options, assigned in each tax year in relation to the persons identified by name or to the indicated categories

The Plan provides for the assignment to Beneficiaries of a maximum of 355,000 Options, valid for the purchase of a maximum number of 355,000 Shares.

The Plan does not provide for a maximum number of Options to be assigned in a tax year.

4.5 The procedures and clauses for implementing the plan, specifying whether the actual allocation of the instruments is subject to the occurrence of conditions or the achievement of certain results, including performance results; descriptions of these conditions and results

As regards the procedures and clauses for implementing the Plan, reference is made to the provisions in individual points of this Information Document. In particular, as already noted in Section 2.3 above, the number of Options to be granted to each Beneficiary shall be determined from time to time by the Board, taking into account, where appropriate, the number, category, organisational level, responsibilities and professional skills of the Beneficiaries.

The allocation of financial instruments is not subject to the achievement of performance results.

4.6 The indication of any availability restrictions on assigned instruments or on instruments deriving from the exercise of options, with particular reference to the terms within which subsequent transfer to the same company or to third parties is permitted or prohibited

The Plan provides that Options are assigned in a personal capacity and may be exercised only by the Beneficiaries. Options cannot be transferred or negotiated, pledged or other real right by the Beneficiary and/or granted as a guarantee, both by deed inter vivos or in application of the law.

Options will become void and cannot be exercised following an attempted transfer or negotiation, including, by way of example, any attempt to transfer by deed inter vivos or in application of the law, pledge or other real right, seizure and foreclosure of the Option.

There are no restrictions on the transfer of the Company's Shares purchased following the exercise of the Options.

4.7 The description of any termination conditions in relation to the allocation of plans, if the recipients carry out hedging operations that allow for the neutralisation of any prohibitions on the sale of assigned financial instruments, also in the form of options, or of the financial instruments resulting from the exercise of such options

Not applicable, as there are no decisive conditions if the Beneficiary carries out hedging operations that make it possible to neutralise the prohibition on the sale of the assigned Options.

However, note what was specified in Section 4.6 above regarding cases of cancellation of the Options following their attempted transfer or negotiation.

4.8 Description of the effects determined by the termination of the employment relationship

A condition for participation in the Plan is a continued relationship with DIASORIN or a Subsidiary.

In particular, the Plan provides that if the employment relationship is ended before the options are exercised as a result of a bad leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary.

A bad leaver situation includes the following events (i) dismissal of the Beneficiary due to the appeal of just cause or (a) the violation by the Beneficiary of legal regulations relating to the Relationship; (b) the Beneficiary's criminal conviction for intentional or negligent crime; (ii) voluntary resignation of the Beneficiary not justified by the occurrence of one of the following events (a) withdrawal from the employment relationship due to physical or mental incapacity (due to illness or injury) of the Beneficiary which involves a period of inability to work exceeding 6 (six) months; (b) death of the Beneficiary.

In the event of the termination of the Relationship, before the exercise of the Options, due to a good leaver situation, the Beneficiary (or, in the case of death, their successors) shall retain the right to exercise their awarded options proportionately to the length of their employment relationship after the Grant Date as against the length of time running between the Grant Date and the First Exercise Date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The following events are included among the good leaver scenario: (i) dismissal without just cause; (ii) withdrawal from the relationship due to physical or mental incapacity (due to illness or injury) of the Beneficiary which involves a period of inability to work exceeding 6 (six)

months; (iii) death of the Beneficiary; (iv) retirement of the Beneficiary; (v) loss of subsidiary status by the Beneficiary's employer.

Expired Options in any capacity will be subject to the availability of the Board, which may re-assign them whenever within a period of three years from the date of approval of the Plan regulations.

4.9 Indication of any reasons to cancel the plans

The Options will become void and cannot be exercised if the limits set out in Section 4.6 above are violated.

It should also be noted that, if the Exercise Communication does not reach the Company, within the terms established by the Board and indicated in the relevant Option Agreement, that is, the total Exercise Price due by the Beneficiary has not been paid to the Company within the prescribed time limits, the Beneficiary will permanently forfeit the right to exercise the Options assigned to them and they will be considered permanently extinct with release from the commitments made by the Company and of the individual Beneficiary.

Except as indicated above, and without prejudice to what is specified in Section 3.3 above, the Plan does not provide for other reasons for cancellation.

4.10 Reasons relating to a possible "redemption" by the company of the financial instruments covered by the plans, prepared pursuant to Articles 2357 and following of the Italian Civil Code; the beneficiaries of the redemption, indicating whether intended only for particular categories of employees; the effects of the termination of the employment relationship on said redemption

There are no "redemption" clauses on the part of the Company of the Options covered by the Plan and of the Shares resulting from their exercise.

4.11 Any loans or other concessions intended to be granted for the purchase of the shares pursuant to Article 2358, paragraph 8 of the Italian Civil Code

There is no provision for the granting of loans or other concessions for the purchase of Shares pursuant to Article 2358, paragraph 8 of the Italian Civil Code.

4.12 Indication of assessments on the expected cost for the company at the date of the related assignment, as may be determined based on the terms and conditions already defined, by overall amount and in relation to each instrument of the plan

Not applicable, as at the date of this Information Document, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

4.13 Indication of any dilutive effects on the capital determined by the compensation plans

Since the Plan does not provide for the issue of new shares, there are no dilutive effects on the Company's share capital.

4.14 Any limits envisaged for the exercise of the right to vote and for the assignment of property rights

The Plan relates to stock options and for Shares deriving from the exercise of the Options there is no limit on the exercise of the right to vote and for the assignment of property rights.

4.15 In the event that the shares are not traded on regulated markets, all useful information for a complete assessment of the value attributable to them.

Not applicable as the Shares are listed on Euronext-Milan.

4.16 Number of financial instruments underlying each option

Each allocated Option, if exercised under the terms and conditions of the Plan, entitles the purchase of one Share.

4.17 Expiration of options

Please refer to what is specified in Section 4.2 above.

4.18 Types (American/European), timing (e.g. periods valid for the financial year) and exercise clauses (e.g. knock-in and knock-out clauses)

The Options will have a “European” type of exercise. For periods in which the Options are exercised, refer to Section 4.2 above.

4.19 The exercise price of the option or the methods and criteria for its determination, with particular regard to: a) the formula for calculating the exercise price in relation to a given market price (so-called fair market value) (for example: exercise price equal to 90%, 100% or 110% of the market price), and b) how to determine the market price taken as a reference for determining the exercise price (for example: last price of the day before the assignment, average for the day, average of the last 30 days, etc.)

The Exercise Price for each Option will be established by the Board in an amount equal to the arithmetic average of the official prices recorded on the Euronext Milan market, in the period between the Grant Date of the Options and the same day of the previous calendar month if the day of the stock exchange opened, or the day of the open stock exchange following that date.

4.20 In the event that the exercise price is not equal to the market price determined as indicated in point 4.19.b (fair market value), reasons for this difference

Not applicable.

4.21 Criteria on the basis of which different operating prices are expected between various subjects or various categories of recipients

Not applicable, as there are no criteria for determining the Exercise Price other than between Beneficiaries.

4.22 In the event that the financial instruments underlying the options are not traded on regulated markets, indication of the value attributable to the underlying instruments or the criteria for determining that value

Not applicable because Shares are admitted to trading on Euronext Milan.

4.23 Criteria for adjustments made necessary following extraordinary capital transactions and other transactions involving a change in the number of underlying instruments (capital increases, extraordinary dividends, grouping and splitting of the underlying shares, mergers and demergers, conversion transactions into other categories of shares, etc.)

In the case of extraordinary capital transactions and other transactions that may involve a change in the number of underlying instruments, the Board will, where necessary, make the usual adjustments according to generally accepted methods.

4.24 Remuneration plans based on financial instruments (table)

Table No. 1 provided for in paragraph 4.24 of Schedule 7 of Annex 3A to the Issuers Regulations will be provided in the manner and in the terms indicated in Article 84- *bis*, paragraph 5, letter a) of the same Regulation.

Explanatory report on item 4 on the agenda

4. Authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58 of 24 February 1998 and related implementing provisions.

Dear Shareholders,

you have been called to the Ordinary Shareholders' Meeting to examine and approve the proposal to authorise the purchase and disposal of ordinary shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or also the "**Company**"), 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 (the "**Consolidated Finance Act**") and related implementing provisions.

By resolution adopted on 29 April 2022, this Shareholders' Meeting authorised the purchase and disposal of ordinary shares of the Company. This purchase authorisation has a duration of 18 months from the date of the aforementioned resolution and, therefore, will expire during the 2023 financial year, while authorisation to the disposal has been granted without time limits.

It appears appropriate that the Company be given the right to proceed with the purchase of treasury shares even after the deadline indicated above, for the purposes referred to in Section 1 below.

It is therefore proposed to Shareholders to resolve on a new authorisation to purchase and dispose of treasury shares according to the terms illustrated in this Report.

1. Reasons for authorising the purchase and disposal of treasury shares.

The purpose of the request for authorisation to purchase and dispose of treasury shares is to allow the Board of Directors to dispose of treasury shares to service the Company's new stock option plan (known as the "2023 Stock Option Plan - DIASORIN S.p.A.", the "**2023 Plan**"), which provides for the allocation to the beneficiaries of the plan itself, of options valid for the purchase of DiaSorin ordinary shares already issued and held in the Company's portfolio, as well as to service other different incentive plans approved by the Company.

In particular, the 2023 Plan is aimed at key executives and employees of DiaSorin and its subsidiaries, identified from time to time by the Board of Directors, and provides for the assignment to the beneficiaries of up to a maximum of 355,000 options valid for the purchase of up to a maximum of 355,000 ordinary DiaSorin shares in the Company's portfolio. For further details on the proposal to establish the 2023 Plan, submitted to the approval of the Company's Ordinary Shareholders' Meeting (convened for 28 April 2023, in a single call, as the third item on the agenda of the same), please refer to the illustrative report drafted pursuant to Article 114-bis of the Consolidated Finance Act and the Information Document of the 2023 Plan drafted pursuant to Article 84-bis of the Issuers' Regulation, available to the public in accordance with the procedures and terms set out by law.

On a residual basis, should treasury shares remain in the portfolio at the end of the 2023 Plan or of other incentive plans already approved by the Company (or, in any case, in the event of exhaustion or lack of effectiveness, in whole or in part), the treasury shares may be allocated to other purposes permitted by law, including the allocation to service other future incentive plans adopted by the Company under the terms and conditions set out therein.

Taking into account the purpose of the proposed authorisation to purchase and dispose of treasury shares to the recipients of the 2023 Plan, transactions in treasury shares fall within the

purposes contemplated by Article 5 of Regulation (EU) 596/2014 (Market Abuse Regulation, hereinafter "MAR") and the practices permitted by Consob pursuant to Article 13 of the MAR.

2. Maximum number, class and nominal value of the shares to which the authorisation refers.

Authorisation is requested for the purchase, also in several instalments, of ordinary shares of the Company with a nominal value of € 1.00, regular dividend entitlement, up to a maximum amount of 610.000 ordinary shares, equal to 1,090% of the share capital of the Company.

It is therefore proposed to give the Board of Directors a mandate to identify the amount of shares to be purchased in relation to each purchase programme within the scope of the purposes indicated in the previous section, prior to the launch of the programme, in compliance with the maximum limit referred to above.

3. Useful information for the purpose of a complete assessment of compliance with the provision provided for by Article 2357, paragraph 3 of the Italian Civil Code.

At the date of this Report, the share capital of DiaSorin amounted to Euro 55,948,257.00 (fully subscribed and paid-up), divided into 55,948,257 ordinary shares with a par value of Euro 1.00.

At the date of this Report, the Company holds 2,430,372 treasury shares in its portfolio, equal to 4.3440% of the share capital. The companies controlled by the Company do not hold DiaSorin shares.

As indicated above, the authorisation to purchase treasury shares is requested for a maximum of 610,000 ordinary shares, equal to 1.090% of the Company's share capital, altogether lower than the limit of the fifth part of the share capital referred to in Article 2357, paragraph 3 of the Italian Civil Code, without prejudice to the fact that purchases of treasury shares must be considered as authorised, and therefore shall be restricted, pursuant to Article 2357, paragraph 1 of the Italian Civil Code, exclusively within and not over the limit of distributable profit and the 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.

On the occasion of the purchase and sale of treasury shares, the necessary accounting entries will be recorded, in compliance with the provisions of the law and applicable accounting standards.

4. Duration for which authorisation is requested.

The authorisation to purchase treasury shares is required for the period of 18 months from the date of the related resolution of the Shareholders' Meeting. The Board of Directors may at its discretion proceed with the authorised transactions on one or more occasions and at any time, to an extent and in times freely determined in compliance with applicable regulations, in stages deemed appropriate in the interest of the Company. Authorisation to dispose of own shares is requested without time limits.

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

The Board of Directors proposes that purchases of treasury shares be made in compliance with the conditions relating to trading set out in Article 3 of Delegated Regulation (EU) 2016/1052 ("Regulation 1052") implementing the MAR and, therefore, at a consideration that is not higher than the highest price between the price of the last independent transaction and the price of the highest current independent offer on the trading venues where the purchase is made, it being understood that the unit consideration cannot in any case be lower than a minimum of 15% and not higher than a maximum of 15% compared to the official price of the DiaSorin share of the stock exchange session preceding each individual purchase transaction.

6. Methods through which purchases and disposals will be made.

The Board of Directors proposes that purchases be made in the manner established in applicable provisions of Consob Regulation 11971/1999 (as amended) implementing Article 132 of the Consolidated Finance Act, in compliance with the conditions relating to trading referred to in Article 3 of Regulation 1052 and in the stages deemed appropriate in the interest of the Company.

The acts of disposition of the treasury shares as purchased above shall take place by means of assignment to the beneficiaries who exercise the Options granted to them under the terms and conditions set out in the 2023 Plan, or to the beneficiaries of other incentive plans, without prejudice to what is set out in point 1 above in relation to any further methods for disposing of treasury shares in portfolio, including the use of the treasury shares purchased under this proposal, or in any case already owned by the Company, to service future incentive and retention plans adopted by the Company.

The disposal of treasury shares in the portfolio will in any case be carried out in compliance with current laws and regulations on the trading of listed securities, including the practices admitted by Consob pursuant to Article 13 of the MAR and may take place in one or more stages, as deemed appropriate in the interest of the Company.

It should be noted that, pursuant to and for the purposes of Article 44-*bis*, paragraph 4, of the Issuers' Regulation, the treasury shares acquired by DiaSorin pursuant to this authorisation for the fulfilment of its obligations under the 2023 Plan are not excluded from the Company's share capital on which the relevant shareholding is calculated for the purposes of the rules on mandatory take-over bids and, specifically, for the purposes of Article 106, paragraphs 1, 1-*bis*, 1-*ter* and 3, letter b), of the Consolidated Finance Act.

*** **

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 examined the report of the Board of Directors,

resolves

(A) to authorise the purchase and disposal of ordinary treasury shares for the purposes 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, on one or more occasions, for a period of eighteen months from the date of the resolution of the Ordinary Shareholders' Meeting, of ordinary shares of the Company up to a maximum amount of 610,000 ordinary shares, at a consideration not lower than a minimum of 15% and not higher than a maximum of 15% compared to the official price of the DiaSorin S.p.A. share of the stock exchange session preceding each individual purchase transaction, in compliance with the conditions relating to trading, established in Article 3 of Delegated Regulation (EU) 2016/1052; at any time the maximum number of treasury shares held for the purposes of adopting this 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 the companies controlled by it;

2. to give a mandate to the Board of Directors, and on its behalf, to the Chairman and the Chief Executive Officer, also separately, to identify the amount of shares to be purchased in relation to each purchase programme, within the scope of the purposes indicated above, prior to the start of the programme, and to proceed with the purchase of shares in the manner established in the applicable provisions of Consob Regulation 11971/1999 (as amended)

implementing Article 132 of the Consolidated Finance Act, in compliance with the conditions relating to the listing referred to in Article 3 of Delegated Regulation (EU) 2016/1052 and in the stages deemed appropriate in the interest of the Company, assigning the widest-ranging powers for the execution of the purchase transactions referred to in this resolution and any other formalities relating thereto, including the possible appointment of intermediaries authorised pursuant to law and with the right to appoint special attorneys-in-fact;

3. to authorise the Board of Directors, and on its behalf the Chairman and the Chief Executive Officer, severally and also through proxies, to dispose of the treasury shares purchased pursuant to this resolution, pursuant to Article 2357-ter of the Italian Civil Code, at any time, in whole or in part, in one or more tranches, without time limits, even before having exhausted the purchases, (i) through allocation to the beneficiaries of the 2023 Plan, under the terms and conditions set out in the 2023 Plan itself or to the beneficiaries of other existing incentive plans; (ii) on a residual basis, should treasury shares remain in the portfolio at the end of the 2023 Plan or of other existing incentive plans (or in any event in the event of the exhaustion or lack of effectiveness, in whole or in part), by means of allocation to other purposes permitted by law, including the allocation to service other future incentive plans adopted by the Company in accordance with the terms and conditions established by the same, or by means of sales of the same on the regulated market or in accordance with the further trading procedures provided for by the applicable rules, it being understood that any sales on the regulated market may not have a unit value lower than 15% of the official price of the DiaSorin share in the stock exchange session preceding each individual transaction; The disposal of treasury shares in the portfolio will in any case be carried out in compliance with current laws and regulations on the trading of listed securities, including the practices admitted by Consob pursuant to Article 13 of the MAR, where applicable, and may take place in one or more stages, as deemed appropriate in the interest of the Company;

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

Saluggia, 27 March 2023

For the Board of Directors

The Chairman
Michele Denegri