AUTHORISATION FOR THE CONVERTIBILITY OF THE EQUITY-LINKED BOND ISSUE CALLED "*€500 MILLION ZERO COUPON EQUITY LINKED BONDS DUE 2028*" AND DIVISIBLE SHARE CAPITAL INCREASE, WITH THE EXCLUSION OF SUBSCRIPTION RIGHTS, TO SERVICE SAID BOND ISSUE, BY ISSUING ORDINARY SHARES – RELATED AND CONSEQUENT RESOLUTIONS

Dear Shareholders,

The Board of Directors of DiaSorin S.p.A. ("**DiaSorin**" or the "**Company**") has called an Extraordinary Shareholders' Meeting to discuss and resolve on the proposal to authorise the convertibility into DiaSorin common shares of the equity-linked bond issue with a nominal amount of 500,000,000 Euros (five hundred million) reserved for qualified investors, called "*€500 million Zero Coupon Equity Linked Bonds due 2028*", issued on 5 May 2021 with maturity on 5 May 2028 (the "**Bond Issue**" or the "**Issue**") and, consequently, the proposal to increase the share capital, to service the Bond Issue, against payment and in separate issues, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, by a maximum amount of 500,000,000 (five hundred million) Euros, including the share premium, to be paid up in one or more tranches by means of the issue of common shares with regular dividend entitlement, having the same characteristics as the outstanding common shares (the "**Capital Increase**").

The purpose of the proposed Capital Increase is therefore to enable the Company to issue common shares in accordance with the regulations of the Bond Issue.

This report aims to illustrate the proposed share capital increase pursuant to Article 2441, paragraph 6 of the Italian Civil Code, as well as Article 72 of the regulation adopted by Consob Resolution no. 11971 of 14 May 1999 (the "**Issuers' Regulation**"), and Article 125-*ter* of Legislative Decree no. 58 of 24 February 1998 (the "**Consolidated Finance Act – TUF**").

1 Operation characteristics

1.1 Reasons for and allocation of the Capital Increase

The Capital Increase falls within the scope of the Bond Issue, reserved for Italian and foreign qualified investors (as defined on the basis of applicable current regulations), excluding the United States of America or other jurisdictions in which the offer or placement of the bonds would be subject to specific authorisations (hereinafter, the "**Institutional Investors**") and excluding in any case any offer to the general public (so-called retail), the issue of which was resolved by the Board of Directors on 27 April 2021, with the so-called pricing defined on 28 April 2021 based on the outcome of the placement procedure. The main characteristics and purposes of the Bond Issue are described below.

1.2 Characteristics and purpose of the Bond issue

The issue of the bonds (the "**Bonds**"), as well as the main terms and characteristics of the Bond Issue, was approved by the Board of Directors on 27 April 2021. The placement of the Bond Issue took place on 28 April 2021 and the pricing was defined on the same day.

The amount of the Bond Issue is equal to 500 million Euros.

The placement of the Bond Issue was addressed to Institutional Investors specialised in equity-linked instruments due, on the one hand, to the complexity of the financial characteristics of the Issue, which, by their very nature, require an appreciation by investors with high technical knowledge and, on the other hand, to the desire to ensure a successful outcome of the operation in a short time, which is not compatible with the requirements and timing of placement with other categories of investors, including retail investors. The offer of the Bond Issue to Institutional Investors made it possible to raise the financial resources from the non-banking capital market in a timely manner, enabling the Company to take advantage of the opportunities offered by the favourable market context and the placement conditions deriving from the equity-linked characteristics of the Bond Issue. The Board of Directors believes that the Bond Issue operation is in the best interest of the Company, which completed the raising of funds on the market at favourable conditions in terms of both cost and duration.

In deciding to proceed with the Issue – with the consequent proposal, herein, to approve the Capital Increase pursuant to Article 2441, paragraph 5 of the Italian Civil Code – the Board of Directors acknowledged in particular the advantages described below:

(a) the possibility of taking advantage of a favourable market window as soon as it becomes available, by means of a rapid placement with Institutional Investors, with a reference market, in terms of investor base, compatible with the assumed amount and a rapid execution schedule;

(b) the extremely rapid execution times, which enabled the Company to minimise its exposure to market risk compared to alternative instruments, such as, for example, the issue of a non-convertible bond, a syndicated loan, or a capital increase with pre-emptive rights. In the balance between the certainty of the conditions of issue, on the one hand, and the recognition of pre-emptive rights on the other, the first aspect was preferred, in the belief that this choice is in the best interests of shareholders, since it allows the Company to issue a relatively small number of new shares at the best possible price, provided, of course, that the conversion conditions are met;

(c) raising of funds at favourable conditions of cost and duration, also in view of the equity-linked characteristics of the Bonds;

(d) placement of capital at a premium of 47.5% over the weighted average price (VWAP) of DiaSorin's common shares recorded on 28 April 2021 between the commencement of the placement and the determination of the placement price, where a capital increase with pre-emptive rights – as per market practice – would have been carried out at a discount;

(e) broader diversification of financial resources and investors;

(f) strengthening of the Company's liquidity position in the light of the acquisition of Luminex Corporation.

The Capital Increase that the Board of Directors submits to the approval of the Shareholders' Meeting is therefore within the scope of the Bond Issue and justifies the Company's interest in the exclusion of pre-emptive rights.

The rules governing the Bond Issue, contained in the Trust Deed, including the Terms & Conditions (the "**Regulations**", available at https://diasoringroup.com/en/investors/financial-corner/bond) provide that, following approval of the Capital Increase, DiaSorin will issue a special notice to bondholders, after which any conversions of Bonds will be settled in common shares of the Company (the "**Conversion Shares**"). If, on the other hand, the Capital Increase is not approved by 31 December 2021 (the "**Long-Stop Date**"), the Bonds may not be converted into Conversion Shares and DiaSorin shall have the right to proceed with early reimbursement of the Bond Issue in accordance with the procedures described below (see the part relating to "Early Reimbursement" in paragraph 1.3 below); should the Company not proceed with early reimbursement, the Bond Issue will continue and any conversions at the request of the Bondholders will be settled in cash during the settlement period on the basis of the value attributed to the shares underlying each Bond, according to predefined formulae better specified in the Regulations (so-called cash alternative amount).

1.3 Purpose of the Capital Increase to service the conversion of the Bond Issue

The Regulations provide that, should the Shareholders' Meeting not approve the Capital Increase to service the conversion of the Bonds by the Long-Stop Date, the Company may proceed with the early full reimbursement of the Bond with payment in cash of an amount equal to the higher of (i) 102% of the nominal amount of the Bonds and (ii) 102% of the fair value ("market value") of the Bonds.

If the Shareholders' Meeting resolves to authorise the convertibility of the Bond Issue and consequently to increase the capital to service the conversion of the same, the Company shall issue a special notice to bondholders (the "**Physical Settlement Notice**"), by virtue of which the same shall be attributed, from the date specified therein (the "**Physical Settlement Date**") – and in any case no earlier than 10 days and no later than 20 trading days on the Milan stock exchange starting from the Physical Settlement Notice – the right to convert into common shares of the Company from the Physical Settlement Date until the seventh day prior to the maturity date of the Bond Issue according to the terms and limitations set out in the Regulations.

The possible conversion of the Bonds into common shares will allow the Company to strengthen its equity structure and diversify its financial structure, while reducing the financial exposure resulting from the acquisition of Luminex Corporation. It will also allow the Company to expand the shareholding structure, with the entry of Institutional Investors, thus increasing the free float percentage and facilitating trading of the shares, improving its liquidity.

For the foregoing reasons, the Board of Directors believes it is in the best interests of the Company that the Bonds can be converted into the Company's common shares. As highlighted above, the reasons for the exclusion of pre-emptive rights, pursuant to Article 2441, paragraph 5 of the Italian Civil Code, with regard to the proposed Capital Increase, reflect the same reasons that led to the Bond Issue.

The Board of Directors therefore believes that the exclusion of pre-emptive rights is fully justified in light of the characteristics, timing and purpose of the Bond Issue operation.

1.4 Main characteristics of the Issue

According to the resolution adopted by the Board of Directors and in accordance with the Regulations, as well as the outcome of the executive decision taken by the Chief Executive Officer with regard to the issue, the Bond Issue has the following characteristics:

- total nominal amount of the issue: 500,000,000.00 (five hundred million point zero zero) Euros;
- par value of each bond: 100,000.00 (one hundred thousand point zero zero) Euros (principal amount);
- duration: 7 (seven) years (maturity date);
- currency: Euro;
- issue price: 100% of the par value (principal amount);
- interest rate: zero percent (zero coupon);
- initial conversion price: 210.9339 Euros per share, subject to adjustments as per the Regulations, in line with current market practice for this type of financial instrument;
- enjoyment date: from the date of issue;
- possible conversion: subject to approval by the Shareholders' Meeting of the Capital Increase by and no later than the Long-Stop Date;
- reimbursement: at maturity the principal shall be reimbursed in a single payment equal to 100% of the principal amount, if the Bonds have not been converted or reimbursed in advance in accordance with the Regulations;
- early reimbursement by the Company: right of the Company to reimburse the Bond in advance and in full at its par value (principal amount)
    - *(i)* in the event that, as from 26 May 2026, the parity value of the Bond is, for a certain number of days indicated in the Regulations, greater than 130,000.00 (one hundred and thirty thousand point zero zero) Euros (so-called issuer's soft call);
    - *(ii)* in the event that a number of Bonds with a total value of less than 15% of the principal amount remain outstanding (so-called clean up call);
    - *(iii)* in the event that the Capital Increase is not approved, for an amount equal to the greater of: (x) 102% (one hundred and two percent) of the principal amount of the Issue; and (y) 102% (one hundred and two percent) of the fair value ("market value") of the Bonds, calculated by an independent party on the basis of the average of the closing prices of the Bonds during the five trading days following the notice by which the Company declares that it is proceeding with such early reimbursement in full of the Issue;

      this without prejudice that, should the Company decide not to make recourse to the right referred to in the previous paragraph, the Bond Issue will continue and any conversions at the request of the Bondholders will be settled in cash during the settlement period on the basis of the value attributed to the shares underlying each Bond, according to predefined formulae better specified in the Issue Conditions (so-called cash alternative amount);
    - *(iv)* should the Company, in relation to the payments due, be responsible for taxes accruing to bondholders as a result of changes in tax legislation (so-called tax call) in order to guarantee payment of the net amounts due to them (net payments), without prejudice to the right of each bondholder to request that their Bonds not be reimbursed;

- *change of control and free float event*: in a period of time identified in the Regulations (relevant event period) each investor shall be granted, upon the occurrence of a change of control of the Company (so-called change of control) or in the event that the free float of the common shares of the Company falls below a certain threshold and remains there for a certain number of open market days from the first day on which it fell below such threshold (so-called free float event), either *(i)* the right to request the reimbursement of all or part of the Bonds at par value (principal amount), by exercising a put option, or *(ii)* the right, subsequent to any exercise of the conversion or settlement right, to convert the Bonds at a (new) conversion price temporarily modified on the basis of a specific formula, at the terms and according to the procedures identified in the Regulations;
- listing: Vienna MTF managed by the Vienna Stock Exchange;
- applicable law: English law, except for those matters which must be governed by Italian law.

1.5 The reasons for exclusion of pre-emptive rights

The Bond Issue, the Capital Increase and approval of the convertibility of the Bonds into convertible bonds constitute a single operation aimed at providing the Company with a funding instrument capable of, in a short time and on terms (in terms of cost and duration) deemed convenient for the Company, raising resources from the capital market. To this end, in order to complete the operation, it is necessary to resolve on a capital increase to service the Bond Issue, with the exclusion of pre-emptive rights. The Board of Directors believes that the exclusion of pre-emptive rights is required by the Company's interest pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, and this for the reasons already explained and described below:

(a) the decision to restrict subscription of the Bond Issue solely to Institutional Investors, thus excluding shareholders' pre-emptive rights on the subsequent Capital Increase, is linked to the high degree of complexity and characteristics of the so-called equity-linked financial instruments, which make them unsuitable for a so-called retail public (and therefore for a general offer to all shareholders of the Company). Recourse to the equity-linked instrument (and the particular structure and characteristics of the Bond, offered, inter alia, in denominations of 100,000.00 Euros), aimed exclusively at Institutional Investors, is an effective means of raising non-banking financial resources at particularly favourable conditions, which is well suited to the Company's current needs and allows an improvement in the financial situation and related costs, not otherwise obtainable (and, in particular, not obtainable with traditional convertible bond instruments offered for subscription by shareholders);

(b) the issue and placement of equity-linked instruments presupposes an offer to the market with very short procedures and timescales, which require the exclusion of pre-emptive rights and the exclusion of the public offering procedure for the Bonds, which would entail more onerous corporate obligations, longer execution times, higher costs and greater execution risks;

(c) approval of the Capital Increase and consequent possibility of converting the Bond Issue removes the provisions for cash settlement by the Bondholders, except for the case of early reimbursement indicated in paragraph 1.4 above, potentially stabilising acquisition of the resources obtained through the Bond Issue;

(d) finally, the possible conversion of the Bonds into DiaSorin common shares, or in any case the issue of shares pursuant to the Bond Issue, will allow the Company (i) to strengthen its capital structure and diversify its financial structure, while reducing its financial exposure related to the acquisition of Luminex Corporation, and (ii) to expand its shareholder base.

1.6 Terms and procedures for conversion of the Bond Issue into capital

The conversion price, which corresponds to the issue price of the new shares resulting from the Capital Increase, is equal to 210.9339 Euros, subject to any adjustments to the conversion price as described below.

The issue price per share will be charged as capital for the amount of 1.00 Euro and the remainder as share premium.

The number of shares to be issued or transferred in service of the conversion will be determined by dividing the nominal amount of the Bonds by the conversion price in effect on the corresponding conversion date, rounded down to the nearest whole number of common shares. No fractional shares will be issued or delivered and no cash payment or adjustment will be made in lieu of such fractional shares.

On the basis of this conversion ratio, assuming full conversion of the Bond Issue at a conversion price of 210.9339 Euros per share, the number of newly issued common shares would be 2,370,411.

The Regulations provide that the initial conversion price may be subject to adjustment, in line with market practice for this type of financial instrument, following (i) groupings or splits of outstanding common shares; (ii) free-of-charge issues of common shares (with the exclusion of share capital increases to service remuneration plans based on financial instruments, pursuant to Article 114-*bis* of the Consolidated Finance Act – TUF); or (iii) any distribution of dividends, resolved by the Company during the life of the Bond Issue, above certain thresholds of amount per share (as identified from year to year), in which case the conversion price of the Bonds will be adjusted, on the basis of the formulae set out in the Bond Issue Regulations, in order to compensate Bondholders for the amount of dividends distributed (so-called dividend protection).

In the event of a “change of control” and “free float event”, as defined and governed by the Regulations, investors will be granted a specific conversion ratio, for a period of time identified in the Regulations, decreasing with respect to the initial conversion price, based on a mathematical formula that takes into account the time at which the relevant event occurs and the overall duration of the Bond Issue, in order to remunerate the value (not enjoyed) of the option underlying the Bonds, according to the terms and procedures identified in detail in the Regulations.

2 Breakdown of short- and medium/long-term debt

The following table provides a breakdown of the DiaSorin Group’s short- and medium/long-term net debt at 30 June 2021.

	Debt statement *(in thousands of Euros)*	**30/06/2021**
A	Cash	896,842
B	Cash equivalents	-
C	Other current financial assets	8,584
D	**Liquidity (A + B + C)**	**905,426**
E	Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	612
F	Current portion of non-current financial debt	4,749
G	**Current financial debt (E + F)**	**5,361**
H	**Net current financial debt (G - D)**	**(900,065)**
I	Non-current financial debt (excluding current portion and debt instruments)	31,692
J	Debt instruments	432,046
K	Trade payables and other non-current payables	-
L	**Non-current financial debt (I + J + K)**	**463,738**
M	**Total financial debt (H + L)**	**(436,327)**

3 Existence of any guarantee and/or placement syndicate, their composition, procedures and terms of intervention

No guarantee and/or placement syndicate is envisaged in relation to the Capital Increase, since the same is intended exclusively to service the possible conversion of the Bonds, which, as already mentioned, have already been fully subscribed.

It should also be noted that the placement of the Bond Issue was managed by Citigroup Global Markets Limited in its capacity as Sole Global Coordinator, and by Citigroup Global Markets Limited, BNP PARIBAS, Mediobanca and Unicredit Corporate and Investment Banking in their capacity as Joint Bookrunners as part of the offering of the Bond Issue (collectively, the “**Joint Bookrunners**”).

4 Other forms of placement envisaged

No other forms of placement are envisaged.

5 Criteria on the basis of which the issue price of the new common shares was determined

The Company's Board of Directors, in view of the characteristics of both the Bonds and the Capital Increase, resolved to propose to the Shareholders' Meeting that the issue price of the shares resulting from the Capital Increase be equal to the conversion price of the Bonds, without prejudice to compliance with the criteria set out in Article 2441, paragraph 6, of the Italian Civil Code, according to which the issue price must be determined considering the value of the Company's shareholders' equity and taking into account the arithmetic average of the price of the Company's common shares, recorded on the basis of the official prices recorded on the Italian Stock Exchange in the six-month period preceding the date of 27 April 2021 (excluded).

The initial conversion price of the Bonds – given the nature of the Bond, which is intended to become convertible into common shares subject to the approval of the Extraordinary Shareholders' Meeting – was determined, in accordance with market practice for such financial instruments, at the end of the placement of the Bond on the basis of the market value of the Company's common shares, and the quantity and quality of the demand expressed within the scope of the Bond Issue placement.

Specifically, qualified investors – in compliance with established practice in similar operations – in formulating their proposals for bookbuilding purposes, mainly assess the following financial characteristics of a bond issue similar to the one in question:

- the conversion price; and
- any interest rate paid,

in combination with each other.

As illustrated above, the Bond Issue does not envisage the payment of any coupon (i.e., it pays an interest rate of 0.00% and has an effective rate of return at maturity of 0.00%) and, therefore, the determination of the conversion price took this circumstance into account.

The conversion price – as already mentioned – is determined on the basis of a "reference price" of the shares underlying the bond issue (the so-called "reference share price"), increased by a conversion premium, which is determined on the basis of the quantity and quality of the demand expressed during the placement that takes into account the characteristics of the related bond issue, as well as the issuer.

For the purposes of determining a "reference price" corresponding to the actual market value of the common shares, the market price of the Company's common shares as identified by the Joint Bookrunners at the time of placement of the Bonds was taken as a reference. This price was equal to 143.006 Euros. A conversion premium of 47.5%, predetermined on the basis of the indications received from the banks appointed to carry out the operation and market conditions, was then applied to this market value, resulting in a conversion price of 210.9339 Euros. Application of this premium was also possible by virtue of a positive market situation for DiaSorin, despite the high volatility of the national and international scenario, also due to the evolution of the Covid-19 pandemic emergency.

In compliance with the provisions of Article 2441, paragraph 6, of the Italian Civil Code, for the purposes of determining the issue price of the new common shares to service the possible conversion of the Bonds, the Board of Directors considered the value of the shareholders' equity per share of DiaSorin S.p.A. as at 31 December 2020, equal to 9.61 Euros, as well as the arithmetic average of the price of the Company's common shares, recorded on the basis of the official prices registered on the Italian Stock Exchange a in the six-month period preceding the date of 27 April 2021 (excluded), equal to 166.18 Euros.

It should be noted that, pursuant to the Bond Issue Regulations, the initial conversion price may be subject to adjustment at the date of conversion in accordance with market practice for this type of instrument, upon the occurrence of the events indicated, by way of example and without limitation, in paragraph 1.6 above, to which reference should be made.

In consideration of the analyses carried out, the Board of Directors believes that the criteria adopted for determining the initial conversion price of the Bonds and therefore the issue price of the Conversion Shares (and the related conversion ratio) are consistent with the criteria set out in Article 2441, paragraph 6 of the Italian Civil Code and, therefore, appropriate to identify a price such as to preserve the equity interests of the Company's shareholders, in view of the exclusion of pre-emptive rights.

With reference to the cases of "change of control" and "free float event", as defined and governed by the Regulations, the adjustment of the conversion price is justified by the specific nature of the events described therein.

6 Shareholders having expressed their willingness, in proportion to their shareholding, to subscribe the newly issued shares and any unexercised pre-emptive rights

As illustrated above, the Capital Increase is meant to serve exclusively the possible conversion of the Bonds into newly issued DiaSorin common shares.

Therefore, for the reasons explained above, the right of shareholders to exercise their pre-emptive right pursuant to Article 2441, paragraph 5 of the Italian Civil Code is excluded.

7 Expected period of execution of the operation

Execution of the Capital Increase will take place as a result of any conversion requests, received by the Company, of the Bonds during the term of the Bond Issue.

If, by the final conversion date, the Capital Increase has not been fully subscribed, the Company's share capital will be increased by the amount deriving from the subscriptions made by that date and effective as from the same dates.

8 Dividend date of the newly issued common shares

The common shares to be offered in conversion of the Bonds will have regular dividend entitlement and will therefore grant their holders the same rights with respect to the common shares outstanding at the time of their issue.

9 Pro-forma operating-equity and financial effects suitable to represent the consequences of the operation on the income statement and balance sheet – Effects on the unit value of the shares

For the purpose of estimating the pro-forma operating-equity and financial effects, it was assumed that the Bond Issue is converted into common shares of the Company upon maturity (5 May 2028).

<u>Consolidated and separate financial statements of DiaSorin S.p.A.</u>

On the basis of the above assumptions, the issue determines:

(i) on the trading/settlement date, a partial reduction in net debt, corresponding to the difference between the amount receivable/collected from bondholders (net of issue expenses) and the debt component of the financial instrument issued (net of the portion of issue expenses attributed to the same). The debt component is equal to the fair value of an identical liability issued by the Company at market conditions but without conversion rights, while the remaining portion, up to the amount of the receivable to be collected, will be recognised as a component of shareholders' equity (so-called residual method). the issue costs are allocated proportionally to the debt and equity components;

(ii) at maturity, a reduction of up to 500 million Euros in net debt due to the effect of the conversion of the bonds into common shares of the Company;

(iii) a corresponding increase in shareholders' equity (for the consolidated financial statements, an increase in the portion of the "shareholders' equity attributable to the Shareholders of the Parent Company").

Based on the number of outstanding shares constituting the Company's share capital as at 5 May 2021, assuming full conversion of the Issue into common shares of the Company at the corresponding maturity date based on the maximum number of shares (2,370,411 common shares), compared to a hypothetical initial stake of 1% of the common share capital, the shareholder will hold – following conversion – a shareholding equal to 0.9585% of the total common share capital, as indicated in the tables below:

A.	*No. of outstanding common shares as at 5 May 2021*	54,709,445
B.	*Maximum number of common shares to be issued to service the conversion of the Bond Issue*	2,370,411
C.	*Total (A + B)*	57,079,856

	No. of shares held	No. of outstanding shares	% of share capital (outstanding)
Pre-Capital Increase scenario	547,094	54,709,445	1%
Post-Capital Increase scenario (*)	547,094	57,079,856	0.9585%

(*) Assumes full conversion of the Issue into common shares of the Company.

10 Changes to the Articles of Association

As a result of the Capital Increase that is the subject of this report, we also propose to introduce a new and additional paragraph at the end of Article 5 of the Articles of Association, with the following text, compared to the version currently in force:

Article 5 of the Articles of Association - Current version	Article 5 of the Articles of Association – Proposed version
The share capital amounts to 55,948,257.00 Euros and consists of 55,948,257 common shares, par value 1 Euro each. The shares are registered, freely transferable and indivisible. In the event of an increase in share capital, pre-emptive rights may be excluded or limited in the cases provided for by law, as well as within the limit of ten percent of the pre-existing share capital, pursuant to Article 2441, paragraph 4 of the Italian Civil Code.	The share capital amounts to 55,948,257.00 Euros and consists of 55,948,257 common shares, par value 1 Euro each. The shares are registered, freely transferable and indivisible. In the event of an increase in share capital, pre-emptive rights may be excluded or limited in the cases provided for by law, as well as within the limit of ten percent of the pre-existing share capital, pursuant to Article 2441, paragraph 4 of the Italian Civil Code. ***The Extraordinary Shareholders' Meeting of 4 October 2021 resolved to increase the share capital in cash, against payment and in separate issues, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of 2,370,411.00 Euros, in addition to the share premium for a maximum of 497,629,589.00 Euros, to service exclusively the conversion of the bond issue made by the Company called "€500 million Zero Coupon Equity Linked Bonds due 2028" to be carried out in one or more tranches by means of the issue of common shares of the Company, with regular dividend entitlement, in accordance with the criteria set out in the related Regulations, on the understanding that the final date for subscription of the newly issued shares is set at 5 May 2028 and that, should the capital increase not have been fully subscribed by that date, it will be deemed to have increased by an amount equal to the subscriptions received and effective as from that date, with express authorisation for the directors to issue the new shares as and when they are subscribed. No fractional shares will be issued or delivered and no cash payment or adjustment will be made in lieu of such fractional shares".***

It should be noted that the proposed amendments to the Articles of Association that are the subject of this report do not entail the right of withdrawal provided for by current legislation.

* * *

Now, therefore, the Board of Directors submits the following Proposal for your approval

"The shareholders' meeting of DiaSorin S.p.A., convened in extraordinary session,

- having examined the explanatory report of the Board of Directors;
- having acknowledged the main terms and conditions of the Bond Issue, as illustrated in the Directors' report and made available in full on the Company's website;
- having acknowledged the fairness opinion issued by the independent auditors pursuant to Article 2441 of the Italian Civil Code and Article 158 of the Consolidated Finance Act – TUF;
- having regard to the certification of the Board of Statutory Auditors that the current share capital is fully paid up;

resolves

1. to provide for and authorise, pursuant to the Regulations, the convertibility of the equity-linked bond with a nominal amount of 500,000,000 Euros, maturing on 5 May 2028, called "*€500 million Zero Coupon Equity Linked Bonds due 2028*", and thus to approve the proposed Capital Increase in cash, against payment and in separate issues, excluding pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of 2,370,411.00 Euros, in addition to the share premium of a maximum of 497,629,589.00 Euros, exclusively to service the conversion of such Bond Issue, to be carried out on one or more occasions through the issue of common shares of the Company, with regular dividend rights, in accordance with the criteria determined by the related Regulations. No fractional shares will be issued or delivered and no cash payment or adjustment will be made in lieu of such fractional shares;
2. to authorise the Chief Executive Officer to send, with the right to sub-delegate, a communication (the so-called "physical settlement notice") to Bondholders, as a result of which the possibility of converting the Bond into newly issued common shares of the Company will be envisaged;
3. to establish that the unit issue price of the Conversion Shares of the Capital Increase (on the basis of which the number of Conversion Shares to be issued will be defined) is determined on the basis of the provisions contained in the Bond Issue Regulations referred to in point 1 of the Report and, therefore, is equal to 210.9339 Euros, subject to adjustments and without prejudice to the cases in which the corresponding conversion price will be calculated according to the different methods indicated in the Bond Issue Regulations referred to in point 1 of the Report; said unit issue price to be charged for the amount of 1.00 Euro (or for the lower amount of the conversion price) to share capital and for the remaining amount to share premium;
4. to grant a mandate to the Board of Directors, and on its behalf to its legal representatives, to implement the above-mentioned Capital Increase, determining, inter alia, from time to time, in compliance with the provisions of the Regulations (*i*) the precise issue price of the shares, as well as, as a consequence of the determination of the issue price, (*ii*) the precise number of shares to be issued, and thus the precise exchange ratio, as necessary for the purpose of the timely application of the provisions and criteria provided for in the Bond Issue Regulations; it being understood that, should this Capital Increase not be fully subscribed by the deadline of 5 May 2028, the share capital shall be deemed to be increased by an amount equal to the subscriptions collected;
5. to introduce a new and additional paragraph at the end of Article 5 of the Articles of Association, with the following text:

   "The Extraordinary Shareholders' Meeting of 4 October 2021 resolved to increase the share capital in cash, against payment and in separate issues, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, for a maximum total nominal amount of 2,370,411.00 Euros, in addition to the share premium for a maximum of 497,629,589.00 Euros, to service exclusively the conversion of the bond issue made by the Company called "*€500 million Zero Coupon Equity Linked Bonds due 2028*" to be carried out in one or more tranches by means of the issue of common shares of the Company, with regular dividend entitlement, in accordance with the criteria set out in the related Regulations, on the understanding that the final date for subscription of the newly issued shares is set at 5 May 2028 and that, should the capital increase not have been fully subscribed by that date, it will be deemed to have increased by an amount equal to the subscriptions received and effective as from that date, with express authorisation for the directors to issue the new shares as and when they are subscribed. No fractional shares will be issued or delivered and no cash payment or adjustment will be made in lieu of such fractional shares";

6. to grant the Board of Directors – and, on its behalf, the Company's pro tempore legal representatives, also acting severally – all powers to implement the Capital Increase and to make the ensuing changes to Article 5 of the Articles of Association, and to this end to carry out all formalities and disclosures required by law, to fulfil all formalities necessary for registration of the adopted resolution in the Register of Companies, accepting and introducing any non-substantial amendments, additions or deletions that may be required by the competent authorities, as well as any power to carry out the legal and regulatory requirements resulting from the adopted resolution".

* * *

Saluggia, 30 July 2021

For the Board of Directors

signed

The Chairman

Gustavo Denegri