



**Procedure for
Related-Party Transactions**

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1. Foreword

This procedure (the “**Procedure**”) establishes the rules governing the approval and execution of transactions carried out by DiaSorin S.p.A. (“**DiaSorin**” or the “**Company**”) with related parties (as defined below), pursuant to the Regulation on “Related-party Transactions” adopted by Consob with resolution no. 17221 of 12 March 2010 (as subsequently amended), in implementation of article 2391-bis of the Italian Civil Code and articles 113-*ter*, 114, 115 and 154-*ter* of Legislative Decree No. 58 of 14 February 1998 (the “**TUF**”), containing principles and regulations to be complied with by administrative bodies of companies resorting to the market of risk capital “*in order to ensure transparency and substantial and procedural fairness of related-party transactions entered into directly or through subsidiaries*” (the “**Regulation**”). This Procedure was most recently updated by the Board of Directors of DiaSorin on 14 May 2021, subject to the favorable opinion of the Committee for Related-Party Transactions (as defined in paragraph 5 below), in order to adjust the provisions to the Regulation as amended by Consob Resolution no. 21624 of 10 December 2020, which transposes, at the level of secondary legislation, the contents of Directive (EU) 2017/828, the so-called “Shareholders' Right Directive II” (the “**SHRD**”), amending Directive 2007/36/EC on encouraging the long-term commitment of shareholders.

The Board of Directors, the Delegated Bodies and the relevant company Functions of DiaSorin apply the principles and rules set forth in the Procedure, taking also into account the guidelines provided by Consob Communication no. DEM/10078683, published on 24 September 2010, containing the “*instructions and guidance for application of the Regulation on Related-Party Transactions adopted with resolution No. 17221 of 12 March 2010, as amended*” (the “**Application Communication**”).

This Procedure functions as instruction provided by DiaSorin to its Subsidiaries (as defined below) pursuant to article 114, paragraph 2, of the TUF.

2. Definitions and references

2.1 Definition of “related parties”

For the purposes of this Procedure, “related parties” shall be understood as those parties defined as such by the international accounting standards adopted in accordance with the procedure referred to in art. 6 of Regulation (EC) no. 1606/2002¹

The Corporate Legal Affairs Department draws up, updates and provides Directors and the main Functions of DiaSorin, Italian and foreign companies controlled by DiaSorin pursuant to article 93 of the TUF or over which DiaSorin exercises management and coordination authority (the “**Subsidiaries**”), parties who exercise, directly or indirectly, control over DiaSorin and DiaSorin’s associated companies, pursuant to the Appendix to Regulation, with a list of the Company’s related parties (the “**List of Related Parties**”).

For the purposes of keeping and updating the List of Related Parties, the Corporate Legal Affairs Department annually sends a questionnaire, as provided by in Annex II of this Procedure, to the interested parties (including the members of the Board of Directors and the Board of Statutory Auditors and the other “executives with strategic responsibilities” of DiaSorin and of the companies that exercise control over it). Interested parties fill in, sign and return the questionnaire to the Corporate Legal Affairs Department and - by transmitting an updated version of said questionnaire - promptly communicate any changes occurred with regard to the information contained therein.

¹See Annex I to this Procedure for the definition of “*Related Parties*”, as set out in the abstract of the international accounting standards constituting an Appendix to the Regulation. Annex I also provides the definition of “*control*”, “*joint control*”, “*significant influence*”, “*close relatives*”, “*Executives with strategic responsibilities*” for the purposes of this Procedure.

2.2 Definition of "transaction"

For the purposes of this Procedure, "related-party transactions" shall be understood as those transactions defined as such by the international accounting standards adopted in accordance with the procedure referred to in art. 6 of Regulation (EC) no. 1606/2002² including, by way of example, as provided in the Regulation and in the Application Communication: (i) mergers involving DiaSorin and a related party; (ii) demergers by incorporation with a related party, (iii) strictly non-proportional demergers; (iv) demergers for which a related party is beneficiary; (v) DiaSorin's capital increases with the exclusion of an option right in favor of a related party.

This Procedure also regulates transactions which, although carried out by Subsidiaries, can be traced back to DiaSorin by means of a preventive examination or approval by DiaSorin, in compliance with Paragraph 7 of the Application Communication.

2.3 Definition of "independent directors" and "unrelated directors" and of "directors involved in the transaction"

For the purposes of the Procedure:

- "independent directors" shall be understood as those recognized as such by the Company in accordance with the current legislative and regulatory provisions in force (including the principles and recommendations of the Corporate Governance Code approved by the Corporate Governance Committee which DiaSorin abides by);
- "unrelated directors" shall be understood as directors other than the counterparty of a particular transaction and counterparty's related parties.
- "directors involved in the transaction" shall be understood as directors who, on their own behalf or on behalf of third parties, have an interest which conflicts with the interest of DiaSorin.

3. Approval, dissemination and publication of the procedure

3.1 Approval of and amendments to the Procedure

The Procedure and its amendments are approved by the Board of Directors subject to a favorable opinion from the Committee, which is composed entirely of three independent Directors.

The Committee will meet in good time before the Board of Directors' meeting convened to approve the Procedure or the amendments thereto. A member of the Board of Statutory Auditors and the Head of the Corporate Legal Affairs Department will also attend the meeting. The opinion is attached to the minutes of the Committee meeting.

The Committee's opinion will then be forwarded to the Board of Directors one day before the meeting or, anyway, before the resolution.

If less than three independent Directors are in office, resolutions concerning the Procedure or the amendments thereto will be approved with the favorable opinion of the independent directors in office or, in their absence, with the non-binding opinion of an independent expert appointed by the Board of Directors. Also in that case, the Committee's opinion will be forwarded to the Board of Directors one day before the meeting or, anyway, in good time before the resolution.

At least every three years the Board of Directors will assess, also through the Delegated Bodies, any reviews to the Procedure taking also into account, *inter alia*, any regulatory and legislative changes, as well as any changes that may have occurred in the Company's ownership and the effectiveness of the Procedure in practice.

3.2 Dissemination, entry into force and publication of the Procedure

The Corporate Legal Affairs Department will send the Procedure and the List of Related Parties to DiaSorin's Directors, Statutory Auditors, Executives with Strategic Responsibilities and to the

² See Annex I to this Procedure for the definition of "Related-Party Transactions", as set out in the abstract of the international accounting standards constituting an Appendix to the Regulation.

main corporate Functions, including the Corporate Accounting Documents Officer appointed pursuant to article 154-*bis* of the TUF. The Corporate Legal Affairs Department will also send the Procedure to Directors and to the main corporate Functions of Subsidiaries, also pursuant to and in accordance with article 114, paragraph 2 of the TUF.

The Subsidiaries shall implement the Procedure, undertaking to comply with the obligations therein, and shall forward the Procedure to companies over which they exercise control pursuant to article 93 of the TUF.

The Procedure originally came into force on 1 January 2011, and its amendments are applied with effect from the date of approval by the Board of Directors; once the Procedure is approved and following any subsequent amendments by the Board of Directors, the Procedure is immediately published on the Company website and, by means of a link in the abovementioned website, on the annual report on operations, pursuant to article 2391-*bis* of the Italian Civil Code.

4. Identification of related-party transactions

All persons who, on behalf of the Company or of its Subsidiaries, are responsible for approving and/or executing a given transaction verify, before starting negotiations, whether the counterparty should be considered as a related party, or not, also referring to the List of Related Parties and making use of the support of the Corporate Legal Affairs Department. If the counterparty to the transaction is a related party, they promptly notify the Corporate Legal Affairs Department of the intention to initiate negotiations on the transaction, providing the following information:

- (i) Details of the counterparty to a transaction and the nature of relationship;
- (ii) type of transaction and its object;
- (iii) reasons behind the transaction and any risks that may arise from its implementation;
- (iv) the economic terms of the transaction, including the estimated consideration for the transaction or, when the transaction involves the acquisition or divestment of equity investments, businesses or business operations, the total assets and liabilities of the entity subject of the transaction;
- (v) the expected timing;
- (vi) any other transactions entered into with the same related party or with parties related to it.

Upon receipt of the above communication and after verifying the existence of a relationship with the counterparty, the Corporate Legal Affairs Department promptly assesses the following:

- (a) the transaction is of lesser importance under the terms of the Regulation and, thus, the Procedure referred to in paragraph 6.1 shall be applied;
- (b) the transaction is of greater importance under the terms of paragraph 10.2 below (taking into account cumulative transactions) and, thus, the Procedure referred to in paragraph 6.2 shall be applied;
- (c) one or more of the exemption cases referred to in paragraph 9 shall be applied.

The Corporate Legal Affairs Department will also determine whether the transaction is “price sensitive” and whether the "*Procedure for the internal management of Relevant Information and Inside Information and the public disclosure of Inside Information*" and the "*Procedure to manage the register of persons having access to Relevant Information and Inside Information*" should be activated.

In the cases described in (a) and (b) above, the Corporate Legal Affairs Department initiates the procedure, as the case may be, described in paragraph 6.1 or 6.2 below.

In the case described in (c) above, the Corporate Legal Affairs Department describes the verification activities performed in the Archive of Related-Party Transactions (as defined below), and complies with any requirements under paragraph 9 below, or gives instructions to other corporate Functions.

The Head of the Corporate Legal Affairs Department, with the support of the Administration, Finance and Control Department draws up and keeps an archive (the “**Archive of Related-Party Transactions**”) of:

- related-party transactions, including those carried out through Subsidiaries, approved under paragraph 6 below (including any transactions subject to framework resolutions pursuant to paragraph 8 below); and
- related-party transactions, including those carried out through Subsidiaries, falling under one of the exemption cases as at paragraph 9 below.

5. General principles for the approval of Related-Party Transactions

Related-party transactions reflect criteria of transparency, substantial and procedural fairness and are undertaken in DiaSorin’s exclusive interests.

As provided in paragraph 6 below, related-party transactions, be they of greater or lesser importance, are approved through a Committee which is appointed by the Board of Directors and is entirely composed of three independent directors. Those directors must also be unrelated directors, in respect of each transaction (the “**Committee for Related-Party Transactions**”).

The Board of Directors appoints a Chairman of the Committee for Related-Party Transactions. The rules governing the activities, the decision-making process and the determination of majorities within the Committee are the same as those set forth in the Bylaws concerning the Company’s Board of Directors’ decisions.

The Board of Directors is assigned competence over: (i) resolutions on transactions of lesser importance that are carried out under non-market conditions; (ii) resolutions on transactions of greater importance identified pursuant to the following paragraph 10.2 of the Procedure.

If the Company carries out, directly or through Subsidiaries, related-party transactions that are relevant for the purposes of the Regulation, the Corporate Legal Affairs Department retains the documents of the transactions carried out reporting, among other things, the characteristics of the transaction, the nature of the related-party relationship and the identification of the related party, the Company’s interest in executing the transaction and the methods for determining the terms of the transaction (including an assessment of its congruity compared to the market values for similar transactions).

If the nature, scope and characteristics of the transaction so require, the Committee for Related-Party Transactions has the right to ask, at Company’s expenses, for the assistance of independent experts of its choice to carry out the assessments under its jurisdiction, such as in relation to financial, legal or technical aspects by commissioning a special valuation and/or fairness and/or legal opinions in order to ensure that the transaction is not undertaken with different conditions from those that would realistically have been agreed between unrelated parties. To this end, the same Committee may indicate to the Board of Directors of the Company the expert or experts to be appointed for carrying out the transaction and the assignment must expressly provide that the expert or experts specifically assists/assist the Committee for Related-Party Transactions in performing its functions.

The role of independent expert cannot be entrusted to subjects who are counterparties to the transaction or Related Parties of DiaSorin or of the counterparty of the transaction.

The expert selected shall declare his independence upon his appointment and explain the reason why any economic and financial relations provided in paragraph 2.4 of Annex 4 of the Regulation are not relevant for the purposes of the judgement on independence. The same Committee for Related-Party Transactions verifies in advance the independence of the experts taking into account (if any) the aforementioned relations as indicated in paragraph 2.4 of Annex 4 of the Regulation.

The expert opinions and/or fairness and/or legal opinions are sent to the Committee for Related-Party Transactions (or, as the case may be, to the parties replacing the Committee) in the days

preceding the meeting of the Committee for Related-Party Transactions in good time before the meeting.

Directors who have an interest in the transaction shall promptly provide the Board of Directors with exhaustive information about the existence of that interest and about the related circumstances, also pursuant to and in accordance with art. 2391 of the Civil Code. The decision to leave the meeting during resolutions on the transaction must be made on a case-by-case basis. If the Chief Executive Officer is involved, he is required to abstain from carrying out the transaction and shall appoint the Board of Directors to carry out such transaction, pursuant to art. 2391, paragraph 1, of the Civil Code.

The Board of Directors evaluates the most appropriate action if the fact of removing the directors having an interest either directly or on behalf of a third party from the meeting at the time of the decision could prejudice the quorum necessary for decisions to be passed.

In any case, directors involved in the transaction abstain from voting on it.

6. Procedure for Related-Party Transactions

6.1 Transactions of lesser importance that do not fall within the competence of the Shareholders' Meeting

Subject to the Board of Directors' competence in relation to the matters indicated in the paragraph 5 above, related- party transactions of lesser importance that do not fall within the competence of the Shareholders' Meeting are approved by the competent party entrusted with the authority to approve and/or carry out transactions according to the Company's governance rules, with the non- binding, justified opinion of the Committee for Related-Party Transactions.

To this end, having identified the transaction's relevance in accordance with the Regulation as at paragraph 4 above, the Head of the Corporate Legal Affairs Department promptly notifies the party responsible for approving and/or carrying out the transaction; after evaluating the transaction's feasibility, the competent party shall immediately inform in writing the members of the Committee for Related-Party Transactions, through the Head of the Corporate Legal Affairs Department. The Committee members shall then declare, in writing, that there are no relationships linked to that specific transaction (also, if applicable, in relation to the Subsidiary's counterparty).³

The report to be provided to the Committee for Related-Party Transactions shall contain complete, adequate and updated information on the transaction, and in particular, shall contain details of the counterparty, the object and economic conditions of the transaction, interests and reasons behind the transaction, as well as any critical elements and any risks that may arise from the transaction.

If three independent directors are not present, or if one or more members of the Committee for Related-Party Transactions declare to be related parties under the transaction, in order to ensure material accuracy, a justified favorable opinion shall be given by the independent director or by the unrelated independent directors who may be present or, in their absence, by the Board of Statutory Auditors. If the Board of Directors calls upon the opinion of the Board of Statutory Auditors, the members of the Board of Statutory Auditors must inform the other Statutory Auditors if they have an interest in the transaction (either on their own behalf or on behalf of third parties), specifying the nature, terms, origin and scope of the transaction. ⁴

³It shall be understood that, for the purposes of assessing the composition of the Committee for Related-Party Transactions with regard to a specific transaction, the independent director who qualifies as the director involved in the transaction is treated as the related -party director.

⁴In the event that the members of the Board of Statutory Auditors have an interest in the transaction foreclosing, thus, the Board of Statutory Auditors from expressing its opinion, the Board of Directors will involve, for the expression of a reasoned opinion, an independent expert who can provide equivalent supervision on the substantial fairness of the

The general principles provided in paragraph 5 above apply also with reference to appointments to independent experts.

The Committee for Related-Party Transactions will meet in good time ahead of the date scheduled for approving and/or carrying out the transaction. A member of the Board of Statutory Auditors and the Head of the Corporate Legal Affairs Department attend the meeting together with (if required) the Chief Executive Officer, other Executives or Directors with proxies (including directors responsible for conducting evaluations or negotiations) of DiaSorin and its Subsidiaries, and any other persons indicated by the Committee for Related-Party Transactions.

When formulating its opinion, the Committee for Related-Party Transactions must also consider DiaSorin's interests in carrying out the transaction, the related benefits, and the substantial fairness of the related conditions.

The opinion must be given, together with an indication of any conditions to which it is subject, within three days (except where good cause can be demonstrated) prior to the date scheduled for approving and/or carrying out the transaction, together with any expert reports and/or fairness and/or legal opinions required, and all the information sent to the Committee for Related-Party Transactions. The opinion is attached to the minutes of the meeting of the Committee for Related-Party Transactions called upon to comment on the transaction.

All information sent to the Committee for Related-Party Transactions and the observations it makes, along with the additional documentation relating to the transactions, are promptly made available to the competent body in charge of approving the transaction.

During any meetings of the Board of Directors called to approve the transaction, a member of the Committee for the Related-Party Transactions delegated for that purpose must explain to the Board the justified opinion of the Committee.

If minutes of the decision (of the Board of Directors or other corporate body) are drafted, they must contain appropriate justification of the Company's interests in carrying out the transaction, to its suitability, its substantial fairness and the related conditions. They must also mention the main elements of the Committee for Related-Party Transactions' opinion or, as the case may be, that of the independent director, or unrelated independent directors that may be present or of the Board of Statutory Auditors. If approval of the related-party transaction is within the competence of the executive directors or directors with proxy, the explanation of the Company's interest in carrying out the transaction, its suitability and substantial fairness of the related conditions, and an explanation of the main elements of the opinion, will be provided to the Board of Directors and to the Board of Statutory Auditors during the next available meeting.

Without prejudice to the provisions of article 17 of the EU Regulation no. 596/2014 (Market Abuse Regulation, "MAR"), if one or more transactions are approved despite a negative opinion by the Committee for Related-Party Transactions, the Board of Directors, with the support of the Corporate Legal Affairs Department and the other corporate Functions involved in the transactions, shall prepare and make available to the public, within 15 days from the end of each quarter of the year, at the Company's registered office and in the manners set forth in Part III, Title II, Chapter I, of Consob Regulations No. 11917/99 (the "Issuers' Regulations"), a document containing the name of the counterparty, the object and consideration of the abovementioned transactions and the reasons for not concurring with the Committee's opinion. Within the same deadline, the opinion shall be made available to the public as an annex to the abovementioned document or on the company's website: www.diasorin.com.

6.2 Transactions of greater importance that do not fall within the competence of the Shareholders' Meeting

The Board of Directors has sole competence in relation to the approval of related-party

transaction (applying the principles referred to in paragraph 5 above for the assignment and the independence requirements of the aforementioned expert).

It is understood that if a specific transaction with related parties requires an equivalent supervision, any reference to the Committee for Related-Party Transactions contained in this Procedure should be understood as referring to the Board of Statutory Auditors or to the independent expert, as the case may be.

transactions of greater importance – as provided under the following paragraph 10.2 of the Procedure – which do not fall within the competence of the Shareholders' Meeting and approves them after the Committee for Related-Party Transactions has given its non-binding, justified opinion on the transaction's suitability, substantial fairness and related conditions.

The Corporate Legal Affairs Department ensures that the Committee for Related-Party Transactions (or one or more members delegated by the same) is involved in a timely manner in the negotiations and preliminary phase, by receiving a complete and updated information flow on the progress of the transaction and, where required, through a detailed report, and with the power to request information and formulate remarks to the delegated bodies and persons in charge of conducting the negotiation and preliminary phase.

For that purpose, having identified the transaction's relevance pursuant to the Regulation as at paragraph 4 above, the Corporate Legal Affairs Department promptly informs the company Function responsible for the transaction's relevance pursuant to the Regulation; the company Function having positively evaluated the transaction's feasibility immediately informs the Corporate Legal Affairs Department in writing. The latter promptly informs the Committee for Related-Party Transactions so that it declares, in writing, that there are no relationships linked to that specific transaction.

The Committee for Related-Party Transactions initiates all the required and convenient activities to be involved in the negotiation and preliminary phase.

The general principles illustrated in paragraph 5 above apply, also with reference to appointments to independent experts, as well as the provisions of paragraph 6.1 above.

In the absence of a favorable opinion by the Committee for Related-Party Transactions, the Board of Directors shall not resolve to carry out the Transaction.

6.3 Transactions within the competence of the Shareholders' Meeting

If a transaction of lesser importance is within the competence of the Shareholder's Meeting or must be authorized by the latter (transactions within the competence of the Shareholders' Meeting under the provisions of the law or transactions that must be authorized by the Shareholders' Meeting under the provisions of the Bylaws), the provisions of paragraph 6.1 above will apply (*mutatis mutandis*) in relation to the preliminary and approval phase of the proposed resolution to be submitted to the Meeting by the Board of Directors.

If a transaction of greater importance is within the competence of the Shareholder's Meeting or must be authorized by the latter, the provisions of paragraph 6.2 above will apply (*mutatis mutandis*) in relation to the negotiation, preliminary and approval phase of the proposed resolution to be submitted to the Meeting by the Board of Directors, including the impossibility to carry out the transaction if the Committee for Related-Party Transactions did not express favorable opinion.

7. Transactions carried out through subsidiaries

If the Board of Directors (or the delegated bodies or other company executives) of DiaSorin examine and/or approve related-party transactions carried out by Subsidiaries, the Committee for Related-Party Transactions (or, as the case may be, the person/s that is/are part of it), the Board of Statutory Auditors and the Board of Directors of DiaSorin receive, with adequate advance notice, sufficient information about the transaction, with particular regard to the nature of relationship (including details of the related party), the object, financial conditions and timeframe, and the underlying interests and reasons for the transaction.

The transaction is approved and/or carried out by the competent body of Subsidiaries, subject to positive opinion of the DiaSorin's Committee for Related-Party Transactions (or, as the case may be, the person/s that is/are part of it). Unless there is proven good cause, the opinion must be given within three days prior to the date of approval of the transaction. The general principles illustrated in paragraph 5 above apply, also with reference to the assignment of appointments to independent experts. All the information sent to the Committee for Related-Party Transactions,

together with the additional documentation relating to the transaction, must be made available to the Subsidiary's person or body responsible for approving and/or carrying out the transaction.

If the transaction to be executed through the Subsidiaries falls within the competence of the Shareholders' Meeting, the above procedure as provided in paragraph 6.3 above will be applied (with the necessary adjustments) for the proposed resolution to be submitted to that Meeting.

8. Procedure for framework resolutions

Pursuant to article 12 of the Regulation, homogeneous transactions with specific categories of related parties, including those carried out via Subsidiaries, may be approved through framework resolutions.

Without prejudice to the provisions of the Regulation, also as regard public disclosure, resolutions concerning the adoption of framework resolutions shall be subject the provisions set forth in paragraph 5 above and the provisions of paragraphs 6.1 and 6.2 above, according to the expected maximum value of the transactions to be resolved in their cumulative amount.

Framework resolutions adopted in accordance with this paragraph may not be effective for more than one year and must refer to transactions determined adequately, stating at least the expected maximum value of the transactions to be carried out in the period in question, and justification for the planned conditions.

When approving a framework resolution, the Company publishes an information memorandum pursuant to article 5 of the Regulation if the expected maximum value of the transactions in question is likely to exceed one of the thresholds identified in paragraph 10.2 below.

The provisions of paragraphs 6.1 and 6.2 of this Procedure do not apply to individual transactions concluded under a framework resolution. Transactions carried out under a framework resolution mentioned in a document published in accordance with the foregoing paragraph shall not be considered in the determination of the cumulative amount provided in paragraph 10.2 of this Procedure.

9. Exemption cases pursuant to articles 13 and 14 of the Regulation

Without prejudice to the exemption cases pursuant to art. 13, paragraph 1 and (where applicable) paragraph 4 of the Regulation, and without prejudice to the disclosure obligations set forth in paragraph 10 below, within the terms and in the manner indicated therein, the provisions of the Regulation itself and of this Procedure do not apply to the following:

- a) transactions with a negligible value, as referred to in paragraph 9.1 below;
- b) payment plans based on financial instruments approved by the Shareholders' Meeting, pursuant to article 114-bis of the TUF and related operations (see paragraph 9.2 below);
- c) resolutions other than those indicated in article 13, paragraph 1 of the Regulation, concerning compensation paid to directors with particular duties and compensation to other directors with strategic responsibilities, in accordance with the conditions of article 13, paragraph 3, letter b (see paragraph 9.2.2 below);
- d) ordinary transactions concluded under market or standard conditions (see paragraph 9.3 below);
- e) transactions with or between Subsidiaries or affiliated companies, if those companies have no interests classified as "significant" (see paragraph 9.4 below);
- f) transactions approved by the Company and addressed to all shareholders on equal terms (see paragraph 9.5 below).

9.1. Transactions of negligible amounts

Transactions of negligible amounts (as defined below) are excluded from the application of the Regulation and of this Procedure (without prejudice to the disclosure obligations set forth in

paragraph 10 below, within the terms and the manners indicated therein) and may be carried out, within their powers, by Directors and by Directors authorized by the Company or by Subsidiaries.

For the purposes of the Procedure, “transactions of negligible amounts” shall be understood as single transactions or more transactions that are part of the same plan but are carried out at different times during a single year, and which do not exceed the amount of 250,000.00 Euros, if the Related Party is a natural person, or which do not exceed the amount of 350,000.00 Euros if the Related Party is a party other than a natural person.

9.2 Resolutions on remuneration

Resolutions on remuneration are exempt from the application of this Procedure as set out in art. 13, paragraph 1, of the Regulation⁵, or in the cases provided for by the following paragraphs 9.2.1 and 9.2.2.

It shall be understood that, where the resolutions on remuneration are subject to this Procedure because they do not fall within the aforementioned exemptions, other exemptions may still be applied, with particular reference to the exemption referred to in paragraph 9.1 for transactions of negligible amounts.

9.2.1 Remuneration plans based on financial instruments pursuant to article 114-bis of the TUF

Pursuant to article 13, paragraph 3, letter a) of the Regulation, remuneration plans based on financial instruments approved by the Shareholders' Meeting under article 114-bis of the TUF and related operations, are excluded from the application of the Regulation and of this Procedure.

Remuneration plans under article 114-bis of the TUF and related executive operations are subject to obligations on transparency, substantial and procedural fairness, as provided for in the regulations currently in force.

9.2.2 Resolutions on the remuneration of the Directors who perform special tasks and other executives with strategic responsibilities

Pursuant to article 13, paragraph 3, letter b) of the Regulation, resolutions other than those indicated in article 13, paragraph 1 of the Regulation on the remuneration of directors and of other executives with strategic responsibilities are excluded from application of the Regulation.

For the purposes of exclusion, the following is required:

- DiaSorin has adopted a remuneration policy approved by the Shareholders' Meeting;
- a committee exclusively composed of a majority of non-executive directors must have been involved in defining the remuneration policy;
- the remuneration allocated must be consistent with such policy and quantified on the basis of criteria that do not involve discretionary assessments.

9.3 Ordinary transactions concluded at market-equivalent or standard conditions.

9.3.1 Identification of ordinary transactions at market or standard conditions

Pursuant to article 3, paragraph 1, letter d) of the Regulation, “ordinary” transactions shall be understood as those transactions which fall within the ordinary operating activities of DiaSorin, and related financial activities.

Pursuant to article 3, paragraph 1, letter e) of the Regulation, transactions “concluded at market-equivalent or standard conditions” shall be understood as those transactions concluded under

⁵ The provisions of this Procedure and of the Regulation shall not apply to shareholders' resolutions: (i) relating to the remuneration due to the members of the Board of Directors; (ii) with regard to the remuneration of directors who perform special tasks falling within the total amount previously determined by the shareholders' meeting, as well as (iii) relating to the remuneration due to the members of the Board of Statutory Auditors.

conditions identical to those usually applied to unrelated parties for transactions of a corresponding type, scope and risk, or based on regulated tariffs or prices imposed on or applied by parties with whom the Company is legally obliged to contract at a fixed price.

The identification of “ordinary transactions” and those “concluded at market-equivalent or standard conditions” under this paragraph 9.3.1 is deferred to the assessment of the Corporate Legal Affairs Department (which, where deemed appropriate, may use the support of the Committee for Related-Party Transactions); the Corporate Legal Affairs Department reports in any case to the Committee for Related-Party Transactions as regards the outcome of the assessment carried out for the disclosure envisaged in paragraph 9.3.2 if the transaction is of greater importance or of the internal disclosure required by paragraph 10.1 if the transaction is of lesser importance.

With reference to “ordinary transactions” the identification is made by taking into account the guidelines contained in paragraph 3 of the Application Communication.

If the conditions of the transaction are defined as equivalent to market or standard conditions, the documentation prepared by the Corporate Legal Affairs Department (also pursuant to the obligations referred to in paragraph 4 above) and made available to the person in charge of resolving or approving the transaction, or to the Committee for Related-Party Transactions in the case of its involvement, shall contain objective elements of the above.

9.3.2 Applicable regulations

Ordinary transactions that are concluded under market-equivalent or standard conditions are excluded from the application of the Regulation and of this Procedure, without prejudice to paragraph 9.3 of the Regulation and unless otherwise provided for by disclosure obligations set forth in paragraph 10, under the terms and the manners indicated therein.

The body responsible for resolving or approving the transaction shall be provided with all the necessary information, including documentation containing objective elements of market or standard conditions, at least three days prior to approval or execution of the transaction.

For each ordinary transaction subject to exemption, the Corporate Legal Affairs Department keeps evidence of the following elements in the Archive of Related-Party Transactions: ordinary nature of the transaction in relation to the object, occurrence and size of the transaction; nature of the relationship and type of counterparty; objective elements of market-equivalent or standard conditions.

Subject to article 17 of the MAR, if the transactions benefiting from an exemption under the terms of this paragraph are transactions of greater importance, pursuant to paragraph 10.2 below, the Company shall:

- communicate to Consob and to the Committee for Related-Party Transactions, within seven days from the approval of the transaction⁶, the counterparty, the object, the consideration thereof, as well as the reasons for which the transaction is deemed to be ordinary and concluded at market-equivalent or standard conditions (taking into account the information to be included in the Archive of Related-Party Transactions referred to above), providing objective evidence of the above. The Committee for Related-Party Transactions, pursuant to art. 4, paragraph 1, lett. e-bis), point (ii) of the Regulation, verifies without undue delay and in any case within seven working days from the communication, that the exemption conditions are correctly applied, as referred to in Article 13 of the Regulation, to "transactions of greater importance" (see paragraph 10.2) defined as "ordinary transactions" and, where deemed necessary or appropriate for the purposes of the verification within its competence, may address requests for information to the Corporate Legal Affairs Department which is required to promptly respond to such requests.

⁶ That is, if the competent body decide to submit a contractual proposal, from the moment the contract, even preliminary, is concluded.

9.4 Transactions with and between Subsidiaries and/or associated companies

Without prejudice to the provisions of this paragraph and without prejudice to the disclosure obligations set forth in paragraph 10 below, within the terms and in the manner indicated therein, transactions with or between Subsidiaries, including those subject to joint control, and transactions with associated companies⁷, are excluded from the application of any other provision of the Regulation, provided that in the subsidiaries or affiliate companies which are counterparties in the transaction there are no significant interests of other parties related to DiaSorin.

The significance of interests in the subsidiaries or associated companies held by other related parties is submitted to the evaluation of the Committee for Related-Party Transactions with the support of the Internal Audit Function and the Head of the Corporate Legal Affairs Department, according to the general principles provided in the Application Communication. In any case the Committee for Related-Party Transactions reports the outcome of the evaluation to the Chief Executive Officer who, where deemed appropriate, may defer the evaluation to the Company's Board of Directors. The Committee for Related-Party Transactions with the support of the Internal Audit Function and the Head of the Corporate Legal Affairs Department takes into account, among other things, the existence of any shareholder relations between the subsidiaries/associated companies of DiaSorin and other parties related to DiaSorin, or any financial relations between the subsidiaries or associated companies on the one hand and other related parties of DiaSorin on the other.

As specified in the Regulation, interests deriving from the sharing, between the Company and its Subsidiaries or associated companies, of one or more directors or, if any, of other executives with strategic responsibilities are not considered significant interests. Conversely, significant interests exist if, in addition to the sharing of one or more directors or other executives with strategic responsibilities, those persons also benefit from incentive plans based on financial instruments (or other forms of variable remuneration) linked to the results achieved by Subsidiaries or associated companies with which the transaction is conducted (see paragraph 21 of the Application Communication).

9.5 Transactions addressed to all shareholders on equal terms

The provisions of this Procedure and of the Regulation do not apply to transactions approved by the Company and addressed to all shareholders on equal terms, including:

- a) rights issues also at the service of convertible bonds and free capital increase, as provided for by art. 2442 of the civil code;
- b) demerger transactions, either total or partial, with proportional share allocation criteria;
- c) the reduction of the share capital by reimbursement to the shareholders, as provided for by in art. 2445 of the civil code;
- d) purchases of treasury shares pursuant to art. 132 of the TUF.

10. Disclosure on transactions with related parties

10.1 Internal disclosure on transactions with related parties

DiaSorin's Delegated Bodies, with the support of the Corporate Legal Affairs Department and other company Functions of DiaSorin and/or with the support of the directors or competent Functions of the Subsidiaries provide internal disclosure in relation to related-party transactions, within the terms and in the manner indicated below:

Disclosure on exemption cases

⁷For the purposes of the exemption, the definitions of relevant subsidiaries and related companies are those contained in the Appendix to the Regulation.

- pursuant to and for the purposes of art. 4, paragraph 1, lett. *e-bis*), point (i) of the Regulation, the Committee for Related Party Transactions is provided with the disclosure on the application of the exemption cases referred to in paragraph 9 above, on an annual basis, by sending a report containing the information provided in paragraph 4 above and, in addition, with reference to ordinary transactions concluded at market-equivalent or standard conditions of lesser importance, the elements provided in paragraph 9.3.2 above, as well as, with reference to transactions with and between Subsidiaries and/or associated companies, any assessments made regarding the absence of significant interests as explained in paragraph 9.4 above; the information obligation referred to in paragraph 9.3.2 above with reference to ordinary transactions concluded at market-equivalent or standard conditions of greater importance remain applicable;
- the Board of Directors, the Committee for Related-Party Transactions and the Board of Statutory Auditors are provided, on an annual basis, with complete and detailed disclosure on the execution of transactions with related parties concluded in the reference period and subject to exemption pursuant to paragraph 9 of the Procedure.

Disclosure on the transactions to which the Procedure applies

- the Board of Directors, the Committee for Related-Party Transactions and the Board of Statutory Auditors are provided, on a quarterly basis, with complete and detailed disclosure on the execution of related-party transactions concluded in the reference period, including the transactions that constitute implementation of the framework resolutions referred to in paragraph 8 of the Procedure; this disclosure includes related-party transactions carried out through the Subsidiaries which have been subject to examination or approval by the Board of Directors of DiaSorin and for which DiaSorin's Committee for Related-Party Transactions provided its opinion;

10.2 Public disclosure on related-party transactions of greater importance

When the Company, also through its Subsidiaries, concludes transactions of greater importance, the Company draws up the informative report, according to the terms and manners under article 5 of the Regulation and in accordance with the contents illustrated in Annex 4 of the Regulation, to which reference is made.

"Transactions of greater importance" shall be understood as related-party transactions conducted by DiaSorin, directly or through Subsidiaries, in which:

- equivalent-value relevance ratio, that is the ratio between the transaction's value and DiaSorin's shareholders' equity or, if greater, the capitalization of DiaSorin at the end of the last trading day included in the period covered by the latest periodical accounting report published; or
- asset relevance ratio, that is the ratio between the total assets of the entity in the transaction and DiaSorin's total assets; or
- liability relevance ratio, that is the ratio between the total liabilities of the entity in the transaction and DiaSorin's total assets,

is higher than the 5% threshold described in Annex 3 to the Regulation and in the Application Communication to which reference is made.

It is material the overrun of at least one of the above thresholds in several transactions concluded during the same year with the same related party, or parties related either to the latter or to DiaSorin, which are identical or conducted as part of the same plan, and which, although not individually classified as transactions of greater importance, have a cumulative value which exceeds one of the above thresholds ("cumulative transactions").

10.3 Periodical disclosure

In its interim and annual reports on operations, the Company releases information on the following:

- individual transactions identified as “of greater importance” and concluded during the reference period, also through Subsidiaries, pursuant to the above paragraph 10.2 and of the Annex 3 of the Regulation;
- any other individual related-party transactions carried out during the reference period, which may have significantly influenced the Company’s financial situation or results;
- any change or development in related-party transactions described in the last annual report, which have had a significant effect on the financial situation or results of the Company during the reference period.

In its interim and annual report and within the framework of the information provided under this paragraph 10.3, the Company provides the transactions subject to disclosure that have been concluded while relying on the exemption pursuant to paragraph 9.3 (ordinary transactions concluded under market-equivalent or standard conditions).

10.4 Related-Party transactions and public disclosure pursuant to article 17 of the MAR

If a related-party transaction, concluded also through Subsidiaries, is disclosed with the dissemination of a press release pursuant to art. 17 MAR, the document contains, in addition to the other information to be published pursuant to that rule, the information illustrated in art. 6 of the Regulation, namely:

- description of the transaction
- an indication that the counterparty to the transaction is a related party, and a description of the nature of relationship;
- the name or company name of the counterparty to the transaction;
- whether the transaction exceeds the relevance thresholds identified under paragraph 10.2 of this Procedure, and details of the possible publication of an information document under article 5 of the Regulation;
- the procedure that was or will be followed for the approval of the transaction and, in particular, whether the Company relied on a case of exclusion in accordance with paragraph 9 of this Procedure;
- any approval of the transaction granted despite the conflicting opinion of the Committee for Related-Party Transactions;

and information referred to in article I.A.2.6.8 of the Instructions to the Regulations of Markets organized and managed by Borsa Italiana S.p.A.

ANNEX I

Appendix

DEFINITIONS OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS AND FUNCTIONAL DEFINITIONS THEREOF ACCORDING TO INTERNATIONAL ACCOUNTING STANDARDS

1. Definitions of related parties and related-party transactions in accordance with international accounting standards

For the purposes of Article 3, paragraph 1, letter a) of this Regulation the following definitions contained in the international accounting standards shall apply:

Related parties

A *related party* is a person or entity that is related to the entity that draws up the financial statements.

(a) A person or a close relative of that person is related to the reporting company if that person:

- (i) has control or joint control over the reporting company;
- (ii) has significant influence over the reporting company; or
- (iii) is one of the executives with strategic responsibilities of the reporting company or of one of its parent companies.

(b) An entity is related to a reporting company if any of the following conditions applies:

- (i) the entities and the reporting company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other company is a member);
- (iii) both entities are joint venture of the same third party;
- (iv) one entity is a joint venture of a third company and the other entity is an associate of the third entity;
- (v) the entity is represented by a post-employment benefit plan for the benefit of employees of either the reporting entity or a company related to the reporting entity.
- (vi) the entity is controlled or jointly controlled by a person identified in point (a)
- (vii) a person identified in point (a) (i) has significant influence over the entity or is a member of the executives with strategic responsibilities of the entity (or of a parent of the entity) [IAS 24, paragraph 9].

In the definition of a related party, a related company includes the subsidiaries of the related company and a joint venture includes the subsidiaries of the joint venture. Therefore, for example, a subsidiary of a related company and the investor who has a significant influence on the related company are linked to each other [IAS 24, paragraph 12].

Related-Party Transactions

A *related party transaction* shall be understood as any transfer of resources, services or obligations between a company and a related party, regardless of whether for valuable consideration [IAS 24, paragraph 9]⁸

2. Functional definitions of "related parties" and "related-party transactions" according to international accounting standards

The terms 'control', 'joint control' and 'significant influence' are defined in IFRS 10, IFRS 11 (Joint Arrangements) and IAS 28 (Investments in Associates and Joint Ventures) and are used with the meanings specified in those IFRSs [IAS 24, paragraph 9].⁸

Executives with strategic responsibilities

Executives with strategic responsibilities are those persons having authority and responsibility, directly or indirectly, for planning, directing and controlling the activities of the entity, including directors (whether executive or otherwise) of that entity [IAS 24, paragraph 9].

Close relatives

Close relatives of an individual are those family members who may be expected to influence or be influenced by, that individual in their dealings with the company, including:

- (a) children and spouse or partner of that person;
- (b) the children of that person's spouse or partner;
- (c) dependent of that person or of the spouse or of the partner [IAS 24, paragraph 9].

3. Principles of interpretation of the definitions

3.1 In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely to its legal form [IAS 24, paragraph 10].

3.2 The interpretation of the definitions above is accomplished by referring to the set of international accounting standards adopted by the procedure laid down in Article 6 of Regulation (EC) No. 1606/2002.

⁸These operations include:

- mergers, demergers by incorporation or division in a strictly non-proportional sense, where carried out with related parties;
- decisions on the allocation of remuneration and economic benefits, in any form, to the members of the administrative and supervisory bodies and to executives with strategic responsibilities.

ANNEX II

“QUESTIONNAIRE” FORM

concerning the procedure for related-party transactions of DiaSorin S.p.A.

Personal data and submission date of the questionnaire

First and Last name	
Date and place of birth	
Home address	
Tax Code	
Post	
Submission date of the Questionnaire	

1. - Close relatives [IAS 24, paragraph 9]

Identification of Related Parties of DiaSorin S.p.A. in accordance with the international accounting standards in force on the date of this questionnaire form, adopted in accordance with the procedure laid down in Article 6 of Regulation (EC) No 1600/2002.

1) Spouse or partner⁹

Personal details	Address	Tax Code

2) Children

Personal details	Address	Tax Code

3) Dependents

Personal details	Address	Tax Code

4) Spouse's or partner's children

Personal details	Address	Tax Code

5) Spouse's or partner's dependents

Personal details	Address	Tax Code

⁹Including separated spouses.

6) Other close relatives who may be expected to influence you or be influenced by you in their dealings with DiaSorin S.p.A.

Personal details	Address	Tax Code

2.A – Mediated Relations [IAS 24, paragraph 9]

Identification of DiaSorin S.p.A Related Parties in accordance with the international accounting standards in force on the date of this questionnaire form, adopted in accordance with the procedure laid down in Article 6 of Regulation (EC) No. 1606/2002.

Are there any Italian or foreign companies in which you exercise, directly or indirectly 1) control ⁽¹⁾ or joint control ⁽²⁾, 2) a significant influence ⁽³⁾, or 3) any Italian or foreign companies in which you hold, directly or indirectly, a significant share of not less than 20% of the voting rights?

YES

NO

If “YES”, please fill in the following table:

Name of entity	Registered office	Tax Code/ VAT number	Nature of relationship*

* In the box “**Nature of relationship**”, please specify the nature of relationship by indicating:

- **1** for *control* or *joint control*;
- **2** for *significant influence*;
- **3** if you hold, directly or indirectly, a significant share of not less than 20% of the voting rights in an Italian or foreign company.

2.B – Mediated Relations

Identification of DiaSorin S.p.A Related Parties in accordance with the international accounting standards in force on the date of this questionnaire form, adopted in accordance with the procedure laid down in Article 6 of Regulation (EC) No. 1606/2002.

Fill in if you answer yes to question “1 – close relatives”

Are there any Italian or foreign companies in which your close relatives exercise, directly or indirectly 1) control ⁽¹⁾ or joint control ⁽²⁾, 2) a significant influence ⁽³⁾, or 3) any Italian or foreign companies in which your close relatives hold, directly or indirectly, a significant share of not less than 20% of the voting rights?

YES

NO

If “**YES**”, please complete the following table:

Name and surname of the close relative:**

Name of entity	Registered office	Tax Code/ VAT number	Nature of relationship*

* In the box “**Nature of relationship**”, please specify the nature of relationship by indicating:

- **1** for *control or joint control*;
- **2** for *significant influence*;
- **3** if your close relative holds, directly or indirectly, a significant share of not less than 20% of the voting rights in an Italian or foreign company.

-

** If your *close relatives* are in the situation described in (2.b) please reproduce the table for each close relative.

NOTES

The definitions of "control", "joint control" and "significant influence" in accordance with the international accounting standards in force on the date of this questionnaire form, adopted in accordance with the procedure laid down in Article 6 of Regulation (EC) No 1606/2002, are provided below.

Note 1 – Definition of Control (IFRS 10, paragraph 6).

“An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Thus, an investor controls an investee if and only if the investor has all the following:

- (a) power over the investee (see paragraphs 10–14 of the IFRS 10);*
- (b) exposure, or rights, to variable returns from its involvement with the investee (see paragraphs 15 and 16 of the IFRS 10); and*
- (c) the ability to use its power over the investee to affect the amount of the investor’s returns (see paragraphs 17 and 18 of the IFRS 10).”*

Note 2 – Definition of joint control (IFRS 11, paragraph 7).

“Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.”

Note 3 – Definition of significant influence (IAS 28, definitions, paragraphs 5 and 6).

“Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

If an entity holds, directly or indirectly (e.g. through subsidiaries), 20 per cent or more of the voting power of the investee, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the entity holds, directly or indirectly (e.g. through subsidiaries), less than 20 per cent of the voting power of the investee, it is presumed that the entity does not have significant influence, unless such influence can be clearly demonstrated. A substantial or majority ownership by another investor does not necessarily preclude an entity from having significant influence.

The existence of significant influence by an entity is usually evidenced in one or more of the following ways:

- (a) representation on the board of directors or equivalent governing body of the investee;*
- (b) participation in policy-making processes, including participation in*

decisions about dividends or other distributions;
(c) material transactions between the entity and its investee;
(d) interchange of managerial personnel; or
(e) provision of essential technical information.”.