

DIASORIN S.p.A.

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF OCTOBER 4, 2011

At 3:00 PM, on October 4, 2011, at the office of Mediobanca S.p.A., located at 3 via Filodrammatici, in Milan, the Ordinary Shareholders' Meeting of **DiaSorin S.p.A.** was called to order.

Pursuant to Article 10 of the Bylaws, the Shareholders' Meeting was chaired by *Gustavo Denegri*, acting in his capacity as Chairman of the Board of Directors. With the unanimous consent of the attendees, the Chairman asked Notary *Carlo Marchetti* to serve as secretary of the Meeting.

The Chairman then acknowledged and announced that:

- Pursuant to Article 8 of the Bylaws, the Notice of the Shareholders' Meeting was posted, within the statutory deadline, on the Company website and published in the September 2, 2011 issue of the newspaper *Il Sole 24 Ore*, Finanza & Mercati Section; the Company did not receive any request to amend the Meeting's Agenda, pursuant to law.
- The Company's fully subscribed and paid-in share capital amounted to 55,698,264 euros, divided into 55,698,264 common shares, par value 1 euro each.
- The Company held 750,000 treasury shares, the voting right of which was suspended, it being understood that they will be counted to determine the quorum needed for the Meeting to be effectively convened and transact business, as required by Article 2357-ter, Section Two, of the Italian Civil Code.
- At that moment, 270 shareholders, representing directly and by proxy 40,438,913 common shares, equal to 72.604% of the voting share capital, were in attendance.
- The Meeting's Agenda was as follows: *Motion authorizing transactions to purchase and dispose of treasury shares, pursuant to the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code, and Article 132 of Legislative Decree No. 58/1998 and applicable implementative regulations. Related and required resolutions.*
- In addition to the Chairman, the following Directors were in attendance representing the Board of Directors: Carlo Rosa (Chief Executive Officer and General Manager), Antonio Boniolo (Deputy Chairman), Chen Menachem Even, Michele Denegri, Enrico Amo, Gian Alberto Saporiti, Giuseppe Alessandria and Ezio Garibaldi; the Board of Statutory Auditors was represented by Roberto Bracchetti (Chairman), Andrea Caretti

and Bruno Marchina.

- Franco Moschetti, the remaining Director, was absent and excused.

The Chairman then declared that the Shareholders' Meeting was validly convened and qualified to entertain resolutions concerning the item on the Agenda and, before opening the floor for debate concerning the item on the Agenda, announced that:

- based on information in the Shareholder Register, disclosures received pursuant to law and other available information, the following parties held, directly or indirectly, an interest greater than 2% in the Company's voting share capital:

Major DiaSorin S.p.A. shareholders	Number of shares	Percentage equity interest
FINDE SS (directly and through subsidiaries)	24,593,454	44.75%
Chen Even	2,498,936	4.48%
Carlo Rosa (directly and through Sarago S.r.l.)	4,714,214	8.45%
BLACKROCK, INC.	1,244,101	2.23%

- a schedule listing by name the parties who attended the Shareholders' Meeting personally or were represented by proxy and the number of shares held by each party would be annexed to the Minutes of the Shareholders' Meeting;

- the Company was not aware of the existence of any shareholders' agreements, as defined in Article 122 of the Uniform Financial Code.

The Chairman then:

- asked anyone who planned to leave the Meeting prior to the start of voting to surrender their admission card to the door staff;

- reminded the attendees that, pursuant to Article 135-*undecies* of the Uniform Financial Code, the Company designated SPAFID S.p.A. as a party whom eligible shareholders may appoint as their proxy agent, with voting instructions for all or some of the items on the agenda, and indicated that SPAFID S.p.A. reported that it did not receive any appointment as proxy agent;

- indicated that the Meeting's proceedings were being taped for the sole purpose of facilitating the subsequent drafting of the Minutes;

- indicated that, as recommended by the Consob, representatives of the Independent Auditors, the press and the financial community, who were seated in a section at the

back of the room reserved for them, were being allowed to attend the Meeting, but would not be allowed to participate in the proceedings;

- announced that some officers and employees of the Company were being allowed to attend the Meeting to handle the proceedings' technical and organization requirements;
- asked the attendees to refrain from using photographic, video or similar equipment, recording devices of any kind and cellular telephones inside the Meeting hall.

The Chairman, having reserved the right, by virtue of his capacity, to take any action that may be appropriate to ensure an orderly progress of the proceedings and enable the attendees to exercise their rights, mentioned some of the rules of conduct applicable on the occasion of Shareholders' Meetings, which the Meeting's Chairman is always required to mention at the start of a Shareholders' Meeting and are listed below:

- those who wish to take the floor should inform the Secretary of their intention, specifying the items they wish to discuss;
- requests to be recognized may be put forth as long as the floor is open for debate;
- speakers shall be recognized in the order in which they applied;
- eligible parties may take the floor only once with regard to any item being debated;
- answers shall be provided at the end of all speeches;
- any party who asked to be recognized will be allowed a brief follow-up;
- in order to ensure an orderly debate, shareholders are asked to keep their comments within a reasonable length of time, not to exceed about 10 minutes;
- should it become necessary, the Meeting may be briefly adjourned to gather the information needed to provide the required answers;
- the floor shall be closed when all questions, answers and follow-ups have been handled;
- votes shall be cast by a show of hands, with those abstaining or voting against a motion being asked to communicate to the Secretary their names and the number of votes stated on the entry card surrendered upon entering the Meeting, it being understood that, should the process of tallying the votes prove to be too cumbersome, staff available for this purpose would be brought in to collect copies of the entry cards and count the votes.

Lastly, the Chairman:

- announced that no questions were submitted prior to the Shareholders' Meeting pursuant to Article 127-ter of the Uniform Financial Code;

- asked the attendees to disclose any situations that would exclude or limit their right to vote with regard to any of the resolutions put up for a vote.

The Chairman, turning to the only item on the Agenda, reminded the shareholders that they had been convened in an Ordinary Meeting to review and approve a motion authorizing transactions to purchase and dispose of common shares of DiaSorin S.p.A., pursuant to the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code, and Article 132 of Legislative Decree No. 58/1998 and applicable implementative regulations. An authorization to purchase and dispose of treasury shares is being requested in order to provide the Company with a useful strategic investment opportunity for the purposes permissible pursuant to current regulations, including the objectives set forth in the “market practices” allowed by the Consob, pursuant to Article 180, Section 1, Letter c), of the Uniform Financial Code, with Resolution No. 16839 of March 19, 2009 and in EC Regulation No. 2273/2003 of December 22, 2003

The Chairman then pointed out that the Explanatory Report by the Board of Directors to the Shareholders’ Meeting, prepared pursuant to the Issuers’ Regulations, was made available upon request in the manner and within the deadline required pursuant to law and was included in “Report and Motion Concerning the Item on the Meeting’s Agenda,” which was, in turn, filed and made available upon request in the manner and within the deadline required pursuant to law and distributed to the attendees of the Meeting held on that day, and moved to omit reading the abovementioned Report to the Shareholders’ Meeting.

The Shareholders’ Meeting approved by unanimous consent and, at the Chairman’s request, the Secretary read the abovementioned motion

The Chairman then opened the floor for debate.

Mr. Fabris began by asking why the Board thought it necessary to convene an *ad hoc* Shareholders’ Meeting with the item under discussion on its Agenda and, more specifically, asked what were the true reasons for the motions and why such an authorization request was not submitted to the Shareholders’ Meeting held in April, which, instead, was asked to approve a more limited authorization motion. In addition, the shareholder asked to know: (i) at what price the 750,000 treasury shares already purchased by the Company are being carried; and (ii) the total amount of the direct and

indirect costs incurred to hold the Shareholders' Meeting. Moreover, with regard to the motion, he pointed out that he could not find any criteria for determining the sales price of the treasury shares and asked if decisions about such criteria are being left entirely to the discretion of the Board of Directors. Mr. Fabris added that, in general terms, he had reservations about using the tool of treasury share purchases, stating that he was convinced that any resources that may be available to the Company should be used instead for new investments. After acknowledging that, pursuant to the motion, purchases of treasury shares may not exceed the current statutory ceiling, he asked for confirmation that the ceiling is currently equal to 20% of share capital (ceiling the Mr. Fabris believes is excessive, as was the previous ceiling of 10%). Lastly, the shareholder focused on the criteria for determining the purchase price, pointing out, first of all, that they appear to be extremely difficult to implement, requiring, according to him, "the help of a scientist." He also stressed that he was unable to comprehend the restriction that the purchase price may never be lower by more than 20% compared with the simple average of the closing prices during the 10 stock market trading days preceding each individual buy transaction, which would deprive the Company of the opportunity to make purchases when the price of its stock may be down sharply.

The **Chairman** proceeded to answer Mr. Fabris' questions, stating, first of all, that the average purchase price of the 750,000 treasury shares held by the Company was 3.36 euros per share, pointing out that these shares were earmarked for use in connection with the stock option plan currently in effect. As for the reasons for the authorization motion, he stated that, given the level of liquid assets held by the Company, the Board of Directors felt that purchases of treasury shares could represent an investment opportunity with good potential, actually better than many financial instruments currently available on the market. As for the day's organizational costs at the premises used for the Meeting, the Chairman stated that they amounted to about 3,500 euros, specifying that nothing was due to the Directors for attending the Meeting, since no attendance fees or expense reimbursements were being provided. With regard to the price at which the shares may be sold, the Chairman specified that the sales price could be determined only at the time of sale, obviously with the aim of maximizing the profit. He further pointed out that any subsequent share sales would be decided based on the liquidity that the Company may need for new investments. Specifically, the aim of the Board of Directors at that time was to pursue new acquisitions only when the investment would be truly advantageous. He then confirmed that 20% was the statutory limit for purchases of treasury shares, plus, obviously, the restriction related to available

earnings and reserves. As for the criteria for determining the purchase price, after concurring with the shareholder about their complexity, he reminded the Meeting, with the support of an explanation by the Secretary, that the ultimate purpose of those restriction was to avoid actions that could be distortive of the stock's price or patently in violation of the obligation of equal treatment of all shareholders.

Mr. Anelli, acting as Efin's proxy agent, began by explaining that he was speaking in a dual capacity, as a shareholder and as a journalist. He then stated that, as a journalist, he received many messages showing that shareholders were puzzled by the motion being discussed that day. He also mentioned that the price of the DiaSorin stock followed a highly unusual trend in the recent period: subsequent to the publication of a semiannual report that demonstrated, with positive margins, the Company's financial strength and its ability to grow, the stock suffered a price decline that seemed unjustified and incomprehensible. The transactions implemented during the first six months of the year clearly seemed to provide the foundation for delivering positive results also during the second half of the year. He then asked what management believes could be the reasons for this trend in the market stock price. With regard to the motion to authorize purchases of treasury shares, he noted that, in addition to the mere investment function mentioned by the Chairman, purchases of treasury shares could be used in the future for business combination transactions, in connection with which treasury shares would be exchanged for a value higher than their purchase price. Mr. Anelli then emphasized that an increase in the trading value of the shares was both desirable and likely, considering that their price at that time was considerably lower than their target price, as recently identified by an authoritative source such as Mediobanca.

There being no shareholder who asked to be recognized, the **Chairman** concurred that the recent trend of the stock's price on the stock exchange was baffling. As for the use of any liquid assets generated by sales of the purchased shares, he confirmed that the Company was engaged in seeking investment opportunities that would be sensible both from a strategic and an economic standpoint. He then mentioned that a detailed explanation of the Company's activities and a presentation of its development plan through 2015 would be provided on the Investor's Day, which was scheduled for October 18.

There being no shareholder who asked to be recognized, the Chairman:

- closed the floor for debate;
- indicated that there had been no change in the Meeting's attendance;

- at 3:30 PM, asked the shareholders to cast their vote for or against the motion read to them earlier in the proceedings and reproduced below:

“The Ordinary Shareholders’ Meeting, having reviewed and approved the Report of the Board of Directors,

resolves to

- authorize transactions to purchase and dispose of treasury shares for the purposes and with the terms and conditions set forth in the Report of the Board of Directors annexed to these minutes and, therefore, with the limitations applicable to distributable earnings and available reserves, as set forth in the latest financial statements (including interim financial statements) approved at the time of the transaction and in accordance with the provisions of applicable regulations and accounting principles; and

1) authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of this resolution, Company common shares up to a number that, counting any treasury shares held by the Company from time to time, may not exceed in the aggregate the ceiling set forth in the applicable regulations in effect at any given time, empowering the Board of Directors, prior to the start of each buying program, to determine the number of shares that may be purchased in pursuit of the authorized purposes, at a price that shall not be higher than the price of the latest independent transaction or the highest current independent bid price in the trading system in which the purchase is being executed, whichever is greater, it being understood that the price per share may never be lower by more than 20% or higher by more than 15% compared with the simple average of the closing prices of the DiaSorin Spa stock during the 10 stock market trading days preceding each individual buy transaction;

2) empower the Board of Directors and, acting severally on the Board’s behalf, its Chairman and the Company’s Chief Executive Officer, to carry out purchase of shares on the terms and for the purposes mentioned above, providing them with the most ample powers required to execute the buy transactions subject of this resolution and comply with all related formalities, including the power to retain the services of intermediaries qualified pursuant to law and appoint special representatives, providing them with the degree of authority that may be appropriate in the Company’s best interest, pursuant to regulations in force, with the modalities required by Article 144-bis, Section 1, Letter a) and Letter b), of Consob Regulation No. 11971/199, as amended, taking into account the market practices allowed by the Consob for purchases of treasury shares, pursuant

to Article 180, Section 1, Letter c), of the Uniform Financial Code, with Resolution No. 16839 of March 19, 2009 and in EC Regulation No. 2273/2003 of December 22, 2003, as applicable;

3) convey to the Board of Directors and, acting severally on the Board's behalf, its Chairman and the Company's Chief Executive Officer, the authority required, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, to dispose of, at any time, in whole or in part, in one or more transactions, of the treasury shares acquired in accordance with this Resolution or otherwise held by the Company, by selling them on or off the stock exchange, including through transactions involving the disposal of real and/or personal rights, such as, the following being mentioned merely by way of example, the lending of securities, in compliance with the provisions of the laws and regulations in effect at any given time and in pursuit of the objectives set forth in this Resolution, the terms, methods and conditions of the instrument of disposition of the treasury shares being the most appropriate in the Company's best interest, providing them with the most ample powers required to execute the disposal transactions subject of this resolution and all other related formalities, including the power to retain the services of intermediaries qualified pursuant to law and appoint special representatives. The authorization to dispose of treasury shares was being granted without any time limit. This resolution would not apply to the 750,000 treasury shares already held by the Company and reserved for implementing the "2010 DiaSorin Spa Stock Option Plan" approved by the Shareholders' Meeting of April 27, 2010."

The Shareholders' Meeting approved the motion by a majority of the votes cast.

Shareholders representing 5,063,486 shares voted against the motion (Mr. Montanarella as proxy agent for the funds listed on Voting Card No. 1, annexed to these Minutes).

No shareholder holding shares represented at the Meeting abstained.

Shareholder holding the remaining 35,375,427 shares represented at the Meeting voted in favor of the motion.

The Chairman announced the result of the vote and, there being no further business to be transacted, adjourned the Meeting at 3:32 PM.

The Chairman

The Secretary