

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

**April 28, 2016 (first calling)
April 29, 2016 (second calling)**



**EXPLANATORY REPORTS
AND
MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

(prepared pursuant to Article 84-ter of Consob Resolution No. 11971/1999, as later amended, and Article 125-ter of Legislative Decree No. 58/1998, as later amended)

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Corporate Bodies

Board of Directors (elected on April 22, 2013)

<i>Chairman</i>	Gustavo Denegri
<i>Deputy Chairman</i>	Michele Denegri
<i>Chief Executive Officer</i>	Carlo Rosa ⁽¹⁾
<i>Directors</i>	Antonio Boniolo Chen Menachem Even Enrico Mario Amo Giuseppe Alessandria ^{(2) (3)} Franco Moschetti ⁽²⁾ Maria Paola Landini ⁽²⁾ Roberta Somati ⁽²⁾ Eva Desana Stefano Altara ⁽⁴⁾ Ezio Garibaldi

Board of Statutory Auditors

<i>Chairman</i>	Roberto Bracchetti
<i>Statutory Auditors</i>	Andrea Caretti Ottavia Alfano
<i>Alternates</i>	Bruno Marchina Maria Carla Bottini

Independent Auditors Deloitte & Touche S.p.A.

COMMITTEES

Control and Risks Committee	Franco Moschetti (Chairman) Enrico Mario Amo Roberta Somati
Compensation Committee	Giuseppe Alessandria (Chairman) Roberta Somati Michele Denegri
Nominating Committee	Franco Moschetti (Chairman) Giuseppe Alessandria Michele Denegri
Related Parties Committee	Franco Moschetti (Coordinator) Giuseppe Alessandria Roberta Somati

(1) General Manager

(2) Independent Director

(3) *Lead Independent Director*

(4) The Director Mr. Stefano Altara has been appointed by the Shareholders' Meeting on April 23, 2014.

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at **3:30** p.m., on **April 28, 2016**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on first calling, and on April 29, 2016 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino, no building number, on second calling, if necessary, to discuss and vote on the following

Agenda

ORDINARY PART

- 1. Motion for the approval of the Statutory Financial Statements at December 31, 2015, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2015. Related and required resolutions.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998. Related and required resolutions.**
- 3. Election of a Board of Directors, after determining the number of Directors and the length of their term of office; determination of their compensation. Related and required resolutions.**
- 4. Election of a Board of Statutory Auditors and its Chairman; determination of their compensation. Related and required resolutions.**
- 5. Appointment of Independent Auditors for the years 2016-2024 and determination of the related fees pursuant to Legislative Decree 39/2010. Related and required resolutions.**
- 6. Resolution pursuant to Article 114-bis of Legislative Decree No. 58/1998 concerning the establishment of a Stock Option Plan. Related and required resolutions.**
- 7. Authorization to the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions. Related and required resolutions.**

EXTRAORDINARY PART

- 1. Proposal to amend the Bylaws to comply with the introduction of increased voting rights, pursuant to Article 127-quinquies of Legislative Decree No. 58/1998. Introduction of Articles 9-bis, 9-ter and 9-quater of the Bylaws. Related and required resolutions.**
- 2. Proposal to amend Article 8 of the Bylaws. Related and required resolutions.**

Share capital

The Company's subscribed and paid-in share capital amounts to 55,948,257.00 Euros. It is comprised of 55,948,257 common shares, par value 1 Euro each. Each common share conveys the right to cast one vote. As of the date of this Notice, the Company held 949,950 treasury shares whose voting right are suspended pursuant to Article 2357-ter of the Italian Civil Code.

Eligibility to attend the Shareholders' Meeting and exercise the right to vote

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998, as amended ("TUF"), the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh stock market trading day prior to the date set for the Shareholders' Meeting on first calling, i.e. April 19, 2016 (record date). Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third stock market trading day prior to the date set for the Shareholders' Meeting

on first calling (i.e. by April 25, 2016); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

The statutory restrictions and limitations notwithstanding, any shareholder who is eligible to attend the Shareholders' Meeting may be represented by a third party at the Meeting by means of a written proxy, with the option of using the proxy form available on the Company website (www.diasorin.com, Section "Investors/Information for Shareholders/Shareholders meetings and board/2016"). The proxy may be notified to the Company by registered letter sent to the Company's registered office or by means of an electronic communication sent to the following certified e-mail address affarisocietari.pec@legal.diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-*undecies* of the TUF, the Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy for the items on the Meeting's Agenda. The proxy shall be granted by signing, with handwritten signature or qualified electronic signature or digital signature, in compliance with the current Italian regulations, the specific form available on the Company's website (www.diasorin.com, Section "Investors/Information for Shareholders/Shareholders meetings and board/2016") or at the Company's registered office. The proxy shall be received in original within the end of the day falling two stock market trading days before the date of the Shareholders' Meeting, also on calls subsequent to first one (i.e. by April 26, 2016, if the Shareholders' Meeting is held on first calling or by April 27, 2016, if the Shareholders' Meeting is held on second calling), together with a copy of a valid identification document of the Delegating Shareholder or, if the Delegating Shareholder is a legal entity, of the current duly empowered legal representative, together with appropriate documentation to certify qualification and powers, to Spafid S.p.A. i) as for proxies with handwritten signature, by delivering or shipping them by courier or registered letter (Foro Buonaparte 10, 20121 Milano) ii) as for proxies with qualified electronic signature or digital signature, by certified email to the address assemblee@pec.spafid.it. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadlines. The proxy is not valid with reference to motions for which voting instructions were not received.

No postal or electronic voting procedures are envisaged.

Right to submit questions on the items in the Agenda

Pursuant to Article 127-ter of the TUF, shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting. Questions must be submitted in a letter addressed to DiaSorin S.p.A, Via Crescentino, no building No., 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of a certified e-mail sent to the following address: affarisocietari.pec@legal.diasorin.it. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted. Questions must be received by April 26, 2016, accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication by the intermediary proving the legitimacy of the exercise of such right. However, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting. The Company may answer questions either by publishing them on its website (www.diasorin.com, Section "Investors/Information for Shareholders/Shareholders meeting and board/2016") or, at the latest, during the Shareholders' Meeting.

Right to amend and add motions to items in the Meeting's Agenda

Pursuant to Article 126-*bis* of the TUF, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice (i.e. by March 29, 2016 at 12:00 p.m., falling March 27 and 28, 2016 on a public holiday) that the Meeting's Agenda be amended, listing on their application the

additional items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders' Meeting as a result of such requests must be publicized in the same manner required for the publication of the Notice of Shareholders' Meeting, at least 15 days before the date of the Shareholders' Meeting (i.e. by April 13, 2016). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders' Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-ter, Paragraph 1, of the TUF. Amendments, delivered within the deadline and at the address mentioned above, must be sent to the Company by registered letter with return receipt or by an e-mail communication sent to the following certified email address: affarisocietari.pec@legal.diasorin.it, and they must be accompanied by a report on the items submitted for discussion. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 23, Paragraph 1, of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by Banca d'Italia and Consob on February 22, 2008, as subsequently amended, ("**Joint Regulations**") certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

Election of the Board of Directors

Pursuant to Article 11 of the Bylaws, the Board of Directors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be listed and identified in consecutive order.

Only shareholders who, individually or jointly, represent the percentage established by legal or regulatory provisions have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company's governance body.

Slates shall be filed at the Company's registered office in Via Crescentino (no building No), Saluggia, **by 12:00 p.m. on Monday, April 4, 2016** which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of the Board of Directors may be filed electronically by sending them to the certified email address affarisocietari.pec@legal.diasorin.it. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Ownership of the required shareholding, pursuant to the above, for the purposes of submitting the list, is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by Article 23 of the Joint Regulations, also after having filed the list, provided that this takes place at least twenty-one days before the date set for the Shareholders' Meeting in first call, i.e. on Thursday 7 April, 2016. Please note that ownership of the shareholding is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

Directors must meet the requirements envisaged by law and by the Company's Bylaws.

More detailed information about procedures, deadlines and documents required to file slates is provided in the item n. 3 of the ordinary part of the agenda and, generally, in applicable law provisions and in the Bylaws.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

The lists will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

Election of the Board of Statutory Auditors

Pursuant to Article 18 of the Bylaws, the Board of Statutory Auditors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below.

Only shareholders who, individually or jointly, represent the percentage established by legal or regulatory provisions have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company's governance body.

Slates shall be filed at the Company's registered office in Via Crescentino (no building No), Saluggia, **by 12:00 p.m. on Monday, April 4, 2016** which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of the Board of Statutory Auditors may be filed electronically by sending them to the certified email address affarisocietari.pec@legal.diasorin.it. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Pursuant to the provisions of Article 144-*sexies*, paragraph 5, of the Consob Regulation n. 11971/1999 (the **Issuers' Regulation**), ownership of the required shareholding, pursuant to the above, for the purposes of submitting the list, is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by Article 23 of the Joint Regulations, also after having filed the list, provided that this takes place at least twenty one days before the date set for the Shareholders' Meeting in first call, i.e. on Thursday 7 April, 2016. Please note that ownership of the shareholding is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

If on the deadline for the submission of lists, as indicated above (Monday, April 4, 2016, 12:00 pm) only one list has been submitted, or the only lists submitted were by shareholders who have significant relations contemplated under the applicable statutory laws and regulations, lists may be presented up to the third (3) day after this date (pursuant to the provisions of Article 144-*sexies*, paragraph 5 of the Issuers' Regulation) i.e. by (and no later than) Thursday, April 7, 2016 at 12:00 pm ("**Extension of Deadline**"); in the case of an Extension of Deadline, the minimum threshold for presenting lists is reduced to one half, i.e. 0.5% of the share capital.

Statutory Auditors must the requirements envisaged by law and by the Bylaws.

More detailed information about procedures, deadlines and documents required to file slates is provided in the item n. 4 of the ordinary part of the Meeting's agenda and, generally, in applicable law provisions and in the Bylaws.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

The lists will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

However, in the event of an Extension of Deadline in accordance with Article 144-*sexies*, paragraph 5, of the Issuers' Regulation, the slates submitted for the appointment of the Board of Statutory Auditors will be made available to the public at the Company's registered office, on the Company's website and the other ways specified by CONSOB regulation after 12:00 pm on

Thursday April 7, 2016 and no later than 6:00 pm of the same day. In case of an Extension of Deadline, eligible persons are requested to send to the Company the notice provided for in Article 23 of the Joint Regulation together with the lists and, however, by and no later than 6:00 pm on Thursday, April 7, 2016 so that these lists can be published.

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The documents pertaining to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the Company's website (www.diasorin.com, Section "Investors/Information for shareholders/Shareholders' meeting and board/2016") according to the other procedures envisaged by Consob regulations:

- at least 40 days before the date of the Shareholders' Meeting on first calling, i.e. on March 18, 2016, the Reports and Motions for resolutions concerning the items no. 3 and no. 4 in the ordinary part of the agenda;
- at least 30 days before the date of the Shareholders' Meeting on first calling, i.e. on March 29, 2016, the Report and Motions for resolutions concerning the items no. 1, no. 2, no. 5, no. 6 and no. 7 in the ordinary part of the agenda, and the information disclosed in accordance with Article 84-*bis* of the Issuers' Regulation;
- at least 21 days before the date of Shareholders' Meeting on first calling, i.e. on April 7, 2016:
 - The Annual Financial Report as at December 31, 2015 pursuant to Article 154-*ter* of the TUF (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2015, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law);
 - The Compensation Report pursuant to Article 123-*ter* of the TUF and Article 84-*quater* of the Issuers' Regulation;
 - the Reports concerning the items no.1 and no. 2 in the extraordinary part of the agenda;
 - slates of candidates for the election of the Board of Directors and the Board of Statutory Auditors filed by Shareholders' in compliance with applicable provisions;
- at least 15 days before the date of the Shareholders' Meeting on first calling (i.e. by April 13, 2016) the documents required by Article 77, paragraph 2-*bis* of the Issuers' Regulation and by Article 36, paragraph 1, lett. A) of the Regulations of the Markets adopted with CONSOB Resolution No. 16191/2007 will be filed, with the warning that such filing shall take place only at the Company's registered office.

Shareholders are entitled to receive a copy of these documents.

This notice is published, pursuant to Article 125-*bis* of the TUF and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's By-Laws, on the Company's website www.diasorin.com (Section "Investors/Information for Shareholders/Shareholders meetings and board/2016") and, as an extract, on the daily newspaper "Il Sole 24 Ore", on the authorized central storage mechanism "IINFO" available on the website www.1info.it and sent to Borsa Italiana S.p.A.

Saluggia, March 17, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 1 on the Agenda

Motion for the approval of the Statutory Financial Statements at December 31, 2015, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2015. Connected and related resolutions.

The Annual Financial Report at December 31, 2015 pursuant to Article 154-*ter* of Legislative Decree No. 58/1998 (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2015, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law) will be made available to the public at the Company's registered office and it will be also published on the Company's website www.diasorin.com (Section "Investors/Information for Shareholders/Shareholders meetings and board/2016") and on the authorized central storage mechanism "IINFO" available on the website www.1info.it, at least 21 days before the date of the Shareholders' Meeting on first calling.

MOTION TO APPROVE THE STATUTORY FINANCIAL STATEMENTS AND TO APPROPRIATE THE 2015 NET PROFIT

Dear Shareholders,

We ask you to approve the Company's financial statements for the year ended December 31, 2015 and recommend that you appropriate the net profit of 46.003.706,75 Euros as follows:

- considering that the statutory reserve already reached the maximum threshold pursuant to Article 2430 of the Italian Civil Code, to distribute to the shareholders 35.748.899,55 Euros as a dividend of 0,65 Euros per common outstanding share at coupon date, excluding the treasury shares held in portfolio, equal to No. 949.950 shares;
- to carry forward as retained earnings the balance of 10.254.807,20 Euros.

The dividend will be payable on May 25, 2016, with coupon date on May 23, 2016, to the common outstanding shares, excluding the treasury shares. According to Article 83-*terdecies* of Legislative Decree No. 58/1998, those resulting as shareholders at the end of the accounting day of May 24, 2016 (record date) shall be entitled to the payment of dividend.

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 2 on the Agenda

Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.

Dear Shareholders,

the Board of Directors of your company has called you to a Shareholders' Meeting to present the Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998 and Article 84-*quater* of CONSOB Resolution No. 11971/1999 (the “**Issuers' Regulations**”) and in compliance with Annex A, Schemes 7-*bis* and 7-*ter* of the said Resolution.

The Compensation Report is divided into the following sections:

- Section I illustrates the Company's policy regarding the remuneration of members of the Board of Directors, General Managers and Executives with Strategic Responsibilities with reference to at least the following year and the procedures used for adoption and implementation of this policy;
- Section II contains the individual remuneration for Directors, Statutory Auditors and General Managers and in aggregate form for Executives with Strategic Responsibilities:
 - in the first part supplies an adequate representation of each components of the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy followed by the Company as approved in the previous year; amounts and composition of remunerations paid in the year 2015 are in line with the Compensation Policy adopted by the Company;
 - in the second part illustrates analytically compensation paid in the year (2015) for any reason and in any form by the Company and its subsidiaries, highlighting components of such compensation that relate to activities carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers;
 - in the third part provides information on the grant of financial instruments to directors, executives and other employees of DiaSorin and its subsidiaries;
 - in the fourth part indicates also (applying criteria established in Attachment 3A, Schedule 7-*ter* of the Issuers Regulations), investments held in the Company and its subsidiaries by members of the Company's boards, by its General Manager and by executives with strategic responsibilities, or by their spouses (unless legally separated) and minor children, either directly or through companies controlled by the same, through trust companies or fiduciaries, as resulting from the Shareholders Register, by communications received and other information acquired by the same components of the corporate boards, the General Manager and executive with strategic responsibilities.

The Compensation Report will be made available to the public at the Company's registered office and will be also published on the Company's website www.diasorin.com (Section “Investors/Information for Shareholders/Shareholders meetings and board/2016”) and on the authorized central storage mechanism “IINFO” available on the website www.1info.it, at least 21 days before the date of the Shareholders' Meeting on first calling.

Shareholders are reminded that, in accordance with Article 123-*ter*, Paragraph 6 of Legislative Decree No. 58/1998, they will be called upon to vote for or against Section I of

the Compensation Report. The resolution is not binding. The result of the vote will be made available to the public within the legal deadline pursuant to Article 125-*quater*, Paragraph 2, of Legislative Decree No. 58/1998

Dear Shareholders,

we are therefore asking you to adopt the following resolution:

“The Shareholders’ Meeting of DiaSorin S.p.A., having examined the report drawn up by of the Board of Directors pursuant to Article 123-ter of Legislative Decree No. 58/1998 and to the other applicable law provisions (the Compensation Report), for the effects set forth under Paragraph 6 of the above mentioned article and in particular having examined Section I of the Compensation Report,

resolves

- *to approve Section I of the Compensation Report.”.*

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 3 on the Agenda

Election of a Board of Directors, after determining the number of Directors and the length of their term of office; determination of their compensation. Related and required resolutions.

Dear Shareholders,

with the approval of the financial statements as at December 31, 2015, the term of office of the Board of Directors appointed by the Shareholders' Meeting held on April 22, 2013 (except Director Stefano Altara appointed by Shareholders' Meeting held on April 23, 2014 to replace the departed Director Gian Alberto Saporiti) will expire; therefore, the Shareholders' Meeting is required to appoint a new Board of Directors, after determining the number of its members and the length of their term of office.

In this respect, please bear in mind, the following.

Composition of the Board of Directors

Pursuant to Article 18 of the Bylaws, the Company is managed by a Board of Directors comprised of at least 7 and not more than 16 members, in compliance with the laws currently in force on gender balance set out in Article 147-ter, paragraph 1-ter, of Legislative Decree 58/1998 ("TUF"), as introduced by Law no. 120 of July 12, 2011.

The Shareholders' Meeting determines the number of Directors who should serve on the Board of Directors at the time of their election, within the abovementioned limits, and decides the length of their term of office, which, however, may not exceed three years. The term of office of the Directors shall expire when a Shareholders' Meeting is convened to approve the financial statements for the last year of their term of office. The members of the Board of Directors may be reelected.

Directors must also meet the requirements set forth in the statutory and regulatory provisions currently in force.

A minimum number of Directors must match the minimum number of Directors who, pursuant to the abovementioned statutes, are required to meet the independence requirements set forth in Article 148, Section 3, of the TUF.

The Company, also after the exit from the STAR segment, is still committed to comply on a voluntary basis with the main principles of Corporate Governance for companies in the above segment, including the number of independent directors in the Board of Directors, which must be appropriate to the size of the body. According to the Regulations of the Markets organized and managed by Borsa Italiana S.p.A. (Article 2.2.3) and the related instructions (Article IA.2.10.6), we consider the following to be reasonable: **(i)** Board of Directors composed of up to 8 members must include at least 2 independent directors; **(ii)** Board of Directors composed of 9 to 14 members must include at least 3 independent directors; **(iii)** Boards of Directors composed of 14 members must include at least 4 independent directors.

Mechanism for election of the Board of Directors on the basis of slate-voting system

Pursuant to Article 11 of the Bylaws, the Board of Directors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be listed and identified in consecutive order.

Each shareholder, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of the TUF, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of the TUF, may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included on only one slate, on penalty of losing the right to be elected. Votes cast in violation of this prohibition will not be attributed to any slate.

We would also like to remind you that shareholders who submit a "minority list" are subject to the recommendations provided by CONSOB communication no. DEM/9017893 of February 26, 2009.

Only shareholders who, alone or with other shareholders, own at least 2.5% (two point five percent) of the share capital bearing voting right in the Ordinary Shareholders' meeting or representing the ownership percentage of share capital established by legal and regulatory provisions in effect at that time, have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company's governance body.

Slates shall be filed at the Company's registered office in Via Crescentino, no building No, Saluggia, by 12:00 p.m. on Monday, April 4, 2016 which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of the Board of Directors may be filed electronically by sending them to the certified email address affarisocietari.pec@legal.diasorin.it. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Slates must be accompanied by the: **(i)** information on the identity of the shareholders submitting the lists, indicating the total percentage of shares held; **(ii)** a declaration in which the single candidates accept the candidature and state, on their own responsibility, the absence of any causes of ineligibility and incompatibility and the existence of eligibility requirements for the respective office; **(iii)** curricula vitae setting forth the personal and professional qualifications of each candidate and indicating whether a candidate qualifies as an independent Director.

In addition, a certification issued by an intermediary qualified pursuant to law confirming, at the time when a slate is filed with the Company, the ownership of the number of share required for eligibility to file a slate must be filed within the deadline required by the regulations governing the publication of the slates by the Company.

Ownership of the required shareholding, pursuant to the above, for the purposes of submitting the list, is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by art. 23 of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by the Bank of Italy and Consob on 22 February 2008, as subsequently amended, also after having filed the list, provided that this takes place at least twenty one days before the date set for the Shareholders' Meeting in first call, i.e. on Thursday 7 April, 2015. Please note that ownership of the shareholding is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

Slates which contain a number of candidates equal to or above 3 shall include candidates belonging to both gender, aimed at ensuring the presence in the Board of Directors of at least one third (rounded up) of the seats of the less-represented gender.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

Slates will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

Election of the Board of Directors

The election of the Board Directors shall be carried out as follows:

- a)** all except one of the Directors that need to be elected shall be taken from the slate that received the highest number of votes, in the consecutive order in which they are listed on the slate;
- b)** the remaining Director shall be taken from a minority slate that is not connected in any way, directly or indirectly, with the shareholders who filed or voted for the slate referred to in paragraph **a)** above and has received the second highest number of votes cast by the shareholders, selecting the first of the candidates who are listed in consecutive order on the slate.

It being understood that, should the minority slate referred to in paragraph **b)** above fail to receive a percentage of the votes equal to at least half the required percentage for filing a slate all of the Directors that need to be elected shall be taken from the slate that received the highest number of votes referred to in paragraph **a)** above.

If the candidates elected in the manner described above do not include a sufficient number of Directors who meet the independence requirements that apply to Statutory Auditors pursuant to Article 148, Section 3, of the TUF to achieve the minimum statutory percentage of the total number of elected Directors, the non-independent candidate elected last in consecutive order from the slate that received the highest number of votes, as referred to in letter **a)** above, shall be replaced with the first non-elected independent candidate who is listed next in consecutive order in the same slate or, otherwise, the first non-elected independent candidate listed in consecutive order on the other slates, based on the number of votes received by each candidate. This replacement procedure shall be applied repeatedly until the Board of Directors includes a number of Directors who meet the requirements of Article 148, Section 3, of the TUF equal to at least the statutory minimum. If this procedure fails to produce the result explained above, the replacement will be carried out by means of a resolution approved by the Shareholders' Meeting with a plurality of the votes, after the names of the candidates that meet the abovementioned requirements have been placed in nomination.

Moreover, if the candidates elected with the manner above described do not comply with the laws currently in force on gender balance, the candidate of the gender more represented elected as the latest in consecutive order from the slate that received the highest number of votes shall be replaced by the first candidate of the gender less represented in consecutive order not elected taken by the same slate. This replacing procedure will be applied until the composition of the Board of Directors comply with the laws currently in force on gender balance. If this replacing procedure does not assure the gender balance, the replacing will be carried out by shareholders' meeting resolving with majority required pursuant to law, upon submission of candidates belonging to the gender less represented.

If only one slate is filed or if no slate is filed, the Shareholders' Meeting shall approve its resolutions with the majorities required by law without being required to comply with the procedure described above in compliance with the laws currently in force on gender balance.

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Finally, we would like to remind you that the Company's Board of Directors, at their meeting held on March 9, 2016, defined, in compliance with the provisions of the Corporate Governance Code for listed companies, (see Article 1.C.1. g) and h), the professional and managerial profiles deemed appropriate for the composition of the Board of Directors.

In this regard the Board of Directors, supported by the Nominating Committee and taking into account the outcome of the self-assessment process, deemed fundamental the contribution of the members of the Board of Directors.

Term of office and determination of the compensation of the Board of Directors

We would also like to remind you that the ordinary Shareholders' Meeting will be called on to establish the term of office of the new Board of Directors, pursuant to Article 11 of the Bylaws, and determine the compensation of the members of the Board. In this respect, pursuant to Article 16 of the Bylaws, the Shareholders' Meeting may determine an aggregate amount for compensation of all directors, excluding directors with operating mandate. The board of Directors will determine the compensation of Directors with operating mandate, after considering the proposal of the Board of Statutory Auditors. Alternatively, the Shareholders' Meeting may determine an aggregate amount for compensation of all directors, included directors with specific mandates.

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 4 on the Agenda

Election of a Board of Statutory Auditors and its Chairman; determination of their compensation. Related and required resolutions.

Dear Shareholders,

with the approval of the financial statements as at December 31, 2015, the term of office of the Board of Statutory Auditors appointed by the Shareholders' Meeting held on April 22, 2013 will expire; therefore, the Shareholders' Meeting is required to appoint a new Board of Statutory Auditors and its Chairman, in compliance with applicable legal and statutory provisions.

In this respect, please bear in mind, the following.

Composition of the Board of Statutory Auditors

Pursuant to Article 18 of the Bylaws, the ordinary Shareholders' Meeting elects the Board of Statutory Auditors, comprised of 3 Statutory Auditors and 2 alternate auditors, in compliance with the laws currently in force on gender balance set out in Article 148, paragraph 1-*bis*, of Legislative Decree 58/1998 (“TUF”), as introduced by Law no. 120 of July 12, 2011.

Auditors remain in office for a period of three years, until the date of the Shareholders' Meeting called to approve the financial statements for the third year of their term of office and may be re-elected.

Auditors must meet the requirements concerning the maximum number of offices that can be held, as prescribed by current regulations.

Auditors who may be in a position that prevents him or her from being elected or may be otherwise unelectable or does not meet the requirements of professionalism, integrity and independence set forth in the laws currently in force may not serve as a Statutory Auditor and, if elected, shall automatically forfeit their office.

Specifically, insofar as the professionalism requirements are concerned, as set forth in Article 1, Section 3, of Ministerial Decree No. 162 of March 30, 2000 (when applicable), which makes reference to Section 2, Letters b) and c) of the abovementioned Article 1, it shall be understood that “subject matters that are relevant to the Company’s business” shall mean those related to the health-care and medical fields.

At least two Statutory Auditors and one Alternate Auditor will be selected from among individuals listed in the register of auditors who have been engaged in the statutory audit of accounts for a period of no less than three years. Statutory Auditors who do not meet this requirement will be selected from among individuals with at least three years’ overall experience in:

- (a) the management and control of, or the performance of administrative duties in limited liability companies with a share capital of at least EUR 2 million, or;
- (b) professional activities or university teaching/ in law, business and finance, technology and science or related to health-care and medical sector, or;
- (c) managerial functions at government or public sector entities in the credit, finance or insurance or at least health-care and medical sectors.

Mechanism for election of the Board of Statutory Auditors on the basis of slate-voting system

Pursuant to Article 18 of the Bylaws, Statutory Auditors are elected on the basis of slates of candidates filed by shareholders, in compliance with the laws currently in force on gender balance. The slates shall list the candidates' names in consecutive order by number, specifying whether each candidate is standing for election as a Statutory Auditor or as an Alternate.

Slates filed with a number equal to or with more than 3 candidates shall be composed by candidates belonging to both genders so that the least represented gender is awarded at least one-third (rounded up) of the candidates running for being elected as Statutory Auditors and at least one-third (rounded up) of the candidates running for being elected as Alternate.

Only shareholders who, alone or with other shareholders, own at least 2.5% (two point five percent) of the share capital bearing voting right in the Ordinary Shareholders' meeting or representing the ownership percentage of share capital established by legal and regulatory provisions in effect at that time, have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company's governance body.

Each shareholder, shareholders belonging to a shareholders' agreement that meet the requirements of Article 122 of the TUF, as well as the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of the TUF may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates. Each candidate can be included on only one slate, on penalty of losing the right to be elected. Votes cast in violation of this requirement will not be attributed to any slate of candidates.

Furthermore, shareholders who submit a "minority list" are subject to the recommendations provided by CONSOB communication no. DEM/9017893 of February 26, 2009.

Slates shall be filed at the Company's registered office in Via Crescentino (no building No), Saluggia, where they must be available to anyone upon request, by 12:00 p.m. on Monday, April 4, 2016 which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of Statutory Auditors may be filed electronically by sending them to the certified email address affarisocietari.pec@legal.diasorin.it. If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

In accordance with laws and regulations in force, the slates must be accompanied by: **(i)** information on the identity of the shareholders submitting the lists, indicating the total percentage of shares held; the total percentage of shares held is attested, even after the list has been filed, within the time limit and in the manner established by applicable law and regulations, as specified below; **(ii)** an affidavit by the shareholders different from those who hold, jointly or individually, a controlling or relative majority interest attesting to the absence of any forms of association with such shareholders, pursuant to Article 148, second Paragraph of the TUF and by regulatory or other provisions in force; **(iii)** exhaustive information on the personal and professional characteristics of each candidate; **(iv)** a declaration in which the single candidates accept the candidature and state, on their own responsibility, the absence of any causes of ineligibility and incompatibility and the existence of the requirements laid down by law and by the company's Bylaws for the

respective office; and (v) listings of any management and control posts held by the candidates at other companies. The filing of slates, whenever made in accordance to the above mentioned provisions, is valid also for the second call.

If the conditions set forth above are not complied with, the affected slate shall be treated as if it had never been filed.

Pursuant to the provisions of Article 144-sexies, paragraph 5, of the Consob Regulation n. 11971/1999 (the **Issuers' Regulation**), if on the deadline for the submission of lists, as indicated above (Monday, April 4, 2016, 12:00 pm) only one list has been submitted, or the only lists submitted were by shareholders who have significant relations contemplated under the applicable statutory laws and regulations, lists may be presented up to the third (3) day after this date, i.e. by (and no later than) Thursday, April 7, 2016 at 12:00 pm ("**Extension of Deadline**"); in the case of an Extension of Deadline, the minimum threshold for presenting lists is reduced to one half, i.e. 0.5% of the share capital.

The lists will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

However, in the event of an Extension of Deadline in accordance with Article 144-sexies, paragraph 5, of the Issuers' Regulation, in order to strike a balance between the primary need to ensure the right of minority shareholders to submit lists and the market need to have timely knowledge of the presenters and members of the proposed candidates, the lists submitted for the appointment of Statutory Auditors will be made available to the public at the Company's registered office, on the Company's website and the other ways specified by CONSOB regulation after 12:00 pm on Thursday, April 7, 2016 and no later than 6:00 pm of the same day.

Pursuant to Article 144-sexies, Paragraph 4-quater, of the Issuers' Regulation, the total number of shares held by the Shareholders submitting the list is attested by a notice prepared by an intermediary and sent to the Company, in accordance with Article 23 of the Regulation concerning rules governing central depositories, settlement services, guarantee systems and related management companies adopted by the Banca d'Italia and by CONSOB on February 22, 2008, as amended, (the "**Joint Regulation**") , even after the list has been filed, provided it is at least twenty-one days prior to the scheduled date of the Shareholders' meeting, in single call, i.e. not later than April 7, 2016. In case of an Extension of Deadline, eligible persons are requested to send to the Company the notice provided for in Article 23 of the Joint Regulation together with the lists and, however, by and no later than 6:00 pm on Thursday, April 7, 2016 so that these lists can be published. Ownership of the percentage of share capital is determined having regard to the shares registered in favor of the shareholder on the day on which the lists are filed with the Company.

Election of the Board of Statutory Auditors

Pursuant to Article 18 of the Bylaws, the results of the balloting shall reflect the following process:

- the Statutory Auditor candidate listed first in the slate that received the second highest number of votes and that, pursuant to laws and regulations currently in force, is not in any way linked, directly or indirectly, with the shareholders who filed the slate that received the highest number of votes is elected to the post of Chairman of the Board of Statutory Auditors.

- the candidates listed, respectively, first and second in the slate that received the highest number of votes, as referred to in this paragraph, are elected to the post of Statutory Auditor. Alternate candidates who are listed first in the slates that received the highest and second highest number of votes are elected to the post of Alternate.

If two or more lists receive the same number of votes, a new balloting is held. If the result is again a tie, the slate filed by the shareholders who own the largest percentage interest or, alternatively, the slate filed by the largest number of shareholders shall prevail.

Furthermore, if with the manner above described the composition of the Board of Statutory Auditors with reference to the Statutory Auditors does not comply with the laws currently in force on gender balance, the necessary replacements, in consecutive order, with candidates running for the election as Statutory Auditors from the slate that received the highest number of votes shall be carried out.

If only one slate of candidates is filed, all Statutory Auditors and Alternates are elected from that slate, in compliance with the laws currently in force on gender balance.

Determination of compensation of the Board of Statutory Auditors

Pursuant to Article 18 of the Bylaws, the ordinary Shareholders' Meeting will be called on to establish the compensation payable to the members of the Board of Statutory Auditors.

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 5 on the Agenda

Appointment of Independent Auditors for the years 2016-2024 and determination of the related fee pursuant to Legislative Decree 39/2010. Related and required resolutions.

Dear Shareholders,

with the approval of the financial statements as at December 31, 2015, the independent audit assignment granted to Deloitte & Touche S.p.A. by the ordinary Shareholders' Meeting on February 27, 2007 for financial years 2007-2015, will expire.

We therefore submit for your approval the proposal related to the appointment of the independent auditors for the period 2016-2024 and the determination of the related fees, pursuant to Legislative Decree 39/2010 (*Implementation of Directive 2006/43/CE, on statutory audits of annual accounts and consolidated accounts, amending Council Directives 78/660/CEE and 83/349/CEE and repealing Council Directive 84/253/CEE*).

In this respect, please note that Article 13 of the Legislative Decree 39/2010 establishes that the ordinary Shareholders' Meeting, following a reasoned proposal by the Board of Statutory Auditors, shall appoint the independent auditors and determine fees payable to the auditing company for the entire duration of the assignment and any criteria for the adjustments of those fees during the performance of the assignment.

Article 17 of the Legislative Decree 39/2010 expressly provides that, for Italian companies which are issuers of securities admitted to trading on Italian and European Union regulated markets, the term of the assignment granted to the independent auditors shall be nine fiscal years, with no renewal unless at least three fiscal years have elapsed from the date of termination of the previous engagement.

In light of the foregoing, the Board of Directors submits, for examination and approval by the Shareholders' Meeting the reasoned proposal formulated by the Board of Statutory Auditors regarding the appointment of independent auditors for the years 2016-2024, hereinafter attached.

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

Annex

REASONED PROPOSAL FORMULATED BY THE BOARD OF STATUTORY AUDITORS REGARDING THE APPOINTMENT OF INDEPENDENT AUDITORS FOR THE FISCAL YEARS 2016 – 2024

Dear Shareholders,

with the approval of the financial statements as at December 31, 2015, the independent audit assignment granted to Deloitte & Touche S.p.A. by the Shareholders' Meeting of DiaSorin S.p.A. on February, 12, 2007 for the period 2007-2015, will expire.

The aforementioned assignment may not be renewed as in the financial year 2015 the nine-year period set forth in Article 17 of the Legislative Decree 39/2010 has been completed.

Pursuant to Article 13 of Legislative Decree, the Shareholders' Meeting "...following a reasoned proposal formulated by the Board of Statutory Auditors, shall appointthe company for the statutory auditing of accounts and determine the related fees for the entire duration of the assignment and any criteria for the adjustments of those fees during that assignment."

The Board of Statutory Auditors, therefore, with the support of the competent Corporate functions, carried out all the activities required to submit a reasoned proposal to the Shareholders' Meeting. Specifically, the Board of Statutory Auditors approved a procedure to select the new auditing company to be carried out through a tender

procedure and approved the requirements for the qualifications of the parties to be admitted to the aforementioned tender procedure, on the basis of which the following companies have been invited to submit their proposals: KPMG S.p.A., PricewaterhouseCoopers S.p.A. and Reconta Ernst & Young S.p.A.. The Board of Statutory Auditors also approved the criteria for the evaluation of the proposals based on both qualitative parameters in relation to - knowledge of the DiaSorin Group, highly experienced and professional auditing team, quality and mix of available resources, experience in the field of “life sciences” and listed companies - and on quantitative parameters in relation to- number of hours estimated to perform the assignment , audit fees, non-audit services permitted by current law and adjustment to the audit fees depending on work volumes.

In summary, the following are outlined:

- criteria used in the selection process of the new auditing company;
- choice of the auditing company with evidence of the related distinctive elements;
- economic content of the proposal for auditing activities concerning DiaSorin and the Group’s companies.

Guidelines for selection of the Independent Auditors

The Board of Statutory Auditors has adopted the single group auditor, as a different solution could generate inefficiency in the performance of the auditing services, as well as a diseconomy for the Group; furthermore, a different solution would complicate the appointment of the independent auditor at the end of the nine-year period because it would shorten the list of the companies eligible to perform the audit of the DiaSorin Group.

The Board of Statutory Auditors, therefore, has requested that all proposal be formulated with reference to all DiaSorin Group's companies in the scope of consolidation.

Assessment and selection of auditing company

The proposals formulated by the auditing companies were received on October 6, 2015 and preliminary examined by the Board of Statutory Auditors. Subsequently the Board met representatives of the auditing companies on December 14, 2015.

The Board of Statutory Auditors assessed autonomously the auditing companies and on the basis of the qualitative and quantitative criteria described above along with the meetings held with auditing companies attending the tender procedure, considered the proposal formulated by PricewaterhouseCoopers S.p.A., as the most suitable and in line with the needs and characteristics of the DiaSorin Group.

To this date, PricewaterhouseCoopers S.p.A. and, specifically, its auditing team meet the independence requirements demanded by the laws in force and, on the basis of available elements, the Board determined the absence of grounds of incompatibilities. With regard to independence requirements the Board of Statutory Auditors, therefore, acquired the declarations regarding independence required by concerning situations that may put the independence of the proposed statutory auditors in doubt on the starting date of the first fiscal year to which the audit refers or the fiscal year in which the task of auditing is granted.

Fees for the auditing services concerning DiaSorin S.p.A. and the DiaSorin Group

The proposal formulated by PricewaterhouseCoopers S.p.A., concerning both DiaSorin S.p.A. and companies belonging to the DiaSorin Group, includes the performance of the following activities:

- statutory audit of IFRS Consolidated Financial Statements of the DiaSorin Group;
- statutory audit of IFRS Separate Financial Statements of DiaSorin S.p.A.;
- audit of IFRS “Reporting Packages” of subsidiaries, pursuant to the current regulations in their countries of residence;
- voluntary audit of Annual Financial Report of subsidiaries and associates;
- Limited audit of IFRS Consolidated half-year Report of DiaSorin S.p.A.;
- Limited audit of IFRS “Reporting Packages” of the DiaSorin Group’s companies to be included in the consolidated half-year Report.

The proposal for the statutory auditing includes verifications on regular keeping of the company accounts and correct reporting of operating events in the accounts, in accordance with Article 14, paragraph 1, of Legislative Decree. n. 39/2010; it includes, also, verifications and signing of tax statements when regulations require the independent auditor to perform this task.

The estimate for the hours required for the statutory auditing of accounts and for other auditing activities, for a total of 7,270 hours per year, and the division among the various different categories of professional is consistent with:

- (i) the size, composition and riskiness of the most significant property, economic and financial assets of the Company and the risk profiles related to the process for the consolidation of the data relating to the subsidiary companies;
- (ii) the technical preparation and experience which the audit work requires;

(iii) the need to ensure as well as the material execution of the checks, adequate supervision and assistance, in accordance with the principles and criteria set by Consob and pursuant to Article 162 of the TUF.

Lastly, the annual fee provided on PricewaterhouseCoopers S.p.A. proposal for the auditing services concerning DiaSorin S.p.A., excluding extra audit activities such as certification services, amount to 115,000.00, +VAT, statutory costs, CONSOB contributions, out-of-pocket expenses and secretarial costs, equal to a total number of 1,480 hours. As regard the DiaSorin Group, including the Group's Parent Company, the annual fees amount to EUR 644,000.00 equal to 7,270 hours.

Each of the Group's companies will bear its own costs and expenses for auditing services. The fees will be subjected to adjustment starting from January 2017, according to the total change in the ISTAT cost of living index (base June 2016=100).

Shareholders,

in the light of the above we invite you to approve the proposal submitted by PricewaterhouseCoopers S.p.A., as submitted and described in this Reasoned Proposal

Milan, January 22, 2016

The Board of Statutory Auditors

Roberto Bracchetti - Chairman

Ottavia Alfano - Statutory Auditor

Andrea Caretti - Statutory Auditor

Explanatory Report concerning item No. 6 on the Agenda

Resolutions pursuant to Article 114-bis of Legislative Decree No. 58/1998 concerning the establishment of a stock option plan. Connected and related resolutions.

Dear Shareholders,

We are submitting for your approval a plan to incentivize and increase the loyalty of employees called “DiaSorin S.p.A. 2016 Stock Option Plan” (the “**2016 Plan**”) reserved for executives and employees of DiaSorin S.p.A. (“**DiaSorin**” or the “**Company**”) and the companies that it controls directly or indirectly (hereinafter the “**Subsidiaries**” and, together with DiaSorin, the “**Group**”), pursuant to Article 144-bis of Legislative Decree No. 58/1998 (the “**TUF**”), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

An Information Memorandum about the 2016 Plan, prepared in accordance with Article 84-bis of the CONSOB Resolution No. 11971/1991 (the “**Issuers’ Regulations**”) and in compliance with the Annex 3A of the Issuers’ Regulations, has been made available to the public within the deadline and in the manner required pursuant to law.

1. Reasons for adopting the 2016 Plan

The purpose of the 2016 Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth.

The motion for the adoption of the 2016 Plan has been submitted by the Board of Directors upon recommendation of the Compensation Committee.

With reference to the incentivizing remuneration based on stock options plans, it should be also noted that the adoption of remuneration plans based on shares is consistent with the guidelines of the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A. and with the principles included in the “Compensation Policy” adopted by the Company, as described in the Compensation Report pursuant to Article 123-ter of the TUF, available on the Company’s website www.diasorin.com (Section Investors/Governance/Corporate Governance system).

2. Subject and Implementation Method of the 2016 Plan

The 2016 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the “**Beneficiary/ies**”), of options (hereinafter the “**Options**”) that convey to the Beneficiary the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option, in accordance with the terms and conditions of the 2016 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares are traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option Grant Date (as defined below) and the same day of the previous calendar month (hereinafter the “**Exercise Price**”).

We recommend that up to 250,000 DiaSorin common shares be available for allotment to the Beneficiaries in implementation of the 2016 Plan.

For the purpose of implementing the 2016 Plan, the Company's Ordinary Shareholders' Meeting (convened for April 28, 2016 on the first calling and April 29, 2016 on the second calling) will be asked to approve, as the seventh item on the Agenda, a motion to authorize the Board of Directors to execute transactions to buy and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of the TUF and related implementation provisions, reserved for use in connection with the 2016 Plan. For additional information, please consult the relevant explanatory report prepared in accordance with Article 73 of the Issuers' Regulations, which was made available to the public within the deadline and in the manner required pursuant to law.

As of the date of this report, the Company held No. 949.950 treasury shares. None of its subsidiaries held DiaSorin shares.

The Options awarded under the 2016 Plan will convey to the Beneficiaries the right to acquire up to 250,000 common shares, at the Exercise Price, based on a ratio of 1 share for each awarded exercised Option, in accordance with the terms and conditions of the 2016 Plan, as explained below.

The Company will make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the Options were exercised. The shares attributable to the Beneficiaries following the exercise of the Option shall have the same ranking for dividends as the Company's common shares on the date of purchase and shall carry the coupons in effect as of that date.

The 2016 Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

3. Beneficiaries of the 2016 Plan

The 2016 Plan is addressed to parties who, on the Option grant date (the "**Grant Date**") have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries).

On each Grant Date, the Board of Directors will designate the individual Beneficiaries, within the abovementioned categories, and determine the number of Options awarded to each Beneficiary, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The Board of Directors may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the 2016 Plan, to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer (as well as over any other decision related and/or pertaining to the management and/or implementation of the 2016 Plan concerning the abovementioned parties).

Consistent with the guidelines of the Corporate Governance Code of Borsa Italiana S.p.A and with the Compensation Policy adopted by the Company, the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the 2016 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2016 Plan.

Specifically, under the 2016 Plan, if the employment relationship is ended as a result of a bad leaver situation before the exercise of the Options, all Options awarded to the Beneficiary shall lapse and shall become null and void, thereby releasing the Company from any obligation or liability. Bad leaver refers to situations when the employment relationship is ended due to:

- (i) firing of a Beneficiary for cause or (a) violation by the Beneficiary of the laws governing employment relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act;
- (ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation, the Beneficiary will retain the right to exercise his/her awarded Options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to (i) firing without cause; (ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the Beneficiary; and (v) loss of the status of subsidiary by the company employing the Beneficiary.

4. Duration of the 2016 Plan and Exercise of the Options

The Options awarded to a Beneficiary may be exercised in accordance with the provisions of the 2016 Plan Regulations, whose adoption will be delegated to the Board of Directors, and the corresponding option contract.

Under the 2016 Plan, (i) Options may be awarded to Beneficiaries identified by the Board of Directors over a period of three years from the date when the 2016 Plan Regulations are approved and (ii) Options are exercisable during the exercise periods defined in the 2016 Plan Regulations and/or the option contract, it being understood that awarded Options may not be exercised for a three years period following the Grant Date..

Under the 2016 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date.

The Board of Directors shall also have the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year. In such cases, the Board of Directors shall send a special written notice to each Beneficiary.

5. Restrictions on the Transfer of Options

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Unless the Board of Directors resolves otherwise and except for the provisions applicable in the event of interruption of an employment relationship (including transfers due to death), Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

There are no restrictions on the transfer of Company Shares acquired through the exercise of the Options.

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Dear Shareholders,

Based on the information provided above, we recommend that you adopt the following resolutions:

“The Ordinary Shareholders’ Meeting of DiaSorin S.p.A., having reviewed and approved the explanatory report submitted by the Board of Directors,

resolves to

(i) approve, pursuant to and for the purposes of Article 114-*bis* of Legislative Decree No. 58/1998, the establishment of a new stock option plan called “DiaSorin S.p.A. 2016 Stock Option Plan” with the characteristics (including implementation conditions and requirements) specified in the Explanatory Report of the Board of Directors and in the Information Memorandum prepared in accordance with article 84-*bis* of CONSOB regulations no. 11971/1999 (thereto attached under letter “A”), delegating to the Board of Directors the task of adopting the required regulations;

(ii) grant to the Board of Directors any and all powers that may be necessary or appropriate to implement the “DiaSorin S.p.A. 2016 Stock Option Plan,” including, the following non-exhaustive list being provided merely by way of example, all powers to designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin’s Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin’s Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2016 Plan concerning the abovementioned parties.”

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman

ANNEX "A"

DIASORIN S.P.A.

INFORMATION MEMORANDUM ABOUT A COMPENSATION PLAN BASED ON GRANTS OF STOCK OPTIONS, PREPARED IN ACCORDANCE WITH ARTICLE 84-BIS OF REGULATIONS NO. 11971 APPROVED BY THE CONSOB ON MAY 14, 1999, AS AMENDED, WHICH IS BEING SUBMITTED TO THE SHAREHOLDERS' MEETING OF DIASORIN S.P.A. FOR APPROVAL

Saluggia, March 9, 2016

DEFINITIONS

The following definitions apply to the corresponding terms, when used in this Information Memorandum.

Beneficiary	The Recipient of an Option grant
Board	The Company's current Board of Directors or its representatives
Compensation Committee	The Company's Compensation Committee, which provides consulting support and makes recommendations with regard to the implementation of the Plan, consistent with the guidelines of the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A. and the Compensation Policy adopted by the Company, as described in the Compensation Report pursuant to Article 123-ter of the TUF, available on the Company's website www.diasorin.com (Section Governance/Corporate Governance system)
DIASORIN or the Company	DIASORIN S.p.A., with registered office at Via Crescentino (no building number), Saluggia (VC), Italy
Exercise Notice	The communication by which a Beneficiary exercises the awarded Options
Exercise price	The consideration that a Beneficiary will be required to pay to exercise Options and buy Shares
Final Exercise Date	The final deadline for exercising Options, as defined in the Plan Regulations and/or the Option Contract
Grant Date	The date when the Board approves a an Option grant to a Beneficiary
Group	DIASORIN and its Subsidiaries
Information Memorandum	This information memorandum, prepared in accordance with Article 84-bis of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations
Initial Exercise Date	The date when Options become exercisable, as defined in the Plan Regulations and/or the Option Contract
Issuers' Regulations	Consob Regulation No. 11971/1999, as amended
MTA	Abbreviation from the Italian name (Mercato Telematico Azionario) of the Italian online securities

market organized and operated by Borsa Italiana S.p.A.

Option	The right granted to a recipient to buy Shares in accordance with the Plan's rules; each Option conveys the right to buy one Share
Option Contract	The Contract by which the Company grants Options to a Beneficiary, duly signed by the latter for acceptance
Ordinary Shareholders' Meeting	The Company's Ordinary Shareholders' Meeting convened for April 28, 2016, on the first calling, and April 29, 2016, on the second calling to vote (i) on a motion to adopt the Plan (sixth item on the Agenda) and (ii) on a motion to authorize the Board of Directors to buy and dispose of treasury shares (seventh item on the Agenda)
Plan	The motion to adopt the "DIASORIN S.p.A. 2016 Stock Option Plan" approved by DIASORIN's Board of Directors on March 9, 2016, which will be submitted for approval to the Ordinary Shareholders' Meeting, pursuant to Article 114- <i>bis</i> of the TUF
Recipient	A party who, on the Grant Date, has a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries)
Relationship	The employment relationship between a Recipient and the Company or a Subsidiary (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries)
Shares	The DIASORIN common shares, with a par value of 1 (one) euro each, subject of the Plan, reserved for Beneficiaries who exercise their Options
Subsidiaries	Italian and foreign companies that are directly or indirectly controlled by the Company, pursuant to Article 93 of the TUF
TUF	Legislative Decree No. 58/1998 (Testo Unico sulla Finanza), as amended

FOREWORD

The subject of this Information Memorandum, prepared in accordance with Article 84-*bis* of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations, is the motion to adopt

the “DIASORIN S.p.A. 2016 Stock Option Plan” approved by DIASORIN’s Board of Directors on March 9, 2016, upon recommendation of the Compensation Committee.

The abovementioned motion to adopt the “DIASORIN S.p.A. 2016 Stock Option Plan” will be submitted for approval to the Ordinary Shareholders’ Meeting of the Company, convened for April 28, 2016, on the first calling, and April 29, 2016, on the second calling (sixth item on the Agenda).

As of the date of this Information Memorandum, the motion to adopt the “DIASORIN S.p.A. 2016 Stock Option Plan” had not yet been approved by the Ordinary Shareholders’ Meeting.

Therefore:

- (i) this Information Memorandum has been prepared based exclusively on the content of the motion to adopt the “DIASORIN S.p.A. 2016 Stock Option Plan” approved by the Company’s Board of Directors on March 9, 2016, upon recommendation of the Compensation Committee;
- (ii) any reference to the Plan (as above defined) contained in this Information Memorandum shall be understood as referring to the motion to adopt the “DIASORIN S.p.A. 2016 Stock Option Plan”.

If necessary, this Information Memorandum will be updated, within the deadline and in the manner required pursuant to current regulations, if the motion to adopt the “DIASORIN S.p.A. 2016 Stock Option Plan” is approved by the Ordinary Shareholders’ Meeting, consistent with resolutions adopted by the Ordinary Shareholders’ Meeting and the organizational entities responsible for implementing the Plan.

The Plan shall be considered of “major significance” pursuant to Article 114-*bis*, Section 3, of the TUF and Article 84-*bis* of the Issuers’ Regulations, as it may be addressed to some Recipients belonging to the top management of DIASORIN

1. PLAN’S RECIPIENTS

1.1. Listing by name of the Plan’s Recipients who are not members of the Board of Directors or the Managing Board of the issuer of financial instruments, companies controlling the issuer and direct or indirect subsidiaries of the issuer.

See Section 1.2 below.

1.2. Categories of employees or associates of the issuer of financial instruments, companies controlling the issuer and subsidiaries of the issuer.

The Plan is addressed to parties who on the Grant Date have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries). As of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting. Under the Plan, the Board of Directors will be responsible for designating the individual Beneficiaries. Consequently, a listing by name of Beneficiaries, within the Recipients category identified above, cannot be provided. It is possible that the Beneficiaries designated by the Board of Directors may also include parties serving as Directors of the Company or its subsidiaries.

1.3. Designation by name of Plan Beneficiaries belonging to the following groups:

- a) *general managers of the financial instrument issuer;*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

b) other executives with strategic responsibilities of the financial instrument issuer not classed as “small”, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation assigned to the members of the board of directors or management board, and to the general managers of the financial instrument issuer;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer.

Not applicable, because there are no individuals controlling DIASORIN.

1.4. Description and numerical listing, broken down by category, of the following:

a) executives with strategic responsibilities other than those specified under letter b) of paragraph 1.3;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

b) in the case of “small” companies, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all executives with strategic responsibilities of the financial instrument issuer;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

c) any other categories of employees or collaborators for which different characteristics are envisaged for the plan (e.g. executives, middle management, employees, etc.).

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

The Plan does not call for the use of different characteristics for special categories of Recipients nor does it provide criteria for setting different Exercise Prices for different Beneficiaries.

2. REASONS FOR ADOPTING THE PLAN

2.1. Objectives pursued through the adoption of the Plan

The reason for and the objectives of the Plan are creation of value for the shareholders and retention of key executives and high-potential employees of the Company and its Subsidiaries. The purpose of the Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth. The Plan’s Beneficiaries will be executives and employees of DIASORIN and its subsidiaries, identified by the Board from time to time.

2.1.1. Additional information

Under the Plan, (i) Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the Plan regulations are approved and (ii) Options are exercisable during the exercise periods defined in the Plan Regulations and/or the Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. This length of time was deemed to be the most suitable for achieving the Plan’s incentivizing and employee loyalty objectives.

The Plan does not call for a predetermined ratio between the number of Options awarded to a single Beneficiary and the overall compensation received by that Beneficiary.

2.2. Key variables, including performance indicators used to determine grants under plans based on financial instruments

Options are awarded to the beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

2.2.1. Additional information

Not applicable. Options are awarded to the beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

2.3. Elements used to determine the amount of compensation based on financial instruments, or criteria for its computation

The number of options awarded to each beneficiary is determined by the Board on each occasion, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

2.4. If applicable, reasons for the decision to offer a compensation plan based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries, controlling companies or companies outside the issuer's group; if the abovementioned instruments are not traded on a regulated market, information about the criteria used to determine the value assigned to them

Not applicable, because the Plan is based on grants of Options that convey the right to acquire through subscription Company Shares.

2.5. Considerations about significant tax and accounting effects that affected the design of the plans

There were no significant tax and accounting effects that affected the design of the Plan.

2.6. If available, support of the plan by the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003

The Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

3. APPROVAL PROCESS AND TIMING OF OPTION GRANTS

3.1. Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for plan implementation purposes

On March 9, 2016 the Board of Directors, upon recommendation of the Compensation Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval of the Plan for the award to the beneficiaries of up to 250,000 Options valid to buy up to 250,000 Shares.

The Ordinary Shareholders' Meeting is called to resolve, in addition to the approval of the Plan, the granting to the Board of any and all powers that may be necessary or appropriate to implement the Plan, including, the following non-exhaustive list being provided merely by way of example, all powers to adopt the Plan regulations, designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, determine the Exercise Price of the Options and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan, as explained in Section 3.2 below.

3.2. Designation of the parties responsible for managing the plan and their functions and competencies

The responsibility to execute the Plan will be granted to the Board, which will be empowered by the Ordinary Shareholders' Meeting for the management and implementation of the Plan.

Under the Plan, the Board may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, acting jointly or severally. In such a case, all reference to the Board contained in the Plan shall be construed as referring to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DIASORIN's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the Plan concerning the abovementioned parties.

Consistent with the guidelines of the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A. and with the Compensation Policy adopted by the Company, the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the Plan.

3.3. Any existing procedures for the revision of plans, including those applicable in connection with changes in the basic objectives

The Board will be granted with the powers to amend or modify the Plan regulations (once it has been approved), in the most appropriate manners, as it deems useful or necessary for a better achievement of the Objectives of the Plan, having regard for the interest of the Beneficiaries.

The right to exercise the Options is not tied to the achievement of specific performance targets and, therefore, there are no procedures for revising the Plan due to changes in the basic objectives.

See Section 4.23 for additional information.

3.4. Description of the method used to determine the availability and grants of the financial instruments on which the plans are based

The Plan calls for awarding to the Beneficiaries Options valid to buy Company treasury Shares, on the basis of 1 Share for each Options exercised. The maximum number of Shares that may be allocated to the Beneficiaries to implement the Plan is 250,000 Shares.

To this end, on March 9, 2016 the Board agreed, among others, to submit to the Ordinary Shareholders' meeting a motion authorizing it to purchase and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of the TUF and related implementation provisions

The Company shall make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the options were exercised.

3.5. Role played by each Director in determining the characteristics of the abovementioned plans; existence of any conflicts of interest affecting interested Directors

The features of the Plan to be approved by the Ordinary Shareholders' Meeting within the meaning and for the purposes of art. 114-*bis* of the TUF, have been determined collectively by the Board upon recommendation of the Compensation Committee, who met on March 1, 2016.

It should also be noted that the motion for the adoption of the Plan is in line with the compensation policy adopted by the Company.

3.6. For the purposes of complying with the requirements of Article 84-*bis*, Section 1, date of the decision adopted by the governance body authorized to recommend the approval of

plans to the Shareholders' Meeting and any recommendations submitted to the abovementioned body by the Compensation Committee

The Board approved the Plan on March 9, 2016, upon a recommendation of the Compensation Committee.

3.7. For the purposes of complying with the requirements of Article 84-bis, Section 5, Letter a), date of the decision adopted by the governance body authorized to award grants of financial instruments and any recommendations submitted to the abovementioned body by the Compensation Committee

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

3.8. Market price on the abovementioned dates of the financial instruments on which the plan is based, if traded on regulated markets

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

3.9. In the case of plans based on financial instruments traded on regulated markets, when deciding the timing of grants of securities in implementation of a plan, on what basis and in which manner does the issuer take into account potential timing overlap of:

- (i) the abovementioned grant or decisions made in this regard by the Compensation Committee, with**
- (ii) the dissemination of material information, pursuant to Article 114, Section 1; for example, when such information:**
 - a. is not yet public and could have a positive impact on market prices; or**
 - b. has already been published and could have a negative impact on market prices.**

The length of the time period chosen to compute the Exercise Price, as shown in Section 4.19 below, is sufficient to ensure that the grant is not significantly affected by the potential dissemination of material information, pursuant to Article 114, Section 1, of the TUF.

Under the 2016 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date.

The Board also has the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year. In such cases, the Board shall send a special written communication to each beneficiary.

4. CHARACTERISTICS OF THE AWARDED INSTRUMENTS

4.1. Description of how compensation plans based on financial instruments are structured

The Plan calls for the award, free of charge, of Options that can be used subsequently, on predetermined terms, to purchase Shares with settlement against physical delivery. Therefore, these are stock options.

Each awarded Option conveys the Beneficiary the right to purchase no. 1 (one) Share, with regular dividend, upon payment of the Exercise Price to the Company.

4.2. Indication of the plan's actual implementation period, with mention of any different cycles, if applicable

The Plan calls for the award to the beneficiaries of up to 250,000 Options valid to buy up to 250,000 Shares.

Under the Plan, Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the Plan Regulations are approved. Options are exercisable during the exercise periods defined in the Plan Regulations and/or the individual Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. Therefore, Options will be exercisable during the period between the Initial Exercise Date and the Final Exercise Date, as stated in the individual Option Contract signed by the Company and the Beneficiary. In any case, options must be exercised by the Final Exercise Date.

4.3. Duration of the plan

See Section 4.2 above.

4.4. Maximum number of financial instruments, including options, awarded each fiscal year to individuals identified by name or to designated categories

The Plan calls for the award to the beneficiaries of up to 250,000 Options valid to buy up to 250,000 Shares.

The Plan does not call for a maximum number of Options to be awarded in a fiscal year.

4.5. Plan's implementation methods and clauses, specifying if the actual award of financial instruments is subject to the fulfillment of conditions precedent or the attainment of predetermined performance targets; description of these conditions and results

Information about the Plan's implementation methods and clauses is provided in the different sections of this Information Memorandum. Specifically, as mentioned in Section 2.3 above, the number of Options awarded to each Beneficiary is determined on each occasion by the Board, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The award of financial instruments is not subject to the achievement of performance targets.

4.6. Indication of any availability restrictions on the awarded financial instruments or the financial instrument obtained through the exercise of options, specifically indicating the time periods during which the subsequent transfer to the company or a third party is allowed or forbidden

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

Option will become null and void and may no longer be exercised if an attempt is made to transfer or negotiate them, including, by way of example, any attempt to transfer them by means of a contract or pursuant to law, the establishment of a pledge or other encumbrance, seizure or attachment affecting the Option.

There are no restrictions on the transfer of Company Shares acquired through the exercise of Options.

4.7. Description of any cancellation conditions regarding the establishment of plans, if the recipients execute hedging transactions to bypass any prohibitions to sell awarded financial

instruments, including options, or financial instruments obtained through the exercise of options

Not applicable because there are no cancellation conditions if a Beneficiary executes hedging transactions to bypass any prohibitions to sell awarded Options.

However, please note the information provided in Section 4.6 above about instances of Options being voided if an attempt is made to transfer or negotiate them.

4.8. Description of the effects resulting from the end of the employment relationship

An ongoing employment relationship with DIASORIN or a Subsidiary is an eligibility requirement for the Plan.

Specifically, under the Plan, if the Relationship is ended as a result of a bad leaver situation before the Options are exercised, all options awarded to the Beneficiary shall automatically lapse and shall become null and void, thereby releasing the Company from any obligation or liability.

Bad leaver refers to situations when the employment relationship is ended due to (i) firing of a Beneficiary for cause or (a) violation by the Beneficiary of the laws governing the Relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act; (ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation before the Options are exercised, the Beneficiary will retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to (i) firing without cause; (ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the Beneficiary; and (v) loss of the status of subsidiary by the company employing the Beneficiary.

The Options cancelled for whatever reason will return in the Board's availability, which may re-award them within a period of three years from the approval date of the regulations of the Plan.

4.9. Description of any other cause of plan cancellation

Options shall become void and will be no longer exercisable if the restrictions described in Section 4.6 above are violated.

Moreover, if the Company does not received the Exercise Notice within the deadline established by the Board and stated in the Option Contract, or if the full Exercise price owed by the beneficiary is not paid to the Company within he required deadline, the Beneficiary shall lose permanently the right to exercise the awarded Options and the affected Options will be deemed to have been permanently cancelled, thereby releasing the Company and the Beneficiary from any existing obligations.

Aside from the situations described above, and without prejudice to the provisions explained in Section 3.3 above, there are no other causes of cancellation under the Plan.

4.10. Reasons for a provision, if any, concerning the "redemption" by the company of the financial instruments subject of the plans, adopted pursuant to Articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption, specifying whether the

redemption applies only to certain employee categories; effect of the end of the employment relationship on the redemption

There is no provision giving the Company the right to redeem the Options object of the Plan and of the Shares deriving from their Exercise.

4.11. Any loans or other subsidies that may be granted for the purchase of shares, pursuant to Article 2358, Section 8, of the Italian Civil Code

No provision has been made to grant loans or other subsidies for the purchase of Shares, pursuant to Article 2358, Section 8, of the Italian Civil Code.

4.12. Indication of the cost that the company expects to incur on the award date, as determinable based on predefined terms and conditions, in terms both of total amount and amount for each financial instrument in the plan

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

4.13. Description of any dilutive effects on the share capital caused by compensation plans

Because no new shares will be issued under the Plan, the Plan will not have a dilutive effect on the Company's share capital.

4.14. Restrictions, if any, on the exercise of voting rights and the attribution of ownership rights

The object of the Plan are stock options and there are no restrictions on the exercise of voting rights and the attribution of ownership rights inherent in the Shares deriving from the Exercise of the Options.

4.15. If the shares are not traded on regulated markets, any useful information for an informed assessment of the value attributable to them

Not applicable because the Shares are traded on the MTA.

4.16. Number of financial instruments underlying each option

Each awarded Option, if exercised with the deadlines and in accordance with the conditions of the Plan, conveys the right to purchase one Share.

4.17. Expiration of the options

See Section 4.2 above.

4.18. Exercise mode (American/European), timing (e.g., periods valid for exercising) and exercise clauses (e.g., knock-in and knock-out clauses)

The Options will have a "European" exercise mode. See Section 4.2 above for the Option exercise periods.

4.19. The price for the exercise of the option or method and criteria for its determination, with specific regards: a) to the formula for calculating the exercise price in relation to a given market price (the "fair market value") (e.g. exercise price equal to 90%, 100% or 110% of market price) and b) to the method used to determine the market price taken as reference for the determination of the exercise price (e.g. last price of the day prior to assignment, day average, average of the last 30 days, etc.)

The Exercise Price for each Option will be determined by the Board in an amount that shall not be less than the simple average of the official prices on the MTA during the period between the Option Grant Date and the same day of the previous calendar month.

4.20. If the exercise price is different from the market price determined as explained in Section 4.19 above (fair market value), reasons for the difference

Not applicable.

4.21. Criteria for setting different exercise prices for different beneficiaries or different categories of beneficiaries

Not applicable, because there are no criteria used to determine different Exercise Prices for different Beneficiaries.

4.22. If the financial instruments underlying the options are not traded on regulated market, indication of the value attributable to the underlying instruments or criteria to determine their value

Not applicable because the Shares are traded on the MTA.

4.23. Criteria for the adjustments required as a result of extraordinary share capital transactions and other transactions causing a change in the number of the underlying instruments (capital increases, extraordinary dividends, reverse stock splits and stock splits, mergers and demergers, conversions into other classes of shares, etc.)

The Board of Directors has the right to make any amendment or integration to the Plan as it deems useful or necessary for the best achievement of the objectives of the Plan, provided that they do not affect the Exercise of the Options granted to the Beneficiaries.

4.24. Compensation plans based on financial instruments

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

Explanatory Report concerning item No. 7 on the Agenda

Authorization to buy and dispose of treasury shares, in accordance with 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 implementation provisions. Connected and related resolutions.

Dear Shareholders,

You have been called to an Ordinary Shareholders' Meeting to review and approve a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or the "**Company**"), in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 (the "**TUF**") and applicable implementation provisions.

1. Reasons for requesting the authorization to buy and dispose of treasury shares.

The request to authorize the purchase and disposition of treasury shares is being made for the purpose of providing the Board of Directors with the treasury shares needed to implement the Company's new stock option plan, pursuant to which the plan's beneficiaries will be awarded grants of options valid to buy DiaSorin common shares that are already outstanding and are held by the Company as treasury shares

Specifically, the new share incentive plan for executives and key employees of DiaSorin and its subsidiaries designated from time to time by the Board of Directors, called "DiaSorin S.p.A. 2016 Stock Option Plan" (the "**2016 Plan**"), calls for the award to the beneficiaries of up to 250,000 options (the "**Options**") valid to buy up to 250,000 DiaSorin common shares held by the Company as treasury shares. Additional information about the motion to establish the 2016 Plan, submitted for approval to the Company's Ordinary Shareholders' Meeting (convened for April 28, 2016, on the first calling, and April 29, 2016, on the second calling) as the sixth item on the Meeting's Agenda is provided in the explanatory report prepared in accordance with Article 114-bis of the TUF and the Information Memorandum of the 2016 Plan prepared in accordance with Article 84-bis of Consob Regulation No. 11971/1999, as amended (the "**Issuers' Regulations**"), which have been made available to the public in the manner and by the deadline required pursuant to law.

Given the purpose of the motion to authorize the purchase and disposition of treasury shares and in view of the beneficiaries of the 2016 Plan, the transactions involving treasury shares are consistent with the market practice concerning purchases of treasury shares to create an "inventory of securities," as allowed by the Consob with Resolution No. 16839 of March 19, 2009, pursuant to Article 180, Section 1, Letter c), of the TUF, because purchased treasury shares will be used to implement a program awarding stock options to executives and key employees of DiaSorin and its subsidiaries.

2. Maximum number, class and par value of the shares subject of the authorization.

The authorization is being requested to purchase, in one or more installments, up to 250,000 Company common shares, par value 1 (one) euros each, regular ranking for dividends, equal to 0.44% of the Company's share capital.

3. Useful information for an informed assessment of compliance with the relevant provision of Article 2357, Section 3, of the Italian Civil Code.

As of the date of this Report, DiaSorin's share capital amounted to 55,948,257 euros (fully subscribed and paid-in), comprised of 55,948,257 common shares, par value 1 (one) euro each.

As of the date of this Report, the Company held No. 949.950 treasury shares. None of its subsidiaries held DiaSorin shares.

The authorization to buy treasury shares is being requested to purchase up to 250,000 common shares, equal to 0.44% of the Company's share capital. This percentage is below the ceiling of one-fifth of the share capital set forth in Article 2357, Section 3, of the Italian Civil Code, it being understood that, pursuant to Article 2357, Section 1, of the Italian Civil Code, purchases of treasury shares shall be deemed to have been authorized for, and, therefore, held within, an amount that does not exceed the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, based on the consideration actually paid by the Company for the abovementioned purchases.

All of the accounting entries required pursuant to law and the applicable accounting principles shall be made in connection with the purchase and disposition of treasury shares.

4. Length of time for which the authorization is being requested.

The authorization to buy treasury shares is being requested for a period of 18 months, counting from the date of the corresponding resolution of the Shareholders' Meeting. The authorization to dispose of the treasury shares is being request without time limit.

5. Consideration for purchases and disposition transactions

5.1. Minimum and maximum consideration for purchases of treasury shares

The Board of Directors recommends that purchases of treasury shares be carried out consistent with operating terms generally accepted by market practice for purchases of treasury shares carried out to create an "inventory of securities," as allowed by the Consob with Resolution No. 16839 of March 19, 2009, pursuant to Article 180, Section 1, Letter c), of the TUF (including those concerning volumes set forth in Article 5, Sections 2 and 3, of CE Regulation No.2273/2003 of December 22, 2003) and, therefore, at a price that may not be greater than the price of the latest independent transaction or the price of the highest independent bid available on the trading market where the purchase is being executed, whichever is higher, it being understood that the consideration per share may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction.

5.2. Consideration for disposals of treasury shares

The DiaSorin common shares purchased pursuant to the authorization subject of this motion will be allocated to the Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2016 Plan. The shares will be allocated on the basis of 1 DiaSorin common share for each exercised Option, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option grant date and the same day of the previous calendar month. All of the above transactions shall be carried out consistent with the operating and

other procedures set forth in the applicable provisions of Consob Resolution No. 16839 of March 19, 2009, the full text of which shall be deemed to have been herein incorporated by reference.

Should there be any remaining treasury shares when the 2016 Plan expires, is fully utilized or becomes wholly or partly ineffective, these treasury shares may be disposed of through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

6. Methods applied to execute purchases.

The Board of Directors recommends that purchases be executed on regulated markets. in accordance with the operating methods allowed by the organization and management regulations of those markets, which, pursuant to Article 144-*bis*, Section 1, Letter b), of the Issuers' Regulations, do not allow the direct matching offers to buy with predetermined offers to sell in order to ensure compliance with the principle of equal treatment of all shareholders, as required by Article 132 of the TUF.

Acts of disposition involving the treasury shares acquired in the manner described above will be executed through allotment of the shares to Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2016 Plan, without prejudice to the provisions of Section 5.2 above regarding other methods for the disposition of treasury shares.

Transactions executed to dispose of treasury shares shall always be carried out in accordance with current laws and regulations governing the execution of transactions involving listed securities and may be carried out in one or more installments, with a gradual approach deemed to be beneficial for the Company.

Pursuant to and for the purposes of Article 44-*bis*, Section 4, of the Issuers' Regulations, the treasury shares purchased by DiaSorin under this authorization to fulfill its obligations arising from the 2016 Plan are not excluded from the Company's share capital as basis to determine the major shareholding for the purposes of the regulations about the mandatory public offers to buy, and namely for the purposes of Article 106, Sections 1, 1-*bis*, 1-*ter* and 3, letter b), of the TUF.

7. Motion for a resolution.

"The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having reviewed the report of the Board of Directors,

resolves to

(A) authorize the transactions for the purchase and disposition of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and the applicable regulatory provisions, earmarked for the purpose of implementing the "DiaSorin S.p.A. 2016 Stock Option Plan" (the "**2016 Plan**"), as explained below, consistent with the methods, terms and conditions set forth in the Report of the Board of Directors, and, therefore, to:

1. authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments over a period of 18 months counting from the date of the Ordinary Shareholders' Meeting, up to 250,000 Company common shares for a consideration per share that may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading

session that preceded each buy transaction, consistent with operating terms generally accepted by market practice for purchases of treasury shares carried out to create an “inventory of securities,” as allowed by the Consob with Resolution No. 16839/33 of March 19, 2009, pursuant to Article 180, Section 1, Letter c), of the TUF (including those concerning volumes set forth in Article 5, Sections 2 and 3, of CE Regulation No. 2273/2003 of December 22, 2003); however, the maximum number of treasury shares held at any time in implementation of this resolution shall never exceed the ceiling set forth in the current applicable regulations, counting also any Company shares held by its subsidiaries;

2. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board’s behalf, acting either jointly or severally, to proceed with purchases of the shares for the purposes and on the terms set forth above, granting them the broadest powers for the execution of the buy transactions subject of this resolution and any other related formality, including retaining the services of intermediaries qualified pursuant to law, with the option of appointing special representatives, as gradually as it may be appropriate in the Company’s interest, as allowed by current regulations and in the manner required by Article 144-bis, Section 1, Letter b), of Consob Regulation No. 11971/1999, as amended, so as to ensure compliance with the principle of equal treatment of all shareholders, as required by Article 132 of Legislative Decree No. 58/1998;

3. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board’s behalf, acting either jointly or severally and through representatives, so that, pursuant to and for the purpose of Article 2537-ter of the Italian Civil Code, they may dispose of the treasury shares purchased in accordance with this resolution at any time, in whole or in part, in one or more installments, without time limits, even before completing the planned purchases, as follows: (i) through allocation to the Beneficiaries of the 2016 Plan, in accordance with the terms and conditions of the 2016 Plan, at a price that will be determined by the Board of Directors at the time of the option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option grant date and the same day of the previous calendar month, all of the above transactions being carried out consistent with the operating and other procedures set forth in the applicable provisions of Consob Resolution No. 16839 of March 19, 2009, the full text of which shall be deemed to have been herein incorporated by reference; (ii) residually, should there be any remaining treasury shares when the 2016 Plan expires, is fully utilized or becomes wholly or partly ineffective, through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

(B) order that, pursuant to law, the purchases subject of this authorization be contained within the limit corresponding to the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, and that all of the accounting entries required pursuant to law and the applicable accounting principles be made in connection with the purchase and disposition of treasury shares.”

Saluggia, March 9, 2016

The Board of Directors

By Gustavo Denegri
Chairman