

**SHAREHOLDERS' MEETING
OF DIASORIN SPA**

**April 22, 2013 (first calling)
April 24, 2013 (second calling)**



**REPORT
AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**
(prepared pursuant to art. 84-ter of the Consob Resolution n.11971/1991, as later amended,
and art. 125-ter of the Legislative Decree n. 58/1998, as later amended)

DiaSorin S.p.A
Via Crescentino (no building No.) - 13040 Saluggia (VC)
Tax I.D. and Vercelli Company Register No. 13144290155

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BOARD OF DIRECTORS, BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS AND COMMITTEES

Board of Directors (elected on April 27, 2010)

<i>Chairman</i>	Gustavo Denegri
<i>Executive Deputy Chairman</i>	Antonio Boniolo
<i>Chief Executive Officer</i>	Carlo Rosa (1)
Directors	Giuseppe Alessandria (2) (3) Chen Menachem Even Enrico Mario Amo Ezio Garibaldi (2) Michele Denegri Franco Moschetti (2) Gian Alberto Saporiti

Board of Statutory Auditors

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

Independent Auditors Deloitte & Touche S.p.A.

COMMITTEES

Internal Control Committee	Ezio Garibaldi (Chairman) Franco Moschetti Enrico Mario Amo
Compensation Committee	Giuseppe Alessandria (Chairman) Ezio Garibaldi Michele Denegri
Nominating Committee	Franco Moschetti (Chairman) Giuseppe Alessandria Michele Denegri
Related Parties Committee (4)	Franco Moschetti (Coordinator) Giuseppe Alessandria Ezio Garibaldi

(1) General Manager

(2) Independent Director

(3) Lead Independent Director

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled for 3:00 p.m., on April 22, 2013, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on the first calling, and for April 24, 2013 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino (no building number), on the second calling, if necessary, to discuss and vote on the following

Agenda

- 1. Motion for the approval of the Statutory Financial Statements at December 31, 2012, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2012.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.**
- 3. Election of a Board of Directors, after determining the number of Directors, the length of their term of office and their compensation.**
- 4. Election of a Board of Statutory Auditors and its Chairman and determination of the amount of their compensation.**

Only shareholders who held voting rights at the close of business on April 11, 2013 and who caused the required communication by a qualified intermediary to be delivered to the Company in accordance with current regulations will be eligible to attend the Shareholders' Meeting. Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting.

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 (<http://www.diasorin.com/en/investitori/documenti-assemblee>). 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 e-mail address affarisocietari@diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998, 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, provided that the proxy is delivered to the abovementioned company, by courier or registered letter with return receipt, at its address at 10 Foro Buonaparte, Milan (20121), not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting, also on calls subsequent to first one. The proxy form is available on the Company's website (<http://www.diasorin.com/en/investitori/documenti-assemblee>). The proxy agent will exercise the voting right only for motions for which it received voting instructions. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadline.

Pursuant to Article 127-*ter* of Legislative Decree No. 58/1998, 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 snc, 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of an e-mail sent to the following address: affarisocietari@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 19, 2013, 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) or, at the latest, during the Shareholders' Meeting.

Pursuant to Article 126-*bis* of Legislative Decree No. 58/1998, 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, 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. 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*, Section 1, of Legislative Decree No. 58/1998. 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 address: affarisocietari@diasorin.it. In addition, they must be accompanied by a report on the items submitted for discussion and by a communication from the intermediary certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request.

The Company's subscribed and paid-in share capital amounts to 55,903,257.00 Euros. It is comprised of 55,903,257 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 1,550,000 treasury shares.

The Bylaws require that the election of the Board of Directors and Board of Statutory Auditors be carried out based on slates of candidates, pursuant to provisions concerning gender balance.

The rules and procedures applicable to slates of candidates and the required supporting documents are listed in Article 11 (Board of Directors) and Article 18 (Board of Statutory Auditors) of the Bylaws, which are available on the Company website.

Slates of candidates must be filed at the Company's registered office or sent by an e-mail communication to the following address: affarisocietari@diasorin.it, together with the required documents, within the twenty-fifth day prior to the date of the Shareholders' Meeting corresponding to March 28, 2013, or be disqualified, by shareholders who, alone or in combination with others, can attest, by means of the required certifications issued by authorized intermediaries, that they hold in the aggregate at least 1% of the shares conveying the right to vote at an Ordinary Shareholders' Meeting, as set forth in Consob Resolution No. 18452 of January 30, 2013. The abovementioned threshold shall result from specific communications to be received by the Company, within March 31, 2013 if not available at the date of filing of the lists.

With regard to slates of candidates for election to the Board of Statutory Auditors, if by the statutory deadline for the filing of slates only one slate or only slates submitted by shareholders who, pursuant to the applicable regulations, are deemed to be linked with each other have been filed, additional slates may be filed for three days past the abovementioned deadline, corresponding to March 31, 2013. In such cases, the abovementioned threshold for filing a slate of candidates to the governance body will be cut in half (0,5%).

A slate filed in violation of the requirements set forth above or, more in general, of the provisions of the Bylaws, shall be treated as if it had never been filed.

The documents pertaining to the Shareholders' Meeting, including the Statutory and Consolidated Financial Statements at December 31, 2012, the Report on Operations, the Annual Corporate Governance Report, the Compensation Report and the Report and Motions for Resolutions will be made available to the public, pursuant to and within the deadline required by current regulations, at the Company's registered office, the offices of Borsa Italiana S.p.A. and on the Company website (www.diasorin.com). Shareholders are entitled to receive a copy of these documents.

The Board of Directors

by Gustavo Denegri
Chairman

**REPORT AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

Agenda

1. Motion for the approval of the Statutory Financial Statements at December 31, 2012, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2012.

The documents relating to this item on the Agenda have been filed at the Company's registered office and the offices of Borsa Italiana S.p.A., will be made available on the Company website (www.diasorin.com) and will be mailed upon request.

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND
APPROPRIATE THE 2012 NET PROFIT**

Dear Shareholders,

We ask you to approve the Company's financial statements for the year ended December 31, 2012 and recommend that you appropriate the net profit of 92,382,495.43 Euros as follows:

- allocate 12,563.60 Euros to the statutory reserve, therefore integrating the fifth of the registered share capital at the date of this resolution (which constitutes the maximum threshold pursuant to Article 2430 of the Italian Civil Code);
- distribute to the shareholders 27,176,628.50 Euros as a dividend of 0,50 Euros per common outstanding share, excluding the treasury shares held in portfolio, equal to No. 1,550,000;
- carry forward as retained earnings the balance of 65,193,303.33 Euros.

The dividend will be payable on May 23, 2013, with coupon date on May 20, 2013, to the common outstanding shares, excluded 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 May 22, 2013 (record date) shall be entitled to the payment of dividend.

Saluggia, March 8, 2013

The Board of Directors

by Gustavo Denegri
Chairman

**REPORT AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

Agenda

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

Dear Shareholders,

pursuant to Article 123-ter of Legislative Decree No. 58/1998, we invite you to resolve favorably upon the Company's compensation policy for the members of governance bodies, General Manager(s) and other Executives with strategic responsibilities, and upon the procedures for the adoption and implementation of such policy.

The above mentioned information are reported in Section I of the Compensation Report, that has been drafted pursuant to Annex 3A, Schedule 7-bis of the Consob Resolution No. 11971/1999 and will be made available to the public as required by law, at the Company's registered seat, at Borsa Italiana S.p.A. and on the Company's internet website (www.diasorin.com).

Saluggia, March 8, 2013

The Board of Directors

by Gustavo Denegri
Chairman

REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

3. Election of a Board of Directors, after determining the number of Directors, the length of their term of office and their compensation.

Dear Shareholders,

The Board of Directors currently in office was elected by the ordinary Shareholders' Meeting of April 27, 2010 with the adoption of the slate voting system according to the provision of the Bylaws currently in force, for a term of office ending with the Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2012, and it is comprised of ten Directors.

Therefore, the Shareholders' Meeting, after determining, pursuant to the Bylaws, the number of Directors, their compensation and the length of their term of office, is required to elect a Board of Directors by the slate voting system in accordance with the terms and requirements of Article 11 of the Bylaws and the applicable laws.

Pursuant to the Bylaws, the Company is managed by a Board of Directors comprised of at least seven but not more than sixteen members. Keeping these boundaries in mind, the Shareholders' Meeting determines how many Directors should serve on the Board at the time of their election and decides the length of their term of office, which, however, may not exceed three years. The term of office of the Board of Directors shall expire when a Shareholders' Meeting is convened to approve the financial statements for the last year of their term of office. Directors may be reelected.

The provision of the Bylaws governing the composition and election of the Board of Directors are appropriate to ensure compliance with the applicable requirements introduced by Law No. 262/2005, as further amended (Article 147-ter of Legislative Decree No. 58/1998) and the provisions in force concerning gender balance. Moreover, since the Company belongs to the FTSE-MIB index, at least one third of the members of the Board of Directors shall be constituted by independent directors.

In order to be allowed to serve as Directors, candidates must meet the requirements of the relevant laws and regulations. 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 Legislative Decree No. 58/1998. An intervening inability by a Director to meet the abovementioned independence requirements will not automatically cause him or her to lose his or her office, provided that the number of Directors who meet the independence requirements is consistent with the statutory minimum.

Pursuant to Article 11 of the Bylaws, the Board of Directors is elected on the basis of slates of candidates filed by shareholders who, alone or in combination with others, represent at least 2.5% of the shares that convey the right to vote at Ordinary Shareholders' Meetings, or any other percentage that may apply pursuant to relevant provisions of laws or regulations. Consob Resolution No. 18452 of January 30, 2013 set at 1% the minimum share ownership percentage required to file a slate of candidates.

Each shareholder, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of Legislative Decree No. 58/1998, 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 listed 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.

Without prejudice to any additional disclosure and filing requirements that may be set forth in relevant laws and regulations in effect, slates filed by shareholders, duly signed by the filers, must be filed at the Company's registered office, where they must be available to anyone upon request, within the twenty-fifth day prior to the date of the first calling of the Shareholders' Meeting and must meet the additional disclosure and filing requirements set forth in the laws and regulations currently in force. Slates must be accompanied by the following information:

- (i) the names of the shareholders who are filing the slate, the total percentage interest held;
- (ii) affidavits by which the individual candidates accept the nomination and attest, under their responsibility, that there are no issues that would impede their election or make it incompatible and that they possess the qualifications required pursuant to law to serve in the respective capacities; and
- (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.

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-fifth of the seats (for the first term of office starting after August 12, 2012) and at least one-third (rounded up) of the seats for the next terms of office.

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

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, as stated above, 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, Legislative Decree No. 58/1998 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 Legislative Decree No. 58/1998 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 does 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.

For additional information about the method for electing the Board of Directors, please consult Article 11 of the Bylaws.

The Company will make available to the public, within the deadlines and in the manner required by the applicable statutes, the slates of candidates filed by shareholders. In addition, the Company will promptly inform the public, by means of a press release issued in accordance with Article 144-*novies* of the Consob Issuers' Regulations, about the outcome of the election of the Board of Directors, specifying the following:

- from which slate each candidate was elected, indicating whether the slate had been filed or voted by majority or minority shareholders;
- the Directors who declared that they meet the independence requirement.

The Shareholders' Meeting must also determine the total amount of the compensation for all Directors, including the Directors entrusted with special tasks.

All of the above having been stated, the Shareholders' Meeting is being asked to:

- determine the number of Directors who will be serving on the Board;
- determine the length of the term of office of the Board of Directors;
- determine the total compensation of the Board of Directors, excluding the Directors who have been delegated to perform operational functions;
- vote to elect the Board of Directors in accordance with the method described above.

Saluggia, March 8, 2013

The Board of Directors

by Gustavo Denegri
Chairman

REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

4. Election of a Board of Statutory Auditors and its Chairman and determination of the amount of their compensation.

Dear Shareholders,

The Board of Statutory Auditors currently in office was elected by the ordinary Shareholders' Meeting of April 27, 2010 with the adoption of the slate voting system according to the provision of the Bylaws currently in force for a term of office ending with the Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2012.

Therefore, the Shareholders' Meeting is required to elect a Board of Statutory Auditors by the slate voting system in accordance with the terms and requirements of Article 18 of the Bylaws.

The Board of Statutory Auditors is comprised of 3 (three) Statutory Auditors and 2 (two) Alternates, who are elected for a term of office of 3 (three) years and may be reelected. Statutory Auditors must meet the requirements of the relevant laws currently in force, including those concerning the number of corporate governance posts that may be held concurrently.

Anyone 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, 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 and medical fields.

The Ordinary Shareholders' Meeting shall elect the Statutory Auditors and their Alternates in the manner specified below, in compliance with the laws currently in force on gender balance.

Pursuant to Consob Resolution No. 18452 of January 30, 2013, slates, listing candidates in consecutive order by number, may be filed by shareholders representing at least 1% of the shares that convey the right to vote at Ordinary Shareholders' Meetings. The slates must be filed at the Company's registered office within the twenty-fifth day prior to the date of the Shareholders' Meeting on penalty of becoming invalid, without prejudice to any additional disclosure and filing requirements that may be set forth in relevant laws and regulations in effect.

The slates shall list in consecutive order by number the candidates' names, 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 three candidates shall be composed by candidates belonging to both genders so that the least represented gender is awarded at least one-fifth of the seats (for the first term of office starting after August 12, 2012) and (thereafter) at least one-third (rounded up) of the candidates running for being elected as Statutory Auditors and at least one-fifth (for the first term of office starting after August 12, 2012) and (thereafter) at least one-third (rounded up) of the candidates running for being elected as Alternate.

Each shareholder, shareholders belonging to a shareholders' agreement that meet the requirements of Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries

and joint ventures that qualify as such pursuant to Article 93 of Legislative Decree No. 58/1998 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.

The slates must be accompanied by the following information:

- a) the names of the shareholders who are filing the slates, the total percentage interest;
- b) an affidavit by the shareholders different from those who hold, jointly or individually, a controlling or relative majority interest attesting that they are not linked with the latter as a result of transactions such as those defined in the relevant laws and regulations currently in force;
- c) detailed information about the candidates' backgrounds, affidavits by the candidates attesting that they meet statutory requirements and accept the nomination and listings of any management and control posts held by the candidates at other companies.

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.

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

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.

Moreover, 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.

If a Statutory Auditor is removed from office, he/she is replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced. The replacing Alternate will remain in office until the next Shareholders' Meeting.

If no slates are filed, the Shareholders' Meeting shall adopt the relevant resolutions with the majorities required pursuant to law and in compliance with the laws currently in force on gender balance.

The Shareholders' Meeting shall determine the amount of the compensation payable to the members of the Board of Statutory Auditors, in accordance with the laws currently in force.

The Company will make available to the public, within the deadlines and in the manner required by the applicable statutes, the slates of candidates filed by shareholders. If twenty-five days before the date of the Shareholders' Meeting only one slate or only slates submitted by shareholders who are deemed to be linked with each other have been filed, the Company shall issue a press release setting a new filing deadline and cutting in half the ownership percentage required to file slates.

The Company will promptly inform the public, by means of a press release issued in accordance with Article 144-*novies* of the Consob Issuers' Regulations, about the outcome of the election of the Board of Statutory Auditors, specifying from which slate each candidate was elected and indicating whether the slate had been filed or voted by majority or minority shareholders.

All of the above having been stated, the Shareholders' Meeting is being asked to:

- vote to elect the Board of Statutory Auditors and its Chairman in accordance with the method described above;
- determine the total compensation of the Board of Statutory Auditors.

Saluggia, March 8, 2013

The Board of Directors

by Gustavo Denegri
Chairman