



DIASORIN S.p.A.
REPORT ON THE REMUNERATION POLICY AND
FEES PAID
2019

(prepared pursuant to art. 123-ter of TUF and art. 84-quater of the Issuers' Regulations)

GLOSSARY

Corporate Governance Code: the Corporate Governance Code of listed companies approved in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. The Code is available at www.borsaitaliana.it, in the section “Borsa Italiana - Rules - Corporate Governance”.

Civil Code: the Italian Civil Code.

Compensation Committee or Committee: the Compensation and Nominating Committee.

Board or Board of Directors: the Issuer’s Board of Directors.

Legislative Decree 49/2019 or Decree: the Legislative Decree n. 49 of 10 May 2019 published in the Official Journal n. 134 of 10 June 2019, implementing SHRD II.

DiaSorin, Issuer or Company: the company, issuer of the shares, to which the Report refers.

Executives with Strategic Responsibilities or Strategic Executives: the persons identified by the Board of Directors who, pursuant to Annex 1 to the Related-Party Regulations, have the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Company.

Reporting year: 2019 financial year to which this Remuneration Report refers, as defined below.

Group: The DiaSorin Group.

2014 Plan: the "DiaSorin SpA 2014 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 23 April 2014.

2016 Plan: the "DiaSorin SpA 2016 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 28 April 2016.

2017 Plan: the "DiaSorin S.p.A 2017 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 27 April 2017.

2018 Plan: the "DiaSorin S.p.A 2018 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 23 April 2018.

2019 Plan: the "DiaSorin S.p.A 2019 Stock Options Plan", approved by the ordinary Shareholders' Meeting of the Company on 24 April 2019.

LTI Plan: the four-year incentive plan for seven key executives of the DiaSorin Group, including the Strategic Executives, envisaging a stock option plan used for retention (2018 Plan) and a cash bonus.

Remuneration Policy: DiaSorin's remuneration policy for Directors, Executives with Strategic Responsibilities and members of the Board of Statutory Auditors, as provided in Section I of the Remuneration Report.

Stock Exchange Regulations: the Market Regulations organized and managed by Borsa Italiana S.p.A.

Issuers' Regulations: the Regulations issued by Consob with resolution no. 11971 of 14 May 1999 on issuers, as later amended.

Related Parties Regulations: the Regulations issued by Consob with resolution no. 17221 of March 12, 2010 on related-party transactions, as amended.

Remuneration Report or Report: the Report on the Remuneration policy and compensation paid the company is required to prepare pursuant to Article 123-ter of TUF.

SHRD or Directive: the text of Directive 2007/36/EC relating to the exercise of certain rights of shareholders in listed companies, the so-called *Shareholders' Right Directive*, as amended and integrated by SHRD II.

SHRD II: the Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017, which modifies the SHRD as regards the encouragement of long-term shareholder engagement, the so-called *Shareholders' Right Directive II*.

TUF: the Legislative Decree of 24 February 1998, n. 58 (Consolidated Finance Act), as subsequently amended.

This Report on the remuneration policy and compensation paid (the "**Remuneration Report**" or the "**Report**") has been prepared pursuant to art. 123-ter of TUF and art. 84-*quater* of the Issuers' Regulations and has been prepared in accordance with Annex 3A, Scheme 7-*bis* and Scheme 7-*ter* of the Issuers' Regulations, as last amended by Legislative Decree 49/2019 ("**Legislative Decree 49/2019**"), implementing Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 (the so-called *Shareholders' Right Directive II*), which amends Directive 2007/367 EC on the exercise of certain rights of shareholders in listed companies as regards the encouragement of long-term shareholder engagement (the "**Directive**").

The Remuneration Report is divided into the following sections:

- Section I - in accordance with articles 123-*ter* of TUF and 9-*bis* of the Directive - illustrates the policy of DiaSorin S.p.A (the "**Company**", the "**Issuer**" or "**DiaSorin**") regarding the remuneration of Directors, Executives with Strategic Responsibilities and, without prejudice to art. 2402 of the Italian Civil Code, of the members of the Company's Board of Statutory Auditors, on an annual basis (the "**Remuneration Policy**") and the procedures used for the adoption, review and implementation of this policy, including measures to avoid or manage any conflicts of interest;
- Section II, with regard to the remuneration of Company Directors and Statutory Auditors and, in aggregate form, to the remuneration of DiaSorin Executives with Strategic Responsibilities:
 1. provides an adequate representation of each components of the remuneration, including payments on leaving office or termination of employment relationship;
 2. illustrates analytically the remuneration paid in the year for any reason or in any form by the Company and its subsidiaries, highlighting components of such remuneration that relate to work 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.

Section II also contains information relating to interests held in DiaSorin and its subsidiaries by members of corporate boards and other Executives with Strategic Responsibilities, as well as by their spouses (unless legally separated) and minor children, in compliance with article 84-*quater* of the Issuers' Regulations.

SECTION I

The Issuer's Remuneration Policy and related procedures.

DiaSorin's Remuneration Policy illustrated in this Report is implemented with the support of the Compensation Committee and is based on the principles of meritocracy and fairness. Accordingly, the Policy, methods and compensation tools adopted are clear, fair, easy to communicate and consistent with DiaSorin's organizational culture.

Periodically, or in response to Company dynamics, the Group's Remuneration Policy is benchmarked against the outside market, using comparative analysis.

DiaSorin's current Remuneration Policy is structured by category. Specifically, a different remuneration policy is used for members of the Board of Directors and Strategic Executives and for the members of the Board of Statutory Auditors.

DiaSorin adopts a Remuneration Policy for Strategic Executives - remuneration consisting of a fixed component and a variable component - which provides incentives linked to corporate profitability and Management retention, also through any specific corporate incentive plans which provide the assignment of Stock options and/or other Long-Term Incentive plans.

The Company's Remuneration Policy - and, in particular, the policy on variable components of the Strategic Executives' remuneration - contributes to the corporate strategy, the pursuit of long-term interests and to the Company sustainability.

This contribution is provided through: (i) the pursuit of a loyalty and incentive policy for key Group employees who are recipients of Stock options and/or other Long -Term Incentive plans, through their involvement in the company structure and maintaining their specific skills by sharing the Company's economic results and future development and (ii) a greater and more conscious involvement of the Shareholders who, in addition to the resolutions already within their competence regarding the remuneration (and, specifically, the resolutions pursuant to art. 2364 co. 1 no. 3) of the Civil Code regarding the determination of directors and statutory auditors remuneration, pursuant to art. 2389 of the Italian Civil Code "Directors' compensation" and art. 2402 of the Italian Civil Code regarding the annual remuneration of the Statutory Auditors) are now called upon to cast their binding vote on the Remuneration Policy, as described in Section I of this Report, which defines each of the items that make up the remuneration of Directors and other Executives with Strategic Responsibilities and which has therefore a different and broader content than the resolutions mentioned above.

The Remuneration Policy remains valid for one year.

In accordance with the provisions of the Related-Party Regulations, as implemented in the DiaSorin Procedure for Related-Party Transactions - available on the Company website www.diasoringroup.com, in the "Investors / Governance / Governance System" section - the approval of the Remuneration Policy by the Shareholders' Meeting exempts the Company from applying the aforementioned procedure in the resolutions of the Board of Directors regarding the remuneration of Directors and other Executives with Strategic Responsibilities. Provided that:

- (i) the company has adopted a remuneration policy approved by the Shareholders' Meeting;
- (ii) a committee made up exclusively of mostly independent non-executive directors or directors was involved in defining the remuneration policy;
- (iii) the remuneration is identified in accordance with this policy and quantified on the basis of criteria that do not involve discretionary assessments.

It should be noted that the Remuneration Policy, compared to the Remuneration Policy approved by DiaSorin Shareholders' Meeting on 24 April 2019, has been amended in order to

include the regulatory changes pursuant to Legislative Decree 49/2019 implementing the Directive.

Corporate bodies or parties involved in the drafting, approval and review, if any, of the Remuneration Policy, specifying their respective roles, and corporate bodies or parties responsible for the proper implementation of the policy

The main parties and corporate bodies involved in the drafting, approval and review of the Remuneration Policy are the Board of Directors, the Compensation Committee and the Shareholders' Meeting.

The Board of Directors

The Board of Directors:

- appoints among its members a Compensation Committee;
- defines the Remuneration Policy upon proposal of the Compensation Committee and approves the Report on Remuneration, pursuant to article 123-ter, TUF, and article 84-*quater* of the Issuers' Regulations;
- consistently with the Remuneration Policy, it determines the remuneration of Directors who perform special tasks, after receiving the opinion of the Board of Statutory Auditors and upon proposal of the Compensation Committee, within the total amount resolved by the Meeting pursuant to article 2389, comma 3, of the Italian Civil Code;
- drafts possible stock option plans and share-based benefit plans for Directors, employees and associates, including Executives with Strategic Responsibilities, submits them to the approval of the Shareholders' Meeting pursuant to article 114-bis, TUF, and oversees their implementation.

Compensation Committee

The Issuer's Board of Directors, consistent with the provision of the Stock Exchange Regulations and the Corporate Governance Code, established an internal Compensation Committee.

As of April 24, 2019, following the renewal of the corporate bodies, the functions of the Compensation Committee and the Nominating Committee have been merged into a single committee, through the "Compensation and Nominating Committee" (the "**Compensation Committee**" or the "**Committee**").

The Committee, made up of non-executive Directors, mostly independent, with the Chairman chosen from among the independent ones, has the task, in the matter of Remuneration Policy, of:

- submitting to the Board of Directors proposals, concerning the remuneration of the Chief Executive Officer and all other Directors who perform special tasks, and monitoring the proper implementation of approved resolutions;
- submitting to the Board of Directors general recommendations concerning the compensation of DiaSorin Group Executives with Strategic Responsibilities, taking into account the information and indications provided by the Chief Executive Officer, and assessing on a regular basis the criteria adopted to determine the compensation of the abovementioned executives.

The Compensation Committee is expected to participate in defining any future stock option plans or other Long-Term Incentive plans that may be later approved by the Issuer's relevant corporate bodies.

The Compensation Committee submits proposals to the Board of Directors (or to the Chief Executive Officer) as to the definition and review of the remuneration policy concerning Executive Directors and other Directors who perform special tasks and Executives with Strategic Responsibilities in addition to the setting of performance objectives related to the variable component of such remuneration verifying, in particular, the actual achievement of performance objectives;

The Compensation Committee assesses periodically the adequacy, overall consistency and application of the Remuneration Policy for Executive Directors and other Directors who perform special tasks and Executives with Strategic Responsibilities and exercises the functions indicated in the subsequent paragraphs of this Report.

The Compensation Committee in office until April 24, 2019 was composed of the following Directors: Giuseppe Alessandria (Independent Director) who served as Chairman, Roberta Somati (Independent Director) and Michele Denegri (non-executive Director); the Compensation Committee in office from April 24, 2019 is composed of the following Directors: Giuseppe Alessandria (Independent Director) who serves as Chairman, Elisa Corghi (Independent Director) and Michele Denegri (non-executive Director). Further details about members and functions of the Compensation Committee are provided in the “Report on Corporate Governance and the Company’s Ownership Structure” pursuant to Article 123-*bis* TUF and yearly published by the Company on the website www.diasoringroup.com (Section “Governance/Governance Documents”).

In order to avoid or manage potential conflicts of interest, the Strategic Executives who are also members of the Board of Directors (and, in particular, Mr. Rosa and Mr. Even) abstain from voting on resolutions concerning their remuneration.

As anticipated above, the competence for the implementation of the Remuneration Policy rests with the Board of Directors, with the power to delegate the Chairman of the Board of Directors or the Company CEO pro tempore in office, subject to the involvement of the Remuneration Committee, in the cases provided by the policy itself, and by the Lead Independent Director in the executive acts.

Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the overall compensation of the members of the Board of Directors and the Board of Statutory Auditors pursuant to article 2364, paragraph 1, n. 3, and where appropriate of article 2389, paragraph 3, of the Italian Civil Code, and of article 16 of the Bylaws;
- expresses (i) a binding vote on Section I of the Report with the frequency required by the Remuneration Policy (i.e. on annual basis) and in any case of amendments to the policy¹ changes and (ii) a non-binding vote on Section II of the Report, annually.

Temporary deviation from the Remuneration Policy approved by the Shareholders' Meeting is allowed only in exceptional circumstances, i.e. when the exception to the Remuneration Policy is necessary for the pursuit of the long-term interests and the Company sustainability, as a whole, or to ensure its ability to be on the market. On this point, please refer to the

¹It is understood that the vote of the Shareholders is required on changes to the Remuneration Policy that are not merely formal or editorial clarifications.

following paragraph "*Elements of the policy that can be waived in exceptional circumstances*" of this Section I.

If the Shareholders' Meeting does not approve the Remuneration Policy, the Company will be required to pay the remunerations in accordance with the most recent Remuneration Policy approved by the Shareholders' Meeting or, failing that, in accordance with current practices. On the occasion of the next Shareholders' Meeting to approve the financial statements, the Company will have to submit a new Remuneration Policy to the Shareholders' vote.

Remuneration of the members of the Board of Directors

Pursuant to Article 16 of the Bylaws, Directors are entitled to be reimbursed for expenses incurred in connection with their office. In addition, they are provided with an annual remuneration approved by the Ordinary Shareholders' Meeting that elects them.

The Shareholders' Meeting may set a total amount as remuneration for all of the Directors, except for those who have been delegated to perform operational functions, whose remuneration is determined by the Board of Directors with the input of the Board of Statutory Auditor. Alternatively, the Shareholders' Meeting may exercise its right to set a total amount as remuneration for all of the Directors, including those entrusted with special tasks.

The fee awarded by the Shareholders' Meeting to the Board of Directors for its term of office as a cumulative amount is allocated by the Board of Directors, based on the input of the relevant internal consultative bodies, taking into accounts the functions performed and the posts held, and covers only the fixed compensation component for the different posts held during the term of office.

These amounts do not apply to any special tasks assigned pursuant to Article 2389, Section 2, of the Italian Civil Code.

The Chairman and the Deputy Chairman receive a specific compensation based on the position held.

Independent Directors who serve as Chairman or member of the Compensation Committee, the Control, Risks and Sustainability Committee and Related-Party Committee receive a further compensation in addition to the Director remuneration.

There is no variable bonus system or stock option plan for Directors.

Moreover, when a Director is also a Company executive, DiaSorin will pay no fee for serving on the Board of Directors and such post will be granted and accepted without compensation.

Remuneration of the members of control bodies

Pursuant to art. 2402 of the Italian Civil Code, the remuneration of the members of the Board of Statutory Auditors is determined by the Shareholders' Meeting at the time of appointment for the entire duration of their office on a fixed annual basis. The Statutory Auditors are also entitled to reimbursement of expenses incurred in the course of their duties.

In view of the Shareholders' Meeting of April 24, 2019, the outgoing Board did not send any further information on the quantification of the commitment required to carry out their task.

Compensation of General Managers and other Executives with Strategic Responsibilities.

The Remuneration Policy of Strategic Executives – including the General Manager- develops the “pay for performance” principle and it is aimed at achieving an optimum convergence of the value received by Strategic Executives and the market value with the interests of the Company and its Shareholders. This policy is based on an in-depth assessment performed by the Compensation Committee, based on a constant benchmarking analysis on the remuneration of Strategic Executives.

The gross annual remuneration includes a fixed portion, which is based on the post held, the level of personal competencies and the assigned responsibilities and subject to reviews in order to properly implement any adjustments due to changes in responsibilities or mandates, at Group level, and an important variable portion (Variable Incentive or Target Bonus) tied to operating performance, which is a key objective in terms of the value creation task assigned to Strategic Executives.

The proportion between the variable component (excluding the fair value of equity compensation) and the gross annual remuneration, net of any increases required by law, is equal to 50%.

The Target Bonus representing the variable portion of the annual compensation is paid in a lump sum, usually in March, after the Board of Directors has approved the actual operating results for the previous year, as certified and approved by the relevant corporate and auditing functions.

Since 2019, following a market analysis concerning Long Term Incentive systems, a four-year 2019-2022 plan (“**LTI Plan**”) has been implemented in favor of seven key executives, including the Strategic Executives. The LTI Plan has been adopted, consistently with the guiding principles of the Company’s Remuneration Policy (as described in this Section of the Report) defining incentive plans for the DiaSorin Group’s key executives, with the aim of their retention, as well as rewarding the achievement of important medium/long-term business targets in accordance with the DiaSorin Group growth strategy.

The LTI Plan envisages a stock option plan used for retention (the 2018 Plan, as described in Section II, Third Part of the Report) and a target cash bonus (totaling Euro 7.000.000,00 gross) tied to the achievement of a specific objective, which is determined as the sum of the Group’s EBIT for the years 2019-2020-2021-2022 in relation to the sum of the Group’s target EBIT for each of said years.

In line with the Company policy concerning variable compensation of its Manager, the cash bonus may vary based on the level of achievement of the target objective, up to a maximum of + 30% and with a minimum access threshold set at 95% of the target objective. If at least 95% of the target objective is met, the Target Bonus is cut in half; below 95% of the target objective, the target bonus shall not be paid out and between 95% and 100% the target bonus shall be adjusted proportionally. Between 100% and 115% the target bonus is increased by twice the percentage corresponding to the growth in the target objective.

Upon achieving the target objective, the cash bonus shall be paid to each beneficiary by the end of April 2023, following the approval of the 2022 consolidated financial statements by the Company Board of Directors. The LTI Plan is governed by a specific regulation, which provides, among others, conditions for the loss of beneficiary status, similar to those of the stock option plans regulations, in cases of termination of employment relationship, which could lead to the loss of the right to the payment of the cash bonus or to receive a pro-rated target bonus.

Strategic Executives are beneficiaries of the Company’s stock option plans, which are designed to retain these Executives and reward them based on the increase in the Company’s value (in terms of value of DiaSorin stock price on the market), defining a vesting period for the options granted.

Currently available Stock Option Plans are: 2016 Plan, 2017 Plan, 2018 Plan and 2019 Plan. The 2014 Plan ended in November 2019. Further details are disclosed in Section II, Part III of this Report and in the Information Memoranda posted on the Company website www.diasoringroup.com (Section “Governance/Information for Shareholders/Stock Options Plans”).

Exercise of options does not require the attainment of performance targets; therefore, no procedure is envisaged for the review of the plans in relation to possible variations in the basic target.

The principles steering the above described Remuneration Policy for the Strategic Executives apply both to the Company and, if necessary, to similar key figures of major companies belonging to DiaSorin Group.

Benchmarking against the reference market for the remuneration of the General Manager and Director with Executive Duties

In addition to the abovementioned principles of fairness and meritocracy, DiaSorin uses a market compensation analysis, with the aim of verifying the standing of its Strategic Executives, including the General Manager.

Finally, the Company provided the General Manager and the Chief Commercial Officer with a stability commitment aimed at extending the protection available to Executives under the National Collective Bargaining Agreement for Executives in the event that, for reasons other than just cause, the employment relationship is terminated due to serious fault by the Company or objective hardship caused by major organizational changes, with or without change in the Company's reference shareholder (see **Section II** of this Report).

Procedure to manage the variable portion of the annual remuneration of the General Manager and Strategic Executives

In 2019, the objective parameter used to determine the variable portion of the remuneration (Target Bonus) of the General Manager and the Chief Commercial Officer, who serve also as Directors, as well as of the other Strategic Executives, was the EBIT amount in the budget approved by the Board of Directors.

The amount of the variable bonus for achieving 100% of budgeted EBIT is equal to 50% of the fixed portion of the annual compensation.

The variable bonus can vary based on how actual results diverge from the budget: up to a maximum of 30% for actual results that are equal to or exceed the EBIT budget target by 15% or more (the percentage increase of the bonus is directly related to EBIT-multiple two compared to any exceeding of target parameter).

If actual EBIT are lower than the budgeted target, the target bonus is cut in half if actual EBIT are equal to 95% of budgeted EBIT and is completely eliminated if the actual EBIT amount is less than 95% of budgeted EBIT.

For actual amounts that fall between 95% and 100% of budgeted EBIT, the target bonus is reduced proportionately.

The variable bonus is paid to the General Manager and Strategic Executives in a lump sum, also on the basis of the final results certified by the competent corporate and audit functions and approved by the Board of Directors.

The variable bonus paid to the General Manager and Strategic Executives is submitted to the Compensation Committee, which, annually, adjusts the EBIT result from (active or passive) extraordinary items, assuming the total amount of Euro 500,000.00 as significant threshold.

The procedure for the management of the variable portion of the annual remuneration allows the Company and its subsidiaries to reclaim, in whole or in part, the variable components of the remuneration that was paid (or to hold deferred payments), as determined on the basis of data which subsequently proved to be manifestly misstated.

The variable component of remuneration is linked both to financial performance objectives and to business objectives related to strategic projects.

Fringe benefits

Pursuant to the policy adopted by the Issuer for fringe benefits², the award of such benefits to Strategic Executives, including the two Executives who serve on the Board of Directors, is consistent with the relevant Company procedure or the reference national collective bargaining agreement. Specifically, regarding the company car, the policy currently in effect at DiaSorin calls for the use of a company car of the “*Direttori*” class.

No insurance, retirement or pension benefits, other than those required pursuant to law, collective and supplementary agreements, are provided to any Strategic Executive.

Severance indemnity

The Remuneration Policy provides that payments made on leaving office or termination of the employment relationship are regulated under the existing contractual relations with Executive Directors and other Executives with Strategic Responsibilities.

The Issuer executed agreements pursuant to Article 123-*bis*, Section 1, Letter i), of TUF with the Issuer and (i) its General Manager, Carlo Rosa (who is a Company employee and serves also as its Chief Executive Officer), (ii) Chen M. Even, who serves as a Director and qualifies as an Executive with Strategic Responsibilities pursuant to Annex 1 of the Related-Party Regulations and (iii) Piergiorgio Pedron, who serves as Executive with Strategic Responsibilities, pursuant to Annex 1 of the Related-Party Regulations, and as Senior Corporate V.P. & Chief Financial Officer.

Specifically, these three above mentioned agreements provide for the payment of a predetermined termination benefit to the abovementioned Executives with Strategic Responsibilities and their duration is not predetermined.

The criteria for determining the benefit payable to Mr. Carlo Rosa, in his capacity as General Manager, was defined by the Board of Directors, upon a recommendation by the Compensation Committee, as an amount variable between wages for 24 months, in the event of termination without cause by the Company of the employment contract executed in accordance with the applicable national collective bargaining agreement, and wages for up to 36 months, in the event of a split in the post of General Manager from Chief Executive Officer, or a change in the Company’s share capital ownership (as per Article 93 of TUF), repeated violations of the employment contract by the Company or if the employment contract is terminated due a material change in the employee’s job description, absent the consent of both parties.

For Mr. Chen M. Even the benefit of wages for 24 months will be due in the event of Mr. Even’s resignation or firing without cause, in the event of repeated violations of the employment contract by the Company or a material change in the employee’s job description, absent the consent of both parties, or if the employment contract is terminated in the event of a change in the Company’s reference shareholders, pursuant to Article 93 of TUF.

For Mr. Piergiorgio Pedron the benefit of wages for 24 months will be due, except for just cause of termination, in case of termination of the employment contract in the event of a change in the Company’s reference shareholders, pursuant to Article 93 of TUF.

²Excluding stock options.

Effects of the termination of the relationship on the rights assigned within the scope of the share-based incentive plans or cash payouts are governed by the stock option plan regulation applicable in the present case and by the LTI Plan regulation. Further details are provided in the Third Part of Section II of the Report.

There are no agreements that provide for compensation for non-competition commitments.

Elements of the remuneration policy that may be derogated in exceptional circumstances

In exceptional circumstances, the Company may derogate from the following elements of the Remuneration Policy:

- assignment of one-off monetary rewards;
- assignment of allowances;
- change in the ratio between fixed and variable remuneration.

It should be noted that "*exceptional circumstances*" means those situations in which the derogation from the Remuneration Policy is necessary for the pursuit of long-term interests and the Company sustainability as a whole or to ensure its ability to remain on the market, such as by way of example and not limited to (i) the occurrence, at national or international level, of extraordinary and unforeseeable events, concerning the Company or the sectors and/or markets in which it operates, which significantly affect the results of the Company (ii) substantial changes in the organization of the business activity, both of an objective nature (such as extraordinary operations, mergers, disposals, etc.), and of a subjective nature, such as changes in the Top Management structure.

The exceptions will be subject to the prior examination of the Compensation Committee and subject to the application of the discipline envisaged by the Procedure for Related-Party Transactions.

SECTION II

With regard to the remuneration of Directors and Statutory Auditors, and, in aggregate form, to the compensation of managers with Strategic Responsibilities, the present Section:

- in the first part supplies an appropriate, clear and comprehensible 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 in the reference year and the manners through which remuneration contributes to the Company's long-term results
- in the second part, illustrates: (i) analytically the remuneration paid during the Year for any reason and in any form by the Company and by subsidiaries or associates, indicating any components of the aforementioned remuneration that refer to activities carried out in prior years and also highlighting the remuneration to be paid in one or more subsequent years for the activity carried out in the reference year, possibly indicating an estimate value for the components not objectively quantifiable in the reference year; (ii) how the Company took into account the vote expressed the previous year by the Shareholders' Meeting on Section Two of the Report;
- 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, pursuant to the criteria established in Attachment 3A, Scheme 7-ter of the Issuers' Regulations, investments held in the Issuer 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 Executives with Strategic Responsibilities.

Pursuant to Annex 3A, Scheme 7-bis of the Issuers' Regulations, the Company supplies in aggregate form information on compensation received by Executives with Strategic Responsibilities, other than the General Manager and Chief Commercial Officer, since there are no Executives with Strategic Responsibilities who have, during 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, or to the General Manager.

As regards information on existing agreements providing for indemnities to be paid in case of early termination of office, again pursuant to Annex 3A, Scheme 7-bis of the Issuers' Regulations, the Company provides, relevant information also as to Executives with Strategic Responsibilities, other than the General Manager and the Chief Commercial Officer.

It should be noted that the auditing firm PricewaterhouseCoopers S.p.A has verified - in compliance with the provisions of art. 123-ter, paragraph 8-bis, of TUF - the layout of this Section of the Remuneration Report by the Board of Directors.

SECTION II - PART ONE ITEMS THAT MAKE UP REMUNERATION

Remuneration of the members of the Board of Directors

The Board of Directors receives an annual fee for the length of its term of office, as approved by the Issuer's Shareholders' Meeting upon election, the latest having occurred on April 24, 2019, based on motions submitted by shareholders. In particular, the Meeting resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding 1,200,000.00 euros giving mandate to the Board of Directors to assign individual compensations to individual directors.

The Board of Directors during the meeting held on April 24, 2019 and May 9, 2019 assigned individual compensations from the total set by the Shareholders' Meeting, as follows:

- Chairman of the Board of Directors: annual compensation of 400,000.00 euros;
- Deputy Chairman of the Board of Directors: annual compensation of 150,000.00 euros;
- Non- executive directors: annual compensation of 35,000.00 euros each.
- Committee Chairmen: 10,000.00 euros per year for each office held, in addition to the compensation established for the office of Director;
- Board members of the committee: 5,000.00 euros per year for each office held, in addition to the compensation established for the office of Director.

Please note that no compensation is provided for members of the Board of Directors who already receive compensation for their managerial employment relationship with the Issuer. The parties in question include Mr. Carlo Rosa, the current Chief Executive Officer, who is compensated as General Manager of the Company, and Mr. Chen M. Even, the Chief Commercial Officer, who is an Executive Director.

Remuneration of the members of the control bodies

The compensation of the Chairman of the Board of Statutory Auditors and the individual Statutory Auditors was determined by the Shareholders' Meeting of April 24, 2019. The Meeting attributed an annual compensation of 40,000 euros for the Chairman and an annual compensation of 30,000 euros for Statutory Auditors.

Remuneration of the General Manager and Director with Executive Duties.

The compensation earned in 2019 by the General Manager, who also serves on the Company's Board of Directors, was as follows:

AMOUNT EARNED IN 2019	EUROS
GROSS ANNUAL SALARY	883,678.51
VARIABLE BONUS	450,702.00
TOTAL	1,334,380.51

To complete the above, the value of the stock option plan, pursuant to 2018 Plan (as below described) and based on May 2018 grant of 140,000 Stock Options, with a price of 76.2368 euros each, exercisable from January 2, 2023 and January 2, 2024 must be taken into account. The plan monetization is equal to 2,095,884 Euros, out of which 444,999.00 Euros pertaining to the Reporting Year.

The compensation earned in 2019 by the Chief Commercial Officer, who also serves on the Company's Board of Directors, was as follows:

AMOUNT EARNED IN 2019	EUROS
GROSS ANNUAL SALARY	426,678.46
VARIABLE BONUS	217,175.00
TOTAL	643,853.46

To complete the above, the value of the stock option plan, pursuant to 2018 Plan (as below described) and based on May 2018 grant of 120,000 Stock Options, with a price of 76.2368 euros each, exercisable from January 2, 2023 and January 2, 2024 must be taken into account. The plan monetization is equal to 1,796,472 Euros, out of which 385,713.00 Euros pertaining to the Reporting Year.

The table below shows the amount of fringe benefits provided in 2019 to the General Manager and the Chief Commercial Officer:

GENERAL MANAGER		CHIEF COMMERCIAL OFFICER	
CAR FRINGE BENEFIT	3,338.52	CAR FRINGE BENEFIT	3,341.74
TOTAL	3,338.52	TOTAL	3,341.74

No insurance, retirement or pension benefits, other than those required pursuant to law, collective and supplementary agreements, are provided to any Strategic Executive.

The proportion of fixed and variable compensation within the total remuneration is shown below in Table 1.

With regard to the variable components, the performance objectives of the reference remuneration policy were applied on the basis of the "*Procedure for the Management of the Variable Part of the Annual Remuneration of the General Manager and Strategic Executives*" described in Section I of this Report; it should be noted that the 2019 target was achieved with a percentage equal to 101.1%.

Below is a comparison of the annual variation for the past five years:

- (i) the remuneration of each of the subjects for whom the information referred to in this Section II of the Report is provided by name, and therefore of the General Manager Mr. Carlo Rosa and the Chief Commercial Officer Mr. Chen M. Even;
- (ii) results of the Company;
- (iii) the average remuneration, calculated on an equivalent full-time basis, of employees other than parties whose remuneration is nominally represented in this Section II of the Report.

	2015	2016	2017	2018	2019
General Manager Remuneration	€ 1,064,700.08 89.69% *	€ 1,246,091.00 17.04 %	€ 1,248,878.54 0.22%	€ 1,258,141.18 0.74%	€ 1,334,380.51 6.06%
Chief Commercial Officer Remuneration	€ 534,028.47 52.30%*	€ 599,706.00 12.30 %	€ 601,893.50 0.36 %	€ 606,270.58 0.73 %	€ 643,853.46 6.20%
Company Results ¹	€ 100,548 19.6%*	€ 112,618 12.0%	€ 139,878 24.2%	€ 158,130 13.0%	€ 175,735 11.13%
Employee average remuneration	€ 44,305.00 2.4%*	€ 45,786.30 3.34%	€ 47,721.57 4.23%	€ 47,974.42 0.53%	€ 50,215.66 4.67%

¹ Net profit of the DiaSorin Group

* Percentage change from 2014.

For completeness, the following is specified.

During the year, no indemnities and/or other benefits were attributed to the Directors and other Executives with Strategic Responsibilities of the Company for the termination of office.

Remuneration paid during the year is consistent, in its amount and in the items that make it up, with the Remuneration Policy defined by the Company and approved by the Shareholders' Meeting most recently on April 24, 2019. It should be noted that the aforementioned Shareholders' Meeting, in accordance with the legislation in force on that date, was called to resolve on Section I of the Remuneration Report (with a non-binding vote), while it did not express itself on Section II of the Report.

During the year, no ex post correction mechanisms were applied to the variable component of the remuneration of Executives with Strategic Responsibilities.

As required by Article 84-*quarter* of the Issuers' Regulations and consistent with the requirements of Scheme 7-*bis* of Annex 3A to the abovementioned Regulations, the tables that follow list the compensation paid in 2019 to members of Company's bodies, General Manager, and the aggregate amount of the compensation of Executives with Strategic Responsibilities, consistently with the Remuneration Policy approved by the Company.

SECTION II - PART TWO - FEES PAID IN 2019

Table 1

Fees paid to the members of the Board of Directors

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed remuneration (Euros)	Remuneration for serving on Committees	Non-equity variable remuneration		Fringe benefits	Other remuneration	Fair value of equity remuneration	Total (Euros)	Proportion between fixed and variable remuneration	End of service or termination of employment indemnity
						Bonus and other incentives	Profit sharing ⁸						
Gustavo Denegri	Chairman	01/01/2019 12/31/2019	Approval 2021 financial statements	400,000	-	-	-	-	-	-	400,000	-	-
Carlo Rosa ¹	CEO	01/01/2019 12/31/2019	Approval 2021 financial statements	-	-	-	-	-	-	-	-	-	-
Michele Denegri ²	Deputy Chairman	01/01/2019 12/31/2019	Approval 2021 financial	150,000	3,438.36	-	-	-	-	-	153,438.36	-	-
Chen M. Even ¹	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	-	-	-	-	-	-	-	-	-	-
Luca Melindo	Director	4/24/2019 12/31/2019	Approval 2021 financial statements	24,068.49	-	-	-	-	-	-	24,068.49	-	-
Franco Moschetti ³	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	20,000	-	-	-	-	-	55,000	-	-
Giuseppe Alessandria ⁴	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	16,561.65	-	-	-	-	-	51,561.65	-	-
Stefano Altara	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	-	-	-	-	-	-	35,000	-	-
Roberta Somati ⁵	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	6,876.72	-	-	-	-	-	41,876.72	-	-
Giancarlo Boschetti ⁶	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	3,438.36	-	-	-	-	-	38,438.36	-	-
Francesca Pasinelli	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	-	-	-	-	-	-	35,000	-	-
Monica Tardivo	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	-	-	-	-	-	-	35,000	-	-
Tullia Todros	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	-	-	-	-	-	-	35,000	-	-
Elisa Corghi ⁷	Director	4/24/2019 12/31/2019	Approval 2021 financial statements	24,068.49	3,438.36	-	-	-	-	-	27,506.85	-	-
Fiorella Altruda	Director	01/01/2019 12/31/2019	Approval 2021 financial statements	35,000	-	-	-	-	-	-	35,000	-	-
Enrico Mario Amo	Director	01/01/2019 4/24/2019	Approval 2018 financial statements	10,931.51	-	-	-	-	-	-	10,931.51	-	-

Vittorio Squarotti	Director	01/01/2019 4/24/2019	Approval 2018 financial statements	10,931.51	-	-	-	-	-	-	10,931.51	-	-
--------------------	----------	-------------------------	--	-----------	---	---	---	---	---	---	-----------	---	---

All of the items in this table refer to compensation provided by the company that prepares the financial statements.

¹ Receives compensation exclusively as a Company Executive. No compensation is provided for service on the Board of Directors.

² Member of the Compensation and Nominating Committee, receiving, from April 24, 2019, a remuneration of € 5,000.00 for the aforementioned office.

³ Chairman of Control, Risks and Sustainability Committee and Chairman of the Committee for Related Party Transactions receiving a remuneration of €10,000.00 for the posts held.

⁴ From 24 April 2019, Chairman of the Compensation and Nominating Committee and member of the Committee for Related Party Transactions, and receiving a remuneration of €10,000.00 and €5,000.00, respectively for the aforementioned offices. Until 24 April 2019 he also held the post of Chairman of the Nominating Committee (now merged with the Compensation Committee), for which he received a remuneration equal to €10,000.00.

⁵ Member of the Control, Risks and Sustainability Committee and Chairman of the Committee for Related Party Transactions and receiving, from April 24, 2019, a remuneration equal to € 5,000.00 per year for each of the aforementioned offices.

⁶ Member of the Control, Risks and Sustainability Committee and receiving, from April 24 2019, a remuneration of € 5,000,00 per year for the aforementioned office.

⁷ Member of the Compensation and Nominating Committee and receiving, from April 24 2019, remuneration of € 5,000.00 per year for the aforementioned office.

⁸ No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

Fees paid to the Board of Statutory Auditors

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed remuneration (Euros)	Remuneration for serving on Committees	Non-equity variable remuneration		Fringe benefits	Other remuneration	Fair value of equity remuneration	Total (Euros)	Proportion between fixed and variable remuneration	End of service or termination of employment indemnity
						Bonus and other incentives	Profit sharing ²						
Monica Mannino	Chairman	01/01/2019 12/31/2019	Approval 2021 financial	40,000	-	-	-	-	-	-	40,000	-	-
Ottavia Alfano	Statutory Auditor	01/01/2019 12/31/2019	Approval 2021 financial	30,000	-	-	-	-	-	-	30,000	-	-
Matteo Michele Sutura	Statutory Auditor	4/24/2019 12/31/2019	Approval 2021 financial	20,712.33	-	-	-	-	-	-	30,000	-	-
Roberto Bracchetti	Statutory Auditor	01/01/2019 4/24/2019	Approval 2018 financial	9,287.67	-	-	-	-	15,000 ¹	-	24,287.67	-	-

All of the items in this table refer to remuneration provided by the company that prepares the financial statements.

¹ Remuneration received as Chairman of the Oversight Body.

² No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

Fees paid to General Managers and Executives with Strategic Responsibilities *

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed remuneration (Euros)	Remuneration for serving on Committees	Non-equity variable remuneration (Euros)		Fringe benefits ² (Euros)	Other remuneration	Total (Euros)	Proportion between fixed and variable remuneration	Fair value of equity remuneration (Euros)	End of service or termination of employment indemnity
						Bonus and other incentives ³	Profit sharing ^{**}						
Carlo Rosa	General Manager	2019	-	883,678.51	-	450,702.00	-	3,338.52	-	1.337.719,03	51.00%	449,999.00	-
Chen M. Even	Strategic Executive	2019	-	426,678.46	-	217,175.00	-	3,341.74	-	647.195,20	50.89%	385,713.00	-
Other Executives	-	2019	-	927,978.74	-	482,539.30	-	10,320.72	-	1,420,838.76	51.99%	964,282.00	-

* In addition to Mr. Rosa and Mr. Even, Strategic Executives include Mr. Ronchi, Mr. Gay and Mr. Pedron; the remuneration of these last three Executives is shown as an aggregate amount under “Other Executives”.

** No profit sharing is provided, without prejudice to the right to receive dividends if a party is a shareholder or is otherwise entitled to receive dividends.

¹ Fixed remuneration for work performed as an employee, including social security contributions and taxes payable by employees, but excluding collective social security contributions payable by the Company and the addition to the provision for severance benefits. The fixed compensation includes the gross annual compensation, without bonus, actually disbursed as of December 31, 2019 (therefore, if a Strategic Executive is hired or appointed during the year, the amount actually disbursed is shown, i.e., the amount from that date of hire or appointment plus the one-month year-end bonus).

² It is the value of the fringe benefits (consistent with a taxable amount approach). Consequently, fringe benefits refer to the Company car benefit.

³ Remuneration amounts vested during the year for objectives achieved in the year itself, against monetary incentive plans, paid in March 2020.

With reference to the monetary bonus referred to in the LTI Plan, it should be noted that the fair value of the year is recognized in the income statement under personnel costs in general and administrative expenses for an amount equal to € 116,480.30 for each Strategic Executive.

*** **

SECTION II – PART THREE

INFORMATION ABOUT AWARDS OF FINANCIAL INSTRUMENTS TO DIRECTORS, EXECUTIVES AND OTHER EMPLOYEES OF DIASORIN S.P.A. AND ITS SUBSIDIARIES

DiaSorin S.p.A. 2014 Stock Option Plan - Plan concluded during the financial year -

1. Plan beneficiaries.

Top executives who perform the management functions referred to in Annex 1 of the Related Parties Regulations, including Carlo Rosa (Chief Executive Officer and General Manager), Chen M. Even (Director and Strategic Executive), Pier Luigi De Angelis, Piergiorgio Pedron, Stefano Ronchi and Francesco Colotta, who serve as Strategic Executives, and other key employees of DiaSorin S.p.A. and its subsidiaries (“Beneficiary/ies”)

2. Characteristics of the financial instruments

The 2014 Plan is a stock option plan.

By resolution adopted on August 1, 2014 the Board of Directors approved the options to be awarded to the Chief Executive Officer Mr. Carlo Rosa, and to Director Mr. Chen M. Even, who serve also as General Manager and Chief Commercial Office of the Company. During the resolution above, the Chief Executive Officer Mr. Carlo Rosa and Director Mr. Chen M. Even abstained from voting since they are listed as 2014 Plan Beneficiaries.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows:

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	8.1.2014	80,000	€ 30.7396	€ 29.50	8.2.2017-8.2.2018
	Chen M. Even	Strategic Executive		60,000			
	Other strategic executives			159,098*			
	Other key employees			359,845*			
II	Other key employees		11.14.2014	5,000	€ 29.670	€ 31.20	11.14.2017-11.14.2018
III	Other key employees		12.18.2014	0*	€ 32.940	€ 33.40	12.18.2017-12.18.2018.
IV	Other key employees		7.30.2015	10,000	€ 41.43	€ 41.56	7.30.2018-7.30.2019
V	Other key employees		3.9.2016	5,000*	€ 46.864	€ 46.21	31.1.2019-3.11.2020
VI	Other strategic executives		5.9.2016	20,000	€	€ 52.50	5.10.2019-5.10.2020
	Other key employees			14,188*	51.29183		
VII	Other key employees		11.10.2016	5,000	€ 56.19814	€ 50.75	11.10.2019-11.10.2020
VIII	Other key employees		3.8.2017	0*	€ 58.34958	€ 58.80	3.9.2020-3.9.2021

* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to 2014 Plan.

All the Options are exercised on the vesting date of the relative exercise period; in particular, the Options referred to in Tranche VII were exercised on 26 November 2019, and therefore the 2014 Plan ended on the aforementioned date.

The Company did not provide financing or other facilities to help Beneficiaries acquire shares.

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- (i) if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- (ii) if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, his/her successors) shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date.³ Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2014 Plan, equal to €52.788,00 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

*** **

DiaSorin S.p.A. 2016 Stock Option Plan

1. Plan beneficiaries.

Top executives who perform the management functions referred to in Annex 1 of the Related Parties Regulations and other key employees of DiaSorin S.p.A. and its subsidiaries ("Beneficiary/ies").

2. Characteristics of the financial instruments

The 2016 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows:

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other key employees		5.16.2016	46,218*	€ 52.5431	€ 52.25	5.15.2019-5.16.2022
II	Other key employees		8.4.2016	20,000	€ 56.3108	€ 57.80	8.5.2019-8.5.2022
III	Other key employees		12.19.2016	25,000*	€ 51.83923	€ 53.65	12.20.2019-12.20.2022
IV	Other key employees		8.3.2017	40,000	€ 69.6334	€ 73.05	8.4.2020-8.4.2023
V	Other key employees		3.7.2018	25,000	€ 70.0517	€ 68.85	3.8.2021-3.8.2024
VI	Other key employees		11.7.2018	20,000	€ 82.4239	€ 79.57	11.8.2021-11.8.2024
VII	Other key employees		3.14.2019	25,000	€ 86.0448	€ 85.80	3.15.2022-3.17.2025

* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to 2016 Plan.

³ For the sake of clarity, the following example is formulated: if the Good Leaver hypothesis occurs after 12 months from the assignment date and the initial exercise date is 36 months from the Assignment Date, the Beneficiary will be entitled to exercise one third of the Options assigned.

The Company will not provide financing or other facilities to help Beneficiaries acquire shares.

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- (i) if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- (ii) if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, his/her successors) shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date.⁴ Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2016 Plan, equal to €662,767.00 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

*** **

DiaSorin S.p.A. 2017 Stock Option Plan

1. Plan beneficiaries.

Top executives who perform the management functions referred to in Annex 1 of the Related Parties Regulations and other key employees of DiaSorin S.p.A. and its subsidiaries ("Beneficiary/ies").

2. Characteristics of the financial instruments

The 2017 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows:

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I	Other key employees		11.9.2017	153,878*	€ 78.4724	€ 72.05	11.10.2020-11.10.2021
II	Other key employees		3.7.2018	10,000	€ 70.0517	€ 68.85	3.8.2021-3.8.2022
III	Other key employees		5.8.2018	40,000	€ 76.2368	€ 76.35	5.10.2021-5.10.2022
IV	Other key employees		11.7.2018	15,000	€ 82.4239	€ 79.57	11.8.2021-11.8.2022
V	Other key employees		3.14.2019	10,000	€ 86.0448	€ 85.80	3.15.2022-2.15.2023
VI	Other key employees		6.10.2019	10,000	€ 95.3515	€ 102.00	6.13.2022-6.13.2023
VII	Other key employees		7.31.2019	65,000	€ 102.6159	€ 105.00	8.1.2022-8.1.2023
VIII	Other key employees		11.6.2019	45,000	€ 99.5983	€ 104.30	11.7.2022-11.7.2023
IX	Other key employees		12.19.2019	30,000	€ 119.2837	€ 117.60	12.20.2022-12.20.2022

* Net of options lapsed for Bad Leaving and Good Leaving hypothesis pursuant to 2017 Plan.

The Company will not provide financing or other facilities to help Beneficiaries acquire shares.

⁴ See note no. 5.

If a Beneficiary’s employment relationship is ended, the following rules shall apply:

- (i) if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- (ii) if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, his/her successors) shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date.⁵ Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2017 Plan, equal to €966,624.00 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder’s equity.

*** **

DiaSorin S.p.A. 2018 Stock Option Plan

1. Plan beneficiaries.

Top executives who perform the management functions referred to in Annex 1 of the Related Parties Regulations, including Mr. Carlo Rosa (Chief Executive Officer and General Manager), Chen M. Even (Director and Strategic Executive), Mr. Piergiorgio Pedron, Mr. Stefano Ronchi and Mr. Ugo Gay, (Strategic Executives), as well as other key employees of DiaSorin S.p.A. and its subsidiaries (the “Beneficiaries”).

2. Characteristics of the financial instruments

The 2018 Plan is a stock option plan.

By resolution adopted on May 8, 2018, the Board of Directors approved the options to be awarded to the Chief Executive Officer Mr. Carlo Rosa, and to Director Mr. Chen M. Even, who serves as General Manager and Chief Commercial Officer of the Company. During the resolution above, the Chief Executive Officer Mr. Carlo Rosa and Director Mr. Chen M. Even abstained from voting since they are listed as 2018 Plan Beneficiaries

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries as follows:

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	5.8.2018	140,000	€ 76.2368	€ 76.35	1.2.2023-1.2.2024
	Chen M. Even	Strategic Executive		120,000			
	Other strategic executives			200,000			
	Other key employees			215,000			

The Company will not provide financing or other facilities to help Beneficiaries acquire shares.

⁵ See note no. 5.

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- (i) if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- (ii) if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, his/her successors) shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date.⁶ Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2018 Plan, equal to €2,169,636.00 for the Reporting year, was recognized in the income statement as part of labor costs in general and administrative expenses, with the offsetting entries posted to shareholder's equity.

*** **

DiaSorin S.p.A. 2019 Stock Option Plan

1. Plan beneficiaries.

Top executives who perform the management functions referred to in Annex 1 of the Related Parties Regulations and other key employees of DiaSorin S.p.A. and its subsidiaries ("Beneficiary/ies").

2. Characteristics of the financial instruments

The 2019 Plan is a stock option plan.

At the date of this Report, the Board of Directors has not yet resolved to assign options to the Beneficiaries.

The Company will not provide financing or other facilities to help Beneficiaries acquire shares.

If a Beneficiary's employment relationship is ended, the following rules shall apply:

- (i) if the employment relationship is ended before the options are exercised as a result of a Bad Leaver situation, all options awarded to the Beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the Beneficiary;
- (ii) if the employment relationship is ended before the options are exercised as a result of a Good Leaver situation, the Beneficiary (or, in the case of death, his/her successors) shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment relationship after the date of award as against the length of time running between the date of award and the initial exercise date.⁷ Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

*** **

For additional information on the stock option plans for members of the Board of Directors, other Executives with Strategic Responsibilities - including the General Manager - and other directors and

⁶ See note no. 5.

⁷ See note no. 5.

employees of DiaSorin and its subsidiaries, pursuant to art. 84-*bis* of the Issuers' Regulations, please consult the related documentation made available on the Company's website at www.diasoringroup.com in the Section "Governance / Information for Shareholders / Stock Option Plans".

TABLE 2: Stock options awarded to members of the Board of Directors, General Managers and Executives with Strategic Responsibilities

			Options held at the beginning of the year			Options assigned during the year						Options exercised during the year			Options expire in 2019 ***	Options held at the end of 2019	Options vested in 2019		
First and last name	Post held	Plan	Number of options	Exercise price (€)	Potential exercise period (from-to)	Number of options	Exercise price (€)	Potential exercise period (from-to)	Fair value on grant date	Grant date	Market value of underlying shares on the grant date (€)*	Number of options	Exercise price (€)	Market price of underlying shares on the exercise date (€)**	Number of options	Number of options	Fair value (€)		
Carlo Rosa	General Manager	2018 Plan	140,000	76,2368	1/2/2023-1/2/2024	---	---	---	---	---	---	---	---	---	---	140,000	449,999		
Chen Even	Strategic Executive	2018 Plan	120,000	76,2368	1/2/2023-1/2/2024	---	---	---	---	---	---	---	---	---	---	120,000	385,713		
Other strategic executives		2014 Plan (1)	20,000	51.29183	5/10/2019-5/10/2020	---	---	---	---	---	---	20,000	51.29183	91.10	---	---	23,309		
		2018 Plan (3)	300,000	76,2368	1/2/2023-1/2/2024	---	---	---	---	---	---	---	---	---	---	---	300,000	964,282	
Other key employees		2014 Plan (4)	5,000	46.864	3/11/2019-3/11/2020	---	---	---	---	---	---	5,000	46.864	86.75	---	---	2,580		
			14,188	51.29183	5/10/2019-5/10/2020	---	---	---	---	---	---	---	14,188	51.29183	97.40	---	---	16,535	
			5,000	56.19814	11/10/2019-11/10/2020	---	---	---	---	---	---	---	---	5,000	56.19814	120.40	---	---	10,364
		2016 Plan (20)	46,218	52.5431	5/16/2019-5/16/2022	---	---	---	---	---	---	---	---	46,218	52.5431	103.86	---	---	53,845
			20,000	56.3108	8/5/2019-8/5/2022	---	---	---	---	---	---	---	---	20,000	56.3108	106.15	---	---	43,079
			25,000	51.83923	12/20/2019-12/20/2022	---	---	---	---	---	---	---	---	23,000	51.83923	118.20	---	2,000	84,097
			40,000	69.6334	8/4/2020-8/4/2023	---	---	---	---	---	---	---	---	---	---	---	---	40,000	194,517
			25,000	70.0517	3/8/2021-3/8/2024	---	---	---	---	---	---	---	---	---	---	---	5,766	19,234	64,220
			20,000	82.4239	11/8/2021-11/8/2024	---	---	---	---	---	---	---	---	---	---	---	---	20,000	108,771
		---	---	---	25,000	86.0448	3.13.2022-3.17.2025	---	---	---	3/14/2019	85.80	---	---	---	---	25,000	114,239	
		2017 Plan (37)	170,000	78.4724	11/10/2020-11/10/2021	---	---	---	---	---	---	---	---	---	---	---	16,122	153,878	396,613
			10,000	70.0517	3/8/2021-3/8/2022	---	---	---	---	---	---	---	---	---	---	---	---	10,000	37,021
			40,000	76,2368	5/10/2021-5/10/2022	---	---	---	---	---	---	---	---	---	---	---	---	40,000	172,097
			15,000	82.4239	11/8/2021-11/8/2022	---	---	---	---	---	---	---	---	---	---	---	---	15,000	71,262
			---	---	---	10,000	86.0448	3/15/2022-3/15/2023	---	---	0	3/14/2019	85.80	---	---	---	---	10,000	38,486
			---	---	---	10,000	95.3515	6/13/2022-6/13/2023	---	---	0	6/10/2019	102.00	---	---	---	---	10,000	36,574
			---	---	---	65,000	102.6159	8/1/2022-8/1/2023	---	---	0	7/31/2019	105.00	---	---	---	---	65,000	164,972
			---	---	---	45,000	99.5983	11/7/2022-11/7/2023	---	---	0	11/6/2019	104.30	---	---	---	---	45,000	43,346
		---	---	---	30,000	119.2837	12/20/2022-12/20/2023	---	---	0	12/19/2019	117.60	---	---	---	---	30,000	6,254	
		2018 Plan (2)	115,000	76,2368	1/2/2023-1/2/2024	---	---	---	---	---	---	---	---	---	---	115,000	369,641		
Compensation to the company preparing the financial statements			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---		
Compensation from subsidiaries and affiliates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---		
Total			1,130,406	---	---	185,000	---	---	---	---	---	133,406	---	---	21,888	1,160,112	3,851,816		

* Last official closing price at the grant date

** Weighted average of official closing prices at each exercise date

*** Options not exercised or lapsed for Bad Leaving and Good Leaving hypothesis pursuant to the Stock option Plan

TABLE 3 B**Cash incentive plans benefiting members of the Board of Directors, General Managers and Executives with Strategic Responsibilities**

A First and last name	B Post held	(1) Bonus for the year (€) *			(2) Bonuses from previous years			(3) Other bonuses
		Payable/paid ⁸	Deferr ed	Deferral period	No longer payable	Payable/p aid	Still Deferre d	
Carlo Rosa	General Manager	450,702.00	-	-	-	-	-	-
Chen M. Even	Director, Strategic Executive	217,175.00	-	-	-	-	-	-
Other strategic executives	Strategic Executives ⁹	482,539.30	-	-	-	-	-	-
Total		1,150,416.30	-	-	-	-	-	-

* All compensations listed will be disbursed by the company preparing the financial statements. No compensation is due by subsidiaries or affiliated companies.

Note: Please note that the table above reflects all types of cash incentive plans, including both short-term and medium/long-term plans.

⁸Payment in March 2020 on 2019 targets.

⁹The aggregate figure includes the following Strategic Executives: Messrs Ronchi, Pedron and Gay.

SECTION II – PART FOUR
INTERESTS HELD BY MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

Scheme 7-ter

Scheme with information about the equity interests held by members of corporate governance bodies, General Managers and Executives with Strategic Responsibilities

**Members of the Board of Directors in office until April 24, 2019 *
Interests held in the Issuer, DiaSorin S.p.A.**

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Gustavo Denegri	DiaSorin S.p.A.	0	0	0	0
Carlo Rosa	DiaSorin S.p.A.	4,729,214	0	50,000	4,679,214
Michele Denegri	DiaSorin S.p.A.	0	0	0	0
Chen M. Even	DiaSorin S.p.A.	2,400,000	0	50,000	2,350,000
Giancarlo Boschetti**	DiaSorin S.p.A.	10,000	0	5000	5,000
Enrico Mario Amo	DiaSorin S.p.A.	11,000	0	0	11,000
Franco Moschetti	DiaSorin S.p.A.	0	0	0	0
Giuseppe Alessandria**	DiaSorin S.p.A.	7,500	0	2,500	5,000
Stefano Altara	DiaSorin S.p.A.	0	0	0	0
Roberta Somati	DiaSorin S.p.A.	0	0	0	0
Francesca Pasinelli	DiaSorin S.p.A.	0	0	0	0
Monica Tardivo	DiaSorin S.p.A.	0	0	0	0
Tullia Todros	DiaSorin S.p.A.	0	0	0	0
Vittorio Squarotti	DiaSorin S.p.A.	0	0	0	0
Fiorella Altruda	DiaSorin S.p.A.	0	0	0	0

* Including shares held by spouse.

Members of the Board of Directors in office from April 24, 2019 *
Interests held in the Issuer, DiaSorin S.p.A.

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Gustavo Denegri	DiaSorin S.p.A.	0	0	0	0
Carlo Rosa	DiaSorin S.p.A.	4,729,214	0	50,000	4,679,214
Michele Denegri	DiaSorin S.p.A.	0	0	0	0
Chen M. Even	DiaSorin S.p.A.	2,400,000	0	50,000	2,350,000
Giancarlo Boschetti**	DiaSorin S.p.A.	10,000	0	5,000	5,000
Luca Melindo	DiaSorin S.p.A.	2,500	0	0	2,500
Franco Moscetti	DiaSorin S.p.A.	0	0	0	0
Giuseppe Alessandria**	DiaSorin S.p.A.	7,500	0	2,500	5,000
Stefano Altara	DiaSorin S.p.A.	0	0	0	0
Roberta Somati	DiaSorin S.p.A.	0	0	0	0
Francesca Pasinelli	DiaSorin S.p.A.	0	0	0	0
Monica Tardivo	DiaSorin S.p.A.	0	0	0	0
Tullia Todros	DiaSorin S.p.A.	0	0	0	0
Fiorella Altruda	DiaSorin S.p.A.	0	0	0	0
Elisa Corghi	DiaSorin S.p.A.	0	0	0	0

Other Interests held in the DiaSorin Group's companies

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Carlo Rosa	DiaSorin SA (France)	1	0	0	1
Chen M. Even	DiaSorin Mexico SA de CV (Mexico)	1	0	0	1
	DiaSorin SA/NV (Belgium)	1	0	0	1
	DiaSorin Iberia SA (Spain)	1	0	0	1

**Members of the Board of Statutory Auditors in Office until April 24, 2019
Interests held in the Issuer, DiaSorin S.p.A.**

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Monica Mannino	DiaSorin S.p.A.	0	0	0	0
Roberto Bracchetti	DiaSorin S.p.A.	0	0	0	0
Ottavia Alfano	DiaSorin S.p.A.	0	0	0	0
Maria Carla Bottini	DiaSorin S.p.A.	0	0	0	0
Salvatore Marco Fiorenza	DiaSorin S.p.A.	0	0	0	0

**Members of the Board of Statutory Auditors in Office from April 24, 2019
Interests held in the Issuer, DiaSorin S.p.A.**

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Monica Mannino	DiaSorin S.p.A.	0	0	0	0
Ottavia Alfano	DiaSorin S.p.A.	0	0	0	0
Matteo Michele Sutera	DiaSorin S.p.A.	0	0	0	0
Romina Guglielmetti	DiaSorin S.p.A.	0	0	0	0
Cristian Tundo	DiaSorin S.p.A.	0	0	0	0

Executives with Strategic Responsibilities

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 31/12/2018	NUMBER OF SHARES BOUGHT IN 2019	NUMBER OF SHARES SOLD IN 2019	NUMBER OF SHARES HELD AT THE END OF 2019
Executives with Strategic Responsibilities *	DiaSorin S.p.A.	2,500	20,000	20,000	2,500

* The table refers to the aggregating category of significant Company parties, as per Annex 1 of the Related Parties Regulations, in 2019. Transactions executed by Messrs Rosa and Even are not included because they are shown in the table for members of the Board of Directors, even though they qualify as Executives with Strategic Responsibilities.