

## **Notice Pursuant to Article 84-*bis* of Consob Resolution No. 11971/99, as amended**

### **Disclosure Concerning Awards of Financial Instruments to Directors, Executives and Other Employees of DIASORIN S.p.A. and its Subsidiaries**

#### **2007-2012 Plan**

##### **1. Plan Beneficiaries**

Top executives who perform the management functions referred to in Article 152-*sexies*, Section 1, of Consob Resolution No. 11971/99, i.e. Messrs. Carlo Rosa, Antonio Boniolo, Chen M. Even, directors, and Andrea Senaldi, Jansson Birger, Ronchi Stefano, Crivelli Paolo, Gay Ugo, Piazzalunga Fabio, Streetman Carroll, Walter John, strategic executives, and other key employees of DiaSorin S.p.A. and its subsidiaries.

##### **2. Purpose of the Plan**

Create value for the shareholders and retain key executives and employees with significant management potential of DiaSorin S.p.A. and its subsidiaries.

##### **3. Approval Process and Instrument Award Dates**

On March 26, 2007, the Extraordinary Shareholders' Meeting voted to adopt a new share-based incentive plan and approved the applicable regulations. The Plan, called "DiaSorin S.p.A. Stock Option Plan," (or "**2007-2012 Plan**") will benefit specifically identified executives and employees of DiaSorin S.p.A. and its subsidiaries.

Also on March 26, 2007, the Extraordinary Shareholders' Meeting, acting pursuant to Article 2443 of the Italian Civil Code, authorized a capital increase of up to 1,000,000 euros, to be carried out in one or more installments through March 26, 2012. The Company's share capital will be increased through the issuance of up to 1,000,000 common shares, par value 1 euro each with regular ranking for dividends. Suspending the preemptive right of other shareholders, as allowed by Article 2441, Section 8, of the Italian Civil Code, these shares will be offered for purchase through subscription to key executives and employees of DiaSorin S.p.A. and its subsidiaries at a price that shall not be less than the simple average of the official prices of the DiaSorin shares on the Online Stock Market during the period between the date of award of the options and the same day in the previous calendar month (fair value).

The Board of Directors shall have jurisdiction over implementation of the Plan and, acting pursuant to the Plan's Regulations, it shall designate the beneficiaries, decide the number of options that will be awarded, set the option exercise dates and shall adopt any other resolution that may be necessary for the optimum management and implementation of the Plan. By a resolution dated August 10, 2007, the Board of Directors awarded a first batch of 745,000 options to an initial group of beneficiaries. A second batch of 25,000 options was awarded on December 18, 2007, a third batch of 10,000 was awarded on May 14, 2008, a fourth batch of 40,000 was awarded on November 13, 2008, a fifth batch of 65,000 was awarded on December 19, 2008, a sixth batch of 45,000 on February 13, 2009, a seventh batch of 25,000 was awarded on May 15, 2009, an eighth batch of 10,000 has been awarded on September 25, 2009, a ninth batch of 50,000 on December 17<sup>th</sup>, 2009 and a tenth batch of 5,000 was awarded on March 22<sup>nd</sup>, 2010. Pursuant to certain

events of *Bad Leaving*, n.45.000 of the aforementioned awarded options are automatically expired, becoming under the Plan Regulation null and void vis-à-vis the previous beneficiaries, and have returned in the availability of the Board eventually to be re-awarded.

#### 4. Characteristics of the Instruments

The 2007-2012 Plan is a stock option plan. Also according to the considerations in paragraph 3 hereof, by resolutions adopted on August 10, 2007, December 18, 2007, May 14, 2008, November 13, 2008, December 19, 2008, February 13, 2009, May 15, 2009, September 25<sup>th</sup>, 2009, December 17<sup>th</sup>, 2009, March 22<sup>nd</sup>, 2010, respectively, the Board of Directors awarded 720,000, 5,000, 10,000, 40,000, 65,000, 45,000, 25,000, 10,000, 50,000 and 5,000 valid options (out of a total of 1,000,000 awardable options) to key executives and employees of DiaSorin S.p.A. and its subsidiaries, which may be used to acquire through subscription an equal number of shares with par value of 1 euro each. The exercise period of the options changes in relation to the different batches awarded, as detailed in the Schedule herewith enclosed.

The options may be exercised exclusively during the abovementioned exercise period. When and to the extent that the options are exercisable, beneficiaries may exercise all or part of their options. The beneficiaries' right to exercise their options shall be suspended during the period between the day following the date of any meeting of the Board of Directors held for the purpose of approving a resolution to convene a Meeting of the holders of DiaSorin S.p.A. common shares and the day when the Shareholders' Meeting in question is held, whether on the first or a subsequent calling, and, moreover, the record date of any dividends approved by the same Shareholders' Meeting. The Board of Directors shall also have the right to suspend the beneficiaries' right to exercise their options during certain periods of the year.

The Company will not provide financing or other facilities to help beneficiaries acquire shares through subscription.

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 shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the date of award as against the length of time running between the date of award and the initial exercise date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

\*NOTE: For the purposes of the foregoing clauses:

**Bad Leaver** situations shall include those instance in which employment is ended due to: (i) termination of a beneficiary under grounds for dismissal; and (ii) voluntary resignation by a beneficiary when it is not justified by one of the events set forth in sections (ii) and (iii) of the next paragraph;

**Good Leaver** situations shall include those instances in which employment is ended due to: (i) termination of a beneficiary absent grounds for dismissal; (ii) relinquishing of the employment relationship caused by a physical or mental disability (resulting from illness or accident) that renders a beneficiary unable to work for more than 6 (six) months; (iii) death of a beneficiary; (iv) retirement of a beneficiary; and (v) the company that employs a beneficiary ceases to be a subsidiary.

**Grounds for dismissal** shall occur when (i) a beneficiary violates statutory provisions that govern employment relationships; or (ii) a beneficiary is found guilty of a felony or a negligent criminal offense.

**SCHEDULE 2**

Option Grants

**Section 1**

Options awarded under plans currently in effect, approved in accordance with applicable Shareholders' Meeting resolutions

Name or category	Title  (show only for beneficiaries listed by name)								
		Date of the Shareholders' Meeting resolution	Instrument description	Number of financial instruments underlying awarded but not exercisable options	Number of financial instruments underlying exercisable but unexercised options	Date of award by the Board of Directors or other relevant governance body	Exercise price	Market price of underlying financial instruments on the date of award	Option expiration date
Carlo Rosa	Chief Executive Officer								
	Executive	March 26, 2007*	Stock options	150,000		August 10, 2007	€12.193	€11.75**	11/20/10
Antonio Boniolo	Deputy Chairman								
	Executive	March 26, 2007*	Stock options	100,000		August 10, 2007	€12.193	€11.75**	11/20/10
Chen Even	Director								
	Executive	March 26, 2007*	Stock options	100,000		August 10, 2007	€12.193	€11.75**	11/20/10
Other top executives		March 26, 2007*	Stock options	250,000***		August 10, 2007	€12.193	€11.75**	11/20/10
				45,000***		December 19, 2008	€ 13,519	€12,99**	03/20/12
				15,000***		November 13, 2008	€ 13,230	€13,06**	03/30/12
				30,000***		December 17, 2009	€ 23,950	€24,56**	02/28/13
Other employees		March 26, 2007*	Stock options	110,000		August 10, 2007	€12.193	€11.75**	11/20/10
				5,000		December 18, 2007	€12.948	€13.03**	03/30/11
				10,000		May 14, 2008	€ 11,951	€12,45**	11/21/11
				25,000		November 13, 2008	€ 13,230	€13,06**	03/30/12
				30,000		December 19, 2008	€ 13,519	€ 12,99**	03/20/12
				45,000		February 13, 2009	€ 14,613	€ 15,79**	03/20/12
				25,000		May 15, 2009	€ 16,476	€ 17,89**	06/29/12
				10,000		September 25, 2009	€ 21,950	€ 22,67**	11/16/12
				20,000		December 17, 2009	€ 23,950	€ 24,56**	02/28/13
5,000		March 22, 2010	€ 25,504	€ 27,15**	06/14/13				

Notes

\* Shareholders' Meeting \*\* Official closing price \*\*\* net amount of *Bad Leavers'* expired options (see Paragraph 3)

		<b>SCHEDULE 2</b>						
		Option Grants						
		<b>Section 2</b>						
		New options awarded pursuant to a decision by the relevant corporate governance body in implementation of a Shareholders' Meeting resolution						
Name or category	Title	Date of the Shareholders' Meeting resolution	Instrument description	Number of financial instruments underlying awarded options awarded to each individual or category	Date of award by the Board of Directors or other relevant governance body	Exercise price	Market price of financial instruments on the date of award	Option expiration date
Other employees		March 26, 2007	Stock options	5.000	March 22, 2010	€ 25,504	€ 27,15**	06/14/13
Notes: * Board of Directors ** Official Closing price								

NOTE: This document should be read in conjunction with the disclosures provided in the press release dated and published September 14, 2007 (as modified thereafter) pursuant to Article 84-bis of Consob Resolution No. 11971/99, as amended, and in the Prospectus published by DiaSorin S.p.A., which is available online at [www.diasorin.com](http://www.diasorin.com). The several awards in schedule 2 (section 1) hereof have been updated and consistently adjusted in connection with the nominatives being included into, *mutatis mutandis*, the category "top executives".