

**SHAREHOLDERS' MEETING
OF DIASORIN SPA**

**April 27, 2010 (first calling)
April 30, 2010 (second calling)**

The logo for DiaSorin, featuring the company name in white serif font centered within a solid blue square.

DiaSorin

**REPORTS
AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**
(prepared pursuant to Ministry Decree No. 437 of 1998)

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

Board of Directors (elected on March 26, 2007)

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

Board of Statutory Auditors

<i>Chairman</i>	Bruno Marchina (4)
<i>Statutory Auditors</i>	Maria Carla Bottini (4) Vittorio Moro
<i>Alternates</i>	Alessandro Aimò

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

(1) General Manager

(2) Independent Director

(3) Lead Independent Director

(4) Post held pursuant to Article 2401 of the Italian Civil Code, following the death of Luigi Martino, formerly Chairman of the Board of Statutory Auditors.

Notice of Shareholders' Meeting

The shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled for 3:00 PM, on April 27, 2010, at 3 Via Filodrammatici, in Milan (at the offices of Mediobanca S.p.A.), on the first calling, and for April 30, 2010, same time, at the Company's registered office in Saluggia (VC), Via Crescentino (no building No.), on the second calling, if necessary, to discuss and vote on the following

Agenda

1. Approval of the Statutory Financial Statements and Report on Operations for the year ended December 31, 2009. Motion to appropriate the year's net profit. Presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2009. Related and required resolutions.
2. Election of a Board of Director, after determining the number of Directors, the length of their term of office and their compensation.
3. Election of a Board of Statutory Auditors and its Chairman and determination of the amount of their compensation.
4. Resolutions pursuant to Article 114 *bis* of Legislative Decree No. 58 of February 24, 1998 concerning the establishment of a stock option plan.
5. Authorization to buy and dispose of treasury shares, in accordance with the combined provisions of Article 2357 and Article 2357 *ter* of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998 and applicable implementation provisions.

Pursuant to Article 9 of the Bylaws and provided the relevant provisions of the law are complied with, only parties possessing the right to vote, evidence of which must be provided by means of a certification issued by an authorized intermediary and communicated to the Company in accordance with the applicable regulations showing that shares held in dematerialized form through the centralized clearing system were deposited at least two business days before the date of each Shareholders' Meeting, are entitled to attend the Shareholders' Meeting.

The Company's subscribed and paid-in share capital is 55,000,000.00 euros, comprised of 55,000,000 common shares, par value 1 euro each. Each common share conveys the right to cast one vote. As of today's date, the Company did not own any treasury shares. Shareholders may choose to be represented at a Shareholders' Meeting by means of a written proxy issued to a third party, statutory restrictions and limitations notwithstanding. A proxy form designed in accordance with current regulations is annexed to each copy of the declaration that intermediaries are required to issue to shareholders. A proxy form is also available on the Company website: www.diasorin.com. 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 ask, acting within five days from the publication of this Notice, that items be added to the Meeting's Agenda, listing in the application the additional items that they are proposing. Any additions to the Meeting's Agenda resulting from one such applications must be announced, using the same methods required for the publication of the Notice of Shareholders' Meeting, at least 10 days before the date of the Shareholders' Meeting. Amendments are not allowed for items with regard to which, pursuant to law, the Shareholders' Meeting is required to vote based on a motion submitted by the Board of Directors or a proposal or project prepared by the Board of Directors.

The Bylaws require that the election of the Board of Directors and Board of Statutory Auditors be carried out based on slates of candidates. 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, together with the required documents, at least 15 days before the date of the first calling of the Shareholders' Meeting, 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 2% of the shares conveying the right to vote at an Ordinary Shareholders' Meeting, as set forth in Consob Resolution No. 17148 of January 27, 2010.

Shareholders filing a minority slate are also required to take into account the recommendations provided by the Consob with Communication No. DEM/9017893 of February 26, 2009.

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 five days past the abovementioned deadline. In such cases, the abovementioned threshold for filing a slate of candidates to the governance body will be cut in half.

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, 2009, the Report on Operations, the Annual Corporate Governance Report and the 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

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

Agenda

1. Approval of the Statutory Financial Statements and Report on Operations for the year ended December 31, 2009. Motion to appropriate the year's net profit. Presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2009. Related and required resolutions.

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 and will be mailed upon request.

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND
APPROPRIATE THE 2009 NET PROFIT**

Dear Shareholders:

We ask you to approve the Company's financial statements for the year ended December 31, 2009 and recommend that you appropriate the net profit of 41,839,998.23 euros as follows:

- allocate 2,091,999.91 euros to the statutory reserve;
- distribute to the shareholders 11,000,000 euros as a dividend of 0.20 euros per common share;
- carry forward as retained earnings the balance of 28,747,998.32 euros.

The dividend will be payable on June 24, 2010, with record date of June 21, 2010, to the common shares outstanding on the record date.

Saluggia, March 22, 2010

The Board of Directors
by Gustavo Denegri
Chairman

REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

2. Election of a Board of Director, 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 March 26, 2007 (without adopting the slate voting system, as allowed by the Bylaws in effect prior to the listing of the Company's shares on the Italian Online Securities Market), for a term of office ending with the Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2009, and is comprised of nine Directors.

Therefore, the Shareholders' Meeting, after determining, pursuant to the Bylaws, the number of Directors, the length of their term of office and their compensation, 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.

Pursuant to the Bylaws, the Company is managed by a Board of Directors comprised of at least seven but not more than 16 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 expires 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 Issuer's Board of Directors are appropriate to ensure compliance with the applicable requirements introduced by Law No. 262/2005, as amended by Article 147-*ter* of the Uniform Financial Code.

In order to be allowed to serve as Directors, candidates must meet the requirements of the relevant laws and regulations.

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. 17148/2010 set at 2% 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 (Uniform Financial Code), the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of the Uniform Financial Code, 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.

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, at least fifteen days 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 and a certification issued by an intermediary qualified pursuant to law confirming the ownership of the abovementioned interest;
- (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;
- (iii) *curricula vitae* setting forth the personal and professional qualifications of each candidate and indicating whether a candidate qualifies as an independent Director.

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

Moreover, in accordance with the regulations applicable to issuers of securities with STAR qualification, the number of independent Directors and their independence requirements are set forth in the Regulations of Markets organized and operated by Borsa Italiana and in the respective Instructions, as well as in Article 3 of the Corporate Governance Code and Article 148, Section 3, of the Uniform Financial Code. Pursuant to Article IA.2.13.6 of the Instructions for the Regulations of the Online Securities Market organized and operated by Borsa Italiana S.p.A., a company is deemed to have an adequate number of independent Directors, when there are:

- at least 2 independent Directors in a Board of Directors with up to 8 members;
- at least 3 independent Directors in a Board of Directors with 9 to 14 members;
- at least 4 independent Directors in a Board of Directors with more than 14 members.

The election of the Board Directors is 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 cast by the shareholders, 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 with shareholders who have 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, of the Uniform Financial Code 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), Paragraph Eight, of this Article, shall be replaced with the first non-elected independent candidate who is listed next in consecutive order in the same slate or, otherwise, the first non-elected independent candidate listed in consecutive order on the other slates, based on the number of votes received by each candidate. This replacement procedure shall be applied repeatedly until the Board of Directors includes a number of Directors who meet the requirements of Article 148, Section 3, of the Uniform Financial Code 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 statutory requirements have been placed in nomination.

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.

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 indicated that they meet the independence requirement.

The Shareholders' Meeting must also determine the total amount of the compensation for all Directors, including the Directors who perform special functions.

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;
- vote to elect the Board of Directors in accordance with the method described above;
- determine the total compensation of the Board of Directors.

With regard to the issues discussed above, the Shareholders are urged to take into account the recommendations contained in Consob Communication No. DEM/9017893 of February 26, 2009.

Saluggia, April 9, 2010

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 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 March 26, 2007 (without adopting the slate voting system, as allowed by the Bylaws in effect prior to the listing of the Company's shares on the Italian Online Securities Market), for a term of office ending with the Shareholders' Meeting convened to approve the financial statements for the year ended December 31, 2009.

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.

Pursuant to Consob Resolution No. 17148/2010, slates, listing candidates in consecutive order by number, may be filed by shareholders representing at least 2% of the shares that convey the right to vote at Ordinary Shareholders' Meetings. The slates must be filed at the Company's registered office at least 15 (fifteen) days prior to the date of the first calling 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.

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 held and a statement certifying the ownership of the corresponding shares;
- 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.

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.

If only one slate of candidates is filed, all Statutory Auditors and Alternates are elected from that slate.

If no slate is filed, the Shareholders' Meeting shall approve its resolutions with the majorities required by law.

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 15 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 in accordance with the method described above;
- determine the total compensation of the Board of Statutory Auditors.

With regard to the issues discussed above, the Shareholders are urged to take into account the recommendations contained in Consob Communication No. DEM/9017893 of February 26, 2009.

Saluggia, April 9, 2010

The Board of Directors
by Gustavo Denegri
Chairman

REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

4. Resolutions pursuant to Article 114 *bis* of Legislative Decree No. 58 of February 24, 1998 concerning the establishment of a stock option plan.

Dear Shareholders:

We are submitting for your approval a plan to incentivize and increase the loyalty of employees called “DiaSorin S.p.A. 2010 Stock Option Plan” (the “2010 Plan”), reserved for executives and employees of DiaSorin S.p.A. (“DiaSorin” or the “Company”) and the companies that it controls directly or indirectly (hereinafter the “Subsidiaries” and, together with DiaSorin, the “Group”), pursuant to Article 144-*bis* of Legislative Decree No. 58/1998 (“Uniform Financial Code”), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

An Information Memorandum about the 2010 Plan, prepared in accordance with Article 84-*bis* of the Issuers’ Regulations, has been made available to the public within the deadline and in the manner required pursuant to law.

1. Reasons for Adopting the 2010 Plan

The purpose of the 2010 Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth.

2. Subject and Implementation Method of the 2010 Plan

The 2010 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the “Beneficiaries), of options (hereinafter the “Options”) that convey to the Beneficiary the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option, in accordance with the terms and conditions of the 2010 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option Grant Date (as defined below) and the same day of the previous calendar month (hereinafter the “Exercise Price”).

We recommend that up to 750,000 DiaSorin common shares be available for allotment to the Beneficiaries in implementation of the 2010 Plan.

For the purpose of implementing the 2010 Plan, the Company’s Ordinary Shareholders’ Meeting (convened for April 27, 2010 on the first calling and April 30, 2010 on the second calling) will be asked to approve, as the fifth item on the Agenda, a motion to authorize the Board of Directors to execute transactions to buy and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of the Uniform Financial Code and related implementation provisions, reserved for use in connection with the 2010 Plan. For additional information, please consult the respective explanatory report prepared in accordance with Article 73 of

Consob Regulation No. 11971/1999, as amended (hereinafter the “Issuers’ Regulations”), which was made available to the public within the deadline and in the manner required pursuant to law.

As of the date of this report , the Company held no treasury shares and none of its subsidiaries held DiaSorin shares.

The Options awarded under the 2010 Plan will convey to the Beneficiaries the right to acquire up to 750,000 common shares, at the Exercise Price, based on a ratio of 1 share for each awarded exercised Option, in accordance with the terms and conditions of the 2010 Plan, as explained below.

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

3. Beneficiaries of the 2010 Plan

The 2010 Plan is addressed to parties who, on the Option grant date (the “Grant Date”) are full-time employees of the Company or one of its Subsidiaries.

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

The Board of Directors may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the 2010 Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin’s Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin’s Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2010 Plan concerning the abovementioned parties.

Consistent with the guidelines of the Corporate Governance Code of Borsa Italiana S.p.A., the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the 2010 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2010 Plan.

Specifically, under the 2010 Plan, if the employment relationship is ended as a result of a bad leaver situation, all options awarded to the Beneficiary shall lapse and shall become null and void. Bad leaver refers to situations when the employment relationship is ended due to:

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

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

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

4. Duration of the 2010 Plan and Exercise of the Options

The Options awarded to a Beneficiary may be exercised in accordance with the provisions of the 2010 Plan Regulations and the corresponding option contract.

Under the 2010 Plan, (i) Options may be awarded to Beneficiaries identified by the Board of Directors over a period of three years from the date when the 2010 Plan Regulations are approved; and (ii) Options are exercisable during the exercise periods defined in the 2010 Plan Regulations and/or the option contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date.

Under the 2010 Plan, the exercise of the Options by the Beneficiaries 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. In such cases, the Board of Directors shall send a special written notice to each Beneficiary.

5. Restrictions on the Transfer of Options

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

* * *

Dear Shareholders:

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

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

resolves to

- (i) approve, pursuant to and for the purposes of Article 114-*bis* of Legislative Decree No. 58/1998, the establishment of a new stock option plan called “DiaSorin S.p.A. 2010 Stock Option Plan” with the characteristics (including implementation

conditions and requirements) specified in the Report of the Board of Directors, delegating to the Board of Directors the task of adopting the required regulations;

- (ii) grant to the Board of Directors any and all powers that may be necessary or appropriate to implement the “DiaSorin S.p.A. 2010 Stock Option Plan,” including, the following non-exhaustive list being provided merely by way of example, all powers to designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin’s Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin’s Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2010 Plan concerning the abovementioned parties.”

Saluggia, April 9, 2010

The Board of Directors
by Gustavo Denegri
Chairman

DIASORIN S.P.A.

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

Saluggia, March 22, 2010

DEFINITIONS

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

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

Beneficiary, duly signed by the latter for acceptance.

Ordinary Shareholders’ Meeting

The Company’s Ordinary Shareholders’ Meeting has been convened for April 27, 2010, on the first calling, and April 30, 2010, on the second calling, to vote on (i) a motion to adopt the Plan (fourth item on the Agenda); and (ii) a motion authorizing the purchase and disposition of DIASORIN common shares (fifth item on the Agenda).

Plan

The motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” approved by DIASORIN’s Board of Directors on March 22, 2010, which will be submitted for approval to the Ordinary Shareholders’ Meeting, pursuant to Article 114-*bis* of the TUF.

Recipient

A party who, on the Grant Date, is a full-time employee of the Company or one of its Subsidiaries/

Relationship

The employment relationship between a Recipient and the Company or a Subsidiary.

Shares

The DIASORIN common shares, with a par value of 1 (one) euro each, subject of the Plan, reserved for Beneficiaries who exercise their Options.

Subsidiaries

Italian and foreign companies that are directly or indirectly controlled by the Company, pursuant to Article 93 of the Uniform Financial Code.

TUF

Abbreviation from the Italian name (Testo Unico sulla Finanza – Uniform Financial Code) of Legislative Decree No, 58/1998, as amended.

FOREWORD

The subject of this Information Memorandum, prepared in accordance with Article 84-*bis* of the Issuers’ Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers’ Regulations, is the motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” approved by DIASORIN’s Board of Directors on March 22, 2010.

The abovementioned motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” will be submitted for approval to the Ordinary Shareholders’ Meeting convened for April 27, 2010, on the first calling, and April 30, 2010, on the second calling, as the fourth item on the Meeting’s Agenda.

As of the date of this Information Memorandum, the motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” had not yet been approved by the Ordinary Shareholders’ Meeting.

Therefore:

- (i) this Information Memorandum has been prepared based exclusively on the content of the motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” approved by the Company’s Board of Directors on March 22, 2010;
- (ii) any reference to the Plan (as defined above) contained in this Information Memorandum shall be understood as referring to the motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan.”

If necessary, this Information Memorandum will be updated, within the deadline and in the manner required pursuant to current regulations, if the motion to adopt the “DIASORIN S.p.A. 2010 Stock Option Plan” is approved by the Ordinary Shareholders’ Meeting, consistent with resolutions adopted by the Ordinary Shareholders’ Meeting and the organizational entities responsible for implementing the Plan.

1. PLAN’S RECIPIENTS

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

See Section 1.2 below.

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

The Plan is addressed to parties who on the Grant date have a full-time employment relationship with the Company or one of its subsidiaries.

As of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting. Under the Plan, the Board of Directors will be responsible for designating the individual Beneficiaries. Consequently, a listing by name of Beneficiaries, within the Recipients category identified above, cannot be provided. It is possible that the Beneficiaries designated by the Board of Directors may also include parties serving as Directors of the Company or its subsidiaries.

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

a) parties who perform management functions, as listed in Article 152-sexies, Section 1, Letter c)-c.2, at the company issuing the shares;

b) parties who perform management functions at a direct or indirect subsidiary of an issuer of shares, when the carrying value of the equity investment in the abovementioned subsidiary represents more than 50% of the assets of the issuer of shares, based on the issuer’s latest approved financial statements, consistent with Article 152-sexies, Section 1, Letter c)-c.3;

c) persons who control the issuer of shares and are employed by or collaborate with the issuer of shares.

The Plan could be subject to the provisions of Article 144-*bis*, Section 3, of the TUF and Article 84-*bis*, Section 2, of the Issuers’ Regulations because it is also being offered to: (I) Executives of DIASORIN (and, thus, parties who perform management functions at the Company, as defined in Article 152-*sexies*, Section 1, Letter c.2) of the Issuers’ Regulations, should they become recipients of Option grants) and (II) Executives of Subsidiaries (and, thus, parties who perform management functions at Subsidiaries, as defined in Article 152-*sexies*,

Section 1, Letter c.2) of the Issuers' regulations, should they become recipients of Option grants).

However, as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders' Meeting. Under the Plan, the Board of Directors will be responsible for designating the individual Beneficiaries. Consequently, a listing by name of Beneficiaries from the categories referred to in Items (I) and (II) above, should they become recipients of Option grants, cannot be provided.

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

a) all executives with regular access to insider information and who have the authority of making management decisions that can have an impact on the development and future prospects of the issuer of shares, as listed in Article 152-sexies, Section 1, Letter c)-c.2;

b) all executives with regular access to insider information and who have the authority of making management decisions that can have an impact on the development and future prospects of a direct or indirect subsidiary of an issuer of shares, when the carrying value of the equity investment in the abovementioned subsidiary represents more than 50% of the assets of the issuer of shares, based on the issuer's latest approved financial statements, consistent with Article 152-sexies, Section 1, Letter c)-c.3;

c) any other categories of employees or associates, to whom different characteristics apply under the Plan.

d) Insofar as the parties listed in Letters a) and b) above are concerned, if different stock option exercise prices are provided for the parties belonging to these two categories, the parties belonging to Letters a) and/or b) must be shown separately, listed by name.

Not applicable, as the Plan had not yet been approved as of the date of this Information Memorandum.

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

2. REASONS FOR ADOPTING THE PLAN

2.1. Objectives pursued through the adoption of the Plan

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

2.1.1. Additional information

Under the 2010 Plan, (i) Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the

2010 Plan Regulations are approved; and (ii) Options are exercisable during the exercise periods defined in the Plan Regulations and/or the Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. This length of time was deemed to be the most suitable for achieving the Plan's incentivizing and employee loyalty objectives.

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

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

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

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

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

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

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

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

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

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

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

3. APPROVAL PROCESS AND TIMING OF OPTION GRANTS

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

The Ordinary Shareholders' Meeting is expected to grant to the Board any and all powers that may be necessary or appropriate to implement the Plan, including, the following non-exhaustive list being provided merely by way of example, all powers to adopt the Plan Regulations, designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts,

required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan, as explained in Section 3.2 below.

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

Under the Plan, the Board may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer. In such a case, all reference to the Board contained in the Plan shall be construed as referring to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DIASORIN's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2010 Plan concerning the abovementioned parties.

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

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

Under the Plan, the Board can decide to modify, cancel and replace Options that are not yet exercisable by the Beneficiaries, with their consent, or may award a grant of Options to another Beneficiary if those Options, originally awarded under the Plan, are no longer effective for the original Beneficiary, pursuant to the Plan Regulations, provided that the above is in the Company's best interest, consistent with the Plan's objectives. In any case, the Board shall have the power to stop the implementation of the Plan and make all necessary changes. Any stoppage of or change to the Plan shall have no effect on Options already awarded to the beneficiaries.

In the event of changes to employee benefit or tax laws or any other applicable law or in the event of changes in the interpretations and implementation of the abovementioned laws, the Plan may be amended or cancelled, insofar as the portion of the Plan not yet implemented through the award of Options to the Beneficiaries is concerned.

There are no procedures for revising the Plan due to changes in the basic objectives.

See Section 4.23 for additional information.

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

The Plan calls for awarding to the Beneficiaries Options valid to buy Company treasury Shares, on the basis of 1 Share for each Options exercised. The maximum number of Shares that may be allocated to the Beneficiaries to implement the Plan is 750,000 Shares.

On March 22, 201, the Board agreed to submit to the Company's Ordinary Shareholders' meeting a motion authorizing it to buy and dispose of DIASORIN common shares, in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code, Article 132 of the TUF and applicable implementation provisions.

The purpose of the request for the authorization to buy and dispose of treasury shares is to allow the Board to have access to treasury shares earmarked for Plan implementation purposes. The authorization is being requested to purchase, in one or more installments, up to 750,000 Company common shares, par value 1 (one) euros each, regular ranking for dividends, equal to 1.36% of the Company's share capital.

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

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

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

3.6. For the purposes of complying with the requirements of Article 84-bis, Section 1, date of the decision adopted by the governance body authorized to recommend the approval of plans to the Shareholders' Meeting and any recommendations submitted to the abovementioned body by the Compensation Committee

The Board approved the Plan on March 22, 2010, upon a recommendation of the Compensation Committee.

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

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

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

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

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

- (i) the abovementioned grant or decisions made in this regard by the Compensation Committee, with
- (ii) the dissemination of material information, pursuant to Article 114, Section 1; for example, when such information:

- a. is not yet public and could have a positive impact on market prices; or**
- b. has already been published and could have a negative impact on market prices.**

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

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

4. CHARACTERISTICS OF THE AWARDED INSTRUMENTS

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

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

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

The Plan calls for the award to the beneficiaries of up to 750,000 Options valid to buy up to 750,000 Shares.

Awarded Options may be exercised in multiple tranches.

All or part of any Options awarded to Beneficiaries that have vested may be exercised by means of a written communication to the Board, signed by the beneficiary exercising the Options, stating the number of Options that are being exercised and accompanied by full payment of the Exercise Price.

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

4.3. Duration of the plan

See Section 4.2 above.

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

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

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

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

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

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

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

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

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

4.7. Description of any cancellation conditions regarding the establishment of plans, if the recipients execute hedging transactions to bypass any prohibitions to sell awarded financial instruments, including options, or financial instruments obtained through the exercise of options

Non applicable because there are no cancellation conditions if a Beneficiary executes hedging transactions to bypass any prohibitions to sell awarded Options.

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

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

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

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

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

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

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

4.9. Description of any other cause of plan cancellation

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

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

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

4.10. Reasons for a provision, if any, concerning the “redemption” by the company of the financial instruments subject of the plans, adopted pursuant to Articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption, specifying whether the redemption applies only to certain employee categories; effect of the end of the employment relationship on the redemption

There is no provision giving the Company the right to redeem the Shares.

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

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

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

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

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

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

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

There are no restrictions on the exercise of voting rights and the attribution of ownership rights inherent in the Shares.

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

Not applicable because the Shares are traded on the MTA.

4.16. Number of financial instruments underlying each option

Each awarded Option, if exercised with the deadlines and in accordance with the conditions of the Plan, conveys the right to purchase 1 Share.

4.17. Expiration of the options

See Section 4.2 above.

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

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

4.19. Option exercise price

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

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

Not applicable.

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

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

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

Not applicable because the Shares are traded on the MTA.

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

If the number of the Company's shares should change due to share capital transactions, including reverse stock splits and stock splits, the Board may approve appropriate changes in the number of Shares linked with Options awarded under the Plan, in accordance with the applicable adjustment criteria.

If necessary to enable the Beneficiaries to exercise their rights under the Plan, the Board shall activate the necessary procedures by the relevant governance bodies, in order to adjust the Option exercise methods and conditions, on the occasion of the following transactions:

- a) mergers, absorption of the Company into another company and demerger of the Company, with the Board reserving the right to set a deadline by which the awarded Options must be exercised or expire;
- b) reduction of the share capital due to losses, carried out through the cancellation of shares, except for any treasury shares;

or if other circumstance that may make it necessary should occur.

Any rounding out that may be necessary due to the occurrence of fractional shares will be done to the lower integer. Consequently, Beneficiaries, irrespective of the size of the fraction, will be entitled, all other required conditions being applied, to one less share.

4.24. Compensation plans based on financial instruments

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

REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

- 5. Authorization to buy and dispose of treasury shares, in accordance with the combined provisions of Article 2357 and Article 2357 *ter* of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998 and applicable implementation provisions.**

Dear Shareholders:

You have been called to an Ordinary Shareholders' Meeting to review and approve a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or the "**Company**"), in accordance with the combined provisions of Article 2357 and Article 2357 *ter* of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998 ("**TUF**") and applicable implementation provisions.

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

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

Specifically, the new share incentive plan for executives and key employees of DiaSorin and its subsidiaries designated from time to time by the Board of Directors, called "DiaSorin S.p.A. 2010 Stock Option Plan" (the "**2010 Plan**"), calls for the award to the beneficiaries of up to 750,000 options (the "**Options**") valid to buy up to 750,000 DiaSorin common shares held by the Company as treasury shares. Additional information about the motion to establish the 2010 Plan, submitted for approval to the Company's Ordinary Shareholders' Meeting (convened for April 27, 2010, on the first calling, and April 30, 2010, on the second calling) as the fourth item on the Meeting's Agenda is provided in the explanatory report prepared in accordance with Article 114-*bis* of the TUF and the Information Memorandum of the 2010 Plan prepared in accordance with Article 84-*bis* of Consob Regulation No. 11971/1999, as amended (hereinafter the "**Issuers' Regulations**"), which have been made available to the public in the manner and by the deadline required pursuant to law.

Given the purpose of the motion to authorize the purchase and disposition of treasury shares and in view of the beneficiaries of the 2010 Plan, the transactions involving treasury shares are consistent with the market practice concerning purchases of treasury shares to create an "inventory of securities," as allowed by the Consob with Resolution No. 16839 of March 19, 2009, pursuant to Article 180, Section 1, Letter c), of the TUF, because purchased treasury shares will be used to implement a program awarding stock options to executives and key employees of DiaSorin and its subsidiaries.

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

The authorization is being requested to purchase, in one or more installments, up to 750,000 Company common shares, par value 1 (one) euros each, regular ranking for dividends, equal to 1.36% of the Company's share capital.

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

As of the date of this Report, DiaSorin's share capital amounted to 55,000,000 euros (fully subscribed and paid-in), comprised of 55,000,000 common shares, par value 1 (one) euro each.

As of the date of this Report, the Company held no treasury shares and none of its subsidiaries held DiaSorin shares.

The authorization to buy treasury shares is being requested to purchase up to 750,000 common shares, equal to 1.36% of the Company's share capital. This percentage is below the ceiling of one-fifth of the share capital set forth in Article 2357, Section 3, of the Italian Civil Code, it being understood that, pursuant to Article 2357, Section 1, of the Italian Civil Code, purchases of treasury shares shall be deemed to have been authorized for, and, therefore, held within, an amount that does not exceed the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, based on the consideration actually paid by the Company for the abovementioned purchases.

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

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

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

5. Consideration for purchases and disposition transactions

5.1. Minimum and maximum consideration for purchases of treasury shares

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

5.2. Consideration for disposals of treasury shares

The DiaSorin common shares purchased pursuant to the authorization subject of this motion will be allocated to the Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2010 Plan. The shares will be allocated on the basis of 1 DiaSorin common share for each exercised Option, at a price that will be determined by the Board of Directors at the time of the Option grant, in an

amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option grant date and the same day of the previous calendar month. All of the above transactions shall be carried out consistent with the operating and other procedures set forth in the applicable provisions of Consob Resolution No. 16839 of March 19, 2009, the full text of which shall be deemed to have been herein incorporated by reference.

Should there be any remaining treasury shares when the 2010 Plan expires, is fully utilized or becomes wholly or partly ineffective, these treasury shares may be disposed of through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

6. Methods applied to execute purchases

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

Acts of disposition involving the treasury shares acquired in the manner described above will be executed through allotment of the shares to Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2010 Plan, without prejudice to the provisions of Section 5.2 above regarding other methods for the disposition of treasury shares.

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

7. Motion for a resolution

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

resolves to

(A) authorize transactions for the purchase and disposition of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357 *ter* of the Italian Civil Code, Article 132 of Legislative Decree No. 58/1998 and the applicable regulatory provisions, earmarked for the purpose of implementing the "DiaSorin S.p.A. 2010 Stock Option Plan" (the "2010 Plan"), as explained below, consistent with the methods, terms and conditions set forth in the Report of the Board of Directors, and, therefore, to:

1. authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments over a period of 18 months counting from the date of the Ordinary Shareholders' Meeting, up to 750,000 Company common shares for a consideration per share that may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction, consistent with operating terms generally accepted by market practice for purchases of treasury shares carried out to create an "inventory of securities," as allowed by the Consob with Resolution No. 16839

of March 19, 2009, pursuant to Article 180, Section 1, Letter c), of the TUF (including those concerning volumes set forth in Article 5, Sections 2 and 3, of CE Regulation No.2273/2003 of December 22, 2003); however, the maximum number of treasury shares held at any time in implementation of this resolution shall never exceed the ceiling set forth in the current applicable regulations, counting also any Company shares held by its subsidiaries;

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

3. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board's behalf, acting either jointly or severally and through representatives, so that, pursuant to and for the purpose of Article 2537-*ter* of the Italian Civil Code, they may dispose of the treasury shares purchased in accordance with this resolution at any time, in whole or in part, in one or more installments, without time limits, even before completing the planned purchases, as follows: (i) through allocation to the Beneficiaries of the 2010 Plan, in accordance with the terms and conditions of the 2010 Plan, at a price that will be determined by the Board of Directors at the time of the option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option grant date and the same day of the previous calendar month, all of the above transactions being carried out consistent with the operating and other procedures set forth in the applicable provisions of Consob Resolution No. 16839 of March 19, 2009, the full text of which shall be deemed to have been herein incorporated by reference; (ii) residually, should there be any remaining treasury shares when the 2010 Plan expires, is fully utilized or becomes wholly or partly ineffective, through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

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

Saluggia, March 22, 2010

The Board of Directors
by Gustavo Denegri
Chairman