



COMPENSATION REPORT  
OF  
DIASORIN S.p.A  
Reporting year 2016

(prepared pursuant to Article 123-*ter* of the Uniform Financial Code and Article 84-*quater* of the Issuers' Regulations)

## GLOSSARY

**Board or Board of Directors:** the Board of Directors of the Issuer.

**Civil Code:** the Italian Civil Code.

**Code of Conduct:** the Code of Conduct of listed companies approved in July 2015 by the Committee for Corporate Governance and promoted by *Borsa Italiana S.p.A.* The Code of Conduct is available at [www.borsaitaliana.it](http://www.borsaitaliana.it), in the section “Borsa Italiana - Rules - Corporate Governance”.

**Compensation Report:** the Compensation Report that company must prepare pursuant to Article 123-ter of the TUF.

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

**Group:** The DiaSorin Group.

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

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

**Reporting year:** the year to which the Report refers

**Stock Exchange Regulations:** the Regulations for Markets organized and managed by Borsa Italiana S.p.A.

**TUF/ Testo Unico della Finanza - Consolidated Law on Financial Intermediation:** Legislative Decree No.58 of February 24, 1998, as later amended.

**2010 Plan:** the “DiaSorin S.p.A. 2010 Stock Options Plan” approved by the ordinary Shareholders’ Meeting on April 27, 2010.

**2014 Plan:** the “DiaSorin S.p.A. 2014 Stock Options Plan” approved by the ordinary Shareholders’ Meeting on April 23, 2014.

**2016 Plan:** the “DiaSorin S.p.A. 2016 Stock Options Plan” approved by the ordinary Shareholders’ Meeting on April 28, 2016.

The present compensation report (the “**Compensation Report**”) was prepared pursuant to article 123-ter of Legislative Decree n. 58 dated February 24, 1998 (*Testo Unico Finanza “TUF”*), as amended, and article 84-quater Consob Regulation adopted through Resolution no. 11971 of May 14, 1999, (the “**Issuers’ Regulations**”) as amended, and was prepared in compliance with Attachment 3A, Schedules 7-bis and 7-ter of the same Regulations.

The Compensation Report comprises the following sections:

- Section I illustrates the policy adopted by DiaSorin S.p.A. (the “**Company**”, “**Issuer**” or “**DiaSorin**”) for the compensation of Directors and Executives with strategic responsibilities applicable with reference to at least the following financial year, and the procedures followed in the adoption and implementation of such policy;
- Section II, with regard to the compensation of Company Directors and Statutory Auditors and, in aggregate form, to the compensation of DiaSorin Executives with strategic responsibilities:
  - (a) Provides an adequate representation of each components of the compensation, including payments on leaving office or termination of employment relationship;
  - (b) Illustrates analytically compensation paid in the year for any reason or in any form by the Company and its subsidiaries, highlighting components of such compensation that relate to work carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers.

Section II also contains information relating to interests held in Company and its subsidiaries by members of corporate boards and other Executives with strategic responsibilities, as well as by their spouses (unless legally separated) and minor children, in compliance with article 84-quater, paragraph 4, of the Issuers’ Regulations.

## **Section I**

### ***Compensation policy adopted by the Issuer and procedures applied.***

DiaSorin's compensation policy illustrated in this Report is implemented with the support of the Compensation Committee and is based on the principles of meritocracy and fairness. Accordingly, the policy, methods and compensation tools adopted are clear, fair, easy to communicate and consistent with DiaSorin's organizational culture. Periodically, or in response to Company dynamics, the Group's compensation policy is benchmarked against the outside market, using comparative analysis.

DiaSorin's current compensation policy is structured differently by category. Specifically, a different compensation policy is used for members of the Board of Directors and Strategic Executives.

DiaSorin adopted a compensation policy for Strategic Executives that calls for incentives tied to the Company's profitability, together with management retention, and may include corporate incentive plans that entail stock option grants.

As provided by Related Parties Regulations and ratified in the DiaSorin *Related Parties Transactions Procedure* – available on the Company's website at [www.diasorin.com](http://www.diasorin.com), in the section "Investors/Governance/ Governance System" – the approval of the Compensation Policy by the Shareholders' Meeting exonerates the Company from applying such procedure in resolutions of the Board of Directors regarding the remuneration of Directors and Strategic Executives whenever these resolutions are consistent with the Compensation Policy.

### ***Corporate bodies or individuals involved in the drafting and approval of the compensation policy, specifying the respective roles, corporate bodies and individuals responsible for the correct application of the policy***

Main individuals and corporate bodies involved in the drafting and approval of the Compensation Policy are the Shareholders' Meeting, the Board of Directors and the Compensation Committee.

#### **Board of Directors**

The Board of Directors:

- appoints among its members a Compensation Committee;
- defines the Remuneration Policy upon proposal of the Compensation Committee and approves the Report on Remuneration, pursuant to article 123-ter, TUF, and article 84-quater of the Issuers' Regulation;
- consistent with the Compensation Policy, it determines the remuneration of Directors holding particular proxies, after receiving the opinion of the Board of Statutory Auditors and upon proposal of the Remuneration Committee, within the total amount resolved by the Meeting pursuant to article 2389, comma 3, second paragraph of the Italian Civil Code, and article 21 of the By-laws;
- drafts possible stock option plans and share-based benefit plans for Directors, employees and associates, including Executive with strategic responsibilities, submits them to the approval of the Shareholders' Meeting pursuant to article 114-bis, TUF, and oversees their implementation.

### Compensation Committee

The Issuer's Board of Directors, consistent with the provision of the Stock Exchange Regulations and the Corporate Governance Code, established an internal Compensation Committee comprised of non-executive Directors, the majority of whom are independent Directors. The Compensation Committee is responsible for:

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

The Compensation Committee will also be expected to participate in defining any future stock option plans that may be later approved by the Issuer's relevant corporate governance bodies.

The Compensation Committee submits proposals to the Board of Directors as to the remuneration of Executive Directors and of other Directors holding particular positions, Executive with strategic responsibilities in addition to the setting of performance objectives related to the possible variable component of remuneration, monitoring the application of decisions adopted by the Board and verifying in particular the actual achievement of performance objectives;

The Compensation Committee assesses periodically the adequacy, overall consistency and application of the Compensation Policy for Executive Directors and other Directors holding particular positions and Executives with strategic responsibilities.

Finally, the Compensation Committee exercises the powers and the functions described in the following Sections of this Report.

The Compensation Committee elected on April 28, 2016 is comprised of the following Directors: Giuseppe Alessandria (Independent Director) who serves as Chairman, Roberta Somati (Independent Director) and Michele Denegri (non-executive Director). Further details about members and functions of the Compensation Committee are provided in the "Report on Corporate Governance and the Company's Ownership Structure" pursuant to Article 123-bis TUF and yearly published by the Company on the website [www.diasorin.com](http://www.diasorin.com) (Section "Investor Relations/Corporate Governance/Corporate Governance System").

### Shareholders' Meeting

With regard to remuneration, the Shareholders' Meeting:

- determines the overall compensation of the members of the Board of Directors and the Board of Statutory Auditors pursuant to article 2364, paragraph 1, n. 3, and where appropriate of article 2389, paragraph 3, of the Italian Civil Code, and of article 21 of the By-laws;
- votes to approve Section I of the Compensation Report drafted by the Board of Directors.

### ***Compensation of the members of governance bodies***

Pursuant to Article 16 of the Bylaws, Directors are entitled to be reimbursed for expenses incurred in connection with their office. In addition, they are provided with an annual compensation approved by the Ordinary Shareholders' Meeting that elects them. The Shareholders' Meeting may set a total amount as compensation for all of the Directors, except for those who have been delegated to perform operational functions, whose compensation is determined by the Board of Directors with the input of the Board of Statutory Auditor. Alternatively, the Shareholders' Meeting may exercise its right to set a total amount as compensation for all of the Directors, including those entrusted with special tasks.

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

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

The Deputy Chairman receives a specific compensation based on the position held. Please note that no compensation is provided for members of the Board of Directors who already receive compensation for their managerial employment relationship with the Issuer. The compensation of Independent Directors is the same for all them. Independent Directors who serve as Chairman of Nominating Committee, Control and Risks Committee, Compensation Committee and Committee for Transactions with Related Parties receive a further ad hoc compensation in addition to the Director compensation.

There is no variable bonus system or stock option plan for Director. Moreover, when a Director is also a Company executive, DiaSorin will pay no fee for serving on the Board of Directors and such post will be granted and accepted without compensation.

### ***Compensation of General Managers and other Executives with strategic responsibilities***

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

The gross annual compensation includes a fixed portion, based on the post held, the level of personal competencies and the assigned responsibilities, and an important variable portion (*Variable Incentive or Target Bonus*) tied to operating performance, which is a key objective in terms of the value creation task assigned to Strategic Executives.

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

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

options granted. The details of these plans were disclosed in the Information Memoranda posted on the Company website [www.diasorin.com](http://www.diasorin.com) (Section “Investors Relations/Information for Shareholders/Stock Options Plans”).

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

With reference to future incentive plans the Issuer is assessing to implement changes to the current compensation policy for key employees, including Strategic Executives.

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

### ***Benchmarking against the reference market for the compensation of the General Manager and Director with Executive Duties***

In addition to the abovementioned principles of fairness and meritocracy, DiaSorin uses a market compensation analysis, based on a job grading system with the aim of verifying the standing of its General Manager and Strategic Executives vis-à-vis a panel of other companies operating in the European market.

Lastly, the Company provided the General Manager and the Chief Commercial Officer<sup>1</sup> with a stability commitment aimed at extending the protection available to Executives under the National Collective Bargaining Agreement for Executives in the event that, for reasons other than just cause, the employment relationship is terminated due to serious fault by the Company or objective hardship caused by major organizational changes, with or without change in the Company’s reference shareholder (see **Section II** of this document).

### ***Procedure to manage the variable portion of the annual compensation of the General Manager and Strategic Executives***

In 2016, the objective parameter used to determine the variable portion of the compensation (Target Bonus) of the General Manager and the Chief Commercial Officer, who serve also as Directors, was the EBIT amount in the budget approved by the Board of Directors, whereas the variable portion of the compensation of Strategic Executives was the EBIT amount with a weight ranging from between 25% and 100% recognized on the basis of their actions. The amount of the variable bonus for achieving 100% of budgeted EBIT is equal to 50% of the fixed portion of the annual compensation of the General Manager and an amount ranging between 40% and 50% of the fixed compensation for the other Strategic Executives. The variable bonus can vary based on how actual results diverge from the budget: up to a maximum of 30% for actual results that are equal to or exceed the EBIT budget target by 15% or more (the percentage increase of the bonus is directly related to EBIT-multiple two compared to any exceeding of target parameter)

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

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<sup>1</sup> Senior Corporate Vice President Commercial Operations until December 31, 2015.

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

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

The variable bonus paid to the General Manager and Strategic Executives is submitted to the Compensation Committee.

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

***Revision of compensation of Directors who perform executive functions and Executives with Strategic Responsibilities as of January 2016***

As of January 2016, the Issuer, following the input of the Compensation Committee, deemed it appropriate to revise the compensation of General Manager.

In January 2016, the Issuer approved the adjustments to the following compensations:

- Gross annual compensation: 800,000.00 Euros (+14.28% compared with the previous year)
- Target Bonus (Variable): 400,000.00 Euros (+14.28% compared with the previous year)

The structure of incentive plans of General Manager was unchanged compared with previous years and is calculated exclusively on Group EBIT result.

With regard to 2016, the ratio of the annual gross compensation of the General Manager and the average of the compensation of all other employees of the Issuer is 19.37; in 2015, this ratio was equal to 16.63.

In 2017 remuneration paid to General Manager was unchanged compared to the abovementioned computation.

Adjustments to the compensation of the Chief Commercial Officer were approved with effect as of January 2016:

- Gross annual compensation: 385,000.00 Euros (+10% compared with the previous year)
- Target Bonus (Variable): 192,500.00 Euros (+10% compared with the previous year)



For the other Strategic Executives, adjustments of gross annual compensation between 8.7% and 10% were approved, always with effect as of January 2016, with consequent Target Bonus (Variable) adjustment.

In January 2017, compensation of the Chief Commercial Officer and other Strategic Executives was unchanged compared to the abovementioned computation.

Finally, the General Manager adopted for the Strategic Executives who report to him directly a 2016 incentive plan that estimates a Group target (EBIT), with a variable weight ranging between 25% and 100% of the total Target Bonus.

### ***Fringe benefits***

Pursuant to the policy adopted by the Issuer for fringe benefits<sup>2</sup>, the award of such benefits to Strategic Executives, including the two Executives who serve on the Board of Directors, is consistent with the relevant Company procedure or the reference national collective bargaining agreement. Specifically, regarding the company car, the policy currently in effect at DiaSorin calls for the use of a company car of the “*Direttori*” class.

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

### ***Severance indemnity***

The Remuneration Policy makes provision that payments made on leaving office or termination of the employment relationship are regulated under the existing contractual relations with Executive Directors and Executives with strategic responsibilities.

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<sup>2</sup> Excluding Stock Options.

## SECTION II

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

- in the first part supplies an adequate representation of each components of the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy followed by the Company as approved in the previous year; amounts and composition of remunerations paid in the year 2016 are in line with Compensation Policy adopted by the Company;
- in the second part illustrates analytically compensation paid in the year (2016) for any reason and in any form by the Company and its subsidiaries, highlighting components of such compensation that relate to activities carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers.
- in the third part provides information on the grant of financial instruments to directors, executives and other employees of DiaSorin and its subsidiaries;
- in the fourth part indicates also (applying criteria established in Attachment 3A, Schedule 7-ter of the Issuers Regulations), investments held in the Company and its subsidiaries by members of the Company's boards, by its General Manager and by executives with strategic responsibilities, or by their spouses (unless legally separated) and minor children, either directly or through companies controlled by the same, through trust companies or fiduciaries, as resulting from the Shareholders Register, by communications received and other information acquired by the same components of the corporate boards, the General Manager and executive with strategic responsibilities.

Being a "minor size company" pursuant to article 3, paragraph 1, letter f) of the Related Parties Regulations, DiaSorin (i) may supply in aggregate form information on compensation received by executives with strategic responsibilities, other than the General Manager, and (ii) may provide information on existing agreements providing for indemnities to be paid in case of early termination of office only with reference to executive directors and the Chairman of the Board of Directors.

**SECTION II - PART ONE**  
**ITEMS THAT MAKE UP REMUNERATION**

The Board of Directors receives an annual fee for the length of its term of office, as approved by the Issuer's Shareholders' Meeting upon election, the latest having occurred on April 28, 2016, based on motions submitted by shareholders. In particular, the Meeting resolved to set the annual gross compensation for the Board of Directors at an amount not exceeding 1,200,000.00 euros giving mandate to the Board of Directors to assign individual compensations to individual directors.

The Board of Directors during the meeting held on April 28, 2016 assigned individual compensations from the total set by the Shareholders' Meeting, as follows:

- to the Chairman of the Board of Directors: annual compensation of 400,000.00 euros;
- to the Deputy Chairman of the Board of Directors: annual compensation of 150,000.00 euros;
- to Non- executive directors: annual compensation of Euro 35,000.00 euros each.

Compensation of the Chairman, the Deputy Chairman and non-executive Directors was approved following compensation of the previous terms of office.

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

The compensation of the Chairman of the Board of Statutory Auditors and the individual Statutory Auditors was determined by the Shareholders' Meeting of April 28, 2016. The Meeting attributed an annual compensation of 40,000 euros for the Chairman and an annual compensation of 30,000 euros for Statutory Auditors.

Compensation of the Board of Statutory Auditors was approved following compensation of the previous terms of office.

***Compensation of the General Manager and Director with Executive Duties.***

The compensation earned in 2016 by the General Manager, who also serves on the Company's Board of Directors, was as follows:

AMOUNT EARNED IN 2015			AMOUNT EARNED IN 2016		
GROSS ANNUAL COMPENSATION		700,000.08 EUROS	GROSS ANNUAL COMPENSATION		801,291.00 EUROS
VARIABLE BONUS		364,700.00 EUROS	VARIABLE BONUS		444,800.00 EUROS <sup>3</sup>
<b>TOTAL</b>		<b>1,064,700.08 EUROS</b>	<b>TOTAL</b>		<b>1,246,091.00 EUROS</b>

The L.T.I value (Long-Term Incentive) which is the value of the stock option plan, pursuant to 2014 Plan and based on the August 2014 grant of 80,000 Stock Options, with a price of 30.7396 euros each, exercisable from August 2, 2017 and August 2, 2018 must be taken into

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<sup>3</sup> Payment expected in March 2017 for the 2016 reporting year.

account. The Plan monetization is equal to 397,818 Euros, out of which 132,277 Euros for the Reporting year.

The compensation earned in 2017 by the Chief Commercial Officer, who also serves on the Company's Board of Directors, was as follows:

AMOUNT EARNED IN 2015			AMOUNT EARNED IN 2016		
GROSS ANNUAL COMPENSATION		351,678.47 EUROS	GROSS ANNUAL COMPENSATION		385,646.00 EUROS
VARIABLE BONUS		182,350.00 EUROS	VARIABLE BONUS		214,060.00 EUROS <sup>4</sup>
<b>TOTAL</b>		<b>534,028.47</b> EUROS	<b>TOTAL</b>		<b>599,706.00</b> EUROS

The L.T.I value (Long-Term Incentive) which is the value of the stock option plan, pursuant to 2014 Plan and based on the August 2014 grant of 60,000 Stock Options, with a price of 30.7396 euros each, exercisable from August 2, 2017 and August 2, 2018 must be taken into account. The Plan monetization is equal to 298,363 Euros, out of which 99,545 for the Reporting year.

The table below shows the amount of fringe benefits provided in 2016 to the General Manager and the Chief Commercial Officer for the benefit mentioned above:

GENERAL MANAGER		CHIEF COMMERCIAL OFFICER	
CAR FRINGE BENEFIT	3,363.00 EUROS	CAR FRINGE BENEFIT	3,373.00 EUROS
<b>TOTAL</b>	<b>3,363.00</b> EUROS	<b>TOTAL</b>	<b>3,373.00</b> EUROS

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

### ***Severance indemnities***

The Issuer executed agreements pursuant to Article 123-bis, Section 1, Letter i), of the Uniform Financial Code with its General Manager, Carlo Rosa (who is a Company employee and serves as its Chief Executive Officer), and with Chen M. Even, who serves as a Director and qualifies as an Executive with Strategic Responsibilities pursuant to Annex 1 of the Related Parties Regulations.

Specifically, these agreements provide for the payment of a predetermined termination benefit to the abovementioned executives.

The criteria for determining the benefit payable to Carlo Rosa, in his capacity as General Manager, was defined by the Board of Directors, upon a recommendation by the Compensation Committee, as an amount variable between wages for 24 months, in the event

<sup>4</sup> Payment expected in March 2017 for the 2016 reporting year.

of termination without cause by the Company of the employment contract executed in accordance with the applicable national collective bargaining agreement, and wages for up to 36 months, in the event of a split in the post of General Manager from Chief Executive Officer, or a change in the Company's share capital ownership (as per Article 93 of the Uniform Financial Code), repeated violations of the employment contract by the Company or a material change in the employee's job description, absent the consent of both parties.

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

The annual compensation of the abovementioned executives is listed in a separate section, later in this Report and in the notes to the Company's annual financial statements.

In the event of a termination of the employment relationship, any option grants awarded to Messrs. Rosa and Even pursuant to the Company's incentive plans will continue to be governed by the principles set forth in the 2014 Plan Regulations (as defined below). Additional information is provided on the Company website [www.diasorin.com](http://www.diasorin.com) in the Section "Investors/Shareholders' Information and Board of Directors" or in the applicable section of this Report

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As required by Article 84-*quarter* of the Issuers' Regulations and consistent with the requirements of Schedule 7-*bis* of Annex 3A to the abovementioned Regulations, the tables that follow list the compensation paid in the reporting year 2016 to members of Company's corporate governance bodies and General Manager, and the aggregate amount of the compensation of Executives with Strategic Responsibilities.

**SECTION II - PART TWO - COMPENSATION PAID TO DIRECTORS, STATUTORY AUDITORS AND TOP MANAGEMENT IN THE YEAR**

**Table 1**  
**Compensation of the Board of Directors**

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed compensation (Euros)	Compensation for serving on Committees (Euros)	Non-equity variable compensation		Fringe benefits	Other compensation	Total (Euros)	Fair value of equity compensation	End of service or termination of employment indemnity
						Bonus and other incentives	Profit sharing <sup>2</sup>					
Gustavo Denegri	Chairman	01/01/2016 - 12/31/2016	Approval 2018 financial statements	400,000	-	-	-	-	-	400,000	-	-
Carlo Rosa <sup>1</sup>	Chief Executive Officer	01/01/2016 - 12/31/2016	Approval 2018 financial statements	-	-	-	-	-	-	-	-	-
Michele Denegri	Deputy Chairman	01/01/2016 - 12/31/2016	Approval 2018 financial statements	150,000	-	-	-	-	-	150,000	-	-
Chen M. Even <sup>1</sup>	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	-	-	-	-	-	-	-	-	-
Enrico Mario Amo	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	35,000	-	-	-	-	-	35,000	-	-
Franco Moscetti <sup>3</sup>	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	35,000	20,000	-	-	-	-	55,000	-	-
Giuseppe Alessandria <sup>4</sup>	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	35,000	16,794,52	-	-	-	-	51,794,52	-	-
Stefano Altara	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	35,000	-	-	-	-	-	35,000	-	-
Roberta Somati	Director	01/01/2016 - 12/31/2016	Approval 2018 financial statements	35,000	-	-	-	-	-	35,000	-	-
Maria Paola Landini <sup>5</sup>	Director	01/01/2016 - 12/03/2016	Approval 2018 financial statements	32,219.71	-	-	-	-	-	32,219.71	-	-
Giancarlo Boschetti	Director	04/28/2016 - 12/31/2016	Approval 2018 financial statements	23,780.82	-	-	-	-	-	23,780.82	-	-
Francesca Pasinelli	Director	04/28/2016 - 12/31/2016	Approval 2018 financial statements	23,780.82	-	-	-	-	-	23,780.82	-	-
Monica Tardivo	Director	04/28/2016 - 12/31/2016	Approval 2018 financial statements	23,780.82	-	-	-	-	-	23,780.82	-	-
Tullia Todros	Director	04/28/2016 - 12/31/2016	Approval 2018 financial statements	23,780.82	-	-	-	-	-	23,780.82	-	-
Vittorio Squarotti	Director	04/28/2016 - 12/31/2016	Approval 2018 financial statements	23,780.82	-	-	-	-	-	23,780.82	-	-

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed compensation (Euros)	Compensation for serving on Committees (Euros)	Non-equity variable compensation		Fringe benefits	Other compensation	Total (Euros)	Fair value of equity compensation	End of service or termination of employment indemnity
						Bonus and other incentives	Profit sharing <sup>2</sup>					
Fiorella Altruda <sup>6</sup>	Director	11/19/2016 - 12/31/2016	Approval 2018 financial statements	1,246.58	-	-	-	-	-	1,246.58	-	-
Antonio Boniolo	Director	01/01/2016 - 04/28/2016	Approval 2018 financial statements	11,219.18	-	-	-	-	-	11,219.18	-	-
Eva Desana	Director	01/01/2016 - 04/28/2016	Approval 2018 financial statements	11,219.18	-	-	-	-	-	11,219.18	-	-
Ezio Garibaldi	Director	01/01/2016 - 04/28/2016	Approval 2018 financial statements	11,219.18	-	-	-	-	-	11,219.18	-	-

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

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

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

<sup>3</sup> Chairman of Control and Risks Committee and Nominating Committee and since April 28, 2016, Chairman of the Committee for with Transactions Related Party receiving a compensation equal to 10,000.00 for the posts held.

<sup>4</sup> Chairman of the Compensation Committee and since April 28, 2016, Chairman of the Nominating Committee receiving a compensation equal to 10,000.00 for the posts held

<sup>5</sup> Director Maria Paola Landini tendered her resignation with effect as from December 3, 2016.

<sup>6</sup> Director Fiorella Altruda was appointed by a Board resolution on December 19, 2016.

### Compensation of the Board of Statutory Auditors

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed compensation (Euros)	Compensation for serving on Committees (Euros)	Non-equity variable compensation		Fringe benefits	Other compensation	Total (Euros)	Fair value of equity compensation	End of service or termination of employment indemnity
						Bonus and other incentives	Profit sharing <sup>2</sup>					
Monica Mannino	Chairman	04/28/2016 - 12/31/2016	Approval 2018 financial statements	27,178.08	-	-	-	-	-	27,178.08	-	-
Roberto Bracchetti	Statutory Auditor	01/01/2016 - 12/31/2016	Approval 2018 financial statements	33,205.45	-	-	-	-	10,000 <sup>1</sup>	43,205.45	-	-
Ottavia Alfano	Statutory Auditor	01/01/2016 - 12/31/2016	Approval 2018 financial statements	30,000	-	-	-	-	-	30,000	-	-
Andrea Caretti	Statutory Auditor	01/01/2016 - 04/28/2016	Approval 2018 financial statements	9,616.43	-	-	-	-	-	9,616.43	-	-

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

<sup>1</sup> Compensation received as Chairman of the Supervisory Body

### Compensation of General Managers and Executives with Strategic Responsibilities \*

First and last name	Post held	Length of term of office	Expiration of term of office	Fixed compensation <sup>1</sup> (Euros)	Compensation for serving on Committees (Euros)	Non-equity variable compensation		Fringe benefits <sup>2</sup>	Other compensation	Total (Euros)	Fair value of equity compensation	End of service or termination of employment indemnity <sup>3</sup>
						Bonus and other incentives <sup>4</sup>	Profit sharing <sup>**</sup>					
Carlo Rosa	General Manager	2016 reporting year	-	€ 801,291.00	-	€444,800.00	-	€ 3,363.00	€ 0,00	€ 1,249.454	€ 132.727	€ 3,613,962.00
Chen M. Even	Strategic Executive	2016 reporting year	-	€ 385,646.00	-	€214,060.00	-	€ 3,373.00	€ 50,000.00	€ 653,079.00	€ 99.545	€ 1,163,038.00
Other Executives	-	2016 reporting year	-	€ 826,077.00	-	€340,904.00	-	€ 9,359.00	€ 100,000.00	€ 1,276,340.00	€ 327.593	€ 500,000.00

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

\* In addition to Mr. Rosa and Mr. Even, Strategic Executives include Mr. Ronchi, Mr. Colotta, Mr De Angelis and lastly Mr. Pedron who replaced Mr. De Angelis as Senior Corporate Vice President & Chief Financial Officer and as Strategic Executive from April 28, 2016 (the compensation of these last four is shown as an aggregate amount under “Other Strategic Executives”).

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

<sup>1</sup> Fixed compensation for work performed as an employee, including social security contributions and taxes payable by employees, but excluding collective social security contributions payable by the Company and the addition to the provision for severance benefits. The fixed compensation includes the gross annual compensation, without bonus, actually disbursed as of December 31, 2016 (therefore, if a Strategic Executive is hired or appointed during the year, the amount actually disbursed is shown, i.e., the amount from that date of hire or appointment plus the one-month year-end bonus).

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

<sup>3</sup> It is an indemnity for termination of the employment relationship paid if certain conditions are met (*Stability Agreement*). The table above shows the gross amounts provided under the “stability agreement” executed with Messrs Rosa and Even and other Strategic Executives.

These amounts should be viewed as hypothetical payments for 2016 reporting year and that would be due if the employment relationship with either Mr Rosa or Mr Even should be terminated unilaterally by the Company or if either executive should resign.

These amounts have been calculated on the basis of gross annual compensation used to compute the provisions for severance benefits (fixed compensation), hypothesis of 2016 Bonus payment (Bonus and other incentives) and fringe benefits, as previously shown. Specifically, the indemnity hypotheses used were 36 months of the gross annual compensation used to compute the provisions for severance benefits for Mr Rosa and 24 months of the gross annual compensation used to compute the provisions for severance benefits for Mr Even and other Strategic Executives. These amounts could be subject to change, as they refer to the risk of economic exposure in the reference year (here 2016).

<sup>4</sup> Compensation amounts that vested, but were not disbursed, during the year for targets achieved during the year under monetary incentive plans. The amounts shown above refer to the hypothetical disbursement of bonuses (gross amounts) in March 2017 for the 2016 reporting year, which is when the bonuses accrued. In 2016, if the cost is computed on a cash basis instead of an accrual basis, the following bonuses were paid for targets achieved in 2015: C. Rosa: 364,700.00 euros; C. Even 182,350.00: euros; Other executives: 377,510.00 euros (the Other Executive cluster includes: Mr Colotta, Mr De Angelis, Mr Ronchi).

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## SECTION II – PART THREE

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

#### **DiaSorin S.p.A. 2010 Stock Option Plan**

##### **1. Plan beneficiaries**

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

##### **2. Characteristics of the financial instruments**

The 2010 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries.

By resolution adopted on February 14, 2011, the Board of Directors approved the options to be awarded to the Chief Executive Officer Mr Carlo Rosa, and to Director Mr Chen M. Even, who serve also as General Manager and Senior Corporate Vice President Commercial Operations (now Chief Commercial Officer) of the Company. During the resolution above, the Chief Executive Officer Mr Carlo Rosa and Director Mr Chen M. Even abstained from voting since they are listed as 2010 Plan Beneficiaries.

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I <sup>1</sup>	Carlo Rosa	General Manager	2.14.2011	100,000	€ 34.275	€ 33.63	2.17.2014- 2.17.2015
	Chen M. Even	Strategic Executive	2.14.2011	70,000			
	Other strategic executives		2.14.2011	90,000			
	Other key employees		2.14.2011	165,000*			
II <sup>1</sup>	Other key employees		8.3.2011	40,000	€ 33.493	€ 31.92	9.8.2014-9.8.2015
III <sup>1</sup>	Other strategic executives		11.11.2011	50,000	€ 25.042	€ 23.24	11.17.2014- 11.17.2015
IV <sup>1</sup>	Other strategic executives		12.21.2011	10,000	€ 20.588	€ 19.167	1.12.2015- 1.12.2016
	Other key employees		12.21.2011	60,000			
V <sup>1</sup>	Other key employees		3.9.2012	5,050*	€ 22.6786	€ 20.20	6.29.2015- 6.29.2016
VI <sup>1</sup>	Other key employees		11.7.2012	10,000	€ 27.2259	€ 25.67	11.16.2015- 11.16.2016
VII <sup>1</sup>	Other key employees		3.8.2013	0*	€ 28.0230	€ 27.51	3.10.2016- 3.10.2017
VIII	Other key employees		05.10.2013	2,115*	€ 28.1171	€ 28.80	6.15.2016- 6.15.2017
IX <sup>1</sup>	Other key employees		11.08.2013	10,000*	€ 33.5022	€ 33.86	11.14.2016- 11.14.2017

\*Net of options that have not been exercised or lapsed for Bad Leaving and Good Leaving hypothesis pursuant to 2010 Plan.

<sup>1</sup> All the Options in Tranche I-II-III-IV-V-VI-IX have been exercised at the end of the exercise period.

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.

The overall cost of the 2010 Plan, equal to 20,718.00 for the Reporting year, was recognized in the income statement as part of labor costs and general and administrative expenses, with the offsetting entries posted to shareholder's equity.

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## DiaSorin S.p.A. 2014 Stock Option Plan

### 1. Plan beneficiaries

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

### 2. Characteristics of the financial instruments

The 2014 Plan is a stock option plan.

The Board of Directors approved following tranches of Options to be awarded to the Beneficiaries.

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

The options granted to, among others, Strategic Executives pursuant to the 2014 Plan will be exercisable from August 2, 2017, i.e. at the end of the vesting period.

Tranche	First and last name	Post held	Resolution date	Options awarded	Exercise price	Market price of the shares at the grant date	Exercise period
I	Carlo Rosa	General Manager	8.1.2014	80,000	€ 30.7396	€ 29.50	8.2.2017-8.2.2018
	Chen M. Even	Strategic Executive		60,000			
	Other strategic executives <sup>1</sup>			159,098*			
	Other key employees			359,845*			
II	Other key employees		11.14.2014	5,000	€ 29.670	€ 31.20	11.14.2017-11.14.2018
III	Other key employees		12.18.2014	0*	€ 32.940	€ 33.40	12.18.2017-12.18.2018

<sup>1</sup> Mr. Piergiorgio Pedron replaced Mr. De Angelis as Senior Corporate Vice President & Chief Financial Officer and as Strategic Executive from April 28, 2016; consequently, 30,000 options of the 2014, Plan's first tranche entered under the item "other employees" in the previous year, are now recorded under the item "Other Strategic Executives".

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

<b>IV</b>	Other key employees	7.30.2015	10,000	€ 41.43	€ 41.56	07.30.2018-07.30.2019
<b>V</b>	Other key employees	3.9.2016	15,000	€ 46.864	€ 46.21	03.11.2019-03.11.2020
<b>VI</b>	Other strategic executives	5.9.2016	20,000	€	€ 52.50	05.10.2019-05.10.2020
	Other key employees		20,000	51.29183		
<b>VII</b>	Other key employees	11.10.2016	5,000	€ 56.19814	€ 50.75	11.10.2019-11.10.2020

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

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) (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<sup>5</sup>. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2014 Plan, equal to 1,175,457.00 euros for the Reporting year, was recognized in the income statement as part of labor costs and general and administrative expenses, with the offsetting entries posted to shareholder's equity.

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## **DiaSorin S.p.A. 2016 Stock Option Plan**

### **1. Plan beneficiaries**

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

### **2. Characteristics of the financial instruments**

The 2016 Plan is a stock option plan.

The Board of Directors approved the following tranches of Options to be awarded to the Beneficiaries.

<b>Tranche</b>	<b>First and last name</b>	<b>Post held</b>	<b>Resolution date</b>	<b>Options awarded</b>	<b>Exercise price</b>	<b>Market price of the shares at the grant date</b>	<b>Exercise period</b>
<b>I</b>	Other key employees		05/16/2016	71,218*	€ 52.5431	€ 52.25	05/16/2019-05/16/2022
<b>II</b>	Other key employees		08/04/2016	20,000	€ 56.3108	€ 57.80	08/05/2019-08/05/2022
<b>III</b>	Other key employees		12/19/2016	40,000	€ 51.83923	€ 53.65	12/20/2019-12/20/2022

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

<sup>5</sup> For reason of clarity the following example is provided: if the Good Leaver hypothesis occurs after 12 months from the grant date and the initial exercise date is 36 months of the grant date, the Beneficiary will have the right to exercise a third of the options granted.

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<sup>6</sup>. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

The overall cost of the 2016 Plan, equal to 173,849.00 Euros for the Reporting year, was recognized in the income statement as part of labor costs and general and administrative expenses, with the offsetting entries posted to shareholder's equity.

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For additional information about stock option plans benefiting member of the Board of Directors, General Managers, Executives with Strategic Responsibilities and other executives and employees of DiaSorin S.p.A. and its subsidiaries, pursuant to Article 84 *bis* of Consob Resolution No. 11971/99, as amended, please consult the relevant documents, which are available on the company website [www.diasorin.com](http://www.diasorin.com) Section "Investors Relations/Information for Shareholders/Stock Options Plans".

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<sup>6</sup> For reason of clarity the following example is provided: if the Good Leaver hypothesis occurs after 12 months from the grant date and the initial exercise date is 36 months of the grant date, the Beneficiary will have the right to exercise a third of the options granted.

**TABLE 2: Stock options awarded to members of the Board of Directors, General Managers and Executives with strategic responsibilities**

			Options held at the beginning of the year			Options assigned during the year						Options exercised during the year			Options expire in 2016 ***	Options held at the end of 2016	Options vested in 2016			
First and last name	Post held	Plan	Number of options	Exercise price	Potential exercise period (from-to)	Number of options	Exercise price	Potential exercise period (from-to)	Fair value on grant date	Grant date	Market value of underlying shares on the grant date*	Number of options	Exercise price	Market price of underlying shares on the exercise date**	Number of options	Number of options	Fair value			
Carlo Rosa	General Manager	2014 Plan	80,000	€ 30.7396	08/02/2017-08/02/2018	---	---	---	---	---	---	---	---	---	---	80,000	132,727			
Chen Even	Strategic Executive	2014 Plan	60,000	€ 30.7396	08/02/2017-08/02/2018	---	---	---	---	---	---	---	---	---	---	60,000	99,545			
Other Strategic Executives <sup>1</sup>		2014 Plan (4)	180,000	€ 30.7396	08/02/2017-08/02/2018	---	---	---	---	---	---	---	---	---	20,902	159,098	285,279			
			---	---	---	20,000	€ 51.2918 <sub>3</sub>	05/10/2019-05/10/2020	0	05/09/2016	€ 52.50	---	---	---	---	---	20,000	42,314		
Other Executives		2010 Plan (1)	20,000	€ 20.588	01/12/2015-01/12/2016	---	---	---	---	---	---	20,000	€ 20.588	€ 49.09	---	---	---			
			2,115	€ 28.1171	06/15/2016-06/15/2017	---	---	---	---	---	---	---	---	---	---	---	2,115	1,762		
			10,000	€ 33.5022	11/14/2016-11/14/2017	---	---	---	---	---	---	---	---	10,000	€ 33.5022	€ 56.30	---	---	18,957	
				2014 Plan (29)	370,000	€ 30.7396	08/02/2017-08/02/2018	---	---	---	---	---	---	---	---	---	10,155	359,845	502,907	
					5,000	€ 29.670	11/14/2017-11/14/2018	---	---	---	---	---	---	---	---	---	---	5,000	10,416	
					10,000	€ 41,43	07/30/2018-07/30/2019	---	---	---	---	---	---	---	---	---	---	---	10,000	25,438
					---	---	---	15,000	€ 46.864	03/11/2019-03/11/2020	0	03/09/2016	€ 46.21	---	---	---	---	---	15,000	32,833
					---	---	---	20,000	€ 51.2918 <sub>3</sub>	05/10/2019-05/10/2020	0	05/09/2016	€ 52.50	---	---	---	---	---	20,000	42,314
					---	---	---	5,000	€ 56.1981 <sub>4</sub>	11/10/2019-11/10/2020	0	11/10/2016	€ 50.75	---	---	---	---	---	5,000	1,683
					---	---	---	130,000	€ 52.5431	05/16/2019-05/16/2022	0	05/16/2016	€ 52.25	---	---	---	---	58,782	71,218	139,708
		2016 Plan (16)	---	---	---	20,000	€ 56.3108	08/05/2019-08/05/2022	0	08/04/2016	€ 57.80	---	---	---	---	---	20,000	29,580		
			---	---	---	40,000	€ 51.8392 <sub>3</sub>	12/20/2019-12/20/2022	0	12/19/2016	€ 53.65	---	---	---	---	---	40,000	4,561		
			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---		
Compensation at the company preparing the financial statements			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---			
Compensation from subsidiaries and affiliates			---	---	---	---	---	---	---	---	---	---	---	---	---	---	---			
Total			737,115	---	---	250,000	---	---	---	---	---	30,000	---	---	89,839	867,276	1,370,024			

\* Last official closing price at the grant date

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

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

<sup>1</sup>30,000 options of the 2014, Plan's first tranche entered under the item "other employees" in the previous year, are now recorded under the item "Other Strategic Executives following the appointment of Mr. Piergiorgio Pedron who replaced Mr. De Angelis as Senior Corporate Vice President & Chief Financial Officer and as Strategic Executive from April 28, 2016

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

A	B	(1)			(2)			(3)
		Bonus for the year *			Bonuses for previous years			Other bonuses
First and last name	Post held	Payable/ Paid <sup>7</sup>	Deferr ed	Deferral period	No longer payable	Payable/ Paid	Still Deferre d	
Carlo Rosa	General Manager	€444,800.00	-	-	-	-	-	-
Chen M. Even	Director, Strategic Executive	€ 214,060.00	-	-	-	-	-	
Other Strategic Executives	Strategic Executives <sup>8</sup>	€340,904.00	-	-	-	-	-	-
Total		€ 999,764.00	-	-	-	-	-	-

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

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

<sup>7</sup> Payment hypothesis at March 2017 for 2016 targets

<sup>8</sup> The aggregate amount refers to the following Strategic Executives: Mr. Ronchi, Mr. Colotta and Mr. Pedron.

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

**Schedule 7-ter**

**Schedule with information about the equity interests held by members of corporate  
governance bodies, General Managers and Executives with Strategic Responsibilities  
Interests held in the Issuer, DiaSorin S.p.A.**

**Members of the Board of Directors in Office until April 28, 2016**

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 12/31/15	NUMBER OF SHARES BOUGHT IN 2016	NUMBER OF SHARES SOLD IN 2016	NUMBER OF SHARES HELD AT THE EXPIRY OF TERM
Gustavo Denegri	DiaSorin S.p.A.	0	0	0	0
Carlo Rosa	DiaSorin S.p.A.	4,779,214	0	0	4,779,214
Michele Denegri	DiaSorin S.p.A.	0	0	0	0
Chen M. Even	DiaSorin S.p.A.	2,498,936	0	0	2,498,936
Antonio Boniolo	DiaSorin S.p.A.	400,000	0	0	400,000
Enrico Mario Amo	DiaSorin S.p.A.	11,000	0	0	11,000
Franco Moscetti	DiaSorin S.p.A.	0	0	0	0
Giuseppe Alessandria*	DiaSorin S.p.A.	3,100	2,000	0	5,100
Stefano Altara	DiaSorin S.p.A.	0	0	0	0
Roberta Somati	DiaSorin S.p.A.	0	0	0	0
Maria Paola Landini	DiaSorin S.p.A.	0	0	0	0
Eva Desana	DiaSorin S.p.A.	0	0	0	0
Ezio Garibaldi	DiaSorin S.p.A.	11,000	0	0	11,000

**Members of the Board of Directors in Office since April 28, 2016\*\***

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT THE BEGINNING OF THE TERM	NUMBER OF SHARES BOUGHT IN 2016	NUMBER OF SHARES SOLD IN 2016	NUMBER OF SHARES HELD AT 12/31/16
Gustavo Denegri	DiaSorin S.p.A.	0	0	0	0
Carlo Rosa	DiaSorin S.p.A.	4,779,214	0	0	4,779,214
Michele Denegri	DiaSorin S.p.A.	0	0	0	0
Chen M. Even	DiaSorin S.p.A.	2,498,936	0	98,936	2,400,000
Giancarlo Boschetti*	DiaSorin S.p.A.	0	10,000	0	10,000
Enrico Mario Amo	DiaSorin S.p.A.	11,000	0	0	11,000
Franco Moscetti	DiaSorin S.p.A.	0	0	0	0
Giuseppe Alessandria*	DiaSorin S.p.A.	5,100	0	0	5,100
Stefano Altara	DiaSorin S.p.A.	0	0	0	0
Roberta Somati	DiaSorin S.p.A.	0	0	0	0
Francesca Pasinelli	DiaSorin S.p.A.	0	0	0	0
Monica Tardivo	DiaSorin S.p.A.	0	0	0	0
Tullia Todros	DiaSorin S.p.A.	0	0	0	0
Vittorio Squarotti	DiaSorin S.p.A.	0	0	0	0
Maria Paola** Landini	DiaSorin S.p.A.	0	0	0	0
Fiorella Altruda**	DiaSorin S.p.A.	0	0	0	0

\* Including shares held by spouse. \*\* Director Maria Paola Landini tendered her resignation with effect as of December 3, 2016; Director Fiorella Altruda was appointed by a Board resolution on December 19, 2016.

**Other Interests held in the DiaSorin Group's companies**

<b>FIRST AND LAST NAME</b>	<b>INVESTEES COMPANY</b>	<b>NUMBER OF SHARES HELD AT 12/31/15</b>	<b>NUMBER OF SHARES BOUGHT IN 2016</b>	<b>NUMBER OF SHARES SOLD IN 2016</b>	<b>NUMBER OF SHARES HELD AT 12/31/16</b>
Carlo Rosa	DiaSorin Ltda (Brazil)	1	0	0	1
	DiaSorin SA (France)	1	0	0	1
Chen M. Even	DiaSorin Mexico SA de CV (Mexico)	1	0	0	1
	DiaSorin SA/NV (Belgium)	1	0	0	1
	DiaSorin Iberia SA (Spain)	1	0	0	1

**Members of the Board of Statutory Auditors in Office until April 28, 2016**

<b>FIRST AND LAST NAME</b>	<b>INVESTEES COMPANY</b>	<b>NUMBER OF SHARES HELD AT 12/31/15</b>	<b>NUMBER OF SHARES BOUGHT IN 2016</b>	<b>NUMBER OF SHARES SOLD IN 2016</b>	<b>NUMBER OF SHARES HELD AT THE EXPIRY OF THE TERM</b>
Roberto Bracchetti	DiaSorin S.p.A.	0	0	0	0
Andrea Caretti	DiaSorin S.p.A.	0	0	0	0
Ottavia Alfano	DiaSorin S.p.A.	0	0	0	0
Bruno Marchina	DiaSorin S.p.A.	0	0	0	0
Maria Carla Bottini	DiaSorin S.p.A.	0	0	0	0

**Members of the Board of Statutory Auditors in Office since April 28, 2016**

<b>FIRST AND LAST NAME</b>	<b>INVESTEES COMPANY</b>	<b>NUMBER OF SHARES HELD AT BEGINNING OF THE TERM</b>	<b>NUMBER OF SHARES BOUGHT IN 2016</b>	<b>NUMBER OF SHARES SOLD IN 2016</b>	<b>NUMBER OF SHARES HELD AT 12/31/16</b>
Monica Mannino	DiaSorin S.p.A.	0	0	0	0
Roberto Bracchetti	DiaSorin S.p.A.	0	0	0	0
Ottavia Alfano	DiaSorin S.p.A.	0	0	0	0
Maria Carla Bottini	DiaSorin S.p.A.	0	0	0	0
Salvatore Marco Fiorenza	DiaSorin S.p.A.	0	0	0	0



### Executives with Strategic Responsibilities

FIRST AND LAST NAME	INVESTEES COMPANY	NUMBER OF SHARES HELD AT 12/31/15	NUMBER OF SHARES BOUGHT IN 2016	NUMBER OF SHARES SOLD IN 2016	NUMBER OF SHARES HELD AT 12/31/16
Executives with strategic responsibilities *	DiaSorin S.p.A.	2,500	0	0	2,500

\* The table refers to the aggregating category of significant Company parties, as per Annex 1 of the Related Parties Regulations, in 2014. Transactions executed by Messrs Rosa and Even are not included because they are shown in the table for members of the Board of Directors, even though they qualify as executives with strategic responsibilities.