

## Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at **3:30 p.m.**, on **April 28, 2016**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on first calling, and on April 29, 2016 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino, no building number, on second calling, if necessary, to discuss and vote on the following

### Agenda

#### ORDINARY PART

1. **Motion for the approval of the Statutory Financial Statements at December 31, 2015, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2015. Related and required resolutions.**
2. **Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998. Related and required resolutions.**
3. **Election of a Board of Directors, after determining the number of Directors and the length of their term of office; determination of their compensation. Related and required resolutions.**
4. **Election of a Board of Statutory Auditors and its Chairman; determination of their compensation. Related and required resolutions.**
5. **Appointment of Independent Auditors for the years 2016-2024 and determination of the related fees pursuant to Legislative Decree 39/2010. Related and required resolutions.**
6. **Resolution pursuant to Article 114-bis of Legislative Decree No. 58/1998 concerning the establishment of a Stock Option Plan. Related and required resolutions.**
7. **Authorization to the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions. Related and required resolutions.**

#### EXTRAORDINARY PART

1. **Proposal to amend the Bylaws to comply with the introduction of increased voting rights, pursuant to Article 127-quinquies of Legislative Decree No. 58/1998. Introduction of Articles 9-bis, 9-ter and 9-quater of the Bylaws. Related and required resolutions.**
2. **Proposal to amend Article 8 of the Bylaws. Related and required resolutions.**

#### Share capital

The Company's subscribed and paid-in share capital amounts to 55,948,257.00 Euros. It is comprised of 55,948,257 common shares, par value 1 Euro each. Each common share conveys the right to cast one vote. As of the date of this Notice, the Company held 949,950 treasury shares whose voting right are suspended pursuant to Article 2357-ter of the Italian Civil Code.

#### Eligibility to attend the Shareholders' Meeting and exercise the right to vote

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998, as amended ("TUF"), the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own

accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh stock market trading day prior to the date set for the Shareholders' Meeting on first calling, i.e. April 19, 2016 (record date). Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third stock market trading day prior to the date set for the Shareholders' Meeting on first calling (i.e. by April 25, 2016); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

The statutory restrictions and limitations notwithstanding, any shareholder who is eligible to attend the Shareholders' Meeting may be represented by a third party at the Meeting by means of a written proxy, with the option of using the proxy form available on the Company website ([www.diasorin.com](http://www.diasorin.com), Section "Investors/Information for Shareholders/Shareholders meetings and board/2016"). The proxy may be notified to the Company by registered letter sent to the Company's registered office or by means of an electronic communication sent to the following certified e-mail address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it).

The Company designated as the Shareholders' Representative, pursuant to Article 135-*undecies* of the TUF, the Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy for the items on the Meeting's Agenda. The proxy shall be granted by signing, with handwritten signature or qualified electronic signature or digital signature, in compliance with the current Italian regulations, the specific form available on the Company's website ([www.diasorin.com](http://www.diasorin.com), Section "Investors/Information for Shareholders/Shareholders meetings and board/2016") or at the Company's registered office. The proxy shall be received in original by Spafid S.p.A. within the end of the day falling two stock market trading days before the date of the Shareholders' Meeting, also on calls subsequent to first one (i.e. by April 26, 2016, if the Shareholders' Meeting is held on first calling or by April 27, 2016, if the Shareholders' Meeting is held on second calling), together with a copy of a valid identification document of the Delegating Shareholder or, if the Delegating Shareholder is a legal entity, of the current duly empowered legal representative, together with appropriate documentation to certify qualification and powers: i) as for proxies with handwritten signature, by delivering or shipping them by courier or registered letter (Foro Buonaparte 10, 20121 Milano); ii) as for proxies with qualified electronic signature or digital signature, by certified email to the address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadlines. The proxy is not valid with reference to motions for which voting instructions were not received.

No postal or electronic voting procedures are envisaged.

### **Right to submit questions on the items in the Agenda**

Pursuant to Article 127-ter of the TUF, shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting. Questions must be submitted in a letter addressed to DiaSorin S.p.A, Via Crescentino, no building No., 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of a certified e-mail sent to the following address: [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted. Questions must be received by April 26, 2016, accompanied by the personal data of the shareholder (first and last name, or company name, place and date of birth and tax I.D. number) and the required communication by the intermediary proving the legitimacy of the exercise of such right. However, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting. The Company may answer questions either by publishing them on its website ([www.diasorin.com](http://www.diasorin.com), Section "Investors/Information for

Shareholders/Shareholders meeting and board/2016”) or, at the latest, during the Shareholders’ Meeting.

### **Right to amend and add motions to items in the Meeting’s Agenda**

Pursuant to Article 126-*bis* of the TUF, shareholders who, individually or jointly, represent at least one-fortieth of the Company’s share capital may request in writing, within 10 days from the publication of this Notice (i.e. by March 29, 2016 at 12:00 p.m., falling March 27 and 28, 2016 on a public holiday) that the Meeting’s Agenda be amended, listing on their application the additional items or further motions to items already included in the Agenda that they are suggesting. Any additions made to the items on the Agenda of the Shareholders’ Meeting as a result of such requests must be publicized in the same manner required for the publication of the Notice of Shareholders’ Meeting, at least 15 days before the date of the Shareholders’ Meeting (i.e. by April 13, 2016). Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders’ Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-*ter*, Paragraph 1, of the TUF. Amendments, delivered within the deadline and at the address mentioned above, must be sent to the Company by registered letter with return receipt or by an e-mail communication sent to the following certified email address: [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it), and they must be accompanied by a report on the items submitted for discussion. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 23, Paragraph 1, of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by Banca d’Italia and Consob on February 22, 2008, as subsequently amended, (“**Joint Regulations**”) certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

### **Election of the Board of Directors**

Pursuant to Article 11 of the Bylaws, the Board of Directors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be listed and identified in consecutive order.

Only shareholders who, individually or jointly, represent the percentage established by legal or regulatory provisions have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company’s governance body.

Slates shall be filed at the Company’s registered office in Via Crescentino (no building No), Saluggia, **by 12:00 p.m. on Monday, April 4, 2016** which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of the Board of Directors may be filed electronically by sending them to the certified email address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Ownership of the required shareholding, pursuant to the above, for the purposes of submitting the list, is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by Article 23 of the Joint Regulations, also after having filed the list, provided that this takes place at least twenty-one days before the date set for the Shareholders' Meeting in first call, i.e. on Thursday 7 April, 2016. Please note that ownership of the shareholding is determined having regard to the shares that are recorded in

the name of the Shareholder on the date on which the lists are filed with the Company.

Directors must meet the requirements envisaged by law and by the Company's Bylaws.

More detailed information about procedures, deadlines and documents required to file slates is provided in the item n. 3 of the ordinary part of the agenda and, generally, in applicable law provisions and in the Bylaws.

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

The lists will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

### **Election of the Board of Statutory Auditors**

Pursuant to Article 18 of the Bylaws, the Board of Statutory Auditors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below.

Only shareholders who, individually or jointly, represent the percentage established by legal or regulatory provisions have the right to submit lists. It should be noted that with resolution no. 19499 of January 28, 2016, CONSOB established that 1% of share capital is the minimum qualifying share for presentation of a list for the election of the Company's governance body.

Slates shall be filed at the Company's registered office in Via Crescentino (no building No), Saluggia, **by 12:00 p.m. on Monday, April 4, 2016** which is the twenty-fifth day prior to the date of the Shareholders' meeting in single call as one day is a holiday.

Slates for the election of the Board of Statutory Auditors may be filed electronically by sending them to the certified email address [affarisocietari.pec@legal.diasorin.it](mailto:affarisocietari.pec@legal.diasorin.it). If lists are submitted by certified e-mail, a copy of a valid identification document of those submitting it must also be sent.

Pursuant to the provisions of Article 144-*sexies*, paragraph 5, of the Consob Regulation n. 11971/1999 (the **Issuers' Regulation**), ownership of the required shareholding, pursuant to the above, for the purposes of submitting the list, is attested by sending to the Company, on the part of the intermediary qualified to keep the accounts of the communication provided for by Article 23 of the Joint Regulations, also after having filed the list, provided that this takes place at least twenty one days before the date set for the Shareholders' Meeting in first call, i.e. on Thursday 7 April, 2016. Please note that ownership of the shareholding is determined having regard to the shares that are recorded in the name of the Shareholder on the date on which the lists are filed with the Company.

If on the deadline for the submission of lists, as indicated above (Monday, April 4, 2016, 12:00 pm) only one list has been submitted, or the only lists submitted were by shareholders who have significant relations contemplated under the applicable statutory laws and regulations, lists may be presented up to the third (3) day after this date (pursuant to the provisions of Article 144-*sexies*, paragraph 5 of the Issuers' Regulation) i.e. by (and no later than) Thursday, April 7, 2016 at 12:00 pm ("**Extension of Deadline**"); in the case of an Extension of Deadline, the minimum threshold for presenting lists is reduced to one half, i.e. 0.5% of the share capital.

Statutory Auditors must the requirements envisaged by law and by the Bylaws.

More detailed information about procedures, deadlines and documents required to file slates is provided in the item n. 4 of the ordinary part of the Meeting's agenda and, generally, in applicable law provisions and in the Bylaws.

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

The lists will also be subject to the forms of publicity prescribed by the laws and regulations currently in force. The lists shall be made available to the public at the Company's registered office, on the Company's website and by other means established by CONSOB regulations at least twenty-one days prior to the Shareholders' meeting (Thursday, April 7, 2016).

However, in the event of an Extension of Deadline in accordance with Article 144-*sexies*, paragraph 5, of the Issuers' Regulation, the slates submitted for the appointment of the Board of Statutory Auditors will be made available to the public at the Company's registered office, on the Company's website and the other ways specified by CONSOB regulation after 12:00 pm on Thursday April 7, 2016 and no later than 6:00 pm of the same day. In case of an Extension of Deadline, eligible persons are requested to send to the Company the notice provided for in Article 23 of the Joint Regulation together with the lists and, however, by and no later than 6:00 pm on Thursday, April 7, 2016 so that these lists can be published.

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The documents pertaining to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the Company's website ([www.diasorin.com](http://www.diasorin.com), [Section "Investors/Information for shareholders/Shareholders' meeting and board/2016"](#)) according to the other procedures envisaged by Consob regulations:

- at least 40 days before the date of the Shareholders' Meeting on first calling, i.e. on March 18, 2016, the Reports and Motions for resolutions concerning the items no. 3 and no. 4 in the ordinary part of the agenda;
- at least 30 days before the date of the Shareholders' Meeting on first calling, i.e. on March 29, 2016, the Report and Motions for resolutions concerning the items no. 1, no. 2, no. 5, no. 6 and no. 7 in the ordinary part of the agenda, and the information disclosed in accordance with Article 84-*bis* of the Issuers' Regulation;
- at least 21 days before the date of Shareholders' Meeting on first calling, i.e. on April 7, 2016:
  - The Annual Financial Report as at December 31, 2015 pursuant to Article 154-*ter* of the TUF (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2015, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law);
  - The Compensation Report pursuant to Article 123-*ter* of the TUF and Article 84-*quater* of the Issuers' Regulation;
  - the Reports concerning the items no.1 and no. 2 in the extraordinary part of the agenda;
  - slates of candidates for the election of the Board of Directors and the Board of Statutory Auditors filed by Shareholders' in compliance with applicable provisions;
- at least 15 days before the date of the Shareholders' Meeting on first calling (i.e. by April 13, 2016) the documents required by Article 77, paragraph 2-*bis* of the Issuers' Regulation and by Article 36, paragraph 1, lett. A) of the Regulations of the Markets adopted with CONSOB Resolution No. 16191/2007 will be filed, with the warning that such filing shall take place only at the Company's registered office.

Shareholders are entitled to receive a copy of these documents.

This notice is published, pursuant to Article 125-*bis* of the TUF and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's By-Laws, on the Company's website [www.diasorin.com](http://www.diasorin.com) (Section "Investors/Information for Shareholders/Shareholders meetings and board/2016") and, as an extract, on the daily newspaper "Il Sole 24 Ore", on the authorized central storage mechanism "IINFO" available on the website [www.linfo.it](http://www.linfo.it) and sent to Borsa Italiana S.p.A.

Saluggia, March 17, 2016

The Board of Directors

By Gustavo Denegri  
Chairman