

SHAREHOLDERS' MEETING OF DIASORIN SPA

**April 23, 2014 (first calling)
April 28, 2014 (second calling)**



REPORT AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

(prepared pursuant to Article 84 *ter* of the Consob Resolution No. 11971/1991, as later amended, and Article 125 *ter* of the Legislative Decree No. 58/1998, as later amended)

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 AND COMMITTEES

Board of Directors (elected on April 22, 2013)*

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

Board of Statutory Auditors

<i>Chairman</i>	Roberto Bracchetti
<i>Statutory Auditors</i>	Andrea Caretti Ottavia Alfano
<i>Alternates</i>	Bruno Marchina Maria Carla Bottini

Independent Auditors Deloitte & Touche S.p.A.

COMMITTEES

Control and Risks Committee	Franco Moschetti (Chairman) Enrico Mario Amo Roberta Somati
Compensation Committee	Giuseppe Alessandria (Chairman) Roberta Somati Michele Denegri
Nominating Committee	Franco Moschetti (Chairman) Giuseppe Alessandria Michele Denegri
Related Parties Committee	Franco Moschetti (Coordinator) Giuseppe Alessandria Roberta Somati

* The Director Mr. Gian Alberto Saporiti ceased to hold office because of death on January 20, 2014.

- (1) General Manager
- (2) *Lead Independent Director*
- (3) Independent Director

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at 3:00 p.m., on **April 23, 2014**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on the first calling, and on April 28, 2014 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino, no building number, on the second calling, if necessary, to discuss and vote on the following

Agenda

- 1. Motion for the approval of the Statutory Financial Statements at December 31, 2013, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2013. Connected and related resolutions.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.**
- 3. Resolutions pursuant to Article 114 bis of Legislative Decree No. 58/1998 concerning the establishment of a stock option plan and connected resolutions.**
- 4. Motion for appointment of a Director. Connected resolutions.**

Only shareholders who held voting rights at the close of business on April 10, 2014 and who caused the required communication by a qualified intermediary to be delivered to the Company in accordance with current regulations will be eligible to attend the Shareholders' Meeting. Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting.

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 (<http://www.diasorin.com/en/investitori/documenti-assemblee>). 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 e-mail address affarisocietari@diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-undecies of Legislative Decree No. 58/1998, 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, provided that the proxy is delivered to the abovementioned company, by courier or registered letter with return receipt, at its address at 10 Foro Buonaparte, Milan (20121), not later than 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. The proxy form is available on the Company's website (<http://www.diasorin.com/en/investitori/documenti-assemblee>). The proxy agent will exercise the voting right only for motions for which it received voting instructions. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadline.

Pursuant to Article 127-ter of Legislative Decree No. 58/1998, 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, snc, 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of an e-mail sent to the following address: affarisocietari@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 20, 2014 (as the said day is a public holiday – as well as the following one – the questions submitted by letter will be taken into

consideration if sent before April 20, 2014, as long as they are received by the Company no later than April 22, 2014 at 10:00 a.m.), 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) or, at the latest, during the Shareholders' Meeting.

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 request in writing, within 10 days from the publication of this Notice, 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. 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*, Section 1, of Legislative Decree No. 58/1998. 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 address: affarisocietari@diasorin.it. In addition, they must be accompanied by a report on the items submitted for discussion and by a communication from the intermediary certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request.

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 1,550,000 treasury shares.

The documents pertaining to the Shareholders' Meeting, including the Statutory and Consolidated Financial Statements at December 31, 2013, the Report on Operations, the Annual Corporate Governance Report, the Compensation Report and the Report and 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

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

Agenda

1. Motion for the approval of the Statutory Financial Statements at December 31, 2013, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2013. Connected and related 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. and they will be made available on the Company website (www.diasorin.com) and mailed upon request.

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND
APPROPRIATE THE 2013 NET PROFIT**

Dear Shareholders,

We ask you to approve the Company's financial statements for the year ended December 31, 2013 and recommend that you appropriate the net profit of 81,836,000.60 Euros as follows:

- allocate 9,000.00 Euros to the statutory reserve, therefore integrating the fifth of the registered share capital at the date of this resolution (which constitutes the maximum threshold pursuant to Article 2430 of the Italian Civil Code);
- distribute to the shareholders 29.919.041,35 Euros as a dividend of 0,55 Euros per common outstanding share, excluding the treasury shares held in portfolio, equal to No. 1,550,000;
- carry forward as retained earnings the balance of 51,907,959.25 Euros.

The dividend will be payable on May 22, 2014, with coupon date on May 19, 2014, to the common outstanding shares, excluded the treasury shares. According to Article 83-*terdecies* of Legislative Decree No. 58/1998, those resulting as shareholders at the end of the accounting day of May 21, 2014 (record date) shall be entitled to the payment of dividend.

Saluggia, March 6, 2014

The Board of Directors

By Gustavo Denegri
Chairman

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

Agenda

2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.

Dear Shareholders,

pursuant to Article 123-ter of Legislative Decree No. 58/1998, we invite you to resolve favorably upon the Company's compensation policy for the members of governance bodies, General Manager(s) and other Executives with strategic responsibilities, and upon the procedures for the adoption and implementation of such policy.

The above mentioned information are reported in Section I of the Compensation Report, that has been drafted pursuant to Annex 3A, Schedule 7-bis of the Consob Resolution No. 11971/1999 and will be made available to the public as required by law, at the Company's registered seat, at Borsa Italiana S.p.A. and on the Company's internet website (www.diasorin.com).

Saluggia, March 6, 2014

The Board of Directors

By Gustavo Denegri
Chairman

REPORT AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

3. Resolutions pursuant to Article 114 bis of Legislative Decree No. 58/1998 concerning the establishment of a stock option plan and connected resolutions.

Dear Shareholders,

We are submitting for your approval a plan to incentivize and increase the loyalty of employees called “DiaSorin S.p.A. 2014 Stock Option Plan” (the “**2014 Plan**”), pursuant to Article 144-*bis* of Legislative Decree No. 58/1998 (the “**Uniform Financial Code**”), reserved for executives and employees of DiaSorin S.p.A. (“**DiaSorin**” or the “**Company**”) and the companies that it controls directly or indirectly pursuant to Article 93 of the Uniform Financial Code (hereinafter the “**Subsidiaries**” and, together with DiaSorin, the “**Group**”), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

An Information Memorandum about the 2014 Plan, prepared in accordance with Article 84-*bis* of the CONSOB Resolution No. 11971/1991 (the “**Issuers’ Regulations**”) and in compliance with the Annex 3A 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 Plan

The purpose of the 2014 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 motion for the adoption of the 2014 Plan has been submitted by the Board of Directors upon recommendation of the Compensation Committee. It should also be noted that the motion for the adoption of the 2014 Plan is in line with the compensation policy adopted by the Company.

2. Subject and Implementation Method of the 2014 Plan

The 2014 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the “**Beneficiary/ies**”), 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 2014 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 are 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 2014 Plan.

For the execution of the 2014 Plan, if approved by the Company’s Ordinary Shareholders’ Meeting (convened on April 23, 2014 on the first calling and April 28, 2014 on the second calling), it is planned to have it implemented also by means of operations of disposal of treasury shares already

held by the Company, which could therefore be used, upon the exercise of the Options, for the sale of the same shares to the Beneficiaries, in the manner prescribed by the 2014 Plan.

As of the date of this report, the Company's subscribed and paid-in share capital amounts to 55,948,257.00 Euros and it is comprised of 55,948,257 common shares, par value 1 Euro each, with regular ranking for dividends, 1,550,000 of which are treasury shares. In addition to no. 750,000 treasury shares reserved for implementing the "2010 DiaSorin Spa Stock Option Plan" approved by the Shareholders' Meeting of April 27, 2010, the Company holds no. 800,000 treasury shares on the basis of the further authorization by the Shareholders' Meeting dated October 4, 2011, respectively, to purchase, to the extent permitted by law, and dispose, at any time, of the said treasury shares, in order to provide the Company with a useful strategic investment opportunity for the purposes permissible pursuant to current regulations, including the objectives set forth in the "market practices" allowed by the Consob, pursuant to Article 180, Section 1, Letter c), of the Uniform Financial Code, with Resolution No. 16839 of March 19, 2009 and in EC Regulation No. 2273/2003 of December 22, 2003. The same Shareholders' Meeting authorized the Board of Directors and, acting severally on the Board's behalf, its Chairman and the Company's Chief Executive Officer, the authority required, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, to dispose of, at any time, in whole or in part, in one or more transactions, of the treasury shares acquired in accordance with the aforementioned resolution, or otherwise held by the Company, by selling them on or off the stock exchange, including through transactions involving the disposal of real and/or personal rights, such as, the following being mentioned merely by way of example, the lending of securities, in compliance with the provisions of the laws and regulations in effect at any given time and in pursuit of the aforementioned objectives, the terms, methods and conditions of the instrument of disposition being the most appropriate in the Company's best interest, providing them with the most ample powers required to execute the disposal transactions within the aforesaid purposes, and all other related formalities, including the power to retain the services of intermediaries authorized pursuant to law and appoint special representatives. The authorization to dispose of treasury shares has been granted without any time limit. It should be noted that the no. 750,000 treasury shares reserved for implementing the "2010 DiaSorin Spa Stock Option Plan" approved by the Shareholders' Meeting of April 27, 2010 have been excluded from the said authorization.

For any further details please refer to the Explanatory Report by the Board of Directors dated September 1, 2011, related to the Shareholders' Meeting of October 4, 2011 convened to vote on a motion to authorize purchases and/or sales of treasury shares, pursuant to Annex 3A, Form No. 4, of the Issuers' Regulations

The Options awarded under the 2014 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.

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. Beneficiaries of the 2014 Plan

The 2014 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 2014 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 2014 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 2014 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2014 Plan.

Specifically, under the 2014 Plan, if the employment relationship is ended as a result of a bad leaver situation before the exercise of the Options, all Options awarded to the Beneficiary shall 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 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 2014 Plan Regulations, whose adoption will be delegated to the Board of Directors, and the corresponding option contract.

Under the 2014 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 2014 Plan Regulations are approved and (ii) Options are exercisable during the exercise periods defined in the 2014 Plan Regulations

and/or the option contract, it being understood that awarded Options may not be exercised for a three years period following the Grant Date.

Under the 2014 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.

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 the Options.

* * *

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. 2014 Stock Option Plan” with the characteristics (including implementation conditions and requirements) specified in the Information Memorandum prepared in accordance with article 84-*bis* of CONSOB regulations no. 11971/1999 (herewith attached under letter “A”), 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. 2014 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 2014 Plan concerning the abovementioned parties;

- (iii) approve the 2014 Plan also pursuant to Article 2357-*ter* of the Civil Code, authorizing the Board of Director to dispose of the Company's treasury shares reserving them, in the necessary or appropriate amount and under the terms established by the 2014 Plan, to serve the 2014 Plan itself, being included the power, residually, at any time, in whole or in part, in one or more transactions, with no time limit, to sell the treasury shares on the stock exchange or in compliance with further negotiation rules as set forth by the applicable law, to the extent the Shares remained not opted and/or otherwise held by the Company at the end of the 2014 Plan for any reason, it being understood that any disposal on stock exchange may never have a single value lower than 15% compared with the simple average of the closing prices of the DiaSorin stock in the stock market trading day preceding each individual buy transaction.”.

Saluggia, March 6, 2014

The Board of Directors

By Gustavo Denegri
Chairman

Annex “A”

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 6, 2014

DEFINITIONS

The following definitions apply to the corresponding terms, when used in this Information Memorandum, with the specification that the definitions in the plural include the singular and vice versa:

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 the 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 convened for April 23, 2014, on the first calling, and April 28, 2014, on the second calling to vote on a motion to adopt the Plan pursuant to Article 114- <i>bis</i> of the TUF (third item on the Agenda)
Plan	The motion to adopt the "DIASORIN S.p.A. 2014 Stock Option Plan" approved by DIASORIN's Board of Directors on March 6, 2014, which will be submitted for approval to the Ordinary Shareholders' Meeting, pursuant to Article 114- <i>bis</i> 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 TUF
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 Plan approved by DIASORIN's Board of Directors on March 6, 2014, upon recommendation of the Compensation Committee.

The abovementioned motion to adopt the Plan will be submitted for approval to the Ordinary Shareholders' Meeting of the Company.

As of the date of this Information Memorandum, the motion to adopt the 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 Plan approved by the Company's Board of Directors on March 6, 2014, upon recommendation of the Compensation Committee;
- (ii) any reference to the Plan contained in this Information Memorandum shall be understood as referring to the motion to adopt the 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 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.

The Plan shall be considered of "major significance" pursuant to Article 114-*bis*, Section 3, of the TUF and Article 84-*bis* of the Issuers' Regulations, as it may be addressed to some Recipients belonging to the top management of DIASORIN.

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) general managers of the financial instrument issuer;

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

b) other executives with strategic responsibilities of the financial instrument issuer not classed as "small", in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess of the highest total compensation assigned to the members of the board of directors or management board, and to the general managers of the financial instrument issuer;

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

c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer.

Not applicable, because there are no individuals controlling DIASORIN.

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

a) executives with strategic responsibilities other than those specified under letter b) of paragraph 1.3;

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

b) *in the case of “small” companies, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all executives with strategic responsibilities of the financial instrument issuer;*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

c) *any other categories of employees or collaborators for which different characteristics are envisaged for the plan (e.g. executives, middle management, employees, etc.).*

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

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.

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 Plan, (i) 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 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.

2.2.1. Additional information

Not applicable. 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**

On March 6, 2014 the Board of Directors, upon recommendation of the Compensation Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval of the Plan for the award to the beneficiaries of up to 750,000 Options valid to buy up to 750,000 Shares.

The Ordinary Shareholders' Meeting is called to resolve, in addition to the approval of the Plan, the granting to the Board of 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, determine the Exercise Price of the Options 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**

The responsibility to execute the Plan will be granted to the Board, which will be empowered by the Ordinary Shareholders' Meeting for the management and implementation of the Plan.

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, acting jointly or

severally. 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 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

The Board will be granted with the powers to amend or modify the Plan regulations (once it has been approved), in the most appropriate manners, as it deems useful or necessary for a better achievement of the Objectives of the Plan, having regard for the interest of the Beneficiaries.

The right to exercise the Options is not tied to the achievement of specific performance targets and, therefore, 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.

To this end, on March 6, 2014 the Board agreed, among others, to submit to the Ordinary Shareholders' meeting a motion authorizing it to dispose of DIASORIN treasury shares, reserving them, in the necessary or appropriate amount and under the terms established by the Plan, to serve the Plan itself, being included the power, residually, at any time, in whole or in part, in one or more transactions, with no time limit, to sell the treasury shares on the stock exchange or in compliance with further negotiation rules as set forth by the applicable law, to the extent the Shares remained not opted and/or otherwise held by the Company at the end of the Plan for any reason, it being understood that any disposal on stock exchange may never have a single value lower than 15% compared with the simple average of the closing prices of the DiaSorin stock in the stock market trading day preceding each individual buy transaction.

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

The features of the Plan to be approved by the Ordinary Shareholders' Meeting within the meaning and for the purposes of art. 114-*bis* of the TUF, have been determined collectively by the Board upon recommendation of the Compensation Committee. It should also be noted that the motion for the adoption of the Plan is in line with the compensation policy adopted by the Company.

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 6, 2014, 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 has 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 has 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.

Each awarded Option conveys the Beneficiary the right to purchase no. 1 (one) Share, with regular dividend, upon payment of the Exercise Price to the Company.

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.

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

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

Not 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 Options object of the Plan and of the Shares deriving from their Exercise.

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 has 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

The object of the Plan are stock options and there are no restrictions on the exercise of voting rights and the attribution of ownership rights inherent in the Shares deriving from the Exercise of the Options.

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 one 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. The price for the exercise of the option or method and criteria for its determination, with specific regards: a) to the formula for calculating the exercise price in relation to a given market price (the “fair market value”) (e.g. exercise price equal to 90%, 100% or 110% of market price) and b) to the method used to determine the market price taken as reference for the determination of the exercise price (e.g. last price of the day prior to assignment, day average, average of the last 30 days, etc.)**

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.)**

The Board of Directors has the right to make any amendment or integration to the Plan as it deems useful or necessary for the best achievement of the objectives of the Plan, provided that they do not affect the Exercise of the Options granted to the Beneficiaries.

- 4.24. Compensation plans based on financial instruments**

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

REPORT AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

Agenda

4. Motion for appointment of a Director. Connected resolutions.

Dear Shareholders,

We are submitting to your approval the motion for appointment of a Director, following the termination of office because of death on January 20, 2014 of the Director Mr. Gian Alberto Saporiti.

Pursuant to Article 11 of the Company's By-Laws, if one or more Directors cease to be in office during the course of the year, provided the majority of Board members are still Directors elected by the Shareholders' Meeting, they shall be replaced in the manner described below, in accordance with the provisions of Article 2386 of the Italian Civil Code:

- a) The Board of Directors nominates as replacements candidates taken from the same slate to which the Directors no longer in office belonged and the Shareholders' Meeting votes with the majorities required pursuant to law and in accordance with the principle described above;
- b) Should there be no unelected candidates left in the abovementioned slate of candidates or candidates with the required qualification or if the provisions of Letter a) above cannot be complied with for any reason, the Board of Directors and the Shareholders' Meeting elect replacements with the majorities required pursuant to law, without slate voting.

In all cases, the Board of Directors and the Shareholders' Meeting shall carry out the election in a manner that will result in the election of a total number of independent Directors equal to at least the minimum number required by the relevant statute provisionally in force, in compliance with the laws currently in force on gender balance.

In connection with the foregoing, it is noted the following:

- the replacement of Mr. Saporiti shall be effected following the procedure laid down by the Letter b) of the abovementioned article of the By-Laws, as the slate of candidates submitted to the Shareholders' Meeting of April 22, 2013 did not contain additional candidates than those elected;
- Article 11 of the Company's By-Laws provides that the Company is managed by a Board of Directors that can comprise between seven and sixteen members and the Shareholder's Meeting of April 22, 2013 resolved that the Board of Directors, for the years 2013-2014-2015, is composed by thirteen members

and consequently the Shareholders' Meeting is now convened to appoint a new Director, who will remain in office until the expiration of the current Board of Directors and, therefore, until the Shareholder's meeting called to approved the Financial Statements at December 31, 2015.

Having heard the Nominating Committee, in compliance with the regulations in force concerning the minimum number of independent directors as well as those related to the gender balance, the Board of Directors, represented by its Chairman, propose to appoint as Director

Mr. Stefano Altara, born in Turin on June 4, 1967

to this end attaching:

- (i) the affidavit by which the candidate accepts the nomination and attests, under his own responsibility, that there are no issues that would impede its election or make it incompatible and that he possesses the qualifications required pursuant to law to serve in this capacity;

- (ii) the list of the management and control offices held by the candidate at March 18, 2014;
- (iii) the *curriculum vitae* setting forth the personal and professional qualifications of the candidate.

* * *

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.,

resolves to

- appoint Mr. Stefano Altara, born in Turin on June 4, 1967 as Director;
- determine the term of office of Mr. Stefano Altara until the expiration of the current Board of Directors and, therefore, until the Shareholder’s Meeting called to approved the Financial Statements at December 31, 2015, letting the Board of Directors to define its compensation within the resolution adopted by the Shareholders’ Meeting of April 22, 2013.”.

Saluggia, March 21, 2014

The Board of Directors

by Gustavo Denegri
Chairman

**Assemblea Ordinaria degli Azionisti di DiaSorin S.p.A.
convocata in Milano, Via Filodrammatici, 3
per il giorno 23 aprile 2014 alle ore 15,00 in prima convocazione
e presso la sede sociale
per il giorno 28 aprile 2014 alle ore 10,00 in seconda convocazione**

Deliberazione di cui al punto 4 dell'Ordine del Giorno:

“Proposta di nomina di un Amministratore. Deliberazioni conseguenti”

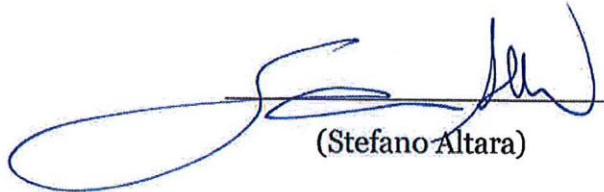
Il sottoscritto STEFANO ALTARA, nato a Torino il 4 giugno 1967, c.f. LTRSFN67H04L219F, con riferimento alla candidatura alla carica di componente del Consiglio di Amministrazione della società DiaSorin S.p.A.,

con la presente dichiara:

- a) di accettare la propria candidatura;
- b) che non sussistono a proprio carico cause di ineleggibilità e di incompatibilità previste dalle leggi vigenti e dallo statuto sociale;
- c) che sussistono in capo allo scrivente i requisiti di onorabilità e professionalità prescritti dall'art. 148, comma 4 del D.Lgs. 58/1998, quale richiamato dall'art. 147-*quinquies* del D.Lgs. 58/1998, per la carica di Amministratore.

In fede.

Torino, 18 marzo 2014


(Stefano Altara)

**Assemblea Ordinaria degli Azionisti di DiaSorin S.p.A.
convocata in Milano, Via Filodrammatici, 3
per il giorno 23 aprile 2014 alle ore 15,00 in prima convocazione
e presso la sede sociale
per il giorno 28 aprile 2014 alle ore 10,00 in seconda convocazione**

Deliberazione di cui al punto 4 dell'Ordine del Giorno:

“Proposta di nomina di un Amministratore. Deliberazioni conseguenti”

Stefano Altara

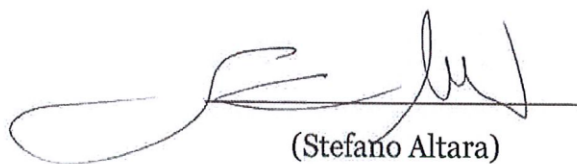
**Elenco degli incarichi di amministrazione e controllo ricoperti
alla data del 18 marzo 2014**

Non ricopre cariche in società quotate.

Ricopre la carica di amministratore o di sindaco nelle seguenti altre società:

Società	Carica ricoperta
Finde S.p.A.	Consigliere di Amministrazione
S. LATTES & C. EDITORI S.p.A.	Consigliere di Amministrazione
Esperantia s.s.	Socio e amministratore

Torino, 18 marzo 2014


(Stefano Altara)

**Assemblea Ordinaria degli Azionisti di DiaSorin S.p.A.
convocata in Milano, Via Filodrammatici, 3
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e presso la sede sociale
per il giorno 28 aprile 2014 alle ore 10,00 in seconda convocazione**

Deliberazione di cui al punto 4 dell'Ordine del Giorno:
"Proposta di nomina di un Amministratore. Deliberazioni conseguenti"

Curriculum Stefano Altara

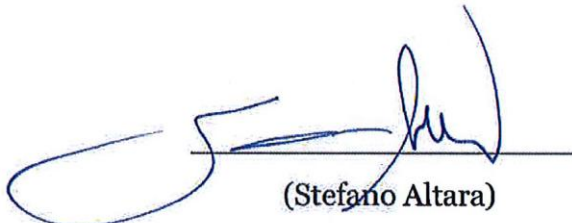
E' iscritto nell'Albo degli avvocati dal 10 luglio 1995.

E' Socio Fondatore dello Studio Legale Musumeci, Altara, Desana e Associati, con sede a Torino, via Ettore De Sonnaz n. 14.

In qualità di avvocato, svolge attività di consulenza ed assistenza legale rivolta prevalentemente ad imprese ed enti privati e pubblici nell'ambito del diritto civile, commerciale, societario, del lavoro e industriale.

In particolare, assiste i propri clienti nella consulenza stragiudiziale in genere, in ambito societario e nella redazione di contratti commerciali, in operazioni di merger and acquisition, di trasferimento d'azienda, di private equity, nella costituzione di joint ventures, in Italia e all'estero, in vari settori, fra cui la cantieristica navale, il medicale, la metalmeccanica, l'information technology, l'energia, l'editoria. Assiste altresì i propri clienti in ambito giudiziale, in tutti i settori del diritto civile, commerciale, societario, industriale e del lavoro.

Torino, 18 marzo 2014



(Stefano Altara)

