

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at 3:00 p.m., on **April 24, 2019**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on first calling, and on April 26, 2019 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

- 1. Motion for the approval of the Statutory Financial Statements at December 31, 2018, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2018. 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. Resolution pursuant to Article 114-bis of Legislative Decree No. 58/1998 concerning the establishment of a Stock Option Plan. Related and required resolutions.**
- 6. 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.**

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, exception made for the shares with increased voting rights (in the ratio of two voting rights for each share). As of the date of this Notice, the Company held 1.286.007 treasury shares whose voting right are suspended pursuant to Article 2357-ter of the Italian Civil Code. The Company's website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Total Shareholders' basis") contains detailed information on the amount of the share capital and its composition.

The Extraordinary Shareholders' Meeting of April 28, 2016 approved the insertion in the Bylaws (Articles 9-bis, 9-ter and 9-quater) of the increased voting rules, with the result that, pursuant to Article 120, paragraph 1, of the Legislative Decree 58/1998 (the "**Consolidated Law on Finance**"), the total number of voting rights shall be considered as share capital. Following the increase in voting rights at the date of publication of this notice, the total number of voting rights is equal to No. 88.418.531. For more information, please refer to the Company's website (www.diasoringroup.com, Section "Governance/ Loyalty Shares"). The Company, pursuant to

Article 9-quater of the Company's Bylaws, will update the Special List (where necessary) by the 5th (fifth) market business day following the end of each calendar month and, in any case, within the market business day following the date indicated in Article 83-sexies, Paragraph 2, of the Consolidated Law on Finance (record date), i.e. by 12 April 2019.

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

Pursuant to Article 83-sexies of the Consolidated Law on Finance, 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 11, 2019 (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 17, 2019); 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.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2019"). 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.

The proxy may be granted, free of charge for the delegating party (except for the mailing costs), with voting instructions on all or some of the proposed resolutions on the agenda, to Società per Amministrazioni Fiduciarie Spafid S.p.A. with registered office in Milan, - as the Designated Representative appointed by the company pursuant to art 135-undecies of Legislative Decree no. 58 of 24 February 1998.

The proxy shall contain voting instructions on all or some of the proposed resolutions on the agenda and be valid only for those proposed resolutions in relation to which voting instructions have been granted. The proxy may be granted to Spafid only in its capacity as Delegated Representative appointed by the Company.

The proxy shall be granted by signing a specific proxy form, in the manner described below, at the company's registered office or on the company's website (www.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2019").

The original proxy form shall be received by said Designated Representative by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second calling (i.e. by 11:59 p.m. on April 18, 2019 or, should the Shareholders' Meeting be held on second calling, by 11:59 p.m. on April 24, 2019) to the following address: Spafid S.p.A., Foro Buonaparte, 10, 20121 Milano, Ref. "2019 DIASORIN Shareholders' Meeting Proxy". The proxy shall be delivered by hand during office hours (from 9:00 AM to 5:00 PM) or by registered letter with return receipt or by courier. It being understood that the proxy shall be sent in original

and completed with voting instructions, it may also be notified electronically to the certified e-mail address at assemblee@pec.spafid.it. A proxy form with digital signature sent, in accordance with current regulation, to the said certified e-mail satisfies the requisite of written form.

The proxy and voting instructions may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting, also on second calling (i.e. by 11:59 p.m. on April 18, 2019 or, should the Shareholders' Meeting be held on second calling, by 11:59 p.m. on April 24, 2019) in the manner described above.

Shares for which full or partial proxy is granted are calculated for the purpose of determining due constitution of the Shareholders' Meeting; with regard to proposed resolutions for which no voting instructions are given, the shares of the Shareholder concerned are not considered in calculating the majority and the percentage of capital required for the Resolutions to be carried.

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 Consolidated Law on Finance, 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. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted. Questions must be received by April 23, 2019 at 12:00 p.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 qualified intermediary pursuant to Article 43 of the new Joint Regulation on post-trading adopted by Banca d'Italia and Consob on August 13, 2018 ("*Rules governing central counterparties, central securities depositories and central depository services*") ("**Joint Regulation**") 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.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2019") 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 Consolidated Law on Finance, 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 24, 2019) 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 9, 2019). 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

Consolidated Law on Finance. 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, 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 43, Paragraph 1, of the Joint Regulation 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 Executive Decision of the Corporate Governance Division Responsible No. 13 of January 24, 2019, 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 received in one of the following ways:

- filing at the Company's registered office in Via Crescentino (no building No), Saluggia, **by Saturday, March 30, 2019 at 6:00 p.m.;** or
- electronic transmission by sending them to the certified email address affarisocietari.pec@legal.diasorin.it **by Saturday March 30, 2019**. 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 43 of the Joint Regulation, 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 Wednesday 3 April, 2019. 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 Explanatory Report referred to item n. 3 of the agenda and, generally, in applicable law provisions and in the Company's Bylaws.

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 (Wednesday, April 3, 2019).

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 Executive Decision of the Corporate Governance Division Responsible No. 13 of January 24, 2019, 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 received in one of the following ways:

- filing at the Company's registered office in Via Crescentino (no building No), Saluggia, **by Saturday, March 30, 2019 at 6:00 p.m.**; or
- electronic transmission by sending them to the certified email address affarisocietari.pec@legal.diasorin.it **by Saturday March 30, 2019**. 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 43 of the Joint Regulation, 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 Wednesday 3 April, 2019. 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 (Saturday, March 30, 2019) 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) Tuesday, April 2, 2019 ("**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 Explanatory Report referred to item n. 4 of the agenda and, generally, in applicable law provisions and in the Company's Bylaws.

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 (Wednesday, April 3, 2019).

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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.diasoringroup.com, Section "Governance/Information for Shareholders/Shareholders meetings and board/2019") 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. by March 15, 2019, the Report and Motions for resolutions concerning the items no. 3 and 4 of the agenda;
- at least 30 days before the date of the Shareholders' Meeting on first calling, i.e. by March 25, 2019, the Report and Motions for resolutions concerning the items no. 1, 2 and 5 of the agenda, as well as the Information Memorandum on the Stock Option Plan prepared pursuant to Article 84-*bis* of the Issuers' Regulation;
- by April 2, 2019 the Annual Financial Report as at December 31, 2018 pursuant to Article 154-*ter* of the Consolidated Law on Finance (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2018, the Report on Operations – including the Consolidated non-financial statement as at December 31, 2018 pursuant to Articles 3 and 4 of Legislative Decree no. 254/2016 – the Annual Corporate Governance Report and the certifications and reports provided by law);
- at least 21 days before the date of Shareholders' Meeting on first calling, i.e. by April 3, 2019:
 - The Compensation Report pursuant to Article 123-*ter* of the Consolidated Law on Finance and Article 84-*quater* of the Issuers' Regulation;
 - The Report and Motions for resolutions concerning the item no. 6 of the agenda.
- at least 15 days before the date of the Shareholders' Meeting on first calling (i.e. by April 9, 2019) 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. 20249/2017 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 Consolidated Law on Finance and to Article 84 of the Issuers' Regulation, as well as to Article 8 of the Company's Bylaws, on the Company's website www.diasoringroup.com (Section "Governance/Information for Shareholders/Shareholders meetings and board/2019") and, as an extract, on the daily newspaper "La Stampa" (on March 15, 2019), on the authorized central storage mechanism "IINFO" (available on the website www.iinfo.it) and sent to Borsa Italiana S.p.A.

Saluggia, March 14, 2019

The Board of Directors
By Gustavo Denegri
Chairman