

ORGANIZATIONAL MODEL PURSUANT TO LEGISLATIVE DECREE NO. 231/2001

Adoption of the Model

The Board of Directors of DiaSorin, in order to ensure the fairness and transparency of all its business transactions and corporate activities, to meet the expectations of its shareholders and to protect the Company's position and image, together with the work of its employees, adopted and implemented the organizational model ("Model") required by Legislative Decree No. 231/2001 ("Decree"), which can exempt the Company from liability for crimes committed by its employees in apical positions.

The Model was developed taking into account the provisions of the Decree as subsequently amended, as well as the guidelines provided by relevant trade associations (in particular, Assobiomedica and Confindustria). The Model is part of the Corporate Governance scheme and, more specifically, of the Internal Control and Risk Management system adopted by the Company and the Group.

The Model, initially adopted by resolution of the Board of Directors on June 4, 2004 and subsequently amended to fulfill the provisions of Article 2.2.3, Section 3, Letter k), of the Stock Exchange Regulations and to incorporate legal – whenever deemed applicable – and organizational changes, has been lastly updated on March 14, 2019.

Scope

The Model is aimed at building a comprehensive set of preventive procedures and control activities, designed to counter the commission of the different types of crimes listed in the Decree.

Structure

The Model encompasses a "General Section" and several "Special Sections", which cover the different types of crimes under the Decree.

In particular:

- **"General Section"** includes (i) the description of the regulatory framework, (ii) the governance and organisational structure adopted by DiaSorin for preventing the commission of crimes, (iii) the purposes of the Model, (iv) the requirements and tasks of the Supervisory Body (see below), (v) how to report crimes and violations of the Model (i.e. *whistleblowing*), (vi) the disciplinary measures adopted by the Company in case of non-compliance with the measures set out in the Model and (vii) the training and communication plan to ensure an accurate knowledge and awareness of the provisions of the Model by all the persons who must observe them.
- **"Special Section A"** includes the crimes covered by Articles 24 and 25 of the Decree committed in the course of relations with the Public Administration;
- **"Special Section B"** covers the so called Corporate crimes, including the corruption among private parties and the instigation to corruption among private parties;
- **"Special Section C"** encompasses the crimes set out by the EU Regulation no. 596/2014 (*Market Abuse Regulation*) and by the Consolidated Law on Finance (Legislative Decree 58/1998) on "Market Abuses";
- **"Special Section D"** includes the unintentional manslaughter and unintentional serious or very serious injuries committed in breach of applicable regulations on health and safety at work set out in Law 123/2007;

- “**Special Section E**” includes the environmental crimes introduced by Article 2 of Legislative Decree July 7, 2011 n. 121;
- “**Special Section F**” encompasses the crimes regarding the employment of third country citizens set out by Article 22 paragraph 12-bis of Legislative Decree 286/1998 as contemplated by Article 25-*duodecies* of the Decree;
- “**Special Section G**” encompasses the crimes of receiving of stolen goods, money laundering, utilization of money, goods or other benefits of unlawful origin and self-laundering, as referred to in Article 25-*octies* of the Decree, introduced by Article 63 of Legislative Decree November 21, 2007 n. 231.

Please be aware that, from the risk analysis performed by DiaSorin, the risk connected to some of the crimes under the Decree (such as, by way of example and without limitation, the offenses referred to in Article 25-*bis*-Crime of Forgery Currency, 25-*quinquies*-Crimes against the person, 25-*novies*-Offences related to copyright infringements) is only abstract and not realistically feasible. Therefore, such cases have not been included in the Model.

Review of the Model

The Board of Directors of DiaSorin, also upon proposal of the Control and Risks Committee of the Company, has the power and duty to update the Model by amending the existing Special Parts or by adopting further Special Parts relating to new types of crimes included in the Decree (where deemed applicable and relevant).

Control on the effectiveness of the Model

Pursuant to article 6 letter b) of the Decree a company may be exempted from liability if the task of supervising the functioning and effectiveness of the Model is entrusted to a corporate body with independent powers of initiative and control. To this end, the Board of Directors of DiaSorin has appointed the **Supervisory Body** as internal body, with the independence, professionalism and continuity of action necessary to carry out the functions required by the Decree.

The Supervisory Body currently in office is composed by a Statutory Auditor of the Company acting as Chairman of the Supervisory Body, the Manager of the Corporate Internal Audit function and an outside expert in the subject matters involved.

Once a year, the Supervisory Body presents to the Board of Directors the outcomes of its activity, as previously examined by the Control and Risks Committee.

Sanctions for breach of the Model

The behaviors of employees in violation of any rule of conduct set forth in the Model are qualified as **disciplinary offenses** and therefore subject to the penalties provided for by national collective bargaining agreement for employees in the chemical industry, as well as Article 7 of Law May 30, 1970, No. 300 and any applicable special regulations.

In case of violations committed by managers the sanctions set forth in national contract for managers of industrial companies will apply.

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The Company considers the Model an internal corporate procedure and therefore the same is not made available to the public.