

DIASORIN S.p.A.

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF APRIL 28, 2009

At 3:00 PM, on April 28, 2009, at the office of Mediobanca S.p.A., located at 3 via Filodrammatici, in Milan, the Ordinary Shareholders' Meeting of **DiaSorin S.p.A.** was called to order.

Pursuant to Article 10 of the Bylaws, the Shareholders' Meeting was chaired by **Gustavo Denegri**, acting in his capacity as the Chairman of the Board of Directors.

The Chairman moved to appoint notary Carlo Marchetti Secretary, with responsibility for drafting the Minutes of the Meeting.

The motion was approved by unanimous consent.

The Chairman then acknowledged and announced that:

- the Notice of the Shareholders' Meeting was published in the March 20, 2009 issue of the newspaper *Il Sole 24 Ore*, Finanza & Mercati Section;
- as of the date of the Shareholders' Meeting, the Company's fully subscribed and paid-in share capital amounted to 55,000,000 euros, divided into 55,000,000 common shares, par value 1 euros each;
- at that moment, 70 shareholders representing directly and by proxy 37,175,865 common shares, equal to 67.592% of the voting share capital, were present at the Shareholders' Meeting;
- The Meeting's Agenda was as follows:

1. Approval of the Financial Statements and Report on Operations for the year ended December 31, 2008. Motion to appropriate the year's net profit. Related and required resolutions;

2. Motion to revise the Chairman's compensation. Related and required resolutions;

- in addition to himself, the Chairman, the following Company representatives were in attendance:

-- for the Board of Directors:

Carlo Rosa, **Chief Executive Officer and General Manager,**

Antonio Boniolo, **Deputy Chairman,**

Chen Menachem Even,

- asked anyone who planned to leave the Meeting prior to the start of voting to surrender their admission card to the door staff;
- indicated that the Meeting's proceedings were being taped to facilitate the subsequent drafting of the Minutes;
- indicated that, as recommended by the Consob, that representatives of the Independent Auditors, the press and the financial community, who were seated in a section of the room reserved for them, were being allowed to attend the Meeting, but would not be allowed to participate in the proceedings;
- announced that some officers and employees of the Company were being allowed to attend the Meeting to meet the proceedings' technical and organization requirements;
- asked the attendees to refrain from using photographic, video and similar equipment, recording devices of any kind and cellular telephones inside the Meeting hall;
- reserving the right to take any action that may be appropriate to ensure an orderly progress of the proceedings and enable the attendees to exercise their rights, mentioned some of the rules of conduct applicable to the handling of Shareholders' Meeting, which the Meeting's Chairman is always required to mention before the start of the Meeting:
 - those who wished to take the floor should inform the Secretary of their intention, specifying the items they wished to discuss;
 - requests to be recognized could be put forth as long as the floor was open for debate;
 - speakers would be recognized in the order in which they applied;
 - shareholders may take the floor only once with regard to any issue being debated;
 - answers would be provided at the end of each speech;
 - any shareholder who asked to be recognized would be allowed a brief follow-up;
 - in order to ensure an orderly debate, shareholders were asked to keep their comments within a reasonable length of time, not to exceed 10 minutes;
 - should it be necessary, the Meeting could be briefly adjourned to gather the information needed to provide the required answers;
 - the floor would be closed when all questions, answers and follow-ups had been handled;
 - votes would be cast by a show of hands, with those abstaining or voting against a motion being asked to communicate to the Secretary their names and the number of votes stated on the card surrendered upon entering the Meeting, it being understood that, should the process of tallying the votes prove to be too cumbersome, staff available for this purpose would be brought in to collect copies of the entry cards and count the votes;
- asked the attendees to disclose any situations that would exclude or limit their right to vote with regard to any of the resolutions put up for a vote;

- explained that, while at this Shareholders' Meetings votes were being cast by a show of hands, anyone who wished to make a voting statement was free to do so.

The Chairman then turned to the first item on the Agenda and, in view of the fact that, pursuant to law, all documents related to the item being debated had been made available at the Company's registered office and the offices of Borsa Italiana, published on the Company's website and provided to all attendees, moved to omit reading them.

The Meeting approved by unanimous consent and, at the Chairman's request, the Chief Executive Officer, using a slide presentation, commented the highlights of the 2008 financial statements. A copy of the slide presentation has been annexed to these Minutes.

At the end, the Chairman, acting in accordance with the requirements of Consob Communication No. 96003558 of April 18, 1996, insofar as they apply to the assignment awarded to the Independent Auditors Deloitte & Touche S.p.A., communicated to the Shareholders' Meeting, in addition to the disclosures provided in the Annual Report pursuant to Article 149-*duodecies* of Consob Regulation No. 11971/1999, as amended, the number of hours and the fees billed by the Independent Auditors to audit and certify the statutory and consolidated financial statements at December 31, 2008:

- statutory financial statements and tests required pursuant to Article 155, Section 1, Letter a), of Legislative Decree No. 58/1998: 615 hours for a fee of 57,000 euros plus VAT, out-of-pocket expenses, the supervisory fee payable to the Consob and cost-of-living adjustment;
- consolidated financial statements: 200 hours for a fee of 18.000 euros plus VAT, out-of-pocket expenses, the supervisory fee payable to the Consob and cost-of-living adjustment.

The Chairman then asked the Secretary to read the motion to appropriate the net profit, which could also be found on page 5 of the document entitled "Report of the Board of Directors on Motions for Resolution," which had been distributed to the attendees.

This task having been completed, the Chairman open the floor for debate about the first item on the Agenda.

The shareholder Mr. Rodinò stated that, while 2008 was a difficult year for the market, Diasorin was able to report highly satisfactory results, while pursuing a policy of expansion and development. He was particularly impressed with the Company's rapid expansion in foreign markets and asked whether:

- the Company was negotiating additional acquisitions;
- the rise in investments in research would also cause this expense item to increase in revenue percentage terms;
- the stabilization of the euro/U.S. dollar exchange rate could produce additional benefit.

He then announced that he would vote to approve the motion.

There being no other shareholders asking to be recognized, the Chairman proceeded to answer the question, prefacing his remarks with the information that the growth achieved by the Company in 2008 enabled it hire 150 new employees. He then explained that, in accordance with its current strategy, the Company would pursue growth both organically and through additional acquisitions. Consequently, the Company would continue to carefully monitor the market, ready to seize any new opportunity that may arise, but would be unwilling to pay unreasonably high prices.

The expansion of the product line unavoidably translates into an increase in R&D expenditures. However, the ratio of R&D expenditures to revenues tends to remain constant.

With regard to the impact of the euro/U.S. dollar exchange rate, the Chairman pointed out that the operations located in the U.S. dollar zone used the U.S. dollar both for their expenses and revenues, thereby neutralizing to a significant extent the impact of fluctuations in exchange rates on the Group's earnings. In any case, the Company would use additional tools to offset the effect of such fluctuations, whereby appropriate.

There being no other shareholder who asked to be recognized, the Chairman closed the floor for debate.

He then indicated that there had been no change in the Meeting's attendance and, at 3:30 PM, asked the shareholders to cast their vote by a show of hands for or against the motion read to them earlier in the proceedings and reproduced below:

Dear Shareholders:

We ask you to approve the Company's financial statements for the year ended December 31, 2008 and recommend that you appropriate the net profit of 25,737,273.75 euros as follows:

- allocate 1,286,863.7 euros to the statutory reserve;*
- distribute to the shareholders 6,600,000 euros as a dividend of 0.12 euros per common share;*
- carry forward as retained earnings the balance of 17,850,410.05 euros.*

The dividend will be payable on June 18, 2009, with record date of June 15, 2009, to the common shares outstanding on the record date.

The Shareholders' Meeting approved the motion by a majority of the votes cast. Shareholders representing 466,738 shares voted against the motion (Mr. Pettinicchio by proxy for the shareholders included in and individually listed on "Voting Card No. 2" annexed to these Minutes for a total of 267,174 shares; Mr. Storti by proxy for the shareholders included in and individually listed on "Voting Card No. 1" annexed to these Minutes for a total of 199,564 shares).

There were no abstentions.

Shareholders holding the remaining 36,709,127 shares represented at the Meeting voted in favor of the motion.

The Chairman announced the result of the vote.

The Chairman reminded the shareholders that the coupon for the abovementioned dividend was Coupon No. 2. The Chairman then asked the Secretary to read the motion to appropriate the net profit, which could also be found on page 6 of the document entitled "Report of the Board of Directors on Motions for Resolution," which had been distributed to the attendees.

This task having been completed, the Chairman open the floor for debate about the next item on the Agenda.

There being no shareholder who asked to be recognized, the Chairman closed the floor for debate.

He then indicated that there had been no change in the Meeting's attendance and, at 3:35 PM, asked the shareholders to cast their vote by a show of hands for or against the motion read to them earlier in the proceedings and reproduced below:

Dear Shareholders:

In view of the expanded coordination and information activity that the Chairman has been performing for the benefit of the Board of Directors and considering the increase in the Company's statutory and corporate compliance requirements that resulted from its listing on the STAR segment and from recent changes in the regulatory framework, a revision of the annual compensation awarded to the Chairman of the Board of Director by the Shareholders' Meeting of March 26, 2007 appears to be in order.

The Board of Directors, taking into account the input of the Compensation Committee,

recommends

that the annual compensation of the Chairman be increased from the current amount of 300,000.00 euros to 400,000.00 euros.

The Shareholders' Meeting approved the motion by a majority of the votes cast. Shareholders representing 1,666,090 shares voted against the motion (Mr. Pettinicchio by proxy for the shareholders included in and individually listed on "Voting Card No. 1" and "Voting Card No. 2" annexed to these Minutes for a total of 1,461,331 shares; Mr. Storti by proxy for the shareholders included in and individually listed on "Voting Card No. 1" and "Voting Card No. 3" annexed to these Minutes for a total of 204,759 shares).

Shareholders representing 32,119 shares abstained (Mr. Pettinicchio by proxy for the shareholders included in and individually listed on "Voting Card No. 3" annexed to these Minute).

Shareholders holding the remaining 35,477,656 represented at the Meeting voted in favor of the motion.

The Chairman announced the result of the vote and, there being no further business to be transacted, thanked the attendees and adjourned the meeting at 3:40 PM.

The Chairman

The Secretary