

## DIASORIN S.p.A.

### MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING OF APRIL 28, 2011

At 3:00 PM, on April 28, 2011, 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. With the unanimous consent of the attendees, the Chairman appointed as secretary of the Meeting notary *Carlo Marchetti*, who thanked him.

The Chairman then acknowledged and announced that:

- Pursuant to Article 8 of the Bylaws, the Notice of the Shareholders' Meeting was posted, within the statutory deadline, on the Company website and published in the March 25, 2011 issue of the newspaper *Il Sole 24 Ore*, Finanza & Mercati Section;
- The Company did not receive any request to amend the Meeting's Agenda, pursuant to law;
- The Company's fully subscribed and paid-in share capital amounted to 55,698,264 euros, divided into 55,698,264 common shares, par value 1 euro each. The Company holds 750,000 treasury shares, the voting right of which had been suspended, it being understood that they will be counted to determine the quorum needed for the Meeting to be lawfully convened and to transact business, as required by Article 2357-ter, Section Two, of the Italian Civil Code.
- At that moment, 259 shareholders, representing directly and by proxy 41,534,345 common shares, equal to 74.570% of the voting share capital, were in attendance;
- The Meeting's Agenda was as follows:

*Approval of the Statutory Financial Statements and Report on Operations for the year ended December 31, 2010. Motion to appropriate the year's net profit. Presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2010. Related and required resolutions.*

- In addition to the Chairman, the following Directors were in attendance: Carlo Rosa, Chief Executive Officer and General Manager, Chen Menachem Even, Michele Denegri, Enrico Amo, Gian Alberto Saporiti, Franco Moschetti, Giuseppe Alessandria and Ezio Garibaldi;

- the following Statutory Auditors were also in attendance: Roberto Bracchetti, Chairman, Andrea Caretti and Bruno Marchina.

The Chairman declared that the Shareholders' Meeting was validly convened on the first calling and qualified to entertain resolutions concerning the items on the Agenda.

Before opening the floor for debate concerning the items on the Agenda, the Chairman:

- announced that, based on information in the Shareholder Register, disclosures received pursuant to law and other available information, the following parties held, directly or indirectly, an interest greater than 2% in the Company's voting share capital:

<b>Significant DiaSorin S.p.A. shareholders</b>	<b>Number of shares</b>	<b>Percentage equity interest</b>
FINDE SS (directly and through IP S.r.l.)	24,393,454	43.79%
Chen Even	2,498,936	4.48%
Rosa Carlo (directly and through Sarago S.r.l.)	4,708,214	8.45%
Threadneedle Asset Management Holding, Ltd.	1,446,756	2.59%

- announced that a schedule listing by name the parties who attended the Shareholders' Meeting personally or were represented by proxy and the number of shares held by each party would be annexed to the Minutes of the Shareholders' Meeting;

- stated that the Company was not aware of the existence of any shareholders' agreements, as defined in Article 122 of the Uniform Financial Code;

- asked anyone who planned to leave the Meeting prior to the start of voting to surrender their admission card to the door staff;

- reminded the attendees that, pursuant to Article 135-*undecies* of the Uniform Financial Code, the Company designated SPAFID S.p.A. as the party whom eligible shareholders may appoint as their proxy agent, with voting instructions for all or some of the items on the agenda;

- reported that SPAFID S.p.A. announced that it did not receive any appointments as a proxy agent;

- indicated that the Meeting's proceedings were being taped to facilitate the subsequent drafting of the Minutes;

- indicated that, as recommended by the Consob, representatives of the Independent Auditors, the press and the financial community, who were seated in a section at the back 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 handle 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' Meetings, which the Meeting's Chairman is always required to mention at the start of each Meeting:
  - those who wish to take the floor should inform the Secretary of their intention, specifying the items they wish to discuss;
  - requests to be recognized may be put forth as long as the floor is open for debate;
  - speakers shall be recognized in the order in which they have applied;
  - eligible parties may take the floor only once with regard to any issue being debated;
  - answers shall be provided at the end of all speeches;
  - any party who asked to be recognized shall be allowed a brief follow-up;
  - in order to ensure an orderly debate, shareholders are asked to keep their comments within a reasonable length of time, not to exceed about 10 minutes;
  - should it be necessary, the Meeting may be briefly adjourned to gather the information needed to provide the required answers;
  - the floor shall be closed when all questions, answers and follow-ups have been handled;
  - votes shall be cast by a show of hands, with those abstaining or voting against a motion being asked to communicate to the Secretary their name 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;
- announced that no questions were submitted prior to the Shareholders' Meeting pursuant to Article 127-ter of the Uniform Financial Code;
- 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.

The Chairman then turned to **the only item** on the Agenda: "*Approval of the Statutory Financial Statements and Report on Operations for the year ended December 31, 2010. Motion to appropriate the year's net profit. Presentation of the Consolidated Financial Statements of the DiaSorin Group at December 31, 2010. Related and required resolutions*" 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 had been provided to all attendees, moved to omit reading them.

The Shareholders' Meeting approved by unanimous consent.

At the Chairman's request, the Chief Executive Officer then reviewed the highlights of the financial statements for the year ended on December 31, 2010, projecting and commenting the slides annexed to these Minutes.

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, 2010:

- Statutory financial statements and tests required pursuant to Article 155, Section 1, Letter a), of Legislative Decree No. 58/1998: about 610 hours for a fee of 58,000.00 euros plus VAT, out-of-pocket expenses, the supervisory fee payable to the Consob and cost-of-living adjustment;
- Consolidated financial statements: about 260 hours for a fee of 24,000.00 euros plus VAT, out-of-pocket expenses, the supervisory fee payable to the Consob and cost-of-living adjustment.

At the Chairman's request, the Secretary read the motion concerning the appropriation of the net profit, as set forth on page 6 of the document entitled "*Reports and Motions Concerning the Items on the Agenda*" previously distributed to the attendees and transcribed in these Minutes.

The Chairman then opened the floor for debate on the first item on the Agenda.

There being no shareholder who asked to be recognized, the Chairman:

- closed the floor for debate;
- indicated that, at that moment, 260 shareholders, representing directly and by proxy 41,649.145 common shares, equal to 74.776% of the voting share capital, were in attendance;
- 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, 2010 and recommend that you appropriate the net profit of 69,928,976.16 euros as follows:*

- allocate 3,496,448.81 euros to the statutory reserve;*
- distribute to the shareholders 21,979,305.60 euros as a dividend of 0.40 euros on each common share outstanding on the coupon record date, excluding treasury shares;*
- carry forward as retained earnings the balance of 44,453,221.75 euros.*

*The dividend will be payable on June 23, 2011, with coupon record date of June 20, 2011, to the common shares outstanding on the coupon record date.”*

The Shareholders’ Meeting approved the motion by a majority of the votes cast.

Shareholders representing 7,800 shares (Massimo Fugazzaro, as proxy agent for the School Employees Retirement System of Ohio) voted against the motion.

There were no abstentions.

Shareholders holding the remaining 41,641,345 shares represented at the Meeting voted in favor of the motion.

The Chairman announced the result of the vote and reminded the shareholders that the coupon for the abovementioned dividend was Coupon No. 4.

There being no further business to be transacted, the Chairman thanked the attendees and adjourned the Meeting at 3:20 PM.

The Chairman

The Secretary