

Explanatory Report by the Board of Directors to the Shareholders' Meeting convened to vote on a motion to authorize purchases and/or sales of treasury shares pursuant to Annex 3A, Form No. 4, of the Consob Issuers' Regulations

Dear Shareholders:

You are being asked to authorize the Board of Directors, for a period of 18 months from the date of the Shareholders' Meeting's resolution, to purchase and dispose of treasury shares, in accordance with the terms and methods described in this Report.

1. Reasons why an authorization to purchase and dispose of treasury shares is being requested.

An authorization to purchase and dispose of treasury shares is being requested 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.

2. Maximum number, class and par value of the shares subject of the authorization.

An authorization is being requested to purchase, in one or more installments, Company common shares up to a number that, in the aggregate, may not exceed the ceiling set forth in the applicable regulations in effect at any given time, counting the common treasury shares held by the Company from time to time.

Prior to the start of each buying program, the Board of Directors shall have the power and the right to determine the number of shares that may be purchased in pursuit of the purposes referred to in Section 1 above, provided the abovementioned ceiling is not exceeded.

As of the date of this Report, the Company's share capital amounted to 55,698,264 euros and was comprised of 55,698,264 common shares, par value 1 euro each.

A program to purchase 750,000 common treasury shares reserved for implementing the Company's new stock option plan called "2010 DiaSorin Spa Stock Option Plan" was launched on January 17, 2011 in accordance with the terms authorized by the Shareholders' Meeting of April 27, 2010. The program was completed on February 15, 2011, resulting in the purchase of 750,000 common shares, equal to 1.35% of the Company's share capital.

3. Useful information for the purpose of fully assessing compliance with the applicable provision of Article 2357, Section 3, of the Italian Civil Code

The maximum number of treasury shares held by the Company may not exceed the ceiling set forth in the applicable regulations in effect at any given time, including the limitations applicable to distributable earnings and available reserves, as set forth in the latest financial statements (including semiannual financial statements) approved at the time of the transaction.

It shall be understood that the accounting entries required pursuant to the applicable laws and the applicable accounting principles shall be made in connection with all buy and sell transactions.

4. Length of time for which the authorization is being requested.

The authorization to purchase treasury shares is being requested for a period of 18 months from the date of the resolution approved by the Ordinary Shareholders' Meeting. The Board of Directors may carry out the authorized transactions in one or more installments, at any time, for the amounts and with the timing of its choosing, in accordance with the applicable regulations and in the Company's best interest. The authorization to sell treasury shares is being requested without time limit.

5. Minimum and maximum purchase price of the shares

Purchases of treasury shares shall be carried out consistent with the operating conditions 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, as applicable. Specifically, the transaction's price shall not be higher than the price of the latest independent transaction or the highest current independent bid price in the trading system in which the purchase is being executed, whichever is greater, it being understood that the price per share may never be lower by more than 20% or higher by more than 15% compared with the simple average of the closing prices of the DiaSorin Spa stock in the 10 stock market trading days preceding each individual buy transaction.

6. Methods with which purchases and sales will be carried out

Purchases and sales will be carried out with methods to be determined on each occasion in accordance with the provisions of Article 144-*bis*, Section 1, Letter a) and Letter b), of Consob Regulation No. 11971/199, as amended, and all other applicable provisions, so as to ensure compliance with the requirement of equal treatment for all shareholders, as set forth in Article 132 of the Uniform Financial Code. Consequently, they shall be executed on regulated markets, in accordance with the operating modalities required by the regulations governing the establishment and operation of said markets, which may not allow the direct matching of planned buy transactions with predetermined planned sales transactions. Moreover, the Board of Directors requests the authorization to use, pursuant to Article 2357-*ter* of the Italian Civil Code, at any time, in whole or in part, in one or more transactions, the treasury shares acquired in accordance with this motion 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, the terms, methods and conditions of the instrument of disposition being the most appropriate in the Company's best interest, in compliance with the provisions of the laws and regulations in effect at any given time and in pursuit of the objectives set forth in this motion.

This authorization motion shall not apply to the treasury shares already held by the Company and reserved for implementing the "2010 DiaSorin Spa Stock Option Plan" approved by the Shareholders' Meeting of April 27, 2010.

Transactions involving the disposal of treasury shares held by the Company shall always be executed in accordance with the laws and regulations in effect governing the trading in listed securities.

7. Motion.

“The Ordinary Shareholders’ Meeting, having reviewed and approved the Report of the Board of Directors,

resolves

to authorize transactions to purchase and dispose of treasury shares for the purposes and with the terms and conditions set forth in the Report of the Board of Directors and, therefore, with the limitations applicable to distributable earnings and available reserves, as set forth in the latest financial statements (including semiannual financial statements) approved at the time of the transaction and in accordance with the provisions of applicable regulations and accounting principles. More specifically, it resolves:

1) to authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments and for a period of 18 months from the date of this resolution, Company common shares up to a number that, counting any treasury shares held by the Company from time to time, may not exceed in the aggregate the ceiling set forth in the applicable regulations in effect at any given time, empowering the Board of Directors, prior to the start of each buying program, to determine the number of shares that may be purchased in pursuit of the authorized purposes at a price that shall not be higher than the price of the latest independent transaction or the highest current independent bid price in the trading system in which the purchase is being executed, whichever is greater, it being understood that the price per share may never be lower by more than 20% or higher by more than 15% compared with the simple average of the closing prices of the DiaSorin Spa stock in the 10 stock market trading days preceding each individual buy transaction;

2) to empower the Board of Directors and, acting severally on the Board’s behalf, its Chairman and the Company’s Chief Executive Officer, to carry out purchase of shares on the terms and for the purposes mentioned above, providing them with the most ample powers required to execute the buy transactions subject of this resolution and all other related formalities, including the power to retain the services of intermediaries authorized pursuant to law and appoint special representatives, providing them with the degree of authority that may be appropriate in the Company’s best interest, pursuant to regulations in force , with the modalities required pursuant to the provisions of Article 144-bis, Section 1, Letter a) and Letter b), of Consob Regulation No. 11971/199, as amended, taking into account 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, as applicable;

3) to convey to 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 this 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 objectives set forth in this resolution, 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 subject of this resolution 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 is being granted without any time limit. This resolution shall not apply to the treasury shares already held by the Company and reserved for implementing the "2010 DiaSorin Spa Stock Option Plan" approved by the Shareholders' Meeting of April 27, 2010."

Saluggia, September 1, 2011

The Board of Directors
by

Gustavo Denegri
Chairman
of the Board of Directors