

**SHAREHOLDERS' MEETING
OF DIASORIN SPA**

**April 23, 2012 (first calling)
April 24, 2012 (second calling)**



**REPORT
AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

(prepared pursuant to Ministry Decree n. 437 of 1998, art. 84-ter of the Consob Resolution n.11971/1991, as later amended, and art. 125-ter of the Legislative Decree n. 58/1998, as later amended)

CONTENTS

1. Board of Directors, Board of Statutory Auditors, Independent Auditors and Committees	page 3
2. Notice of Shareholders' Meeting	page 4
3. Report and Motions for Resolutions Concerning the Items on the Agenda	page 6

BOARD OF DIRECTORS, BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS

Board of Directors (elected on April 27, 2010)

<i>Chairman</i>	Gustavo Denegri
<i>Executive Deputy Chairman</i>	Antonio Boniolo
<i>Chief Executive Officer</i>	Carlo Rosa (1)
Directors	Giuseppe Alessandria (2) (3) Chen Menachem Even Enrico Mario Amo Ezio Garibaldi (2) Michele Denegri Franco Moschetti (2) Gian Alberto Saporiti

Board of Statutory Auditors

<i>Chairman</i>	Roberto Bracchetti
<i>Statutory Auditors</i>	Bruno Marchina Andrea Caretti
<i>Alternates</i>	Umberto Fares Maria Carla Bottini

Independent Auditors Deloitte & Touche S.p.A.

COMMITTEES

Internal Control Committee	Ezio Garibaldi (Chairman) Franco Moschetti Enrico Mario Amo
Compensation Committee	Giuseppe Alessandria (Chairman) Ezio Garibaldi Michele Denegri
Nominating Committee	Franco Moschetti (Chairman) Giuseppe Alessandria Michele Denegri
Related Parties Committee (4)	Franco Moschetti (Coordinator) Giuseppe Alessandria Ezio Garibaldi

(1) General Manager

(2) Independent Director

(3) Lead Independent Director

(4) established pursuant to a Board resolution on November 5, 2010

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled for 3:30 PM, on April 23, 2012, at 3 Via Filodrammatici, in Milan (at the offices of Mediobanca S.p.A.), on the first calling, and for April 24, 2012, same time, at the Company's registered office in Saluggia (VC), Via Crescentino (no building number), on the 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, 2011, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2011.

2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.

Only shareholders who held voting rights at the close of business on April 12, 2012 and who caused the required communication by a qualified intermediary to be delivered to the Company in accordance with current regulations will be eligible to attend the Shareholders' Meeting. Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting.

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 (<http://www.diasorin.com/it/investor-relations/documenti-societari/filter/tipo/assemblee>). 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 e-mail address: affarisocietari@diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-undecies of Legislative Decree No. 58/1998, Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy for the items on the Meeting's Agenda, provided that the proxy is delivered to the abovementioned company, by courier or registered letter with return receipt, at its address at 10 Foro Buonaparte, Milan (20121), not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting first calling, i.e., April 19, 2012. The proxy form is available on the Company website (<http://www.diasorin.com/it/investor-relations/documenti-societari/filter/tipo/assemblee>). The proxy agent will exercise the voting right only for motions for which it received voting instructions. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadline.

Pursuant to Article 127-ter of Legislative Decree No. 58/1998, 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 snc, 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or

by means of an e-mail sent to the following address: affarisocietari@diasorin.it. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted. Questions must be received by 12:00 noon on April 19, 2012, 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 intermediary 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.diasorin.com) or, at the latest, during the Shareholders' Meeting.

Pursuant to Article 126-*bis* of Legislative Decree No. 58/1998, 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, that the Meeting's Agenda be amended, listing on their application the additional items 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. 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*, Section 1, of Legislative Decree No. 58/1998. 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 address: affarisocietari@diasorin.it. In addition, they must be accompanied by a report on the items submitted for discussion and by a communication from the intermediary certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request.

The Company's subscribed and paid-in share capital amounts to 55,835,439.00 euros. It is comprised of 55,835,439 common shares, par value 1 euro each. Each common share conveys the right to cast one vote. As of the date of this Notice, the Company held 1,550,000 treasury shares.

The documents pertaining to the Shareholders' Meeting, including the Statutory and Consolidated Financial Statements at December 31, 2011, the Report on Operations, the Annual Corporate Governance Report, the Compensation Report and the motions for resolutions will be made available to the public, pursuant to and within the deadline required by current regulations, and therefore at least 21 days before the Shareholders' Meeting, at the Company's registered office, the offices of Borsa Italiana S.p.A. and on the Company website www.diasorin.com. Shareholders are entitled to receive a copy of these documents.

The Board of Directors
by Gustavo Denegri
Chairman

**REPORT AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

Agenda

1. Motion for the approval of the Statutory Financial Statements at December 31, 2011, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2011.

The documents relating to this item on the Agenda have been filed at the Company's registered office and the offices of Borsa Italiana S.p.A., will be made available on the Company website and will be mailed upon request.

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND
APPROPRIATE THE 2011 NET PROFIT**

Dear Shareholders:

We ask you to approve the Company's financial statements for the year ended December 31, 2011 and recommend that you appropriate the net profit of 95,758,967.72 Euros as follows:

- allocate 3,152,385.99 Euros to the statutory reserve, therefore integrating the fifth of the registered share capital at the date of this resolution;
- distribute to the shareholders 24,971,301.94 Euros as a dividend of 0,46 Euros per common outstanding share, excluding the treasury shares held in portfolio;
- carry forward as retained earnings the balance of 67,635,279.79 Euros.

The dividend will be payable on May 24, 2012, with record date of May 21, 2012, to the common shares outstanding on the record date.

Saluggia, March 9th, 2012

The Board of Directors
by Gustavo Denegri
Chairman

**REPORT AND MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

Agenda

2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.

Dear Shareholders,

pursuant to Article 123-ter of Legislative Decree No. 58/1998, we invite you to resolve favorably or unfavorably upon the Company's compensation policy for the members of governance bodies, General Manager(s) and other Executives with strategic responsibilities, and upon the procedures for the adoption and implementation of such policy.

The above mentioned information are reported in Section I of the Compensation Report, that has been drafted pursuant to Annex 3A, Schedule 7-bis, of the Consob Resolution No. 11971/99 and will be made available to the public as required by law, at the Company's registered seat, at Borsa Italiana S.p.A. and on the Company's internet website www.diasorin.it.

Saluggia, March 9th, 2012

The Board of Directors
by Gustavo Denegri
Chairman