

**SHAREHOLDERS' MEETING
DIASORIN S.p.A.**

**April 27, 2017 (first calling)
April 28, 2017 (second calling)**



**EXPLANATORY REPORTS
AND
MOTIONS FOR RESOLUTIONS
CONCERNING THE ITEMS ON THE AGENDA**

(prepared pursuant to Article 84-ter of Consob Resolution No. 11971/1999, as later amended, and Article 125-ter of Legislative Decree No. 58/1998, as later amended)

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Corporate Bodies

Board of Directors (elected on April 28, 2016)

<i>Chairman</i>	Gustavo Denegri
<i>Deputy Chairman</i>	Michele Denegri
<i>Chief Executive Officer</i>	Carlo Rosa ⁽¹⁾
<i>Directors</i>	Giancarlo Boschetti Stefano Altara Chen Menachem Even Franco Moscetti ⁽²⁾ Giuseppe Alessandria ^{(2) (3)} Roberta Somati ⁽²⁾ Fiorella Altruda ^{(2) (4)} Francesca Pasinelli ⁽²⁾ Monica Tardivo ⁽²⁾ Enrico Mario Amo Tullia Todros ⁽²⁾ Vittorio Squarotti

Board of Statutory Auditors

<i>Chairman</i>	Monica Mannino
<i>Statutory Auditors</i>	Roberto Bracchetti Ottavia Alfano
<i>Alternates</i>	Salvatore Marco Fiorenza Maria Carla Bottini

Independent Auditors PricewaterhouseCoopers S.p.A.

COMMITTEES

Control and Risks Committee	Franco Moscetti (Chairman) Enrico Mario Amo Roberta Somati
Compensation Committee	Giuseppe Alessandria (Chairman) Roberta Somati Michele Denegri
Nominating Committee	Giuseppe Alessandria (Chairman) Franco Moscetti Michele Denegri
Related Parties Committee	Franco Moscetti (Chairman) Giuseppe Alessandria Roberta Somati

(1) General Manager

(2) Independent Director

(3) *Lead Independent Director*

(4) The Director Mrs. Fiorella Altruda has been coopted by the Board of Directors with resolution dated December 19, 2016, following the resignation of the Director Mrs. Maria Paola Landini.

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at **3:00** p.m., on **April 27, 2017**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on first calling, and on April 28, 2017 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino, no building number, on 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, 2016, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2016. Related and required resolutions.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998. Related and required resolutions.**
- 3. Appointment of a Director. Related and required resolutions.**
- 4. Resolution pursuant to Article 114-bis of Legislative Decree No. 58/1998 concerning the establishment of a Stock Option Plan. Related and required resolutions.**
- 5. Authorization to the purchase and disposal of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and related implementing provisions. Related and required resolutions.**

Share capital

The Company's subscribed and paid-in share capital amounts to 55,948,257.00 Euros. It is comprised of 55,948,257 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 1,189,950 treasury shares whose voting right are suspended pursuant to Article 2357-ter of the Italian Civil Code.

Eligibility to attend the Shareholders' Meeting and exercise the right to vote

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/1998, as amended ("TUF"), the right to participate in the Shareholders' Meeting and to exercise voting rights is confirmed by means of notification to the Company by an intermediary, in compliance with its own accounting records, on behalf of the party who is entitled to the right to vote, based on evidence related to the close of the accounting day of the seventh stock market trading day prior to the date set for the Shareholders' Meeting on first calling, i.e. April 18, 2017 (record date). Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting; the communication by the intermediary must be received by the Company by the end of the third stock market trading day prior to the date set for the Shareholders' Meeting on first calling (i.e. by April 24, 2017); nevertheless, shareholders shall be entitled to intervene and vote if the communications are received by the Company beyond this deadline, but prior to the beginning of the meeting proceedings.

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 (www.diasorin.com, Section "Investors/Information for Shareholders/Shareholders meetings and board/2017"). 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 certified e-mail address affarisocietari.pec@legal.diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-*undecies* of the TUF, the Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy, free of charge for the delegating shareholder (except for any shipping fees), with instructions on voting on all or some of the items

on the Meeting's Agenda. The proxy shall be granted by signing, with handwritten signature or qualified electronic signature or digital signature, in compliance with the current Italian regulations, the specific form available on the Company's website (www.diasorin.com, Section "Investors/Information for Shareholders/Shareholders meetings and board/2017") or at the Company's registered office. The proxy shall be received in original within the end of the day falling two stock market trading days before the date of the Shareholders' Meeting, also on calls subsequent to first one (i.e. by 11:59 p.m. of April 25, 2017, if the Shareholders' Meeting is held on first calling or by 11:59 p.m. of April 26, 2017, if the Shareholders' Meeting is held on second calling), together with a copy of a valid identification document of the Delegating Shareholder or, if the Delegating Shareholder is a legal entity, of the current duly empowered legal representative, together with appropriate documentation to certify qualification and powers, to Spafid S.p.A. **i**) as for proxies with handwritten signature, by hand delivering during business hours (from 9:00 a.m. to 5:00 p.m) or by shipping them by registered letter with return receipt or courier (Foro Buonaparte 10, 20121 Milano, Re. "Delega Assemblea DIASORIN 2017") **ii**) as for proxies with qualified electronic signature or digital signature, by certified email to the address assemblee@pec.spafid.it. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadlines. The proxy is not valid with reference to motions for which voting instructions were not received.

No postal or electronic voting procedures are envisaged.

Right to submit questions on the items in the Agenda

Pursuant to Article 127-ter of the TUF, 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, no building No., 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of a certified e-mail sent to the following address: affarisocietari.pec@legal.diasorin.it. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be accepted. Questions must be received by April 24, 2017, 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, Section "Investors/Information for Shareholders/Shareholders meeting and board/2017") or, at the latest, during the Shareholders' Meeting.

Right to amend and add motions to items in the Meeting's Agenda

Pursuant to Article 126-bis of the TUF, 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 (i.e. by April 3, 2017) that the Meeting's Agenda be amended, listing on their application the additional items or further motions to items already included in the Agenda 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 (i.e. by April 12, 2017). 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, Paragraph 1, of the TUF. 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 certified email address: affarisocietari.pec@legal.diasorin.it, and they must be accompanied by a report on the items submitted for discussion. The right to exercise this right is attested by a communication to the Company by the qualified intermediary pursuant to Article 23, Paragraph

1, of the Regulation concerning centrally managed services, payment, guarantee systems and the related management companies adopted by Banca d'Italia and Consob on February 22, 2008, as subsequently amended, (“**Joint Regulations**”) certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request. The report by the requesting shareholders, along with any pertinent assessments by the relevant corporate boards, will be published at the same time as such additions to the agenda will be published.

Appointment of a Director

For the appointment of a Director to integrate the Board of Directors, the Shareholders’ Meeting resolves with the majorities required pursuant to law, without slate voting.

For further information, please refer to the Explanatory Report concerning item No. 3 on the Agenda.

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The documents pertaining to the Shareholders’ Meeting will be made available to the public at the Company’s registered office and on the Company’s website (www.diasorin.com, Section “[Investors/Information for shareholders/Shareholders’ meeting and board/2017](#)”) according to the other procedures envisaged by Consob regulations:

- at least 30 days before the date of the Shareholders’ Meeting on first calling, i.e. by March 28, 2017, the Report and Motions for resolutions concerning all items of the agenda, as well as the Information Memorandum on the Stock Option Plan prepared pursuant to Article 84-*bis* of the Issuers’ Regulation;
- at least 21 days before the date of Shareholders’ Meeting on first calling, i.e. by April 6, 2017:
 - The Annual Financial Report as at December 31, 2016 pursuant to Article 154-*ter* of the TUF (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2016, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law);
 - The Compensation Report pursuant to Article 123-*ter* of the TUF and Article 84-*quater* of the Issuers’ Regulation;
- at least 15 days before the date of the Shareholders’ Meeting on first calling (i.e. by April 12, 2017) the documents required by Article 77, paragraph 2-*bis* of the Issuers’ Regulation and by Article 36, paragraph 1, lett. A) of the Regulations of the Markets adopted with CONSOB Resolution No. 16191/2007 will be filed, with the warning that such filing shall take place only at the Company’s registered office.

Shareholders are entitled to receive a copy of these documents.

This notice is published, pursuant to Article 125-*bis* of the TUF and to Article 84 of the Issuers’ Regulation, as well as to Article 8 of the Company’s By-Laws, on the Company’s website www.diasorin.com (Section “[Investors/Information for Shareholders/Shareholders meetings and board/2017](#)”) and, as an extract, on the daily newspaper “Italia Oggi”, on the authorized central storage mechanism “1INFO” available on the website www.1info.it and sent to Borsa Italiana S.p.A.

Saluggia, March 24, 2017

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 1 on the Agenda

Motion for the approval of the Statutory Financial Statements at December 31, 2016, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2016. Connected and related resolutions.

The Annual Financial Report at December 31, 2016 pursuant to Article 154-*ter* of Legislative Decree No. 58/1998 (including the draft of Statutory Financial Statements and the Consolidated Financial Statements at December 31, 2016, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law) will be made available to the public at the Company's registered office and it will be also published on the Company's website www.diasorin.com (Section "Investors/Information for Shareholders/Shareholders meetings and board/2017") and on the authorized central storage mechanism "1INFO" available on the website www.1info.it, at least 21 days before the date of the Shareholders' Meeting on first calling.

MOTION TO APPROVE THE STATUTORY FINANCIAL STATEMENTS AND TO APPROPRIATE THE 2016 NET PROFIT

Dear Shareholders,

We ask you to approve the Company's financial statements for the year ended December 31, 2016 and recommend that you appropriate the net profit of 60.280.111,69 Euros as follows:

- considering that the statutory reserve already reached the maximum threshold pursuant to Article 2430 of the Italian Civil Code, to distribute to the shareholders 43.806.645,60 Euros as a dividend of 0,80 Euros per common outstanding share at coupon date, excluding the treasury shares held in portfolio, equal to No. 1.189.950 shares;
- to carry forward as retained earnings the balance of 16.473.466,09 Euros.

The dividend will be payable starting from May 24, 2017, with coupon date on May 22, 2017, to the common outstanding shares, excluding the treasury shares. According to Article 83-*terdecies* of Legislative Decree No. 58/1998, those resulting as shareholders at the end of the accounting day of May 23, 2017 (record date) shall be entitled to the payment of dividend.

Saluggia, March 8, 2017

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 2 on the Agenda

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

Dear Shareholders,

the Board of Directors of your company has called you to a Shareholders' Meeting to present the Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998 and Article 84-quater of CONSOB Resolution No. 11971/1999 (the "Issuers' Regulations") and in compliance with Annex A, Schemes 7-bis and 7-ter of the said Resolution.

The Compensation Report is divided into the following sections:

- Section I illustrates the Company's policy regarding the remuneration of members of the Board of Directors, General Managers and Executives with Strategic Responsibilities with reference to at least the following year and the procedures used for adoption and implementation of this policy;
- Section II contains the individual remuneration for Directors, Statutory Auditors and General Managers and in aggregate form for Executives with Strategic Responsibilities:
 - in the first part supplies an adequate representation of each components of the remuneration, including payments on leaving office or termination of employment relationship, highlighting the consistency of the same with the remuneration policy followed by the Company as approved in the previous year; amounts and composition of remunerations paid in the year 2016 are in line with the Compensation Policy adopted by the Company;
 - in the second part illustrates analytically compensation paid in the year (2016) for any reason and in any form by the Company and its subsidiaries, highlighting components of such compensation that relate to activities carried out in previous years and showing also compensation to be paid in one or several subsequent years for activities carried out in the year, indicating where appropriate an estimate for components that may not be quantified in the year to which the report refers;
 - in the third part provides information on the grant of financial instruments to directors, executives and other employees of DiaSorin and its subsidiaries;
 - in the fourth part indicates also (applying criteria established in Attachment 3A, Schedule 7-ter of the Issuers Regulations), investments held in the Company and its subsidiaries by members of the Company's boards, by its General Manager and by executives with strategic responsibilities, or by their spouses (unless legally separated) and minor children, either directly or through companies controlled by the same, through trust companies or fiduciaries, as resulting from the Shareholders Register, by communications received and other information acquired by the same components of the corporate boards, the General Manager and executive with strategic responsibilities.

The Compensation Report will be made available to the public at the Company's registered office and will be also published on the Company's website www.diasorin.com (Section "Investors/Information for Shareholders/Shareholders meetings and board/2017") and on the authorized central storage mechanism "1INFO" available on the website www.1info.it, at least 21 days before the date of the Shareholders' Meeting on first calling.

Shareholders are reminded that, in accordance with Article 123-ter, Paragraph 6 of Legislative Decree No. 58/1998, they will be called upon to vote for or against Section I of the Compensation Report. The resolution is not binding. The result of the vote will be made available to the public within the legal deadline pursuant to Article 125-quater, Paragraph 2, of Legislative Decree No. 58/1998

Dear Shareholders,

we are therefore asking you to adopt the following resolution:

“The Shareholders’ Meeting of DiaSorin S.p.A., having examined the report drawn up by of the Board of Directors pursuant to Article 123-ter of Legislative Decree No. 58/1998 and to the other applicable law provisions (the Compensation Report), for the effects set forth under Paragraph 6 of the above mentioned article and in particular having examined Section I of the Compensation Report,

resolves

- *to approve Section I of the Compensation Report.”.*

Saluggia, March 8, 2017

The Board of Directors

By Gustavo Denegri
Chairman

Explanatory Report concerning item No. 3 on the Agenda

Appointment of a Director. Related and required resolutions.

Dear Shareholders,

We are submitting to your approval the motion to appoint a Director.

In this regard, we remind you that on December 19, 2016 following the resignation of the Director Mrs. Maria Paola Landini, the Board of Directors of DiaSorin S.p.A., with the support of the Nominating Committee, coopted Mrs. Fiorella Altruda as Director, pursuant to and for the purposes of Article 11 of the Company's By-Laws and Article 2386 of the Civil Code and thus, in compliance with the laws currently in force on gender balance. The new Director shall hold office until the next Shareholders' Meeting in accordance with the provisions of Article 2386 of the Civil Code. On December 19, 2016, the Board of Directors positively evaluated the existence of all requirements envisaged by current regulations, including independence requirements set forth in Article 148, paragraph 3, of Legislative Decree no. 58/1998 and in Article 3 of the Corporate Governance Code (the "**Corporate Governance Code**") promoted by Borsa Italiana S.p.A.

The resigning Director had been appointed by the Shareholders' Meeting on April 28, 2016 upon the renewal of the Board of Directors and taken from the majority slate; the aforesaid slate did not contain additional candidates than those elected.

Pursuant to Article 11, Paragraph 14, Letter b), and Paragraph 15 of the By-Laws should it be necessary for a member of the Board to be replaced and should there be no unelected candidates left in the abovementioned slate (from which the Director to be replaced has been taken), the Shareholders' Meeting elect replacements with the majorities required pursuant to law, without slate voting, in a manner that will result in (i) the election of a total number of independent Directors equal to at least the minimum number required by the relevant statute provisionally in force and (ii) in compliance with the laws currently in force on gender balance.

In connection with the foregoing, it is hereby acknowledged that:

- the current Board of Directors is composed of 15 members, as resolved by the Shareholders' Meeting on April 28, 2016, out of which 7 members meet the independence requirements pursuant to law and the Corporate Governance Code and 5 members belong to the less-represented gender;

- as indicated above, Director Fiorella Altruda, in office until the date of the next Shareholders' Meeting, meets the independence requirements pursuant to law and the Corporate Governance Code;

- The Nominating Committee of DiaSorin S.p.A., in view of the above and on the basis of its assessments, has again expressed its motion to appoint **Mrs Fiorella Altruda, born in Turin on August 12, 1952** as Director. This motion has been endorsed by the Board of Directors on March 8, 2017 and, thus, included in this Report. The *curriculum vitae* of Mrs. Fiorella Altruda is available on the company's website at www.diasorin.com (Section "Investors/Information for Shareholders /Shareholders' Meeting and board/2017"), including also (i) the affidavit by which the candidate accepts the nomination and attests that there are no issues that would impede her election or make it incompatible and that she possesses the qualifications required pursuant to law to serve in her capacity, including her eligibility to qualify as independent Director in accordance with applicable law; (ii) the list of the management and control office held by the candidate at February 28, 2017.

It is understood that Shareholders retain the right to submit proposals for the appointment of a Director accompanied by the professional curriculum of the candidate and the declarations in which the candidate accepts the appointment and attests, under its responsibility, that there are no causes of ineligibility or incompatibility, the existence of the requirements prescribed by the statutory provisions, the law and the regulations for the members of the Board of Directors, as well as any mention of eligibility to qualify as independent in accordance with applicable law.

* * *

In view of the above, we invite you to approve the integration of the Board of Directors by appointing a new Director, in order to integrate the current composition of the Board of Directors up to 15 members, as resolved by the Shareholders' Meeting held on April 28, 2016, in compliance with Article 11 of the By-Laws.

The appointed Director shall remain in office until the current Board of Directors' term of office and, therefore, until the Shareholders' Meeting called to approve the Financial Statements at December 31, 2018, without prejudice to resolution passed by the Shareholders' Meeting on April 28, 2016 regarding compensation awarded to members of the Board of Directors.

The aforesaid motion formulated by the Board of Directors is as follows:

“Dear Shareholders,

based on the information provided above, we recommend that you adopt the following resolutions:

The Ordinary Shareholders' Meeting of DiaSorin S.p.A.,

resolves to

appoint Mrs. Fiorella Altruda, born in Turin on August 12, 1952 as Director until the current Board of Directors' term of office and, therefore, until the Shareholders' Meeting called to approve the Financial Statements at December 31, 2018.”

Saluggia, March 8, 2017

The Board of Directors

by Gustavo Denegri
Chairman

Explanatory Report concerning item No. 4 on the Agenda

Resolutions pursuant to Article 114-*bis* of Legislative Decree No. 58/1998 concerning the establishment of a stock option plan. Connected and related resolutions.

We are submitting for your approval a plan to incentivize and increase the loyalty of employees called “DiaSorin S.p.A. 2017 Stock Option Plan” (the “**2017 Plan**”) reserved for executives and employees of DiaSorin S.p.A. (“**DiaSorin**” or the “**Company**”) and the companies that it controls directly or indirectly (hereinafter the “**Subsidiaries**” and, together with DiaSorin, the “**Group**”), pursuant to Article 144-*bis* of Legislative Decree No. 58/1998 (the “**TUF**”), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

An Information Memorandum about the 2017 Plan, prepared in accordance with Article 84-*bis* of the CONSOB Resolution No. 11971/1991, as amended, (hereinafter the “**Issuers’ Regulations**”) and in compliance with the Annex 3A of the Issuers’ Regulations, has been made available to the public within the deadline and in the manner required pursuant to law.

1. Reasons for adopting the 2017 Plan

The purpose of the 2017 Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company’s ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company’s profits and future growth.

The motion for the adoption of the 2017 Plan has been submitted by the Board of Directors upon recommendation of the Compensation Committee.

With reference to the incentivizing remuneration based on stock options plans, it should be also noted that the adoption of remuneration plans based on shares is consistent with the recommendations set forth in Article 6 of the Corporate Governance Code issued by Borsa Italiana S.p.A. and with the principles included in the “Compensation Policy” adopted by the Company, as described in the Compensation Report pursuant to Article 123-*ter* of the TUF, available on the Company’s website www.diasorin.com (Section Investors/Governance/Corporate Governance system).

2. Subject and Implementation Method of the 2017 Plan

The 2017 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the “**Beneficiary/ies**”), of options (hereinafter the “**Options**”) that convey to the Beneficiary the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option, in accordance with the terms and conditions of the 2017 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares are traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option Grant Date (as defined below) and the same day of the previous calendar month (hereinafter the “**Exercise Price**”).

We recommend that up to 450,000 DiaSorin common shares be available for allotment to the Beneficiaries in implementation of the 2017 Plan.

For the purpose of implementing the 2017 Plan, the Company’s Ordinary Shareholders’ Meeting (convened for April 27, 2017 on the first calling and April 28, 2017 on the second calling) will be asked to approve, as the 5th item on the Agenda, a motion to authorize the Board of Directors to execute transactions to buy and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of the TUF and related implementation provisions, reserved for use in connection with the 2017 Plan. For additional

information, please consult the relevant explanatory report prepared in accordance with Article 73 of the Issuers' Regulations, which was made available to the public within the deadline and in the manner required pursuant to law.

As of the date of this report, the Company held No. 1,189,950 treasury shares, equal to 2.13% of the share capital. None of its subsidiaries held DiaSorin shares.

The Options awarded under the 2017 Plan will convey to the Beneficiaries the right to acquire up to 450,000 common shares, at the Exercise Price, based on a ratio of 1 share for each awarded exercised Option, in accordance with the terms and conditions of the 2017 Plan, as explained below.

The Company will make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the Options were exercised. The shares attributable to the Beneficiaries following the exercise of the Option shall have the same ranking for dividends as the Company's common shares on the date of purchase and shall carry the coupons in effect as of that date.

The 2017 Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

3. Beneficiaries of the 2017 Plan

The 2017 Plan is addressed to parties who, on the Option grant date (the "**Grant Date**") have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries).

On each Grant Date, the Board of Directors will designate the individual Beneficiaries, within the abovementioned categories, and determine the number of Options awarded to each Beneficiary, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The Board of Directors may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the 2017 Plan, to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer (as well as over any other decision related and/or pertaining to the management and/or implementation of the 2017 Plan concerning the abovementioned parties).

Consistent with the guidelines of the Corporate Governance Code issued by Borsa Italiana S.p.A. and with the Compensation Policy adopted by the Company, the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the 2017 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2017 Plan.

Specifically, under the 2017 Plan, if the employment relationship is ended as a result of a bad leaver situation before the exercise of the Options, all Options awarded to the Beneficiary shall lapse and shall become null and void, thereby releasing the Company from any obligation or liability. Bad leaver refers to situations when the employment relationship is ended due to:

(i) firing of a Beneficiary for cause or: (a) violation by the Beneficiary of the laws governing employment relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act;

(ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation, the Beneficiary will retain the right to exercise his/her awarded Options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to:

(i) firing without cause;

(ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months;

(iii) death of the Beneficiary;

(iv) retirement of the Beneficiary;

(v) loss of the status of Subsidiary by the company employing the Beneficiary.

4. Duration of the 2017 Plan and Exercise of the Options

The Options awarded to a Beneficiary may be exercised in accordance with the provisions of the 2017 Plan Regulations, whose adoption will be delegated to the Board of Directors, and the corresponding option contract.

Under the 2017 Plan, (i) Options may be awarded to Beneficiaries identified by the Board of Directors over a period of three years from the date when the 2017 Plan Regulations are approved and (ii) Options are exercisable during the exercise periods defined in the 2017 Plan Regulations and/or the option contract, it being understood that awarded Options may not be exercised for a three-year period following the Grant Date.

Without prejudice to the exercise procedure indicate above, Beneficiaries are entitled to early exercise of the Options when specific events occur, including:

1. change of control, pursuant to Article 93 of the TUF, even if it does not require the obligation to launch a takeover bid;
 2. launch of a takeover bid on the Company shares pursuant to Articles 102 *et seq.* of the TUF;
- or
3. resolution of transactions that may result in the delisting of DiaSorin ordinary shares.

Under the 2017 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date. The Board of Directors shall also have the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year. In such cases, the Board of Directors shall send a special written notice to each Beneficiary.

5. Restrictions on the Transfer of Options

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Unless the Board of Directors resolves otherwise and except for the provisions applicable in the event of interruption of an employment relationship (including transfers due to death), Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

There are no restrictions on the transfer of Company ordinary shares acquired through the exercise of the Options.

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Dear Shareholders,

Based on the information provided above, we recommend that you adopt the following resolutions:

“The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having reviewed and approved the Explanatory Report submitted by the Board of Directors,

resolves to

(i) approve, pursuant to and for the purposes of Article 114-*bis* of Legislative Decree No. 58/1998, the establishment of a new stock option plan called “DiaSorin S.p.A. 2017 Stock Option Plan” with the characteristics (including implementation conditions and requirements) specified in the Explanatory Report of the Board of Directors and in the Information Memorandum prepared in accordance with article 84-*bis* of CONSOB regulations no. 11971/1999, as amended, (thereto attached under letter “A”), delegating to the Board of Directors the task of adopting the required regulations;

(ii) grant to the Board of Directors any and all powers that may be necessary or appropriate to implement the “DiaSorin S.p.A. 2017 Stock Option Plan,” including, the following non-exhaustive list being provided merely by way of example, all powers to designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2017 Plan concerning the abovementioned parties.”

Saluggia, March 8, 2017

The Board of Directors
By Gustavo Denegri
Chairman

ANNEX "A"

DIASORIN S.P.A.

INFORMATION MEMORANDUM ABOUT A COMPENSATION PLAN BASED ON GRANTS OF STOCK OPTIONS, PREPARED IN ACCORDANCE WITH ARTICLE 84-BIS OF REGULATIONS NO. 11971 APPROVED BY THE CONSOB ON MAY 14, 1999, AS AMENDED, WHICH IS BEING SUBMITTED TO THE SHAREHOLDERS' MEETING OF DIASORIN S.P.A. FOR APPROVAL

Saluggia, March 8, 2017

DEFINITIONS

The following definitions apply to the corresponding terms, when used in this Information Memorandum.

Beneficiary	The Recipient of an Option grant;
Board	The Company's current Board of Directors or its representatives;
Compensation Committee	The Company's Compensation Committee, which provides consulting support and makes recommendations with regard to the implementation of the Plan, consistent with the guidelines of the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A. and the Compensation Policy adopted by the Company, as described in the Compensation Report pursuant to Article 123-ter of the TUF, available on the Company's website www.diasorin.com (Section Governance/Corporate Governance system);
DIASORIN or the Company	DIASORIN S.p.A., with registered office at Via Crescentino (no building number), Saluggia (VC), Italy;
Exercise Notice	The communication by which a Beneficiary exercises the awarded Options;
Exercise price	The consideration that a Beneficiary will be required to pay to exercise Options and buy Shares;
Final Exercise Date	The final deadline for exercising Options, as defined in the Plan Regulations and/or the Option Contract;
Grant Date	The date when the Board approves an Option grant to a Beneficiary;
Group	DIASORIN and its Subsidiaries;
Information Memorandum	This information memorandum, prepared in accordance with Article 84-bis of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations;
Initial Exercise Date	The date when Options become exercisable, as defined in the Plan Regulations and/or the Option Contract;
Issuers' Regulations	Consob Regulation No. 11971/1999, as amended;
MTA	Abbreviation from the Italian name (Mercato Telematico Azionario) of the Italian online securities market organized and operated by Borsa Italiana S.p.A.;
Option	The right granted to a recipient to buy Shares in

	accordance with the Plan's rules; each Option conveys the right to buy one Share;
Option Contract	The Contract by which the Company grants Options to a Beneficiary, duly signed by the latter for acceptance;
Ordinary Shareholders' Meeting	The Company's Ordinary Shareholders' Meeting convened for April 27, 2017, on the first calling, and April 28, 2017, on the second calling to vote (i) on a motion to adopt the Plan (4 th item on the Agenda) and (ii) on a motion to authorize the Board of Directors to buy and dispose of treasury shares (5 th item on the Agenda);
Plan	The motion to adopt the "DIASORIN S.p.A. 2017 Stock Option Plan" approved by DIASORIN's Board of Directors on March 8, 2017, which will be submitted for approval to the Ordinary Shareholders' Meeting, pursuant to Article 114- <i>bis</i> of the TUF;
Recipient	A party who, on the Grant Date, has a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries);
Relationship	The employment relationship between a Recipient and the Company or a Subsidiary (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries);
Shares	The DIASORIN common shares, with a par value of 1 (one) euro each, subject of the Plan, reserved for Beneficiaries who exercise their Options;
Subsidiaries	Italian and foreign companies that are directly or indirectly controlled by the Company, pursuant to Article 93 of the TUF;
TUF	Legislative Decree No. 58/1998 (Testo Unico sulla Finanza), as amended

FOREWORD

The subject of this Information Memorandum, prepared in accordance with Article 84-*bis* of the Issuers' Regulations and consistent, including with regard to the numbering of sections, with the guidelines provided in Form 7 of Annex 3A to the Issuers' Regulations, is the motion to adopt the "DIASORIN S.p.A. 2017 Stock Option Plan" approved by DIASORIN's Board of Directors on March 8, 2017, upon recommendation of the Compensation Committee.

The abovementioned motion to adopt the "DIASORIN S.p.A. 2017 Stock Option Plan" will be submitted for approval to the Ordinary Shareholders' Meeting of the Company, convened for April 27, 2017, on the first calling, and April 28, 2017, on the second calling (4th item on the Agenda).

As of the date of this Information Memorandum, the motion to adopt the “DIASORIN S.p.A. 2017 Stock Option Plan” had not yet been approved by the Ordinary Shareholders’ Meeting.

Therefore:

(i) this Information Memorandum has been prepared based exclusively on the content of the motion to adopt the “DIASORIN S.p.A. 2017 Stock Option Plan” approved by the Company’s Board of Directors on March 8, 2017, upon recommendation of the Compensation Committee;

(ii) any reference to the Plan (as above defined) contained in this Information Memorandum shall be understood as referring to the motion to adopt the “DIASORIN S.p.A. 2017 Stock Option Plan”.

If necessary, this Information Memorandum will be updated, within the deadline and in the manner required pursuant to current regulations, if the motion to adopt the “DIASORIN S.p.A. 2017 Stock Option Plan” is approved by the Ordinary Shareholders’ Meeting, consistent with resolutions adopted by the Ordinary Shareholders’ Meeting and the organizational entities responsible for implementing the Plan.

The Plan shall be considered of “major significance” pursuant to Article 114-*bis*, Section 3, of the TUF and Article 84-*bis* of the Issuers’ Regulations, as it may be addressed to some Recipients belonging to the top management of DIASORIN.

1. PLAN’S RECIPIENTS

1.1 Listing by name of the Plan’s Recipients who are not members of the Board of Directors or the Managing Board of the issuer of financial instruments, companies controlling the issuer and direct or indirect subsidiaries of the issuer.

See Section 1.2 below.

1.2 Categories of employees or associates of the issuer of financial instruments, companies controlling the issuer and subsidiaries of the issuer.

The Plan is addressed to parties who on the Grant Date have a permanent employment relationship with the Company or one of its Subsidiaries (or anyway a comparable relationship under the legislation from time to time applicable to the Company or to one of its Subsidiaries).

As of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting. Under the Plan, the Board of Directors will be responsible for designating the individual Beneficiaries. Consequently, a listing by name of Beneficiaries, within the Recipients category identified above, cannot be provided. It is possible that the Beneficiaries designated by the Board of Directors may also include parties serving as Directors of the Company or its subsidiaries.

1.3 Designation by name of Plan Beneficiaries belonging to the following groups:

a) general managers of the financial instrument issuer;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders’ Meeting.

b) other executives with strategic responsibilities of the financial instrument issuer not classed as “small”, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, if they have, during the course of the year, received total compensation (obtained by adding the monetary compensation to the financial instrument-based compensation) in excess

of the highest total compensation assigned to the members of the board of directors or management board, and to the general managers of the financial instrument issuer;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

c) natural persons controlling the share issuer, who are employees or who collaborate with the share issuer;

Not applicable, because there are no individuals controlling DIASORIN.

1.4 Description and numerical listing, broken down by category, of the following:

a) executives with strategic responsibilities other than those specified under letter b) of paragraph 1.3;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

b) in the case of "small" companies, in accordance with Article 3, paragraph 1, letter f) of Regulation no. 17221 of 12 March 2010, the indication for the aggregate of all executives with strategic responsibilities of the financial instrument issuer;

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

c) any other categories of employees or collaborators for which different characteristics are envisaged for the plan (e.g. executives, middle management, employees, etc.).

Not applicable, because as of the date of this Information Memorandum, the Plan has not yet been approved by the Ordinary Shareholders' Meeting.

The Plan does not call for the use of different characteristics for special categories of Recipients nor does it provide criteria for setting different Exercise Prices for different Beneficiaries.

2. REASONS FOR ADOPTING THE PLAN

2.1 Objectives pursued through the adoption of the Plan

The reason for and the objectives of the Plan are creation of value for the shareholders and retention of key executives and high-potential employees of the Company and its Subsidiaries. The purpose of the Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company's ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company's profits and future growth. The Plan's Beneficiaries will be executives and employees of DIASORIN and its subsidiaries, identified by the Board from time to time.

With reference to the incentivizing remuneration based on stock options plans, it should be also noted that the adoption of remuneration plans based on shares is consistent with the recommendations set forth in Article 6 of the Corporate Governance Code issued by Borsa Italiana S.p.A. and with the principles included in the "Compensation Policy" adopted by the Company, as described in the Compensation Report pursuant to Article 123-ter of the TUF, available on the Company's website www.diasorin.com (Section Investors/Governance/Corporate Governance system

2.1.1 Additional information

Under the Plan, (i) Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the Plan regulations are approved and (ii) Options are exercisable during the exercise periods defined in the Plan Regulations and/or the Option

Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. This length of time was deemed to be the most suitable for achieving the Plan's incentivizing and employee loyalty objectives. Further information is provided in Section 4.2 below.

The Plan does not call for a predetermined ratio between the number of Options awarded to a single Beneficiary and the overall compensation received by that Beneficiary.

2.2 Key variables, including performance indicators used to determine grants under plans based on financial instruments

Options are awarded to the beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

2.2.1 Additional information

Not applicable. Options are awarded to the beneficiaries free of charge and the right to exercise those options is not tied to the achievement of specific performance targets.

2.3 Elements used to determine the amount of compensation based on financial instruments, or criteria for its computation

The number of options awarded to each beneficiary is determined by the Board on each occasion, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

2.3.1 Additional information

The number of options awarded to each beneficiary shall be determined taking into accounts factors specified in Section 2.3 above

2.4 If applicable, reasons for the decision to offer a compensation plan based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries, controlling companies or companies outside the issuer's group; if the abovementioned instruments are not traded on a regulated market, information about the criteria used to determine the value assigned to them

Not applicable, because the Plan is based on grants of Options that convey the right to acquire through subscription Company Shares.

2.5 Considerations about significant tax and accounting effects that affected the design of the plans

There were no significant tax and accounting effects that affected the design of the Plan.

2.6 If available, support of the plan by the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003

The Plan does not receive support from the Special Fund to Incentivize Employee Company Stock Ownership referred to in Article 4, Section 112, of Law No. 350 of December 24, 2003.

3. APPROVAL PROCESS AND TIMING OF OPTION GRANTS

3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors for plan implementation purposes

On March 8, 2017 the Board of Directors, upon recommendation of the Compensation Committee, resolved to submit to the Ordinary Shareholders' Meeting the approval of the Plan for the award to the beneficiaries of up to 450,000 Options valid to buy up to 450,000 Shares.

The Ordinary Shareholders' Meeting is called to resolve, in addition to the approval of the Plan, the granting to the Board of any and all powers that may be necessary or appropriate to implement the Plan, including, the following non-exhaustive list being provided merely by way of example, all powers to adopt the Plan regulations, designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, determine the Exercise Price of the Options and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan, as explained in Section 3.2 below.

3.2 Designation of the parties responsible for managing the plan and their functions and competencies

The responsibility to execute the Plan will be granted to the Board, which will be empowered by the Ordinary Shareholders' Meeting for the management and implementation of the Plan.

Under the Plan, the Board may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, acting jointly or severally. In such a case, all reference to the Board contained in the Plan shall be construed as referring to the Chairman of the Board, the Deputy Chairman and/or the Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DIASORIN's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the Plan concerning the abovementioned parties.

Consistent with the guidelines of the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A. and with the Compensation Policy adopted by the Company, the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the Plan.

3.3 Any existing procedures for the revision of plans, including those applicable in connection with changes in the basic objectives

The Board will be granted with the powers to amend or modify the Plan regulations (once it has been approved), in the most appropriate manners, as it deems useful or necessary for a better achievement of the Objectives of the Plan, having regard for the interest of the Beneficiaries.

The right to exercise the Options is not tied to the achievement of specific performance targets and, therefore, there are no procedures for revising the Plan due to changes in the basic objectives. See Section 4.23 for additional information.

3.4 Description of the method used to determine the availability and grants of the financial instruments on which the plans are based

The Plan calls for awarding to the Beneficiaries Options valid to buy Company treasury shares, on the basis of 1 Share for each Options exercised. The maximum number of Shares that may be allocated to the Beneficiaries to implement the Plan is 450,000 Shares.

To this end, on March 8, 2017 the Board agreed, among others, to submit to the Ordinary Shareholders' meeting a motion authorizing it to purchase and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of the TUF and related implementation provisions.

The purpose of the request for the authorization to buy and dispose of treasury shares is to allow the Board to have access to treasury shares earmarked for Plan implementation purposes. The authorization is being requested to purchase, in one or more instalments, up to 450,000 Company common shares with a par value of 1 (one) euro each, equal to 0.80% of the Company's share capital.

The Company shall make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the options were exercised.

3.5 Role played by each Director in determining the characteristics of the abovementioned plans; existence of any conflicts of interest affecting interested Directors

The features of the Plan to be approved by the Ordinary Shareholders' Meeting within the meaning and for the purposes of art. 114-*bis* of the TUF, have been determined collectively by the Board upon recommendation of the Compensation Committee, who met on March 2, 2017.

It should also be noted that the motion for the adoption of the Plan is in line with the compensation policy adopted by the Company.

3.6 For the purposes of complying with the requirements of Article 84-*bis*, Section 1, date of the decision adopted by the governance body authorized to recommend the approval of plans to the Shareholders' Meeting and any recommendations submitted to the abovementioned body by the Compensation Committee

The Board approved the Plan on March 8, 2017, upon a recommendation of the Compensation Committee.

3.7 For the purposes of complying with the requirements of Article 84-*bis*, Section 5, Letter a), date of the decision adopted by the governance body authorized to award grants of financial instruments and any recommendations submitted to the abovementioned body by the Compensation Committee

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

3.8 Market price on the abovementioned dates of the financial instruments on which the plan is based, if traded on regulated markets

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

3.9 In the case of plans based on financial instruments traded on regulated markets, when deciding the timing of grants of securities in implementation of a plan, on what basis and in which manner does the issuer take into account potential timing overlap of:

- (i) the abovementioned grant or decisions made in this regard by the Compensation Committee, with**
- (ii) the dissemination of material information, pursuant to Article 114, Section 1; for example, when such information:**
 - a. is not yet public and could have a positive impact on market prices; or**
 - b. has already been published and could have a negative impact on market prices.**

The length of the time period chosen to compute the Exercise Price, as shown in Section 4.19 below, is sufficient to ensure that the grant is not significantly affected by the potential dissemination of material information, pursuant to Article 114, Section 1, of the TUF.

Under the 2017 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period:

- between the day of any meeting of the Board of Directors held with the purpose of approving a resolution to convene a Shareholders' Meeting called to approve (i) the statutory financial statements and at the same time the proposal to distribute dividends or (ii) the proposal to distribute special dividends; and
- the day when the Shareholders' Meeting in question is held.

In case the Shareholders' Meeting resolves upon the distribution of a dividend or special dividend, the suspension period will anyway expire the day after the relevant coupon date.

The Board also has the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year. In such cases, the Board shall send a special written communication to each Beneficiary.

4. CHARACTERISTICS OF THE AWARDED INSTRUMENTS

4.1 Description of how compensation plans based on financial instruments are structured

The Plan calls for the award, free of charge, of Options that can be used subsequently, on predetermined terms, to purchase Shares with settlement against physical delivery. Therefore, these are stock options.

Each awarded Option conveys the Beneficiary the right to purchase no. 1 (one) Share, with regular dividend, upon payment of the Exercise Price to the Company.

4.2 Indication of the plan's actual implementation period, with mention of any different cycles, if applicable

The Plan calls for the award to the beneficiaries of up to 450,000 Options valid to buy up to 450,000 Shares.

Under the Plan, Options may be awarded to Beneficiaries identified by the Board over a period of three years from the date when the Plan Regulations are approved. Options are exercisable during the exercise periods defined in the Plan Regulations and/or the individual Option Contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date. Therefore, Options will be exercisable during the period between the Initial Exercise Date and the Final Exercise Date, as stated in the individual Option Contract

signed by the Company and the Beneficiary. In any case, options must be exercised by the Final Exercise Date.

The Plan calls for early exercise of the Options when specific events occur, including:

1. change of control, pursuant to Article 93 of the TUF, even if it does not require the obligation to launch a takeover bid;
 2. launch of a takeover bid on the Company shares pursuant to Articles 102 *et seq.* of the TUF;
- or
3. resolution of transactions that may result in the delisting of DIASORIN ordinary shares.

4.3 Duration of the plan

See Section 4.2 above

4.4 Maximum number of financial instruments, including options, awarded each fiscal year to individuals identified by name or to designated categories

The Plan calls for the award to the beneficiaries of up to 450,000 Options valid to buy up to 450,000 Shares.

The Plan does not call for a maximum number of Options to be awarded in a fiscal year.

4.5 Plan's implementation methods and clauses, specifying if the actual award of financial instruments is subject to the fulfilment of conditions precedent or the attainment of predetermined performance targets; description of these conditions and results

Information about the Plan's implementation methods and clauses is provided in the different sections of this Information Memorandum. Specifically, as mentioned in Section 2.3 above, the number of Options awarded to each Beneficiary is determined on each occasion by the Board, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The award of financial instruments is not subject to the achievement of performance targets.

4.6 Indication of any availability restrictions on the awarded financial instruments or the financial instrument obtained through the exercise of options, specifically indicating the time periods during which the subsequent transfer to the company or a third party is allowed or forbidden

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

Option will become null and void and may no longer be exercised if an attempt is made to transfer or negotiate them, including, by way of example, any attempt to transfer them by means of a contract or pursuant to law, the establishment of a pledge or other encumbrance, seizure or attachment affecting the Option.

There are no restrictions on the transfer of Company Shares acquired through the exercise of Options.

4.7 Description of any cancellation conditions regarding the establishment of plans, if the recipients execute hedging transactions to bypass any prohibitions to sell awarded financial instruments, including options, or financial instruments obtained through the exercise of options

Not applicable because there are no cancellation conditions if a Beneficiary executes hedging transactions to bypass any prohibitions to sell awarded Options.

However, please note the information provided in Section 4.6 above about instances of Options being voided if an attempt is made to transfer or negotiate them.

4.8 Description of the effects resulting from the end of the employment relationship

A Relationship with DIASORIN or a Subsidiary is an eligibility requirement for the Plan.

Specifically, under the Plan, if the Relationship is ended as a result of a bad leaver situation before the Options are exercised, all options awarded to the Beneficiary shall automatically lapse and shall become null and void, thereby releasing the Company from any obligation or liability.

Bad leaver refers to situations when the employment relationship is ended due to (i) firing of a Beneficiary for cause or (a) violation by the Beneficiary of the laws governing the Relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act; (ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation before the Options are exercised, the Beneficiary will retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to (i) firing without cause; (ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the Beneficiary; and (v) loss of the status of subsidiary by the company employing the Beneficiary.

The Options cancelled for whatever reason will return in the Board's availability, which may re-award them within a period of three years from the approval date of the regulations of the Plan.

4.9 Description of any other cause of plan cancellation

Options shall become void and will be no longer exercisable if the restrictions described in Section 4.6 above are violated.

Moreover, if the Company does not receive the Exercise Notice within the deadline established by the Board and stated in the Option Contract, or if the full Exercise price owed by the beneficiary is not paid to the Company within the required deadline, the Beneficiary shall lose permanently the right to exercise the awarded Options and the affected Options will be deemed to have been permanently cancelled, thereby releasing the Company and the Beneficiary from any existing obligations.

Aside from the situations described above, and without prejudice to the provisions explained in Section 3.3 above, there are no other causes of cancellation under the Plan.

4.10 Reasons for a provision, if any, concerning the "redemption" by the company of the financial instruments subject of the plans, adopted pursuant to Articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption, specifying whether the

redemption applies only to certain employee categories; effect of the end of the employment relationship on the redemption

There is no provision giving the Company the right to redeem the Options object of the Plan and of the Shares deriving from their Exercise.

4.11 Any loans or other subsidies that may be granted for the purchase of shares, pursuant to Article 2358, Section 8, of the Italian Civil Code

No provision has been made to grant loans or other subsidies for the purchase of Shares, pursuant to Article 2358, Section 8, of the Italian Civil Code.

4.12 Indication of the cost that the company expects to incur on the award date, as determinable based on predefined terms and conditions, in terms both of total amount and amount for each financial instrument in the plan

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan.

4.13 Description of any dilutive effects on the share capital caused by compensation plans

Because no new shares will be issued under the Plan, the Plan will not have a dilutive effect on the Company's share capital.

4.14 Restrictions, if any, on the exercise of voting rights and the attribution of ownership rights

The object of the Plan are stock options and there are no restrictions on the exercise of voting rights and the attribution of ownership rights inherent in the Shares deriving from the Exercise of the Options.

4.15 If the shares are not traded on regulated markets, any useful information for an informed assessment of the value attributable to them

Not applicable because the Shares are traded on the MTA.

4.16 Number of financial instruments underlying each option

Each awarded Option, if exercised with the deadlines and in accordance with the conditions of the Plan, conveys the right to purchase one Share.

4.17 Expiration of the options

See Section 4.2 above.

4.18 Exercise mode (American/European), timing (e.g., periods valid for exercising) and exercise clauses (e.g., knock-in and knock-out clauses)

The Options will have a "European" exercise mode. See Section 4.2 above for the Option exercise periods.

4.19 The price for the exercise of the option or method and criteria for its determination, with specific regards: a) to the formula for calculating the exercise price in relation to a given market price (the "fair market value") (e.g. exercise price equal to 90%, 100% or 110% of market price) and b) to the method used to determine the market price taken as reference for the determination of the exercise price (e.g. last price of the day prior to assignment, day average, average of the last 30 days, etc.)

The Exercise Price for each Option will be determined by the Board in an amount that shall not be less than the simple average of the official prices on the MTA during the period between the Option Grant Date and the same day of the previous calendar month.

4.20 If the exercise price is different from the market price determined as explained in Section 4.19 above (fair market value), reasons for the difference

Not applicable.

4.21 Criteria for setting different exercise prices for different beneficiaries or different categories of beneficiaries

Not applicable, because there are no criteria used to determine different Exercise Prices for different Beneficiaries.

4.22 If the financial instruments underlying the options are not traded on regulated market, indication of the value attributable to the underlying instruments or criteria to determine their value

Not applicable because the Shares are traded on the MTA.

4.23 Criteria for the adjustments required as a result of extraordinary share capital transactions and other transactions causing a change in the number of the underlying instruments (capital increases, extraordinary dividends, reverse stock splits and stock splits, mergers and demergers, conversions into other classes of shares, etc.)

The Board of Directors has the right to make any amendment or integration to the Plan as it deems useful or necessary for the best achievement of the objectives of the Plan, provided that they do not affect the Exercise of the Options granted to the Beneficiaries

4.24 Compensation plans based on financial instruments (table)

Not applicable because, as of the date of this Information Memorandum, the Ordinary Shareholders' Meeting has not yet approved the Plan

Explanatory Report concerning item No. 5 on the Agenda

Authorization to buy and dispose of treasury shares, in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and applicable implementation provisions. Connected and related resolutions.

Dear Shareholders,

You have been called to an Ordinary Shareholders' Meeting to review and approve a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A. (hereinafter "**DiaSorin**" or the "**Company**"), in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 (the "**TUF**") and applicable implementation provisions.

1. Reasons for requesting the authorization to buy and dispose of treasury shares.

The request to authorize the purchase and disposition of treasury shares is being made for the purpose of providing the Board of Directors with the treasury shares needed to implement the Company's new stock option plan, pursuant to which the plan's beneficiaries will be awarded grants of options valid to buy DiaSorin common shares that are already outstanding and are held by the Company as treasury shares.

Specifically, the new share incentive plan for executives and key employees of DiaSorin and its subsidiaries designated from time to time by the Board of Directors, called "DiaSorin S.p.A. 2017 Stock Option Plan" (the "**2017 Plan**"), calls for the award to the beneficiaries of up to 450,000 options (the "**Options**") valid to buy up to 450,000 DiaSorin common shares held by the Company as treasury shares. Additional information about the motion to establish the 2017 Plan, submitted for approval to the Company's Ordinary Shareholders' Meeting (convened for April 27, 2017, on the first calling, and April 28, 2017, on the second calling) as the 4th item on the Meeting's Agenda is provided in the explanatory report prepared in accordance with Article 114-bis of the TUF and the Information Memorandum of the 2017 Plan prepared in accordance with Article 84-bis of Consob Regulation No. 11971/1999, as amended (hereinafter the "**Issuers' Regulations**"), which have been made available to the public in the manner and by the deadline required pursuant to law.

Given the purpose of the motion to authorize the purchase and disposition of treasury shares related to the 2017 Plan beneficiaries, the transactions involving treasury shares are consistent with Article 5 of Regulation (EU) no. 596/2014 (the Market Abuse Regulation, hereinafter "**MAR**") and the procedures contemplated under Article 13 of MAR.

DiaSorin, in the manner described below, shall have the right to use shares that exceed those actually used for the 2017 Plan for other purposes permitted by law or to dispose of treasury shares on a regulated market.

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

The authorization is being requested to purchase, in one or more installments, up to 450,000 Company common shares, par value 1 (one) euros each, regular ranking for dividends, equal to 0.80% of the Company's share capital.

3. Useful information for an informed assessment of compliance with the relevant provision of Article 2357, Section 3, of the Italian Civil Code.

As of the date of this Report, DiaSorin's share capital amounted to 55,948,257 euros (fully subscribed and paid-in), comprised of 55,948,257 common shares, par value 1 (one) euro each.

As of the date of this Report, the Company held No. 1,189,950 treasury shares, equal to 2.13% of the share capital. None of its subsidiaries held DiaSorin shares.

The authorization to buy treasury shares is being requested to purchase up to 450,000 common shares, equal to 0.80% of the Company's share capital. This percentage is below the ceiling of one-fifth of the share capital set forth in Article 2357, Section 3, of the Italian Civil Code, it being understood that, pursuant to Article 2357, Section 1, of the Italian Civil Code, purchases of treasury shares shall be deemed to have been authorized for, and, therefore, held within, an amount that does not exceed the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, based on the consideration actually paid by the Company for the abovementioned purchases.

All of the accounting entries required pursuant to law and the applicable accounting principles shall be made in connection with the purchase and disposition of treasury shares.

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

The authorization to buy treasury shares is being requested for a period of 18 months, counting from the date of the corresponding resolution of the Shareholders' Meeting. The Board of Directors will proceed with the authorized transactions, in one or more installments and at any time, with different manner and terms, in accordance with the applicable law and with a gradual approach deemed to be beneficial for the Company. The authorization to dispose of the treasury shares is being request without time limit.

5. Consideration for purchases and disposal transactions

5.1. Minimum and maximum consideration for purchases of treasury shares

The Board of Directors recommends that purchases of treasury shares be carried out consistent with conditions for trading set forth in Article 3 of Delegated Regulation (EU) no. 2016/1052 (the "**Regulation 1052**") in implementation of MAR and, therefore, at a price that may not be greater than the price of the latest independent transaction or the price of the highest independent bid available on the trading market where the purchase is being executed, whichever is higher, it being understood that the consideration per share may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction.

5.2. Consideration for disposals of treasury shares

The DiaSorin common shares purchased pursuant to the authorization subject of this motion will be allocated to the Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2017 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option grant date and the same day of the previous calendar month.

Should there be any remaining treasury shares when the 2017 Plan expires, (or the Plan is fully utilized or becomes wholly or partly ineffective), these treasury shares may be disposed of through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction.

6. Methods applied to execute purchases.

The Board of Directors recommends that purchases be executed in accordance with CONSOB Regulation No. 11971/1999 (as amended) in implementation of Article 3 of the TUF, in

compliance with conditions for trading set forth in Article 3 of Regulation 1052 and with a gradual approach deemed to be beneficial for the Company.

Acts of disposition involving the treasury shares acquired in the manner described above will be executed through allotment of the shares to Beneficiaries who exercise the Options awarded to them in accordance with the terms and conditions of the 2017 Plan, without prejudice to the provisions of Section 5.2 above regarding other methods for the disposition of treasury shares.

Transactions executed to dispose of treasury shares shall always be carried out in accordance with current laws and regulations governing the execution of transactions involving listed securities, including the procedures contemplated under Article 13 of MAR, and may be carried out in one or more installments, with a gradual approach deemed to be beneficial for the Company.

Pursuant to and for the purposes of Article 44-*bis*, Section 4, of the Issuers' Regulations, the treasury shares purchased by DiaSorin under this authorization to fulfill its obligations arising from the 2017 Plan are not excluded from the Company's share capital as basis to determine the major shareholding for the purposes of the regulations about the mandatory public offers to buy, and namely for the purposes of Article 106, Sections 1, 1-*bis*, 1-*ter* and 3, letter b), of the TUF.

7. Motion for a resolution.

“The Ordinary Shareholders' Meeting of DiaSorin S.p.A., having reviewed the report of the Board of Directors,

resolves to

(A) authorize the transactions for the purchase and disposition of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998 and the applicable regulatory provisions, earmarked for the purpose of implementing the “DiaSorin S.p.A. 2017 Stock Option Plan” (the “**2017 Plan**”), as explained below, consistent with the methods, terms and conditions set forth in the Report of the Board of Directors, and, therefore, to:

1. authorize, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, the purchase, in one or more installments over a period of 18 months counting from the date of the Ordinary Shareholders' Meeting, up to 450,000 Company common shares for a consideration per share that may never be lower by more than 15% or higher by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each buy transaction, consistent with conditions for trading set forth in Article 3 of Delegated Regulation (EU) no. 2016/1052; however, the maximum number of treasury shares held at any time in implementation of this resolution shall never exceed the ceiling set forth in the current applicable regulations, counting also any Company shares held by its subsidiaries;

2. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board's behalf, acting either jointly or severally, to proceed with purchases of the shares for the purposes and on the terms set forth above, as gradually as it may be appropriate in the Company's interest, and in the manner required by Consob Regulation No. 11971/1999 (as amended), in accordance with Article 132 of TUF, granting them the broadest powers for the execution of transactions subject of this resolution and any other related formality, including retaining the services of intermediaries qualified pursuant to law, with the option of appointing special representatives;

3. empower the Board of Directors, and the Board Chairman and the Chief Executive Officer on the Board's behalf, acting either jointly or severally and through representatives, so that, pursuant to and for the purpose of Article 2537-*ter* of the Italian Civil Code, they may dispose of the treasury shares purchased in accordance with this resolution at any time, in whole or in

part, in one or more installments, without time limits, even before completing the planned purchases, as follows: (i) through allocation to the Beneficiaries of the 2017 Plan, in accordance with the terms and conditions of the “2017 Plan – DIASORIN S.p.A.” (the “2017 Plan”); (ii) residually, should there be any remaining treasury shares when the 2017 Plan expires (or the Plan is fully utilized or becomes wholly or partly ineffective), through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations, at a price per share that may not be lower by more than 15% than the official price posted for the DiaSorin shares during the stock market trading session that preceded each transaction; transactions involving the disposal of treasury shares held by the Company shall always be executed in accordance with the laws and regulations in force governing the trading in listed securities, including the procedures contemplated under Article 13 of MAR. Transactions may be carried out in one or more installments, as gradually as it may be deemed appropriate in the Company’s interest;

(B) order that, pursuant to law, the purchases subject of this authorization be contained within the limit corresponding to the distributable earning and available reserves shown in the latest duly approved financial statements available when the transaction is executed, and that all of the accounting entries required pursuant to law and the applicable accounting principles be made in connection with the purchase and disposition of treasury shares.”

Saluggia, March 8, 2017

The Board of Directors

By Gustavo Denegri
Chairman