

INCREASED VOTING RIGHTS
OPERATING PROCEDURES FOR THE REGISTRATION IN THE LIST OF
SHAREHOLDERS INTENDING TO BENEFIT FROM INCREASED VOTING RIGHTS

The Extraordinary Shareholders' Meeting of DiaSorin S.p.A (the "**Company**") held on April 28, 2016 approved the introduction of increased voting rights in the company Bylaws pursuant to Article 127-*quinquies* of Legislative Decree no. 58/1998 ("**TUF**"), by including articles 9-*bis*, 9-*ter* and 9-*quater* in the Bylaws.

The new Article 9-*bis* of the Bylaws provides the assignment of two votes for each share belonging to the same shareholder for an uninterrupted period of no less than 24 (twenty-four) months starting from the date of registration in a specific list established by the Company pursuant to Article 127-*quinquies* of the TUF (the "**Special List**") and governed by Article 9-*quater* of the Bylaws.

This document describes the operating procedures for the registration in the Special List in relation to shareholders intending to benefit from increased voting rights, in compliance with the provisions of law, regulations and the Bylaws currently in force.

More specifically, in addition to Article 127-*quinquies* of the TUF and the new Articles 9-*bis*, 9-*ter* and 9-*quater* of the company Bylaws, reference is made to the extent required for provisions referred to in the Regulation adopted jointly by the Bank of Italy and Consob on 13 August 2018, providing the "*Rules governing central counterparties, central securities depositories and central depository services*" (the "**Joint Regulation**").

The shareholder who requests to apply for the registration in the Special List shall make a request to the intermediary who keeps account of the shares (the "**Intermediary**"), pursuant to the regulation in force, by means of a specific form available on the Company's website at www.diasorin.com in the Section [Governance/Information for Shareholders/Loyalty shares](#).

The Intermediary shall send the request form to the Company with a specific communication as established pursuant to Article 23-*bis*, paragraph 1 and 2, of the Regulation certifying share ownership and containing the clause "until revocation" and the information required pursuant to Article 21, paragraph 2, of the Joint Regulation, by certified e-mail to be sent to the following addresses: emittenti@pec.spafid.it and affarisocietari.pec@legal.diasorin.it.

The above request, in the case of subjects other than natural persons, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company pursuant to Article 93 of the TUF.

The Company ensures the prompt registration in the Special List and in any case within the terms required under Article 9-*quater* of the company Bylaws as set forth in Article 83-*sexies*, paragraph 2 of the TUF (*record date*), reporting back to the Intermediary on said registration by certified e-mail sent to the address that the Intermediary will communicate to the Company.

Requests received by the Company in any way other than that specified above (including requests received directly from shareholders) shall not be considered.

Following the registration, the shareholder registered in the Special List agrees that the Intermediary shall report and the shareholder shall be required to disclose to the Company - by the third trading day of the calendar month following the month of occurrence and, in any case, by the trading day prior the record date - all circumstances and events that, under the current provisions and the Bylaws,

invalidate the conditions for increased voting rights or affect the ownership of the same. The communication shall be sent by certified e-mail to the following addresses: emittenti@pec.spafid.it and affarisocietari.pec@legal.diasorin.it.

Specifically, unless otherwise communicated to the Company in compliance with legal obligations, in order to comply with Article 127-*quinquies*, paragraph 3 of the TUF, companies or entities that are registered in the Special List (the “**Participants**”) and own shareholdings exceeding the threshold pursuant to Article 120, paragraph 2 of the TUF shall be required to communicate, in accordance with aforementioned terms and conditions, the transfer of any kind, free or upon payment, of the direct or indirect controlling shares (which concerns the case in Article 2359, paragraph 1, of the Civil Code) in the Participants themselves.

Twenty-four (24) months after the registration in the Special List and as long as the relevant conditions continue to be met, each share for which registration has been made will accrue increased voting rights, unless waived by the shareholder (as below specified).

The Intermediary shall submit to the Company, upon request, with a specific declaration certifying that the criteria for increased voting right continue to be met and containing the information required under current laws, by certified e-mail sent to the following addresses: emittenti@pec.spafid.it and affarisocietari.pec@legal.diasorin.it.

Increased voting rights will be effective starting from the fifth trading day of the calendar month following an uninterrupted period of ownership of the shares equal to 24 (twenty-four) months, as long as the communication of the Intermediary is received by the Company within the third trading day of the calendar month following an uninterrupted period of ownership of the shares equal to 24 (twenty-four) months. In order to attend the Shareholders’ Meeting, increased voting rights already accrued after 24 (twenty-four) months shall be effective at the record date, provided that the Company has received the Intermediary’s communication.

The Company communicates on its website shareholders registered in List that have shareholdings exceeding the threshold as referred to in Article 120, paragraph 2 of the TUF and related regulations; the Company also specifies the related shareholdings and the registration date, together with all other information required by law and regulations in force.

Please note that the shareholder may irrevocably, partly or entirely, waive the increased voting right for the shares held, notifying the Intermediary, which shall then duly make the communication to the Company in the manners described above. The withdrawal communication shall reach the Company by the third trading day of the calendar month following the period in which the shareholder has made use of waiver option and by the trading day prior the record date.

For all aspects not governed by this document, reference is made to current provisions of law, regulations and the Bylaws currently in force.

For any technical or operational questions, e-mails can be sent to affarisocietari@diasorin.it.

The text of the company Bylaws as approved by the Extraordinary Shareholders’ Meeting on April 28, 2016 is available on the company’s website at www.diasoringroup.com in the Section [Governance/Information for Shareholders/Shareholders meetings and board/2016](#).

EXTRACT OF THE BY-LAWS OF DIASORIN S.p.A.

(updated at April 28th, 2016)

Art. 9-bis - Increased voting rights

If the conditions and requirements of the current laws and regulations and bylaws herewith are met, the holder of ordinary shares shall have two votes for each share, in relation to shares held continuously for at least twenty-four months, and as of the date specified in the next paragraph.

The voting increase shall apply after registration in the list referred to in Article 9-quater of the Bylaws (the “Special List”):

a) after twenty-four months of uninterrupted ownership from registration in the Special List (the “Period”) also attested by communication of the Intermediary who keeps account of the shares according to the regulation in force (the “Intermediary”), upon request of the shareholder in accordance with Article 23-bis, paragraph 3, of the Joint Regulation adopted by Consob and Bank of Italy providing the rules governing central depositories, settlement services, guarantee systems and related management companies with provision of 22 February 2008 (“Joint Regulation”), and thus with the continued registration for said period;

b) following the shareholder’s request applying for the registration in the Special List, the shareholder shall make a request for all or part of the shares held to the intermediary, by means of the relevant form on the Company’s website; the Intermediary submits the request form to the Company accompanied by a specific communication as established pursuant to Article 23-bis, paragraph 1 and 2, of the Joint Regulation certifying share ownership and containing the clause “until revocation” and the information pursuant to Article 21, paragraph 2, of the Joint Regulation, by means of certified email; in the case of subjects other than natural persons the request form submitted to the Intermediary, who submits the application to the Company, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company pursuant to Article 93 of Legislative Decree 58/1998; the Company, after verifying requirements of the current laws and regulations and Bylaws herewith are met, ensures the prompt registration in the Special List and in any case within the terms required under Article 9-quater, reporting back to the shareholder on said registration;

c) with effect starting from the fifth trading day of the calendar month following the conclusion of the Period, as long as the communication of the intermediary as referred to in letter a) is received by the Company within the third trading day of the calendar month following the conclusion of the Period, except for the provision of the following paragraph 3 of this report. It being understood that, should the communication of the intermediary as referred to in letter a) not be received by the Company within the above time-limit, increased voting right shall become effective from the fifth trading day of the calendar month following the month in which the above communication is received by the Company.

In order to attend the Shareholders Meeting, the increased voting rights following the conclusion of the Period, shall have effect at the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date), provided that within this date the Company has received the Intermediary’s communication as referred to in second paragraph, letter a) of this report;

In cases as referred to in second paragraph, letter c), and third paragraph above, the shareholder shall submit a request to the Intermediary for the assignment of increased voting rights for the shares it holds and for which entitlement has been accrued pursuant to law and to the bylaws by means of a specific form to be supplied by the Intermediary who will also issue the communication as referred to in second paragraph, letter a) of this report; the Intermediary shall transmit the request to the Company together with the aforementioned communication by means of certified email.

The voting increase already accrued or, if not accrued, the period of ownership required for accrual of voting increase, shall be maintained upon communication from the intermediary to the Company pursuant to article 23-bis, paragraph 8, of the Joint Regulations:

- a) in case of succession pursuant to death, in favor of the successor and/or legatee thereof;
- b) in the case of merger or demerger of the holder of the shares in favor of the company resulting from the merger or the beneficiary of the demerger.

The increased voting rights shall also apply, upon communication from the intermediary to the company pursuant to article 23-bis, paragraph 4, of the Joint Regulations to the ordinary shares (“New Shares”): (i) assigned in the event of free share capital increase under article 2442 of the Civil Code payable to the holder in relation to the shares for which the increased voting right has already accrued (the “Original Shares”); and (ii) subscribed by the holder of the Original Shares in the exercise of the option right applicable in respect of said shares. The increased voting right shall also apply to the New Shares payable in exchange for the Original Shares in the event of a merger or demerger, as long as the merger or demerger provides for it and in the terms described therein.

In the cases referred to in the paragraph 6 above, the New Shares shall acquire the increased voting right from the time of registration in the Special List, with no need for the additional term of the Period. If the voting increase for the Original Shares has not yet accrued, but is in the process of accruing, the voting increase shall apply to the New Shares concerning the registration in the Special List from completion of the period of ownership calculated from registration of the Original Shares in the Special List.

The vote increase shall cease to apply for shares (i) to be transferred for payment or free of charge, or pledged, subject to usufruct and other constraints that attribute the voting right to a third party, (ii) owned by companies or entities (the “Participants”) that own shareholdings exceeding the threshold pursuant to Article 120, paragraph 2 of the Legislative Decree 58/1998 in case of transfer of any kind, free or upon payment, of the direct or indirect control (which concerns the case in Article 2359, paragraph 1, of the Civil Code), in the Participants themselves, it being understood that, for the purpose of the above, they do not constitute a transfer relevant to the cases in paragraph 5 above in this report.

The increased voting right shall cease to apply in case of waiver of the holder, in whole or in part, of the voting increase, through a withdrawal communication (total or partial) to the registration carried out by the Intermediary upon shareholder’s request in the Special List, pursuant to Article 23-bis, paragraph 6, of the Joint Regulation; said regulation shall reach the Company by the third trading day of the calendar month following the period in which the holder has made use of waiver option and by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date). The waiver is, in any case, irrevocable and the increased voting right can be newly acquired with a new registration within the special list along with the completion of the full Period.

Shareholders registered in the Special List agree that the intermediary shall report and shall be required to disclose by the third trading day of the calendar month following the month of occurrence, and in any case by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date) all circumstances and events that, under the current provisions and the Bylaws, invalidate the conditions for the vote increase or affect the ownership of the same.

*** **

Article 9-ter - Effects of increased voting rights

The party entitled to the increased voting rights shall be legitimized to exercise the voting right by providing appropriate communication in the manner required by applicable law and the bylaws herewith and subject to ascertainment by the Company of the absence of impediments.

For the purposes of attendance and voting at the Shareholders’ Meeting, the legitimacy and ascertainment by the Company shall be as of the date pursuant to Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date).

The increased voting right pursuant to Article 9-bis is calculated for each resolution approved by the Shareholders’ Meeting and to determine the quorum for the constitution of the shareholders’ meeting and for resolutions which regards the share capital quotas.

The increase shall have no effect on the rights, other than voting, due and exercisable under the possession of specific capital rates and also, among other things, for the determination of the rates of capital required for the submission of lists for the election of corporate bodies, for the exercise of liability under article 2393-bis Civil Code, for the calculation of rates required for the appeal, for any reason and for any cause, of shareholders' meeting resolutions.

*** **

Article 9-quater - Special List

The Company shall establish and maintain, in the manner provided for keeping the shareholders' register, the Special List in which the shareholders that have requested the vote increase are registered, upon their request.

The Special List contains the information specified in the applicable regulations and the Bylaws herewith.

The Special List is updated by the fifth trading day from the end of each calendar month and, in any case, by the trading day following the date as set forth in Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date), pursuant to Articles 9-bis and 9-ter.

The Company shall proceed with cancellation from the Special List for renunciation and upon request, also ex officio, of the party concerned, in the event it has been informed of the occurrence of events that result in the loss of the increased voting right or however the absence of the conditions for its acquisition, informing the Intermediary, in accordance with terms and conditions required by current regulations.

The Special List is subject to, if compatible, the provisions related to the shareholders' registry and any other provision on this subject for that concerning the disclosure of information and inspection rights of shareholders.