

SHAREHOLDERS' MEETING OF DIASORIN SPA

**April 28, 2011 (first calling)
April 29, 2011 (second calling)**



REPORTS AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

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

CONTENTS

- | | |
|---|--------|
| 1. Board of Directors, Board of Statutory Auditors, Independent Auditors and Committees | page 3 |
| 2. Notice of Shareholders' Meeting | page 4 |
| 3. Report and Motion for Resolution Concerning the Item on the Agenda | page 6 |

BOARD OF DIRECTORS, BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS

Board of Directors (elected on April 27, 2010)

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

Board of Statutory Auditors

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

Independent Auditors Deloitte & Touche S.p.A.

COMMITTEES

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

(1) General Manager

(2) Independent Director

(3) Lead Independent Director

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

Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled for 3:00 PM, on April 28, 2011, at 3 Via Filodrammatici, in Milan (at the offices of Mediobanca S.p.A.), on the first calling, and for April 29, 2011, same time, at the Company's registered office in Saluggia (VC), Via Crescentino (no building number), on the second calling, if necessary, to discuss and vote on the following

Agenda

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

Only shareholders who held voting rights at the close of business on April 15, 2011 and who caused the required communication by a qualified intermediary to be delivered to the Company in accordance with current regulations will be eligible to attend the Shareholders' Meeting. Any shareholders owning Company shares after the abovementioned date will not be eligible to attend and vote at the Shareholders' Meeting.

The statutory restrictions and limitations notwithstanding, any shareholder who is eligible to attend the Shareholders' Meeting may be represented by a third party at the Meeting by means of a written proxy, with the option of using the proxy form available on the Company website (<http://www.diasorin.com/it/investor-relations/documenti-societari/filter/tipo/assemblee>). The proxy may be notified to the Company by registered letter sent to the Company's registered office or by means of an electronic communication sent to the following e-mail address: affarisocietari@diasorin.it.

The Company designated as the Shareholders' Representative, pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998, Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy for the items on the Meeting's Agenda, provided that the proxy is delivered to the abovementioned company, by courier, registered letter with return receipt or regular mail, at its address at 10 Foro Buonaparte, Milan (20121), not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting first calling, i.e. April 26, 2011. The proxy form is available on the Company website (<http://www.diasorin.com/it/investor-relations/documenti-societari/filter/tipo/assemblee>). The proxy agent will exercise the voting right only for motions for which it received voting instructions. Proxies granted to the Shareholders' Representative and the corresponding voting instructions may be revoked within the abovementioned deadline.

Pursuant to Article 127-*ter* of Legislative Decree No. 58/1998, shareholders may submit questions about the items on the Agenda before the Shareholders' Meeting. Questions must be submitted in a letter addressed to DiaSorin S.p.A, Via Crescentino snc, 13040 Saluggia (VC), to the attention of the Corporate Legal Affairs Office, or by means of an e-mail sent to the following address: affarisocietari@diasorin.it. Only questions that are strictly pertinent to the items on the Meeting's Agenda will be

accepted. Questions must be received by 12:00 noon on April 27, 2011, 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 certification by the intermediary proving the shareholder's status. However, the certification is not required if the Company already received the intermediary's communication needed to attend the Shareholders' Meeting. The Company may answer questions either by publishing them on its website (www.diasorin.com) or, at the latest, during the Shareholders' Meeting.

Pursuant to Article 126-*bis* of Legislative Decree No. 58/1998, shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may request in writing, within 10 days from the publication of this Notice, that the Meeting's Agenda be amended, listing on their application the additional items that they are suggesting. Any additions made to the items on the Agenda of the Shareholders' Meeting as a result of such requests must be publicized in the same manner required for the publication of the Notice of Shareholders' Meeting, at least 15 days before the date of the Shareholders' Meeting. Amendments are not allowed for items on the Agenda with regard to which, pursuant to law, the Shareholders' Meeting is required to vote upon a motion submitted by the Board of Directors or based on a draft or report prepared by the Board of Directors, other than those referred to in Article 125-*ter*, Section 1, of Legislative Decree No. 58/1998. Amendments, delivered within the deadline and at the address mentioned above, must be sent to the Company by registered letter with return receipt or by an e-mail communication sent to the following address: affarisocietari@diasorin.it. In addition, they must be accompanied by a report on the items submitted for discussion and by a communication from the intermediary certifying the ownership of the shares by the requesting shareholders, valid as of the date of the request.

The Company's subscribed and paid-in share capital amounts to 55,698,264.00 euros. It is comprised of 55,698,264 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 750,000 treasury shares.

The documents pertaining to the Shareholders' Meeting, including the Statutory and Consolidated Financial Statements at December 31, 2010, the Report on Operations, the Annual Corporate Governance Report and the motions for resolutions will be made available to the public, pursuant to and within the deadline required by current regulations, at the Company's registered office, the offices of Borsa Italiana S.p.A. and on the Company website www.diasorin.com. Shareholders are entitled to receive a copy of these documents.

The Board of Directors
by Gustavo Denegri
Chairman

**REPORT AND MOTION FOR RESOLUTION
CONCERNING THE ITEM ON THE AGENDA**

Agenda

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

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

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND
APPROPRIATE THE 2010 NET PROFIT**

Dear Shareholders:

We ask you to approve the Company's financial statements for the year ended December 31, 2010 and recommend that you appropriate the net profit of 69,928,976.16 Euros as follows:

- allocate 3,496,448.81 Euros to the statutory reserve;
- distribute to the shareholders 21,979,305.60 Euros as a dividend of 0.40 Euros per common outstanding share, excluding the treasury shares held in portfolio;
- carry forward as retained earnings the balance of 44,453,221.75 Euros.

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

Saluggia, March 16th, 2011

The Board of Directors
by Gustavo Denegri
Chairman