

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 "IINFO" available on the website www.iinfo.it and sent to Borsa Italiana S.p.A.

Saluggia, March 24, 2017

The Board of Directors
By Gustavo Denegri
Chairman