

## Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled for 3:00 p.m., on April 22, 2013, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on the first calling, and for April 24, 2013 at 10:00 a.m. at the Company's registered office in Saluggia (VC), Via Crescentino (no building number), on the second calling, if necessary, to discuss and vote on the following

### Agenda

- 1. Motion for the approval of the Statutory Financial Statements at December 31, 2012, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2012.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.**
- 3. Election of a Board of Directors, after determining the number of Directors, the length of their term of office and their compensation.**
- 4. Election of a Board of Statutory Auditors and its Chairman and determination of the amount of their compensation.**

Only shareholders who held voting rights at the close of business on April 11, 2013 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/en/investitori/documenti-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](mailto:affarisocietari@diasorin.it).

The Company designated as the Shareholders' Representative, pursuant to Article 135-undecies of Legislative Decree No. 58/1998, Società per Amministrazioni Fiduciarie "SPAFID S.p.A.," whom shareholders may appoint as their proxy agent by means of a written proxy for the items on the Meeting's Agenda, provided that the proxy is delivered to the abovementioned company, by courier or registered letter with return receipt, at its address at 10 Foro Buonaparte, Milan (20121), not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting, also on calls subsequent to first one. The proxy form is available on the Company's website (<http://www.diasorin.com/en/investitori/documenti-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](mailto: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 April 19, 2013, 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](http://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 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. 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](mailto: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 55,903,257.00 Euros. It is comprised of 55,903,257 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 1,550,000 treasury shares.

The Bylaws require that the election of the Board of Directors and Board of Statutory Auditors be carried out based on slates of candidates, pursuant to provisions concerning gender balance.

The rules and procedures applicable to slates of candidates and the required supporting documents are listed in Article 11 (Board of Directors) and Article 18 (Board of Statutory Auditors) of the Bylaws, which are available on the Company website.

Slates of candidates must be filed at the Company's registered office or sent by an e-mail communication to the following address: [affarisocietari@diasorin.it](mailto:affarisocietari@diasorin.it), together with the required documents, within the twenty-fifth day prior to the date of the Shareholders' Meeting corresponding to March 28, 2013, or be disqualified, by shareholders who, alone or in combination with others, can attest, by means of the required certifications issued by authorized intermediaries, that they hold in the aggregate at least 1% of the shares conveying the right to vote at an Ordinary Shareholders' Meeting, as set forth in Consob Resolution No. 18452 of January 30, 2013. The abovementioned threshold shall result from specific communications to be received by the Company, within March 31, 2013 if not available at the date of filing of the lists.

With regard to slates of candidates for election to the Board of Statutory Auditors, if by the statutory deadline for the filing of slates only one slate or only slates submitted by shareholders who, pursuant to the applicable regulations, are deemed to be linked with each other have been filed, additional slates may be filed for three days past the abovementioned deadline, corresponding to March 31, 2013. In such cases, the abovementioned threshold for filing a slate of candidates to the governance body will be cut in half (0,5%).

A slate filed in violation of the requirements set forth above or, more in general, of the provisions of the Bylaws, shall be treated as if it had never been filed.

The documents pertaining to the Shareholders' Meeting, including the Statutory and Consolidated Financial Statements at December 31, 2012, the Report on Operations, the Annual Corporate Governance Report, the Compensation Report and the Report and 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](http://www.diasorin.com)). Shareholders are entitled to receive a copy of these documents.

The Board of Directors  
by Gustavo Denegri  
Chairman