

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

**April 22, 2015 (first calling)  
April 23, 2015 (second calling)**



**REPORT  
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)

DiaSorin S.p.A.  
Via Crescentino, no building No. - 13040 Saluggia (VC)  
Tax I.D. and Vercelli Company Register No. 13144290155

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## **BOARD OF DIRECTORS, BOARD OF STATUTORY AUDITORS AND INDEPENDENT AUDITORS AND COMMITTEES**

### **Board of Directors** (elected on April 22, 2013)

<i>Chairman</i>	Gustavo Denegri
<i>Deputy Chairman</i>	Michele Denegri
<i>Chief Executive Officer</i>	Carlo Rosa <sup>(1)</sup>
<i>Directors</i>	Antonio Boniolo Chen Menachem Even Enrico Mario Amo Giuseppe Alessandria <sup>(2) (3)</sup> Franco Moschetti <sup>(2)</sup> Maria Paola Landini <sup>(2)</sup> Roberta Somati <sup>(2)</sup> Eva Desana Stefano Altara <sup>(4)</sup> Ezio Garibaldi

### **Board of Statutory Auditors**

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

**Independent Auditors** Deloitte & Touche S.p.A.

## COMMITTEES

<b>Control and Risks Committee</b>	Franco Moschetti (Chairman) Enrico Mario Amo Roberta Somati
<b>Compensation Committee</b>	Giuseppe Alessandria (Chairman) Roberta Somati Michele Denegri
<b>Nominating Committee</b>	Franco Moschetti (Chairman) Giuseppe Alessandria Michele Denegri
<b>Related Parties Committee</b>	Franco Moschetti (Coordinator) Giuseppe Alessandria Roberta Somati

(1) General Manager

(2) Independent Director

(3) *Lead Independent Director*

(4) The Director Mr. Stefano Altara has been appointed by the Shareholders' Meeting on April 23, 2014.

## Notice of Shareholders' Meeting

Eligible shareholders are invited to attend an Ordinary Shareholders' Meeting scheduled at 3:00 p.m., on **April 22, 2015**, at 3 Via Filodrammatici, in Milan (at Mediobanca S.p.A.), on first calling, and on April 23, 2015 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, 2014, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2014. Connected and related resolutions.**
- 2. Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998.**

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/1998, 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 13, 2015 (*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 17, 2015); 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](http://www.diasorin.com), Section "Investors/Information for Shareholders/Shareholders meetings and board"). 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 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 April 20, 2015 at 12:00 p.m., if the Shareholders' Meeting is held on first calling or by April 21, 2015 at 12:00 p.m., if the Shareholders' Meeting is held on second calling). The proxy form is available on the Company's website ([www.diasorin.com](http://www.diasorin.com), Section "Investors/Information for Shareholders/Shareholders meetings and board"). 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 deadlines.

No postal or electronic voting procedures are envisaged.

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 20, 2015, 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 (i.e. by March 30, 2015 at 12:00 a.m., falling the tenth day following the date of publication of this notice on a public holiday), 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*, Paragraph 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) 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 the Bank of Italy and Consob on February 22, 2008, as subsequently amended, 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 55,948,257.00 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 1,055,000 treasury shares.

The documents pertaining to the Shareholders' Meeting will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A., on the authorized central storage mechanism "IINFO" and on the Company's website ([www.diasorin.com](http://www.diasorin.com)) pursuant to and within the following terms:

- at least 30 days before the date of the Shareholders' Meeting on first calling, the Report and Motions for Resolutions concerning the items no. 1 and no. 2 on the agenda;
- within March 31, 2015, the Annual Financial Report at December 31, 2014 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, 2014, the Report on Operations, the Annual Corporate Governance Report and the certifications and reports provided by law;
- at least 21 days before the date of the Shareholders' Meeting on first calling, the Compensation Report prepared pursuant to Article 123-*ter* of Legislative Decree No. 58/1998 and to Article 84-*quater* of CONSOB Resolution No. 11971/1999;
- at least 15 days before the date of the Shareholders' Meeting on first calling the documents required by Article 77, Paragraph 2-*bis* of CONSOB Resolution No. 11971/1999 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 Legislative Decree No. 58/1998 and to Article 84 of CONSOB Resolution No. 11971/1999, as well as to Article 8 of the Company's By-Laws, on the Company's website [www.diasorin.com](http://www.diasorin.com) (Section "Investors/Information for Shareholders/Shareholders meetings and board") and, as an extract, on the daily newspaper "Il Sole 24 Ore", on the authorized central storage mechanism "1INFO" available on the website [www.1info.it](http://www.1info.it) and sent to Borsa Italiana S.p.A.

Saluggia, March 19, 2015

The Board of Directors

By Gustavo Denegri  
Chairman

**REPORT AND MOTIONS FOR RESOLUTIONS  
CONCERNING THE ITEMS ON THE AGENDA**

**Agenda**

**1. Motion for the approval of the Statutory Financial Statements at December 31, 2014, of the Report on Operations and to appropriate the year's net profit. Presentation of the Consolidated Financial Statements at December 31, 2014. Connected and related resolutions.**

The documents relating to this item on the Agenda 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., on the authorized central storage mechanism "IINFO", as well as on the Company website ([www.diasorin.com](http://www.diasorin.com)) and mailed upon request.

**MOTION TO APPROVE THE FINANCIAL STATEMENTS AND  
APPROPRIATE THE 2014 NET PROFIT**

Dear Shareholders,

We ask you to approve the Company's financial statements for the year ended December 31, 2014 and recommend that you appropriate the net profit of 56.622.453,30 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 32.929.954,20 Euros as a dividend of 0,60 Euros per common outstanding share at coupon date, excluding the treasury shares held in portfolio, equal to No. 1,065,000 shares<sup>(\*)</sup>;
- to carry forward as retained earnings the balance of 23.692.499,10 Euros.

The dividend will be payable on May 20, 2015, with coupon date on May 18, 2015, to the common outstanding shares, excluded 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 19, 2015 (record date) shall be entitled to the payment of dividend.

Saluggia, March 3, 2015

The Board of Directors

By Gustavo Denegri  
Chairman

*(\*) In case the number of treasury shares held in portfolio will change, the total amount of the distributed profit as well as the amount carry forward as retained earnings will be consequently amended.*

## REPORT AND MOTIONS FOR RESOLUTIONS CONCERNING THE ITEMS ON THE AGENDA

### Agenda

#### **2. 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 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:
  - it provides an adequate representation of each of the items that make up the remuneration, including benefits in the event of termination of office or termination of employment, highlighting the consistency with the Company's policy with regard to remuneration adopted in the previous year;
  - it analytically illustrates the fees paid during the financial year of reference, for any title and in any form by the company and by subsidiaries or associates, noting any components of said fees that refer to activities performed in years prior to that of reference, in addition to highlighting the fees to be paid in one or more subsequent years in exchange for the work performed in the year of reference, potentially specifying an estimated value for components that cannot objectively be quantified in the year of reference.

Moreover, in accordance with the provisions of Article 84-*quater*, Paragraph 4, of CONSOB Resolution No. 11971/1999, Section II also contains information on the equity investments held, in the Company and its subsidiaries, by members of the Managing and Controlling Bodies, General Managers and other Executives with Strategic Responsibilities, their spouses, if not legally separated, and minor children, directly or through companies they control, nominees or other parties, based on data obtained from the Shareholders' Register, communications received and other information received by the same members of the Managing and Controlling Bodies, General Managers and other Executives 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](http://www.diasorin.com) (Section "Investors/Information for Shareholders/Shareholders meetings and board") and on the authorized central storage mechanism "IINFO" available on the website [www.1info.it](http://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 3, 2015

The Board of Directors

By Gustavo Denegri  
Chairman