

**Notice Pursuant to Article 84-bis of Consob Resolution No. 11971/99, as amended  
(updated at November 12<sup>th</sup>, 2010)**

**Disclosure Concerning Awards of Financial Instruments to Directors, Executives and Other Employees of DIASORIN  
S.p.A. and its Subsidiaries**

**2007-2012 Plan**

**1. Plan Beneficiaries**

Top executives who perform the management functions referred to in Article 152-*sexies*, Section 1, of Consob Resolution No. 11971/99, i.e. Messrs. Carlo Rosa, Antonio Boniolo, Chen M. Even, directors, and Andrea Senaldi, Jansson Birger, Ronchi Stefano, Crivelli Paolo, Gay Ugo, Piazzalunga Fabio, Streetman Carroll, Walter John, strategic executives, and other key employees of DiaSorin S.p.A. and its subsidiaries.

**2. Purpose of the Plan**

Create value for the shareholders and retain key executives and employees with significant management potential of DiaSorin S.p.A. and its subsidiaries.

**3. Approval Process and Instrument Award Dates**

On March 26, 2007, the Extraordinary Shareholders' Meeting voted to adopt a new share-based incentive plan and approved the applicable regulations. The Plan, called "DiaSorin S.p.A. Stock Option Plan," (or "**2007-2012 Plan**") will benefit specifically identified executives and employees of DiaSorin S.p.A. and its subsidiaries.

Also on March 26, 2007, the Extraordinary Shareholders' Meeting, acting pursuant to Article 2443 of the Italian Civil Code, authorized a capital increase of up to 1,000,000 euros, to be carried out in one or more installments through March 26, 2012. The Company's share capital will be increased through the issuance of up to 1,000,000 common shares, par value 1 euro each with regular ranking for dividends. Suspending the preemptive right of other shareholders, as allowed by Article 2441, Section 8, of the Italian Civil Code, these shares will be offered for purchase through subscription to key executives and employees of DiaSorin S.p.A. and its subsidiaries at a price that shall not be less than the simple average of the official prices of the DiaSorin shares on the Online Stock Market during the period between the date of award of the options and the same day in the previous calendar month (fair value).

The Board of Directors shall have jurisdiction over implementation of the Plan and, acting pursuant to the Plan's Regulations, it shall designate the beneficiaries, decide the number of options that will be awarded, set the option exercise dates and shall adopt any other resolution that may be necessary for the optimum management and implementation of the Plan. By a resolution dated August 10, 2007, the Board of Directors awarded a first batch of 745,000 options to an initial group of beneficiaries. A second batch of 25,000 options was awarded on December 18, 2007, a third batch of 10,000 was awarded on May 14, 2008, a fourth batch of 40,000 was awarded on November 13, 2008, a fifth batch of 65,000 was awarded on December 19, 2008, a sixth batch of 45,000 on February 13, 2009, a seventh batch of 25,000 was awarded on May 15, 2009, an eighth batch of 10,000 has been awarded on September 25, 2009, a ninth batch of 50,000 on December 17<sup>th</sup>, 2009, a tenth batch of 5,000 was awarded on March 22<sup>nd</sup>, 2010

an eleventh batch of 30,000 was awarded on August 6<sup>th</sup>, 2010 and a twelfth and last batch was awarded on November 5<sup>th</sup>, 2010 . Pursuant to certain events of *Bad Leaving*, up to day n. 60.000 of the aforementioned awarded options automatically expired, becoming under the Plan Regulation null and void vis-à-vis the previous beneficiaries, and have returned in the availability of the Board eventually to be re-awarded. Section 4 reports the aforementioned batches net of the Options later expired pursuant to events of *Bad Leaving*.

#### 4. Characteristics of the Instruments

The 2007-2012 Plan is a stock option plan. Also according to the considerations in paragraph 3 hereof, by resolutions adopted on August 10, 2007, December 18, 2007, , November 13, 2008, December 19, 2008, February 13, 2009, May 15, 2009, September 25<sup>th</sup>, 2009, December 17<sup>th</sup>, 2009, March 22<sup>nd</sup>, 2010 and August 6<sup>th</sup>, 2010, respectively, the Board of Directors awarded 715,000, 5,000, 40,000, 65,000, 45,000, 25,000, 10,000, 50,000, 5,000, 30,000 and 10,000 valid options (out of a total of 1,000,000 awardable options) to key executives and employees of DiaSorin S.p.A. and its subsidiaries, which may be used to acquire through subscription an equal number of shares with par value of 1 euro each. The exercise period of the 2007-2012 Plan of the awarded options, changes in relation to the different batches awarded, as detailed in the Schedule herewith enclosed.

The options can be exercised exclusively during the abovementioned exercise period. When and to the extent that the options are exercisable, beneficiaries may exercise all or part of their options. The beneficiaries' right to exercise their options shall be suspended during the period between the day following the date of any meeting of the Board of Directors held for the purpose of approving a resolution to convene a Meeting of the holders of DiaSorin S.p.A. common shares and the day when the Shareholders' Meeting in question is held, whether on the first or a subsequent calling, and, moreover, the record date of any dividends approved by the same Shareholders' Meeting. The Board of Directors shall also have the right to suspend the beneficiaries' right to exercise their options during certain periods of the year.

The Company will not provide financing or other facilities to help beneficiaries acquire shares through subscription.

If a beneficiary's employment relationship is ended, the following rules shall apply:

- (i) If the employment relationship is ended before the options are exercised as a result of a *Bad Leaver*\* situation, all options awarded to the beneficiary shall lapse automatically and shall become null and void, thereby releasing the Company from any obligation or liability toward the beneficiary;
- (ii) If the employment relationship is ended before the options are exercised as a result of a *Good Leaver*\* situation, the beneficiary shall retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the date of award as against the length of time running between the date of award and the initial exercise date. Options that may not be exercised shall become void automatically, thereby releasing the Company from any obligation or liability.

\*NOTE: For the purposes of the foregoing clauses:

**Bad Leaver** situations shall include those instance in which employment is ended due to: (i) termination of a beneficiary under grounds for dismissal; and (ii) voluntary resignation by a beneficiary when it is not justified by one of the events set forth in sections (ii) and (iii) of the next paragraph;

**Good Leaver** situations shall include those instances in which employment is ended due to: (i) termination of a beneficiary absent grounds for dismissal; (ii) relinquishing of the employment relationship caused by a physical or mental disability (resulting from illness or accident) that renders a beneficiary unable to work for more than 6 (six) months; (iii) death of a beneficiary; (iv) retirement of a beneficiary; and (v) the company that employs a beneficiary ceases to be a subsidiary.

**Grounds for dismissal** shall occur when (i) a beneficiary violates statutory provisions that govern employment relationships; or (ii) a beneficiary is found guilty of a felony or a negligent criminal offense.

		<b>SCHEDULE 2</b>							
		Option Grants							
		<b>Section 1</b>							
		Options awarded under plans currently in effect, approved in accordance with applicable Shareholders' Meeting resolutions							
Name or category	Title (show only for beneficiaries listed by name)	Date of the Shareholders' Meeting resolution	Instrument description	Number of financial instruments underlying awarded but not exercisable options	Number of financial instruments underlying exercisable but unexercised options	Date of award by the Board of Directors or other relevant governance body	Exercise price	Market price of underlying financial instruments on the date of award	Option expiration date
Carlo Rosa	Chief Executive Officer								
	Executive	March 26, 2007*	Stock options	0		August 10, 2007	€12.193	€11.75**	11/20/10
Antonio Boniolo	Deputy Chairman								
	Executive	March 26, 2007*	Stock options	0***	0	August 10, 2007	€12.193	€11.75**	11/20/10
Chen Even	Director								
	Executive	March 26, 2007*	Stock options	0		August 10, 2007	€12.193	€11.75**	11/20/10
Other top executives		March 26, 2007*	Stock options	0***	0	August 10, 2007	€12.193	€11.75**	11/20/10
				45.000***		December 19, 2008	€ 13,519	€12,99**	03/20/12
				15.000***		November 13, 2008	€ 13,230	€13,06**	03/30/12
				30.000***		December 17, 2009	€ 23,950	€24,56**	02/28/13
				10.000***		November 5, 2010	€ 30,1165	€31,02	12/16/13
Other employees		March 26, 2007*	Stock options	0	0	August 10, 2007	€12.193	€11.75**	11/20/10
				5,000		December 18, 2007	€12.948	€13.03**	03/30/11
				25,000		November 13, 2008	€ 13.230	€13.06**	03/30/12
				20,000		December 19, 2008	€ 13,519	€12.99**	03/20/12
				45,000		February 13, 2009	€ 14.613	€ 15.79**	03/20/12
				25,000		May 15, 2009	€ 16.476	€ 17.89**	06/29/12
				10,000		September 25, 2009	€ 21.950	€ 22.67**	11/16/12
				20.000		December 17, 2009	€ 23,950	€ 24.56**	02/28/13
				5.000		March 22, 2010	€ 25,504	€ 27,15**	06/14/13
30.000		August 6, 2010	€ 29.546	€ 31,88**	10/31/13				

Legenda: \* Shareholders' Meeting \*\* Official closing price \*\*\* net amount of *Bad Leavers'* expired options (see Paragraph 3) \*\*\* net amount of expired options pursuant to an event of *Good Leaving*

NOTE: This document should be read in conjunction with the disclosures provided in the press release dated and published September 14, 2007 (as modified thereafter) pursuant to Article 84-bis of Consob Resolution No. 11971/99, as amended, and in the Prospectus published by DiaSorin S.p.A., which is available online at [www.diasorin.com](http://www.diasorin.com). The several awards in schedule 2 (section 1) hereof have been updated and consistently adjusted in connection with the nominatives being included into, *mutatis mutandis*, the category "top executives".

Name or category	Title	SCHEDULE 2						
		Option Grants						
		Section 2						
		New options awarded pursuant to a decision by the relevant corporate governance body in implementation of a Shareholders' Meeting resolution						
		Date of the Shareholders' Meeting resolution	Instrument description	Number of financial instruments underlying awarded options awarded to each individual or category	Date of award by the Board of Directors or other relevant governance body	Exercise price	Market price of financial instruments on the date of award	Option expiration date
Other top executives		March 26, 2007	Stock options	10.000	November 5, 2010*	€ 30,1165	€31,02	12/16/13
Notes: * Board of Directors								

## **2010 Plan**

The Shareholders' meeting of the Company has further approved the adoption of a plan to incentivize and increase the loyalty of employees called "DiaSorin S.p.A. 2010 Stock Option Plan" (the "2010 Plan"), reserved for executives and employees of DiaSorin S.p.A. ("DiaSorin" or the "Company") and the companies that it controls directly or indirectly (hereinafter the "Subsidiaries" and, together with DiaSorin, the "Group"), pursuant to Article 144-*bis* of Legislative Decree No. 58/1998 ("Uniform Financial Code"), which shall be implemented through free grants of options valid to buy common treasury shares held by the Company.

The Information Memorandum about the 2010 Plan, prepared in accordance with Article 84-*bis* of the Issuers' Regulations, has been made available to the public within the deadline and in the manner required pursuant to law.

### **1. Reasons for Adopting the 2010 Plan**

The purpose of the 2010 Plan is to continue the policy of incentivizing and increasing the loyalty of key Group employees by making them feel part of the Company's ownership base, thereby helping retain within the Group their specific competencies by allowing them to share in the Company's profits and future growth.

### **2. Subject and Implementation Method of the 2010 Plan**

The 2010 Plan calls for free grants, to each of the beneficiaries identified within the categories of recipients listed in Section 3 below (hereinafter the "Beneficiaries"), of options (hereinafter the "Options") that convey to the Beneficiary the right to buy common treasury shares held by the Company, based on the ratio of 1 share for each exercised Option, in accordance with the terms and conditions of the 2010 Plan, at a price that will be determined by the Board of Directors at the time of the Option grant, in an amount that shall not be less than the simple average of the official prices at which the DiaSorin common shares traded on the Online Stock Market organized and operated by Borsa Italiana S.p.A. during the period between the Option Grant Date (as defined below) and the same day of the previous calendar month (hereinafter the "Exercise Price").

For the purpose of implementing the 2010 Plan, the Company's Ordinary Shareholders' Meeting held on April 27, 2010 approved a motion to authorize the Board of Directors to execute transactions to buy and dispose of treasury shares, pursuant to and for the purposes of Article 2357 and Article 2357-*ter* of the Italian Civil Code and Article 132 of the Uniform Financial Code and related implementation provisions, reserved for use in connection with the 2010 Plan. For additional information, please consult the respective explanatory report prepared in accordance with Article 73 of Consob Regulation No. 11971/1999, as amended (hereinafter the "Issuers' Regulations"), which was made available to the public within the deadline and in the manner required pursuant to law.

At the date of this report, the Company held no treasury shares and none of its subsidiaries held DiaSorin shares.

The 2010 Plan provides for a total maximum amount of n. 750,000 Options to be awarded to Beneficiaries. The Options awarded under the 2010 Plan will convey to the Beneficiaries the right to acquire up to 750,000 common shares, at the Exercise Price, based on a ratio of 1 share for each awarded exercised Option, in accordance with the terms and conditions of the 2010 Plan, as explained below.

The Company will make available to the Beneficiaries the shares they are entitled to receive following the exercise of their Options within and not later than 10 (ten) business days after the end of the calendar month during which the Options were exercised. The shares attributable to the Beneficiaries following the exercise of the Option shall have the same ranking for dividends as the Company's common shares on the date of purchase and shall carry the coupons in effect as of that date.

### **3. Beneficiaries of the 2010 Plan**

The 2010 Plan is addressed to parties who, on the Option grant date (the "Grant Date") are full-time employees of the Company or one of its Subsidiaries.

On each Grant Date, the Board of Directors will designate the individual Beneficiaries, within the abovementioned categories, and determine the number of Options awarded to each Beneficiary, taking into account the number, category, organizational level, responsibilities and professional competencies of the Beneficiaries.

The Board of Directors may delegate its powers, tasks and responsibilities in connection with the execution and implementation of the 2010 Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2010 Plan concerning the abovementioned parties.

Consistent with the guidelines of the Corporate Governance Code of Borsa Italiana S.p.A., the Compensation Committee provides consulting support and makes recommendations with regard to the implementation of the 2010 Plan.

An ongoing employment relationship with DiaSorin or a Subsidiary is an eligibility requirement for the 2010 Plan.

Specifically, under the 2010 Plan, if the employment relationship is ended as a result of a bad leaver situation, all options awarded to the Beneficiary shall lapse and shall become null and void. Bad leaver refers to situations when the employment relationship is ended due to:

- (i) firing of a Beneficiary for cause or (a) violation by the Beneficiary of the laws governing employment relationships; (b) criminal conviction of the Beneficiary of a crime resulting from a malicious or negligent act;
- (ii) resignation by the Beneficiary not justified by the occurrence of (a) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (b) death of the Beneficiary.

If the employment relationship is ended as a result of a good leaver situation, the Beneficiary will retain the right to exercise his/her awarded options proportionately to the length of his/her employment after the Grant Date, as against the length of time running between the Grant Date and the initial Option exercise date. Options that are not exercisable shall become void automatically, thereby releasing the Company from any obligation or liability.

Good leaver refers to situations when the employment relationship is ended due to (i) firing without cause; (ii) withdrawal from the employment relationship due to a Beneficiary's physical or mental disability (caused by illness or accident) resulting in inability to work for more than 6 (six) months; (iii) death of the beneficiary; (iv) retirement of the Beneficiary; and (v) loss of the status of subsidiary by the company employing the Beneficiary.

#### **4. Duration of the 2010 Plan and Exercise of the Options**

The Options awarded to a Beneficiary may be exercised in accordance with the provisions of the 2010 Plan Regulations and the corresponding option contract.

Under the 2010 Plan, (i) Options may be awarded to Beneficiaries identified by the Board of Directors over a period of three years from the date when the 2010 Plan Regulations are approved; and (ii) Options are exercisable during the exercise periods defined in the 2010 Plan Regulations and/or the option contract, it being understood that awarded Options may not be exercised for a period of three years following the Grant Date.

Under the 2010 Plan, the exercise of the Options by the Beneficiaries shall be suspended during the period between the day following the date of any meeting of the Board of Directors held for the purpose of approving a resolution to convene a Meeting of the holders of DiaSorin S.p.A. common shares and the day when the Shareholders' Meeting in question is held, whether on the first or a subsequent calling, and, moreover, the record date of any dividends approved by the same Shareholders' Meeting. The Board of Directors shall also have the right to suspend the Beneficiaries' right to exercise their Options during certain periods of the year. In such cases, the Board of Directors shall send a special written notice to each Beneficiary.

Options are awarded on a personal basis and may be exercised exclusively by the Beneficiaries. Unless the Board of Directors resolves otherwise and except for the provisions applicable in the event of interruption of an employment relationship (including transfers due to death), Options may not be transferred or negotiated, pledged or otherwise encumbered by the Beneficiary and/or provided as collateral both as a result of a contract or pursuant to law.

#### **5. Approval Process and Instrument Award Dates**

The Ordinary Shareholders' Meeting of DiaSorin S.p.A., reviewed and approved the explanatory report submitted by the Board of Directors, on April 27<sup>th</sup>, 2010 resolved to approve, pursuant to and for the purposes of Article 114-*bis* of Legislative Decree No. 58/1998, the establishment of the 2010 Plan, delegating to the Board of Directors the task of adopting the required regulations, and to grant to the Board of Directors any and all powers that may be necessary or appropriate to implement the "DiaSorin S.p.A. 2010 Stock Option Plan," including, the following non-exhaustive list being provided merely by way of example, all powers to designate the Beneficiaries and determine how many options should be awarded to each Beneficiary, proceed with the granting of Options to the Beneficiaries, and carry out all acts, required activities, formalities and communications that may be necessary or appropriate for the purpose of managing and/or implementing the Plan, with the option of delegating its powers, tasks and responsibilities in connection with the execution and implementation of the Plan to the Chairman of the Board of Directors, the Deputy Chairman and/or DiaSorin's Chief Executive Officer, acting jointly or severally, it being understood that the Board of Directors shall have sole jurisdiction over any decision related to and/or concerning a grant of Option to a Beneficiary who is also the Chairman and/or Deputy Chairman and/or DiaSorin's Chief Executive Officer, as well as over any other decision related and/or pertaining to the management and/or implementation of the 2010 Plan concerning the abovementioned parties.

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For further details, please consult the Information Memorandum about the 2010 Plan prepared in accordance with Article 84-*bis* of the Issuers' Regulations, already made available to the public as required by law in connection with the Shareholders' Meeting held on April 27<sup>th</sup>, 2010 and, among other, edited on the internet website [www.diasorin.com](http://www.diasorin.com).