

Milan, April 24, 2019 - DIASORIN S.P.A. – THE ORDINARY SHAREHOLDERS’ MEETING:

- approved the statutory financial statements at December 31, 2018 and the ordinary dividend distribution for an aggregate amount of Euro 49,196,025.00;
- approved the Compensation Report pursuant to Article 123-ter of Legislative Decree No. 58/1998;
- appointed the Board of Directors for the years 2019-2021;
- appointed the Board of Statutory Auditors and its Chairman for the years 2019-2021;
- established a new Stock Options Plan pursuant to Article 114-bis of Legislative Decree No. 58/1998;
- authorized the purchase and disposal of treasury shares, in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998, for the implementation of the said Stock Option Plan, as well as of the Stock Option Plan 2017 DiaSorin S.p.A.

The Ordinary Shareholders’ Meeting, convened today under the chairmanship of Gustavo Denegri, was attended by shareholders representing 89.547% of the Company’s share capital, recorded the Group’s results and approved the statutory financial statements at December 31, 2018, the appropriation of the year’s net profit and the ordinary dividend distribution motion.

The Group’s results at December 31, 2018 are the following:

- REVENUES 669.2 million Euros, increased by 5.0% at current exchange rate compared to 2017 driven by CLIA immunodiagnostic tests net of Vitamin D, Siemens’ ELISA Business and molecular diagnostic tests. Growth was offset by the expected decline in Vitamin D sales, primarily in the U.S. market, along with the negative impact of foreign exchange rates on sales amounting to 17.0 million Euros; revenues grew at constant exchange rate at 7.7%.
- EBITDA 255.4 million Euros, increased by 7.3% at current exchange rate compared to 2017 and equal to 38.2% of revenues. Result benefited from both the Gross Profit expansion and the comparison with 2017 when one-off costs to divest the Irish manufacturing facility had a negative impact of € 6.0 million. Net of unfavorable impact of foreign exchange rates, EBITDA increased +11.2% compared to 2017, equal to 38.5% of revenues.
- EBIT 204.5 million Euros, equal to 30.6% of revenues, increased by 10.9% compared to 2017. Solid growth, also driven by one-off costs to divest the Irish manufacturing facility, which led to a negative impact on the previous year.
- NET PROFIT 158.1 million Euros, increased by 13.0% compared to 2017.

Then the Shareholders’ Meeting reviewed and approved the statutory financial statements at December 31, 2018 ended with revenues of 364.1 million Euros, grew by 9.6% compared to 2017, a net profit of 100.1 million Euros, up to 13.0% compared to 2017 mainly due to:

- increase in operating profit and dividends received from subsidiaries;
- income taxes of € 19.5 million (€ 3.2 million in 2017), with a 16.3% tax rate following the agreement with the Italian Tax Authority regulating Patent Box Regime thanks to which 2017 recorded both the positive impact of the year and the cumulative positive impact of the two previous years.

The Shareholders’ meeting also approved a motion to distribute an ordinary dividend of 0.90 Euros per share outstanding (net of treasury shares), with May 20, 2019 as coupon date, May 21, 2019 as record date and payment date from May 22, 2019 onwards.

The same Shareholders' Meeting, pursuant to Article 123-ter of Legislative Decree No. 58/1998, resolved favorably, with not binding resolution, upon the remuneration policy to be adopted for Governance Bodies Members, General Managers and Strategic Executives, and the related implementation procedures.

The Shareholders' Meeting, subject to the determination of the number of the members, the length of their term of office and their compensation pursuant to the By-Laws, also appointed the Board of Directors of the Company that will remain in office until the approval of the financial statements as of December 31, 2021. The Board of Directors is composed by Messrs. Gustavo Denegri, Michele Denegri, Giancarlo Boschetti, Carlo Rosa, Chen Menachem Even, Franco Moscetti (Independent Director), Giuseppe Alessandria (Independent Director), Roberta Somati (Independent Director), Francesca Pasinelli (Independent Director), Monica Tardivo (Independent Director), Fiorella Altruda (Independent Director), Luca Melindo, Stefano Altara, Tullia Todros (Independent Director) and Elisa Corgi (Independent Director), all elected from the list filed by the majority shareholder IP Investimenti e Partecipazioni S.r.l. (with a shareholding equal to 41.109% of the share capital), with the exception of Ms. Elisa Corgi who has been elected from the second list filed by the following institutional investors (altogether representing 1.012% of the share capital).

It is specified that the minority shareholders list for the election of the Board of Directors has been filed by the following group of institutional investors: Anima SGR S.p.A. fund manager of: Anima Iniziativa Italia, Anima Crescita Italia and Anima Geo Italia; Arca Fondi S.G.R. S.p.A. fund manager of: Arca Azioni Italia and Arca Economia Reale Bilanciato Italia 30; Eurizon Capital SGR S.p.A. fund manager of: Eurizon Rendita; Eurizon progetto Italia 70, Eurizon Top Selection Dicembre 2022, Eurizon Top Selection Gennaio 2023, Eurizon Azioni Italia, Eurizon Top Selection Marzo 2023, Eurizon Top Selection Maggio 2023, Eurizon Top Selection Luglio 2023, Eurizon Defensive Top Selection Luglio 2023, Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Progetto Italia 40, Eurizon Defensive Top Selection Dicembre 2023, Eurizon Top Selection Prudente Dicembre 2023, Eurizon Top Selection Crescita Dicembre 2023, Eurizon Top Selection Prudente Marzo 2024, Eurizon Top Selection Equilibrio Marzo 2024, Eurizon Top Selection Crescita Marzo 2024, Eurizon Defensive Top Selection Marzo 2024, Eurizon Top Selection Settembre 2023, Eurizon Defensive Top Selection Ottobre 2023, Eurizon Top Selection Dicembre 2023 and Eurizon Disciplina Globale Marzo 2024; Eurizon Capital S.A. fund manager of: Eurizon Fund - Equity Italy; Etica SGR S.p.A. fund manager of: Etica Bilanciato, Etica Obbligazionario Misto, Etica Rendita Bilanciata and Etica Azionario; Fideuram Asset Management (Ireland) - Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. fund manager of Piano Azioni Italia; Generali Investments Luxembourg S.A. fund manager of: Gsmart Pir Evoluz Italia and Gsmart Pir Valore Italia; Kairos Partners SGR S.p.A. as Management Company of Kairos International Sicav comparto Italia; Mediolanum Gestione Fondi SGR S.p.A. fund manager of: Mediolanum Flessibile Sviluppo Italia and Mediolanum Flessibile Futuro Italia; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Pramerica SGR S.p.A. and Pramerica Sicav Italian Equities.

It is specified that the majority shareholder list for the election of the Board of Directors filed by IP Investimenti e Partecipazioni S.r.l. obtained a percentage of votes equal to 82.890% of the votes represented at the Shareholders' Meeting.

The Shareholders' Meeting also appointed the Board of Statutory Auditors who will remain in office for the three-year period 2019-2021, and namely until the approval of the financial statements as of December 31, 2021, composed by the Statutory Auditor Messrs. Monica Mannino – appointed as Chairman and elected from the minority shareholders list filed by the same group of the above mentioned institutional investors – Ottavia Alfano and Matteo Michele Sutera, these latter elected from the majority shareholder list filed by the reference shareholders IP Investimenti e Partecipazioni S.r.l. who obtained a percentage of votes equal to 82.831% of the votes represented at the Shareholders' Meeting.

Curricula vitae of the Directors and of the Statutory Auditors are available on the website

www.diasoringroup.com, Section Governance/Information for Shareholders/Shareholders Meetings and Board/2019.

As far as the Company is aware of, exception made for the Directors Carlo Rosa, Chen Menachem Even, Giancarlo Boschetti and Giuseppe Alessandria, none of the other Director and Statutory Auditor holds shares in the Company.

Today Shareholders' meeting also approved, pursuant to Article 114-bis of the Legislative Decree No. 58/1998, the establishment of a new stock option plan named "DiaSorin S.p.A. 2019 Stock Option Plan" ("**2019 Plan**") delegating to the Board of Directors the task of adopting the applicable Regulations. The Plan, which will have a duration of three years, calls for grants of up to 100,000 options, awarded free of charge to the Plan's beneficiaries. The characteristics of the 2019 Plan (including its terms and implementation requirements) are described in the Report of the Board of Directors and the Information Memorandum prepared in accordance with Article 84-bis of the Issuers' Regulation, which are available on the Company website.

The same Shareholders' Meeting resolved upon a motion to authorize the purchase and disposition of common shares of DiaSorin S.p.A., in accordance with the combined provisions of Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998, for use in connection with the "DiaSorin S.p.A. 2017 Stock Option Plan" ("**2017 Plan**") and the 2019 Plan, under the terms and conditions established by the Plans themselves, as well as for other purposes permitted by law, including their use to serve other future Stock Option Plans adopted by the Company under the terms and conditions established by the Plans themselves, or through transactions in a regulated market or through other methods of disposition allowed by the applicable regulations.

The Shareholders' Meeting also authorized the Board of Directors to dispose of the treasury shares in the Company's portfolio to serve the 2017 Plan, if these shares are not already destined to serve other Stock Option Plans adopted by the Company, under the terms and conditions established by the 2017 Plan, without prejudice to the previous Shareholders' Meeting authorizations to dispose them in a regulated market or through other methods of disposition allowed by the applicable regulations.

The authorization to purchase, in one or more instalments, a maximum no. 200.000 Company's common shares, equal to 0.357 of the Company's share capital, has been granted over a period of 18 months counting from the date of the Shareholders' Meeting resolution. The authorizations to dispose of the treasury shares have been granted without time limits. At the date of this press release, DiaSorin holds no. 1.286.007 treasure shares, equal to 2.298% of the Company's share capital.

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For further information regarding the aforementioned shareholders' resolutions, reference should be made to the Explanatory Reports presented by the Board of Directors and to the minutes of the Shareholders' meeting that will be filed within the legal deadline at the registered office and published on the Company's website in Section Governance/Information for Shareholders/Shareholders Meetings and Board/2019.

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Board of Directors' meeting and resolutions on corporate governance

At the end of the Shareholders' Meeting, the Board of Directors met and appointed Mr. Gustavo Denegri as Chairman, Mr. Michele Denegri as Deputy Chairman and Mr. Carlo Rosa (already General Manager) as Chief Executive Officer of the Company, granting the relevant delegations and powers.

Then the Board of Directors, having considered the statements of the Directors who have declared to be in possession of the independence requirements and having taken into account the available information, has ascertained, upon favorable opinion of the Board of Statutory Auditors, the existence of the independence requirements, following the current legislation, of the Directors Messrs. Alessandria, Moscetti, Somati, Pasinelli, Altruda, Tardivo, Todros and Corghi, as well as of the current members of the Board of Statutory Auditors.

In this regard, it should be noted that the Board of Directors, with reference to the Directors Alessandria and Moscetti, assessed as appropriate the non-application of criterion 3.C.1 point e) of the Corporate Governance Code, and namely the criterion that states that it cannot be considered independent the person who has held the office in the Company for more than nine years in the last twelve, deeming it appropriate, in the interest of the Company, to continue benefiting of the high professionalism and experience of the aforementioned Directors and thus privileging a substantial evaluation in the assessment of the composition of the managing body and the internal Board Committees.

During the meeting, the Board of Statutory Auditors, pursuant to the criterion 8.C.1 of the Corporate Governance Code, confirmed the existence of the independence requirements of the Statutory Auditors, as today ascertained by the same Board of Statutory Auditors.

The Board of Directors also appointed the committees, which are composed as follows:

COMPENSATION AND NOMINATING COMMITTEE

Giuseppe Alessandria, Chairman
Michele Denegri
Elisa Corghi

CONTROL AND RISKS AND SUSTAINABILITY COMMITTEE

Franco Moscetti, Chairman
Giancarlo Boschetti
Roberta Somati

RELATED PARTIES COMMITTEE

Franco Moscetti, Chairman
Giuseppe Alessandria
Roberta Somati

Lastly, the Board of Directors confirmed Mr. Giuseppe Alessandria as *Lead Independent Director* of the Company.

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