

Minutes of the Meeting of the Board of Directors

ITALIAN REPUBLIC

In the year 2011 (two thousand eleven),
on the 28th (twenty-eighth) day,
of the month of January,
at 11:40 AM (eleven forty AM),
in Milan, at a building at 18 via Agnello,
There appeared before me, **Carlo Marchetti**, Notary in Milano, member
of the Milan Board of Notaries:

- **Gustavo Denegri**, born in Turin on March 17, 1937, domiciled for
the purpose of his office at via Crescentino, in Saluggia (VC),
whose identity is known to me, the Notary, who, having stated that
he was acting in his capacity as Chairman of the Board of Directors
and in the interest of the publicly traded corporation called

"DiaSorin S.p.A."

with registered office at via Crescentino, in Saluggia (VC),
subscribed and paid-in share capital of 55,693,264.00 euros, Tax
I.D. and entry No. 13144290155 in the Vercelli Company Register,
entry No. 180729 in the Vercelli R.E.A. (hereinafter the "**Company**"),
asked me to provide evidence of a meeting of the Board of Directors
here convened to discuss and vote on the following

Agenda

1. Amendments to the Bylaws consistent with new regulatory
requirements. Motion to amend Article 8 (Shareholders' Meeting),
Article 9 (Attendance at Shareholders' Meetings), Article 11 (Board
of Directors), Article 18 (Board of Statutory Auditors) and Article
19 (Independent Auditing) of the Company Bylaws; required and
related resolutions.

2. Sundry items.

Having accepted the abovementioned request, I attest that the
meeting of the Board of Directors proceeded as follows:

Mr. Denegri, acting in the abovementioned capacity, agreed to chair
the meeting, pursuant to the Bylaws and with the unanimous consent
of the attendees. He then communicated, acknowledged and stated for
the record that:

- this meeting was convened pursuant to Article 13 of the current
Company Bylaws, for this day and at this place, at 11:30 AM, with a
notice sent, on January 20, 2011, to all eligible attendees by means
of an electronic mail message, to discuss and vote resolutions
concerning the items on the Agenda cited above;

- in addition to Mr. DENEGRİ, the Directors Carlo ROSA and Franco MOSCETTI, and Mr. BRACCHETTI, Chairman of the Board of Statutory Auditors, were present at the meeting, while the Statutory Auditors Messrs. CARETTI and MARCHINA and the Directors Messrs. BONIOLO, ALESSANDRIA, EVEN, GARIBALDI, AMO and SAPORITI were linked in audioconferencing mode, the remaining Director, Michele DENEGRİ having provided a valid reason for his absence.

The Chairman then called the meeting to order, as it was duly convened and qualified to adopt resolutions concerning the item on the Agenda cited above.

Turning then to a description of the items on the Agenda, the Chairman pointed out, first of all, that, pursuant to Article 15, Paragraph Four, of the current Company Bylaws, the prerogatives of the Board of Directors, pursuant to Article 2365, Section Two, of the Italian Civil Code, include jurisdiction over the adoption of resolutions concerning "amendments to the Bylaws required pursuant to law."

The Chairman explained the need to make the current Company Bylaws consistent with the new requirements introduced by Legislative Decree No. 27 of January 27, 2010.

More specifically, the Chairman pointed out that this statute, enacted to incorporate the provisions of Directive No. 2007/36/EC into the Italian legal system, introduced changes concerning the rights of shareholders.

The Chairman then underscored that, as a result of these new provisions, Articles 8, 9, 11 and 18 of the Company Bylaws needed to be updated consistent with the new regulatory requirements.

Lastly, the Chairman explained the individual motions to amend the Bylaws, also pointing out the need to make the terminology used in Article 19 of the Bylaws on the "Independent Auditors" consistent with the provisions of the recently enacted Legislative Decree No. 39 of January 27, 2010.

Following an exhaustive discussion, the Board of Directors, having heard the information presented by the Chairman,

unanimously resolved

1.) to amend Article 8 (eight) of the current Company Bylaws as follows:

"Article 8 - Shareholders' Meeting

The Shareholders' Meeting represents all of the shareholders and its resolutions, when adopted pursuant to law and these Bylaws, are binding on all shareholders, including dissenting and/or absent shareholders.

A Shareholders' Meeting may be Ordinary or Extraordinary, pursuant to law.

The Ordinary Shareholders' Meeting that approves the annual financial statements must be convened within 120 days from the close of the fiscal year or within 180 days from the same date, when the conditions set forth in the last section of Article 2364 of the Italian Civil Code are satisfied.

The Shareholders' Meeting is convened by means of a notice containing the information required by current regulation, which shall be published within the deadline required pursuant to law:

- on the Company website;
- when required pursuant to a binding provision or a decision of the Board of Directors, on the Official Gazette of the Italian Republic or in the newspapers Finanza e Mercati or Il Sole 24 Ore;
- by any other means required by the applicable laws and regulations in effect at the time.

The notice of the Shareholders' Meeting may also provide the date of the second calling and, in the case of an Extraordinary Shareholders' Meeting, the date of the third calling.";

2.) to amend Article 9 (nine) of the current Company Bylaws as follows:

"Article 9 - Attendance and Representation at Shareholders' Meetings Only holders of voting rights may attend a Shareholders' Meeting, provided they comply with the regulations in force at the time.

Each shareholder who has the right to attend a Shareholders' Meeting may be represented by a third party by means of a written proxy, pursuant to and within limits of the relevant laws. Notice of the proxy to attend the Shareholders' Meeting may be given to the Company by sending the proxy statement to the electronic mail address listed in the Notice of the Shareholders' Meeting. Responsibility for verifying the effectiveness of proxies and the right to attend a Shareholders' Meeting rests with the Chairman of the Meeting.";

3.) to amend Article 11 (eleven) of the current Company Bylaws as follows:

"Article 11 - Board of Directors

The Company is managed by a Board of Directors that can comprise between seven and 16 members. Keeping these boundaries in mind, the Shareholders' Meeting determines, upon electing them, how many Directors should serve on the Board and decides the length of their term of office, which, however, may not exceed three years. Directors may be reelected.

In order to be allowed to serve as Directors, candidates must meet the requirements of the relevant laws and regulations in effect at the time. Directors must also possess the qualifications set forth in the statutes in force at the time. A minimum number of Directors, equal at least to the minimum number required pursuant to the

abovementioned statutes, shall meet the independence requirements set forth in Article 148, Section 3, of Legislative Decree No. 58/1998. An intervening inability by a Director to meet the abovementioned requirements shall cause the Director to forfeit his/her office. However, an intervening inability by a Director to meet the independence requirements will not automatically cause the Director to forfeit him/her office, provided that the number of Directors who meet the independence requirements is consistent with the statutory minimum.

The Board of Directors is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be identified by means of numbers listed in consecutive order.

The slates filed by shareholders, duly signed by the filers, must be deposited at the Company's registered office, where they must be available to upon request, at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting and must meet the additional disclosure and filing requirements set forth in the applicable laws and regulations in effect at the time.

Individual shareholders, shareholders who are parties to a shareholders' agreement that qualifies as such pursuant to Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of Legislative Decree No. 58/1998, may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates, and each candidate may be listed only on one slate, on penalty of losing the right to be elected. Votes cast in violation of this prohibition will not be attributed to any slate.

Slates of candidates may be filed only by shareholders who, alone or in combination with others, hold a number of shares equal to 2.5% (two point five percent) or more of the shares that convey the right to vote at Ordinary Shareholders' Meetings, or any lesser percentage that may apply pursuant to relevant provisions of laws or regulations.

Slates must be accompanied by the following information: (i) the names of the shareholders who are filing the slate and the total percentage interest held; (ii) affidavits by which the individual candidates accept the nomination and attest, under their responsibility, that there are no issues that would impede their election or make it incompatible and that they possess the qualifications required pursuant to law to serve in the respective capacities; and (iii) curricula vitae setting forth the personal and professional qualifications of each candidate and indicating whether a candidate qualifies as an independent Director. In addition, a

certification issued by an intermediary qualified pursuant to law confirming, at the time when a slate is filed with the Company, the ownership of the number of shares required for eligibility to file a slate must be filed within the deadline required by the regulations governing the publication of the slates by the Company.

Slates filed in a manner that does not comply with the foregoing provisions shall be treated as if they were never filed.

The election of the Board Directors shall be carried out as follows:

a) All except one of the Directors that need to be elected shall be taken from the slate that received the highest number of votes, in the consecutive order in which they are listed on the slate;

b) The remaining Director shall be taken from a minority slate that is not connected in any way, directly or indirectly, with the parties who filed or voted for the slate referred to in paragraph a) above and has received the second highest number of votes, selecting the first of the candidates listed in consecutive order on the slate, it being understood that, should the minority slate referred to in paragraph b) above fail to receive a percentage of the votes equal at least to half the required percentage for filing a slate, as stated above, all of the Directors that need to be elected shall be taken from the slate that received the highest number of votes referred to in paragraph a) above.

If the candidates elected in the manner described above do not include a sufficient number of Directors who meet the independence requirements that apply to Statutory Auditors pursuant to Article 148, Section 3, of Legislative Decree No. 58 of February 28, 1998 to achieve the minimum statutory percentage of the total number of elected Directors, the non-independent candidate elected last in consecutive order from the slate that received the highest number of votes, as referred to in Letter a), Paragraph Eight, of this Article, shall be replaced with the first non-elected independent candidate who is listed next in consecutive order in the same slate or, otherwise, the first non-elected independent candidate listed in consecutive order on the other slates, based on the number of votes received by each candidate. This replacement procedure shall be applied repeatedly until the Board of Directors includes a number of Directors who meet the requirements of Article 148, Section 3, of Legislative Decree No. 58 of February 28, 1998, equal at least to the statutory minimum. If this procedure fails to produce the result explained above, the replacement will be carried out by means of a resolution approved by the Shareholders' Meeting with a plurality of the votes, after the names of the candidates that meet the abovementioned requirements have been placed in nomination.

If only one slate is filed or if no slate is filed, the Shareholders' Meeting shall approve its resolutions with the

majorities required by law, without being required to comply with the procedure described above.

If one or more Directors cease to be in office during the course of the year, provided the majority of Board members are still Directors elected by the Shareholders' Meeting, they shall be replaced in the manner described below, in accordance with the provisions of Article 2386 of the Italian Civil Code:

a) The Board of Directors shall nominate as replacements candidates taken from the same slate to which the Directors no longer in office belonged and the Shareholders' Meeting shall vote with the majorities required pursuant to law and in accordance with the same principle;

b) Should there be no unelected candidates left in the abovementioned slate of candidates or candidates with the required qualification or if the provisions of Letter a) above cannot be complied with for any reason, the Board of Directors and the Shareholders' Meeting shall elect replacements with the majorities required pursuant to law, without slate voting.

In all cases, the Board of Directors and the Shareholders' Meeting shall carry out the election in a manner that will result in the election of a total number of independent Directors equal at least to the minimum number required by the applicable statute in force at the time.

If the majority of the Directors elected by the Shareholders' Meeting ceases to be in office, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting shall be convened promptly by the Directors still in office to elect a new Board. If the number of elected Directors is less than the maximum allowed by the first paragraph of this Article, while the Board of Directors is still in office, the Shareholders' Meeting may increase their number up to the maximum referred to in the abovementioned first paragraph.

Additional Directors shall be elected with the voting majority required pursuant to law.";

4.) to amend Article 18 (eighteen) of the current Company Bylaws as follows:

"Statutory Auditors, Board of Statutory Auditors and Legally Recognized Audit of the Financial Statements

Article 18 - Board of Statutory Auditors

The Board of Statutory Auditors comprises 3 (three) Statutory Auditors and 2 (two) Alternates, who are elected for a term of office of 3 (three) years and may be reelected. Statutory Auditors must meet the requirements of the relevant laws currently in force, including those concerning the number of corporate governance posts that may be held concurrently.

Anyone who may be in a position that prevents him/her from being elected or may be otherwise unelectable or does not meet the requirements of professionalism, integrity and independence set forth in the laws currently in force may not serve as a Statutory Auditor and, if elected, shall automatically forfeit his/her office. Specifically, insofar as the professionalism requirements are concerned, as set forth (if applicable) in Article 1, Section 3, of Ministerial Decree No. 162 of March 30, 2000, which makes reference to Section 2, Letters b) and c) of the abovementioned Article 1, it shall be understood that "subject matters that are relevant to the Company's business" shall mean those related to the health and medical fields.

The Ordinary Shareholders' Meeting shall elect the Statutory Auditors and their Alternates in the manner described below.

Slates of candidates, in which the candidates are identified by numbers listed in consecutive order, may be filed by shareholders representing at least 2.5% (two point five percent) of the shares that convey the right to vote, or any other percentage that may apply pursuant to the provisions or guidelines of laws or regulations. The slates must be deposited at the Company's registered office at least 25 (twenty-five) days prior to the date of the first calling of the Shareholders' Meeting on penalty of becoming invalid, without prejudice to any additional disclosure and filing requirements that may be set forth in the applicable laws and regulations in effect at the time.

The slates shall set forth the candidates' names, identified by numbers listed in consecutive order, specifying whether each candidate is standing for election as a Statutory Auditor or as an Alternate.

Individual shareholders, shareholders belonging to a shareholders' agreement that meet the requirements of Article 122 of Legislative Decree No. 58/1998, the Company's controlling party, its subsidiaries and joint ventures that qualify as such pursuant to Article 93 of Legislative Decree No. 58/1998 may not file or participate in the filing, directly or through a third party or a nominee, of more than one slate and may not vote for multiple slates, and each candidate may be included only in one slate, on penalty of losing the right to be elected. Votes cast in violation of this requirement will not be attributed to any slate of candidates.

The slates must be accompanied by the following information:

- a) The names of the shareholders who are filing the slates and the total percentage interest held;
- b) An affidavit by the shareholders different from those who hold, jointly or individually, a controlling or relative majority

interest attesting that they are not linked with the latter as a result of transactions such as those defined in the relevant laws and regulations currently in force;

c) Detailed information about the candidates' backgrounds, affidavits by which the candidates attest that they meet statutory requirements and accept the nomination, and a listing of any management and control posts held by the candidates at other companies.

In addition, a certification issued by an intermediary qualified pursuant to law confirming, at the time when a slate is filed with the Company, the ownership of the number of shares required for eligibility to file a slate must be filed within the deadline required by the regulations governing the publication of the slates by the Company.

If the conditions set forth above are not complied with, the affected slate shall be treated as if it had never been filed.

The results of the balloting shall reflect the following process: the candidate for election as Statutory Auditor identified with the numeral 1 (one) on the slate that received the second highest number of votes and that, pursuant to laws and regulations currently in force, is not in any way linked, directly or indirectly, with the shareholders who filed the slate that received the second highest number of votes is elected to the post of Statutory Auditor and Chairman of the Board of Statutory Auditors; the candidates identified with the numerals 1 (one) and 2 (two), respectively, on the slate that received the highest number of vote are elected to the post of Statutory Auditor. Candidates for election as Alternates who are listed as Alternates and identified with the numeral 1 (one) on the slates that received the highest and second highest number of votes, as referred to in this paragraph, are elected to the post of Alternate.

If two or more slates receive the same number of votes, a new balloting is held. If the result is again a tie, the slate filed by the shareholders who own the largest percentage interest or, alternatively, the slate filed by the largest number of shareholders shall prevail.

If only one slate of candidates is filed, all Statutory Auditors and Alternates are elected from that slate.

If a Statutory Auditor is removed from office, he/she shall be replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced. The replacing Alternate will remain in office until the next Shareholders' Meeting.

If no slates are filed, the Shareholders' Meeting shall adopt the relevant resolutions with the majorities required pursuant to law.

If a Statutory Auditor needs to be replaced, he/she shall be replaced by an Alternate taken from the same slate as the Statutory Auditor who is being replaced, it being understood that the Chairmanship of the Board of Statutory Auditors must be held by a minority Statutory Auditor.

When the Shareholders' Meeting needs to elect replacement Statutory Auditors and/or Alternates, it shall proceed as follows: if the Statutory Auditors that need to be replaced were elected from the majority slate, their replacements shall be elected by a plurality of the votes, without any slate selection requirement; if, on the other hand, the Statutory Auditors that need to be replaced were elected from the minority slate, the Statutory Auditors shall be elected by a plurality of the votes, taking the candidates from the slate to which the Statutory Auditors who are being replaced belonged.

If, for any reason, the use of the abovementioned procedures should not result in the replacement of Statutory Auditors designated by minority shareholders, the Shareholders' Meeting shall elect such Statutory Auditors by a plurality of the votes. However, in the ballot counting process, the votes cast by shareholders who, based on disclosures provided pursuant to current laws, control, directly or indirectly or jointly with other members of a shareholders' agreement, as defined in Article 122 of Legislative Decree No. 58/1998, a majority of the votes that may be cast at a Shareholders' Meeting and shareholders who control, are controlled by or are subject to joint control by the former shall not be counted.

The Shareholders' Meeting shall determine the amount of the compensation payable to the members of the Board of Statutory Auditors, in accordance with the laws currently in force.

The Board of Statutory Auditors shall perform the tasks and activities required pursuant to law.

The Statutory Auditors, acting either jointly or independently, may ask the Directors to provide details and clarifications about the information provided to them and, more generally, about the results of the Company's operations or specific business transactions, and may at any time carry out inspections and audits or request information, pursuant to law. Moreover, two members of the Board of Statutory Auditors, acting jointly, may convene a Shareholders' Meeting.

The Board of Statutory Auditors shall meet at least once every 90 days.

Meetings of the Board of Statutory Auditors may be held by teleconference or videoconference, provided that all participants can be identified, are able to follow the proceedings and

participate in real time in the discussion of the items on the Agenda, and can receive, transmit and view documents.";

5.) to amend Article 19 (nineteen) of the current Company Bylaws as follows:

*"Article 19 - Legally Recognized Audit of the Financial Statements
A legally recognized audit of the financial statements shall be performed by independent auditors who are registered with a special professional board and were retained and operate pursuant to law."*;

6.) to authorize the Company's current legal representatives, acting severally, to make to the text of these resolutions and to the Company Bylaws, as amended, any non-substantive changes that may be required by the relevant authorities, including those needed for recording in the Company Register, to implement the abovementioned resolutions.

Lastly, the Board of Directors unanimously

attested

that, for the purpose of meeting filing requirements, as a result of the resolutions listed above and subsequent to the recording in Vercelli Company Register of the resolutions adopted as described above, the current version of the Company Bylaws was the version that the Chairman delivered to me and that I, the Notary, appended to these Minutes as Annex "A," having refrained from reading it out loud at the express request of Mr. Denegri and the other attendees.

There being no further business to be transacted, the Chairman adjourned the meeting at 12 PM (twelve PM).

I read these Minutes to Mr. Denegri, who approved them and signed them together with me.

These Minutes, which cover five two-page, double-sided sheets of paper, were written with mechanical means by a person trusted by me, and I completed by my own hand the eighteenth page and the nineteenth page up to here.

Signed: Gustavo Denegri

Signed: Carlo Marchetti, Notary