

BY-LAWS OF
(updated at April 28th, 2016)

COMPANY NAME - PURPOSE - REGISTERED OFFICE - DURATION

Article 1 - Name

The Company shall be called “**DiaSorin S.p.A.**”

Article 2 - Registered Office

The Company shall have its registered office in Saluggia (Vercelli, Italy).

By a resolution approved by its Board of Directors, the Company may establish and close secondary headquarters, representative offices, branches, agencies and other offices both in Italy and abroad.

Article 3 - Purpose

The Company’s purpose shall be to engage in the following activities, both in Italy and abroad:

- Manufacture, production and commerce of diagnostic and pharmaceutical products, radioisotopes and chemicals, but excluding the retail sale of pharmaceutical products;
- Production, distribution, study, research and testing of devices and any other products in any way related to or otherwise relevant to the biomedical field and related businesses;
- Design, construction, commerce of and research related to facilities and technologies in the abovementioned areas of activity.

The Company may also engage in commercial, industrial, real estate, securities and other financial transactions (provided the latter are not executed with the public and do not represent the Company’s main business) that may be necessary or useful for the furtherance of the corporate purpose, including buying and selling equity investments and ownership interests in entities and companies, including contributing to the founding of such entities and companies. Moreover, insofar as it does not engage in such transactions professionally or as its main business and does not execute them with the public, it may also provide collateral or guarantees on its own behalf and on behalf of third parties, provided that such collateral or guarantees may be useful for the furtherance of the corporate purpose. All of the foregoing activities shall be carried out in compliance with the relevant laws and, specifically, the statutes governing activities reserved for parties that are members of professional registers, orders or boards.

Article 4 - Duration

The Company’s duration shall be until 2050 and may be extended one or more times by a resolution approved by the Shareholders’ Meeting.

SHARE CAPITAL - SHARES

Article 5 - Share Capital - Shares

The Company's share capital is 55.948.257,00 Euro. It comprises 55.948.257 registered shares, par nominal value of 1 euro each.

The shares are registered shares, they are freely transferable and are indivisible.

In the event of a share capital increase, the preemptive right may be excluded or limited pursuant to law and may be limited to 10% of the preexisting share capital, in accordance with Article 2441, Section 4, of the Italian Civil Code.

Article 6 - Bonds

By a resolution approved by the Board of Directors, the Company may issue bonds of any type, within the limits imposed by the applicable laws.

Without prejudice to the right to delegate powers pursuant to Article 2420-*ter* of the Italian Civil Code, the Extraordinary Shareholders' Meeting has jurisdiction over the issuance of bonds convertible into newly issued shares.

RIGHT TO REQUEST THE REDEMPTION OF SHARES

Article 7 - Right to Request the Redemption of Shares

The right to request the redemption of shares may be exercised only within the limits of and in accordance with binding provisions of the law and is always excluded when the Company's duration is extended.

SHAREHOLDERS' MEETINGS

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 can be satisfied.

Shareholders' Meetings are convened by means of a notice containing the information required by current regulation, which shall be published within the dead line required pursuant to law:

- on the Company website;
- when required pursuant to a binding provision or a decision of the Board of Directors, **in condensed form in a national newspaper**;
- by any other means required by the applicable laws and regulations in effect at that 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.

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 that time.

Each shareholder has the right to attend Shareholders' Meetings or 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.

Art. 9-bis - Increased voting rights

If the conditions and requirements of the current laws and regulations and bylaws herewith are met, the holder of ordinary shares shall have two votes for each share, in relation to shares held continuously for at least twenty-four months, and as of the date specified in the next paragraph.

The voting increase shall apply after registration in the list referred to in Article 9-quater of the Bylaws (the “Special List”):

a) after twenty-four months of uninterrupted ownership from registration in the Special List (the “Period”) also attested by communication of the Intermediary who keeps account of the shares according to the regulation in force (the “Intermediary”), upon request of the shareholder in accordance with Article 23-bis, paragraph 3, of the Joint Regulation adopted by Consob and Bank of Italy providing the rules governing central depositories, settlement services, guarantee systems and related management companies with provision of 22 February 2008 (“Joint Regulation”), and thus with the continued registration for said period;

b) following the shareholder's request applying for the registration in the Special List, the shareholder shall make a request for all or part of the shares held to the intermediary, by means of the relevant form on the Company's website; the Intermediary submits the request form to the Company accompanied by a specific communication as established pursuant to Article 23-bis, paragraph 1 and 2, of the Joint Regulation certifying share ownership and containing the clause “until revocation” and the information pursuant to Article 21, paragraph 2, of the Joint Regulation, by means of certified email; in the case of subjects other than natural persons the request form submitted to the Intermediary, who submits the application to the Company, shall specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company pursuant to Article 93 of Legislative Decree 58/1998; the Company, after verifying requirements of the current laws and regulations and Bylaws herewith are met, ensures the prompt registration in the Special List and in any case within the terms required under Article 9-quater, reporting back to the shareholder on said registration;

c) with effect starting from the fifth trading day of the calendar month following the conclusion of the Period, as long as the communication of the intermediary as referred to in letter a) is received by the Company within the third trading day of the calendar month following the conclusion of the Period,

except for the provision of the following paragraph 3 of this report. It being understood that, should the communication of the intermediary as referred to in letter a) not be received by the Company within the above time-limit, increased voting right shall become effective from the fifth trading day of the calendar month following the month in which the above communication is received by the Company.

In order to attend the Shareholders Meeting, the increased voting rights following the conclusion of the Period, shall have effect at the date provided pursuant to Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date), provided that within this date the Company has received the Intermediary's communication as referred to in second paragraph, letter a) of this report;

In cases as referred to in second paragraph, letter c), and third paragraph above, the shareholder shall submit a request to the Intermediary for the assignment of increased voting rights for the shares it holds and for which entitlement has been accrued pursuant to law and to the bylaws by means of a specific form to be supplied by the Intermediary who will also issue the communication as referred to in second paragraph, letter a) of this report; the Intermediary shall transmit the request to the Company together with the aforementioned communication by means of certified email.

The voting increase already accrued or, if not accrued, the period of ownership required for accrual of voting increase, shall be maintained upon communication from the intermediary to the Company pursuant to article 23-bis, paragraph 8, of the Joint Regulations:

a) in case of succession pursuant to death, in favor of the successor and/or legatee thereof;

b) in the case of merger or demerger of the holder of the shares in favor of the company resulting from the merger or the beneficiary of the demerger.

The increased voting rights shall also apply, upon communication from the intermediary to the company pursuant to article 23-bis, paragraph 4, of the Joint Regulations to the ordinary shares ("New Shares"): (i) assigned in the event of free share capital increase under article 2442 of the Civil Code payable to the holder in relation to the shares for which the increased voting right has already accrued (the "Original Shares"); and (ii) subscribed by the holder of the Original Shares in the exercise of the option right applicable in respect of said shares. The increased voting right shall also apply to the New Shares payable in exchange for the Original Shares in the event of a merger or demerger, as long as the merger or demerger provides for it and in the terms described therein.

In the cases referred to in the paragraph 6 above, the New Shares shall acquire the increased voting right from the time of registration in the Special List, with no need for the additional term of the Period. If the voting increase for the Original Shares has not yet accrued, but is in the process of accruing, the voting increase shall apply to the New Shares concerning the registration in the Special List from completion of the period of ownership calculated from registration of the Original Shares in the Special List.

The vote increase shall cease to apply for shares (i) to be transferred for payment or free of charge, or pledged, subject to usufruct and other constraints that attribute the voting right to a third party, (ii) owned by companies or entities (the “**Participants**”) that own shareholdings exceeding the threshold pursuant to Article 120, paragraph 2 of the Legislative Decree 58/1998 in case of transfer of any kind, free or upon payment, of the direct or indirect control (which concerns the case in Article 2359, paragraph 1, of the Civil Code), in the Participants themselves, it being understood that, for the purpose of the above, they do not constitute a transfer relevant to the cases in paragraph 5 above in this report.

The increased voting right shall cease to apply in case of waiver of the holder, in whole or in part, of the voting increase, through a withdrawal communication (total or partial) to the registration carried out by the Intermediary upon shareholder’s request in the Special List, pursuant to Article 23-bis, paragraph 6, of the Joint Regulation; said regulation shall reach the Company by the third trading day of the calendar month following the period in which the holder has made use of waiver option and by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date). The waiver is, in any case, irrevocable and the increased voting right can be newly acquired with a new registration within the special list along with the completion of the full Period.

Shareholders registered in the Special List agree that the intermediary shall report and shall be required to disclose by the third trading day of the calendar month following the month of occurrence, and in any case by the trading day prior the date provided under Article 83-sexies, paragraph 2, of the Legislative Decree 58/1998 (record date) all circumstances and events that, under the current provisions and the Bylaws, invalidate the conditions for the vote increase or affect the ownership of the same.

Article 9-ter - Effects of increased voting rights

The party entitled to the increased voting rights shall be legitimized to exercise the voting right by providing appropriate communication in the manner required by applicable law and the bylaws herewith and subject to ascertainment by the Company of the absence of impediments.

For the purposes of attendance and voting at the Shareholders’ Meeting, the legitimacy and ascertainment by the Company shall be as of the date pursuant to Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date).

The increased voting right pursuant to Article 9-bis is calculated for each resolution approved by the Shareholders’ Meeting and to determine the quorum for the constitution of the shareholders’ meeting and for resolutions which regards the share capital quotas.

The increase shall have no effect on the rights, other than voting, due and exercisable under the possession of specific capital rates and also, among other things, for the determination of the rates of capital required for the submission of lists for the election of corporate bodies, for the exercise of liability under

article 2393-bis Civil Code, for the calculation of rates required for the appeal, for any reason and for any cause, of shareholders' meeting resolutions.

Article 9-quater - Special List

The Company shall establish and maintain, in the manner provided for keeping the shareholders' register, the Special List in which the shareholders that have requested the vote increase are registered, upon their request.

The Special List contains the information specified in the applicable regulations and the Bylaws herewith.

The Special List is updated by the fifth trading day from the end of each calendar month and, in any case, by the trading day following the date as set forth in Article 83-sexies, paragraph 2 of the Legislative Decree 58/1998 (record date), pursuant to Articles 9-bis and 9-ter.

The Company shall proceed with cancellation from the Special List for renunciation and upon request, also ex officio, of the party concerned, in the event it has been informed of the occurrence of events that result in the loss of the increased voting right or however the absence of the conditions for its acquisition, informing the Intermediary, in accordance with terms and conditions required by current regulations.

The Special List is subject to, if compatible, the provisions related to the shareholders' registry and any other provision on this subject for that concerning the disclosure of information and inspection rights of shareholders.

Article 10 - Convening, Chairing and Managing Shareholders' Meetings

Ordinary and Extraordinary Shareholders' Meetings are deemed to have been validly convened and can approve resolutions by the majorities required pursuant to law.

Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman (if one has been appointed) or a person designated by the Shareholders' Meeting, in that order.

The Chairman of the Meeting, who may rely on the assistance of specifically designated parties, is responsible for checking that the Meeting has been properly convened, ascertaining the identity of the attendees and their right to attend, managing the Meeting and verifying voting results.

Upon a motion by the Chairman, the Shareholders' Meeting may appoint a secretary and, if necessary, two ballot counters.

The resolutions adopted by the Shareholders' Meeting are recorded in Minutes signed by the Chairman and the Secretary.

When required by law and whenever the Chairman deems it appropriate, the Minutes may be drawn up by a notary public selected by the Chairman. In such cases, the notary shall also serve as secretary.

MANAGEMENT OF THE COMPANY

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 how many Directors should serve on the Board at the time of their election 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. Directors must also possess the qualifications set forth in the provisional statutes currently in force. A minimum number of Directors must match the minimum number of Directors who, pursuant to the abovementioned statutes, are required to 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 independence requirements will not automatically cause him or her to lose his or her office, provided that the number of Directors who meet the independence requirements is consistent with the statutory minimum.

The Board of Directors, in compliance with the laws currently in force on gender balance, is elected on the basis of slates of candidates filed by shareholders in the manner described below. In the abovementioned slates, candidates must be listed and identified in consecutive order.

Slates filed by shareholders, duly signed by the filers, must be deposited at the Company's registered office, where they must be available to anyone 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 provisional regulations currently in force.

Each shareholder, 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. Each candidate can be included on only 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, represent at least 2.5% (two point five percent) 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, 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 share 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 with a number equal to or with more than 3 candidates shall be composed by candidates belonging to both genders so that the least represented gender is awarded at least one-fifth of the seats (for the first term of office starting after August 12, 2012) and at least one-third (rounded up) of the seats for the next terms of office.

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 shareholders who filed or voted for the slate referred to in paragraph a) above and has received the second highest number of votes cast by the shareholders, selecting the first of the candidates who are 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 to at least 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 to at least 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.

Moreover, if the candidates elected with the manner above described does not comply with the laws currently in force on gender balance, the candidate of the gender more represented elected as the latest in consecutive order from the slate that received the highest number of votes shall be replaced by the first candidate of the

gender less represented in consecutive order not elected taken by the same slate. This replacing procedure will be applied until the composition of the board of directors comply with the laws currently in force on gender balance. If this replacing procedure does not assure the gender balance, the replacing will be carried out by shareholders' meeting resolving with majority required pursuant to law, upon submission of candidates belonging to the gender less represented.

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 nominates as replacements candidates taken from the same slate to which the Directors no longer in office belonged and the Shareholders' Meeting votes with the majorities required pursuant to law and in accordance with the principle described above;

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 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 to at least the minimum number required by the relevant statute provisionally in force, in compliance with the laws currently in force on gender balance.

If the majority of the Directors elected by the Board of Directors ceases to be in office, the entire Board of Directors shall be deemed to have resigned and a Shareholders' Meeting must 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 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 majority votes required pursuant to law.

Article 12 - Corporate Governance Posts - Chairman

The Board of Directors elects from among its members a Chairman and, if appropriate, a Deputy Chairman. The Board may also appoint one or more Managing Directors and a permanent Secretary, who need not be a Director.

The Chairman presides over the meetings of the Board of Directors. If the President is absent or incapacitated, he is replaced by the Deputy Chairman or the oldest Director, in this order.

Article 13 - Meetings of the Board of Directors

The Board of Directors meets at the Company's registered office, or at a different location. Board meetings are called by the Chairman, whenever he deems it appropriate, or upon a request by the Managing Director (if one has been appointed) or at least three Directors, without prejudice to the rights of other parties to call Board meetings pursuant to law.

If the Chairman is absent or incapacitated, Board of Directors meetings are called by the party who is replacing him in accordance with the last paragraph of Article 12.

Notice of Board meetings shall be given by means of a registered letter, fax or e-mail sent at least three days before (in urgent cases, by telegram, fax or e-mail sent at least twenty-four hours before) the date of the meeting to all Directors and Statutory Auditors in office at the domiciles or addresses which they provided.

The notice of the meeting shall list the day, time and place of the meeting and the meeting's Agenda. Compatibly with the need for confidentiality, the Chairman shall provide the Directors in advance with adequate information about the items on the Agenda.

The Board of Directors may validly approve resolutions even in the absence of a formal notice, provided all Directors and Statutory Auditors in office are present.

Meetings of the Board of Directors may be held by teleconference or videoconference, provided that all participants can be identified, are able to follow the discussion and participate in real time in the discussion of the items on the Agenda and can receive, transmit and view documents. If these conditions are met, the meeting of the Board of Directors is deemed to have been held at the place where the Chairman or the Secretary are located, so as to allow the minutes of the meeting to be recorded in the Minute Register and signed.

On the occasion of Board meetings, but not less frequently than once a quarter, the Board of Directors and the Board of Statutory Auditors shall be informed by the corporate governance bodies to whom powers have been delegated about transactions with a material impact on the Company's income statement, financial position and balance sheet, particularly when Directors have an interest in these transactions, either directly or on behalf of third parties, or the transactions could be influenced by the party that exercises management and coordination authority over the Company.

When timing considerations require it, the abovementioned information may be provided to the Board of Statutory auditors at meetings of the Executive Committee.

Article 14 - Board of Directors Resolutions

Meetings of the Board of Directors shall be deemed to have been validly convened when the majority of the Directors in office is present.

Resolutions are adopted with a majority of the votes of the Directors attending the meeting. In case of a tie, the Chairman has the tie-breaking vote.

Article 15 - Powers of the Board of Directors

The Board of Directors has the most ample powers to manage the Company.

The Board of Directors, specifying the powers that it is delegating, may:

a) appoint some of its members to an Executive Committee, to which it may delegate some of its attributions, except for those expressly reserved for its jurisdiction pursuant to law, determining its powers and rules of operation;

b) delegate some of its powers, specifying the limits thereof, to one or more of its members and entrust them with special assignments;

c) establish committees, determining their composition and tasks.

The Board of Directors, acting with the mandatory input of the Board of Statutory Auditors, shall appoint and dismiss the Accounting Documents Officer required pursuant to Article 154-*bis* of Legislative Decree No. 58 of February 24, 1998 and determines his or her compensation. The Corporate Accounting Documents Officer must meet the integrity requirements of the relevant statutes currently in force for those who perform administrative and management functions, as well as professional requirements that include specific expertise in administrative and accounting issues. Expertise in these areas must be verified by the Board of Directors and must be the result of work performed in a position of sufficiently high responsibility for an adequate length of time.

Pursuant to Article 2365 of the Italian Civil Code, the Board of Directors also has jurisdiction (which may not be delegated to anyone but may be ceded to the Shareholders' Meeting) over the adoption of resolutions concerning the following:

- mergers and demergers, when allowed pursuant to law;
- the opening and closing of secondary offices;
- reductions of share capital when shareholders elect to request the reimbursement of their shares;
- amendments to the Bylaws required pursuant to law;
- moving the Company's registered office to another location in Italy.

Article 16 - Compensation of Directors

Directors are entitled to be reimbursed for expenses incurred in connection with their office.

The Shareholders' Meeting may set a total amount as compensation for all of the Directors, except for those who have been delegated to perform operational functions.

The compensation of these Directors shall be determined by the Board of Directors with the input of the Board of Statutory Auditors.

As an alternative to the provisions of the preceding paragraphs, the Shareholders' Meeting may exercise its right to set a total amount as compensation for all of the Directors, including those entrusted with special tasks.

Article 17 - General Manager

The Board of Directors may appoint one or more General Managers, determining their powers, which may include the right to appoint representatives and grant powers of attorney for individual transactions or classes of transactions.

The General Managers shall attend the meetings of the Board of Directors and the Executive Committee and may provide non-binding advice on the items on the meeting Agenda.

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 or 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 their 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 specified below, and in compliance with the laws currently in force on gender balance.

Slates of candidates may be filed by shareholders representing at least 2.5% (two point five percent) of the shares that convey the right to vote at Ordinary Shareholders’ Meetings, 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 relevant laws and regulations, including temporary provisions.

The slates shall list in consecutive order the candidates’ names, specifying whether each candidate is standing for election as a Statutory Auditor or as an Alternate.

Slates filed with a number equal to or with more than 3 candidates shall be composed by candidates belonging to both genders so that the least represented gender is awarded at least one-fifth of the seats (for the first term of office starting after August 12, 2012) and (thereafter) at least one-third (rounded up) of the candidates running for being elected as Statutory Auditors and at least one-fifth for the first term of office starting after August 12, 2012) and (thereafter) at least one-third (rounded up) of the candidates running for being elected as Alternate.

Each shareholder, 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. Each candidate can be included on only 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, 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 the candidates attesting that they meet statutory requirements and accept the nomination and listings 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 Statutory Auditor candidate listed first in 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 highest number of votes is elected to the post of Chairman of the Board of Statutory Auditors; the candidates listed, respectively, first and second in the slate that received the highest number of votes, as referred to in this paragraph, are elected to the post of Statutory Auditor. Alternate candidates who are listed first in the slates that received the highest and second highest number of votes are elected to the post of Alternate.

If two or more lists 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.

Moreover, if with the manner above described the composition of the Board of Statutory Auditors with reference to the Statutory Auditors, does not comply with the laws currently in force on gender balance, the necessary replacements, in consecutive order, with candidates running for the election as Statutory Auditors from the slate that received the highest number of votes shall be carried out.

If only one slate of candidates is filed, all Statutory Auditors and Alternates are elected from that slate and in compliance with the laws currently in force on gender balance.

If a Statutory Auditor is removed from office, he/she is 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 and in compliance with the laws currently in force on gender balance.

If a Statutory Auditor needs to be replaced, he/she is 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. It being understood that the composition of the Board of Statutory Auditors shall comply with the laws currently in force on gender balance.

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 had been elected from the majority slate, they shall be elected by a plurality of the votes, without any slate requirements; if, on the other hand, the Statutory Auditors that need to be replaced had been elected from the minority slate, the Statutory Auditors are elected by a plurality of the votes taking them from the slate to which the Statutory Auditors who are being replaced belonged.

If, for any reason, the use of the abovementioned procedures would not result in the replacement of Statutory Auditors designated by minority shareholders, the Shareholders' Meeting shall act 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 replacing procedures mentioned above shall in any case comply with the laws currently in force on gender balance.

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 transactions, and may at any time carry out inspections and audits and 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 discussion and participate in real time in the discussion of the items on the Agenda and can receive, transmit and view documents.

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 have been retained and operate pursuant to law.

LEGAL REPRESENTATION

Article 20 - Representation of the Company

The Chairman of the Board of Directors is the Company's legal representative vis-à-vis third parties and in legal proceedings.

The Deputy Chairman (if one has been appointed), the Managing Directors and any other Directors who have been entrusted with special assignments on terms

determined by the Board of Directors may also act as the Company's legal representatives.

FINANCIAL STATEMENTS

Article 21 - Fiscal Year – Financial Statements

The fiscal year ends each year on December 31.

Article 22 - Appropriation of Net Profit

After allocating the required amount to the statutory reserve, until it reaches the maximum amount required pursuant to law, the net profit shown in the financial statements shall be distributed to the shareholders or used for any other purposes that the Shareholders' Meeting may choose, upon a motion by the Board of Directors, including the establishment of special-purpose provisions.

Article 23 - Interim Dividends

The Board of Directors may approve the distribution of interim dividends, when permissible under the laws in force, in the manner and with the procedures set forth in said laws.

LIQUIDATION AND GENERAL PROVISIONS

Article 24 - Liquidation

In addition to instances of statutory liquidation, the Company may be liquidated upon the approval of a motion by the Shareholders' Meeting.

If the Company is liquidated, the Shareholders' Meeting shall determine the liquidation procedure and shall appoint one or more liquidators, determining their powers.

Article 25 - Reference Law

All matters not covered by these Bylaws shall be governed by the provisions of the applicable laws.

th, 2016