

BYLAWS FONDAZIONE DIASORIN

Article 1 - Name, registered office, territorial scope and duration

1. On the initiative of the company DiaSorin S.p.A., with registered office in Saluggia (Vercelli, Italy), Via Crescentino, snc (hereinafter the “Founder”), a non-profit foundation named “Fondazione DiaSorin” (hereinafter the “Foundation”) is hereby established, with registered office in Saluggia (Vercelli, Italy), Via Crescentino, snc. [*Subject to the registration in the National Single Registry of the Third Sector, the Foundation shall be named “Fondazione DiaSorin Ente del Terzo Settore”, in abbreviated form “Fondazione DiaSorin ETS” as soon as the National Single Registry of the Third Sector is established in accordance with article 22 of Law Decree no. 117 of 3 July 2017*].
2. The Foundation carries out its activities on the entire national territory.
3. The Foundation has unlimited duration, subject to the impossibility to pursue the statutory purposes.

Article 2 - Nature and regulation

1. The Foundation is a non-profit private legal entity and has full capacity and statutory and operational autonomy. In accordance with laws currently in force, the Foundation is regulated by rules contained in these Bylaws, which have been drawn up also in accordance with the provisions of Law Decree No. 117/2017 (the so-called Code of the Third Sector).

Article 3 - Purposes

1. The Foundation exclusively pursues civic, solidarity and social utility purposes in science education and vocational training, pursuant to Law No. 53 of 28 March 2003, and promotes cultural activities of social interest for educational purposes.
2. The Foundation may not engage in activities other than those set out in this Article, with the exception of ancillary and instrumental activities provided for in Article 4 below.

Article 4 - Ancillary and instrumental activities

In order to fulfill its objectives and within the limits of Art. 6 of Law Decree 117/2017, the Foundation may carry out ancillary and instrumental activities compared to those aimed at pursuing the purposes specified in the article above, including:

- a. signing any necessary document or contract, including those for financing activities of general interest, including any form of covenant which may or may not be filed as public record, with public and private entities, deemed necessary and useful for fulfilling the objectives of the Foundation;
- b. administering and managing assets, whether they are proprietary, leased, held on gratuitous loan or otherwise owned or held by the Foundation;

- c. participating in public and private associations, foundations, bodies and institutions whose activities are directly or indirectly oriented towards goals similar to those of the Foundation; where the Foundation deems it appropriate, it may also contribute to establishing the above mentioned bodies;
- d. promoting and organizing seminars and training courses relating to the Foundation's areas of interest, as well as events, conferences and meetings; publishing the proceedings of such meeting as well as the related documents; conducting all kind of opportune initiative to foster a pervasive network of contacts among the Foundation, enterprises, national and international operators, organizations, their personnel and the public;
- e. entering into contracts and agreements authorizing third parties to carry out some of the Foundation's activities;
- f. organizing competitions, awarding scholarships and prizes;
- g. carrying out all other activities which are suitable or functional for the pursuit of its institutional objectives.

Article 5 - Assets

1. The Foundation has an initial capital of € 30,000.00 (thirty thousand euros) provided by the Founder.

Article 6 - Operating Fund

1. The Operating Fund of the Foundation shall comprise:
 - a. initial endowment provided by the Founder;
 - b. donations made by third parties, be they natural or legal persons, including testamentary dispositions;
 - c. contributions made by national and international bodies and organizations through competitive procedures or any other form of funding;
 - d. fundraising initiatives;
 - e. any extraordinary or periodic donations decided by the Founder;
 - f. gains and proceeds deriving from its institutional activities and from those directly relating to them;
 - g. gains and proceeds deriving from the assets and allocated to the operating fund by the Sole Director;
 - h. income from immovable property received by the Foundation for any purpose.

2. The Foundation's assets, including any revenues, rents, proceeds and income, however they may be called, shall be used to carry out statutory activities for the exclusive purpose of pursuing civic, solidarity and social utility purposes and related ancillary and instrumental activities.

3. The Foundation manages its assets in order to maintain their value and obtain adequate profitability, operating according to prudential risk criteria. The Foundation cannot exercise any credit or disbursement functions in favor of for-profit organizations or in favor of undertakings of any kind. The Foundation cannot distribute, even indirectly, profits, surplus, funds of reserves associated with the Founder, to partners, employees, consultants, directors and other members of the governing bodies, even in the event of the dissolution or any form of termination of the relationship with the Foundation. The management of the Foundation's assets is conducted in the most appropriate manner to ensure separation from the Foundation's other activities and may be entrusted, in whole or in part, to qualified third parties who do not have conflict of interest with the Foundation.

Article 7 - Governing Bodies

1. The Foundation's governing bodies include:
 - the Chairman and Sole Director;
 - the Board of Auditors;
 - the Sole Auditor.

Article 8 - Chairman and Sole Director

1. The Chairman and Sole Director of the Foundation is appointed for the first time in the articles of incorporation for a term of office of three years, which may be renewed indefinitely.
2. In the event of death or resignation, or following the end of the term of office, the Chairman and Sole Director shall be appointed by the Founder.
3. The Chairman and Sole Director is the legal representative of the Foundation before third parties and legal proceedings.
4. The Sole Director exercises all powers for the ordinary and extraordinary administration of the Foundation. The Chairman and Sole Director is responsible for:
 - determining the Foundation guidelines and planning, promoting and regulating the Foundation's activity;
 - preparing the annual financial statements and, the condition being met, the social report;
 - deliberating on the acceptance of inheritance, donations, legacies, grants, contributions and, more generally, gifts;
 - monitoring compliance with the Bylaws and resolving on any changes required;
 - granting powers of attorney for individual deeds or categories of deeds.
5. The Founder may award a limited compensation to the Chairman and Sole Director for his/her duties. The compensation shall be proportionate to the activities carried out, responsibilities and specific skills and in line with the compensation envisaged by other entities operating in the same or similar sector and conditions. The Chairman and Sole Director is entitled to the reimbursement of the documented expenses.

Article 9 - The Board of Auditors

1. The Board of Auditors of the Foundation performs supervisory functions.
2. The Board of Auditors of the Foundation may be a monocratic auditing body or a board of auditors.
3. The Board of Auditors is appointed for the first time in the articles of incorporation for a term of office of three years, which may be renewed indefinitely.
4. In the event of death or resignation, or following the end of the term of office, the Board of Auditors shall be appointed by the Chairman and Sole Director.
5. The Board of Auditors must meet the requirements the Civil Code requires to perform the corresponding functions in listed companies.
6. The Board of Auditors is responsible for monitoring compliance with the law and the Bylaws and with the principle of sound administration, also pursuant the provisions of Legislative Decree No. 231/2001, where applicable, as well as the adequacy of the organizational, administrative and accounting structure adopted by the Foundation and on its proper functioning. The Board of Auditors is also responsible for monitoring

compliance with solidarity and social utility purposes and certifying that the social report complies with the guidelines of the Code of the Third Sector and exercising legal audit activities.

Article 10 - Sole Auditor

1. If requirements are met, the Foundation appoints a Sole Auditor in charge of legal auditing.
2. The Sole Auditor is appointed by the Chairman and Sole Director for a term of office of three years, which may be renewed indefinitely.
3. The Sole Auditor is responsible for:
 - drawing up a formal report on the financial statements and on auditing results;
 - verifying that accounting records are regularly kept and that operating results are correctly recorded in the accounting records.

Article 11 - Financial year

1. The financial year begins on January 1 and ends on December 31 each year.
2. By April 30 each year, where necessary pursuant to the applicable law, the Sole Director prepares and approves the financial statements and the social report referred to the previous financial year.
3. The financial statements include the balance sheet, the income statement and the mission report and must be drafted in a clear manner in compliance with the applicable regulations to represent in a fair manner the Foundation's financial position and performance and the procedures and criteria to pursue the statutory purposes.
4. The financial statements and related annexes and, the conditions being met, the social report shall be filed and disclosed in accordance with the law currently in force.

Article 12 - Dissolution

1. In the event of the termination or dissolution of the Foundation, the remaining assets is transferred to entities pursuing similar purposes and, once the National Single Registry of the Third Sector is established, subject to the consent of the competent Office of the National Single Registry of the Third Sector, to other entities of the Third Sector identified by the Founder and having the same or similar purposes, unless the law establishes otherwise.
2. Assets that have been made available for use, if any and as-is, shall be returned to the parties who provided them.

Article 13 - Referral Close

1. All matters not covered by these Bylaws shall be governed by the provisions of the applicable laws and, once the National Single Registry of the Third Sector is established, by the provisions contained in the Code of the Third Sector.