

Ventana Medical Systems, Inc.
Human Resources
1910 E. Innovation Park Drive
Tucson, AZ 85755

July 9, 2007
Hany Massarany
12136 N Copper Spring
Oro Valley, AZ 85737

Dear Hany:

I am very pleased to offer you the position of Chief Operating Officer, reporting directly to me. Your pay increase and promotion will be effective on July 9, 2007.

As an integral component of this appointment, you will be paid a biweekly base salary of \$12,692.31 (which aggregates to \$330,000 over a 12-month period). This new position has an annual bonus target of 100% of your annual base salary. Actual payout will range from 0% to 150% of your target bonus, depending on company performance.

Additionally, you will receive an acceptance bonus of \$35,000 (net) per year for five years payable each year in the second pay check every July.

As part of your promotion the Compensation Committee of the Board of Directors has approved a grant of 15,000 restricted stock units effective on the date of your promotion. The restricted stock units will cliff vest 5 years after the date of grant.

I know you will continue to add tremendous value to our organization and I look forward to working with you as we drive forward to achieve our ambitious goals. If you accept this promotion, please sign in the space indicated below and return the document to Human Resources.

Sincerely,

CHRIS GLEESON