

*On behalf and upon request of Rossini S.à r.l.: Proposed secondary placement of ORDINARY shares in RECORDATI owned by Rossini S.à r.l.*

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## **PROPOSED PLACING OF ORDINARY SHARES IN RECORDATI**

18 February 2025

Rossini S.à r.l. (“**Rossini**”) announces its intention to sell approximately 10.5 million ordinary shares in Recordati – Industria Chimica e Farmaceutica S.p.A. (“**Recordati**” or the “**Company**”) (equal to approximately 5% of the share capital of the Company) (the “**Placing Shares**”) through a placing to institutional and other qualified investors (the “**Placing**”).

The Placing is being conducted by way of an accelerated bookbuilding, which will be launched immediately following this announcement. In connection with the transaction, Goldman Sachs Bank Europe SE and J.P. Morgan SE are acting as Joint Global Coordinators and Joint Bookrunners and Deutsche Bank AG is acting as Joint Bookrunner.

The Placing Shares, in all respects, rank *pari passu* with the Company’s ordinary shares.

The results of the Placing will be announced as soon as practicable after the close of the bookbuilding process. The timing for the close of the bookbuilding process, pricing and allocation are at the absolute discretion of the Joint Bookrunners and Rossini.

Rossini has agreed to a 90-day lock-up period with respect to sales of additional shares of the Company, subject to customary exceptions.

Rossini intends to use the net proceeds from the Placing in accordance with the requirements of its finance documents, including the payment or offer for repayment of certain debt and a distribution to shareholders. The Company will not receive any proceeds from the Placing.

## **IMPORTANT INFORMATION**

*The distribution of this announcement and the offer and sale of the Placing Shares in certain jurisdictions may be restricted by law. The Placing Shares may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the Placing Shares in such jurisdiction. No action has been taken by Rossini, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the Placing Shares or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.*

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*No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the Placing must be made solely on the basis of publicly available*

information. Such information is not the responsibility of and has not been independently verified by Rossini, the Company, the Joint Bookrunners or any of their respective affiliates.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Neither this document nor the information contained herein constitutes or forms part of an offer to sell or the solicitation of an offer to buy securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In the EEA member states (each such EEA member state a “**Relevant State**”), this press release and the information contained herein is intended only for and directed only to “qualified investors” as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “**Prospectus Regulation**”). The securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (within the meaning of assimilated Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the EU (Withdrawal) Act 2018) who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “**Order**”), (ii) are persons falling within Article 49(2)(a) to (d) of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

Goldman Sachs Bank Europe SE, J.P. Morgan SE and Deutsche Bank AG are acting for Rossini only in connection with the Placing and will not be responsible to anyone other than Rossini for providing the protections offered to the respective clients of the Joint Bookrunners, nor for providing advice in relation to the Placing or any matters referred to in this announcement.