

*On behalf and upon request of Rossini S.à r.l.: secondary placement of ordinary shares in Recordati S.p.A. owned by Rossini S.à r.l.*

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

19 February 2025

Following the press release issued yesterday, Rossini S.à r.l. (“**Rossini**”) has successfully completed the sale of approximately 10.5 million ordinary shares in Recordati – Industria Chimica e Farmaceutica S.p.A. (“**Recordati**” or the “**Company**”) equal to approximately 5 per cent of the share capital of the Company (the “**Placing**”). The Company will not receive any proceeds from the sale of shares.

Following the Placing, Rossini holds approximately 46.82 per cent of the share capital of the Company.

The Placing, carried out through an accelerated bookbuilding procedure, was priced at Euro 55.70 per share and will be settled by delivery of shares and payment of the consideration on 21 February 2025.

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.

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.

## **IMPORTANT INFORMATION**

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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.

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Goldman Sachs Bank Europe SE, J.P. Morgan 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.