

## CALL TO AN ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Ordinary General Meeting of the shareholders to be held in a single call at 9.00 a.m. on Tuesday 29<sup>th</sup> April 2025, in the manner specified below, to resolve on the following

### Agenda

- Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31<sup>st</sup> December 2024; related and consequent resolutions:
  - Financial Statements as at 31<sup>st</sup> December 2024;
  - allocation of the profit for the 2024 financial year.
- Appointment of the Board of Directors:
  - determination of the number of the Board of Directors' members;
  - determination of the term of office of the Board of Directors;
  - appointment of the members of the Board of Directors;
  - determination of the remuneration of the members of the Board of Directors;
  - exemption of directors from non-compete obligations pursuant to article 2390 of the Italian Civil Code; related and consequent resolutions.
- Report on the remuneration policy and the remuneration paid pursuant to article 123-ter, paragraphs 3-bis and 6, of Legislative Decree no. 58 of 24<sup>th</sup> February 1998:
  - binding resolution on the first section regarding the remuneration policy;
  - non-binding resolution on the second section on the remuneration paid for 2024.
- Proposal to authorise the purchase and utilisation of treasury stock; related and consequent resolutions.

### Instructions for the Shareholders' Meeting

Pursuant to Law no. 15 of 21<sup>st</sup> February 2025, concerning the "Conversion into law, with amendments, of the Law Decree no. 202 of 27<sup>th</sup> December 2024, including urgent provisions regarding regulatory deadlines", (so-called "Decreto Milleproroghe"), which extended the effectiveness of the measures included in art. 106 paragraph 4, second sentence, of the Law Decree n. 18 of 17<sup>th</sup> March 2020, converted into Law n. 27 on 24<sup>th</sup> April 2020, to the Shareholders' Meetings held by 31<sup>st</sup> December 2025, the participation in the Shareholders' Meeting of those persons with the right to vote is allowed **exclusively through the Appointed Representative by the Company** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 ("TUF"), identified in *Studio Legale Trevisan & Associati*, Milan, Viale Majno n. 45, in the person of Mr. Dario Trevisan, lawyer, or his substitutes in case of impediments ("Appointed Representative").

The Appointed Representative may also be granted with proxies and/or sub-proxies pursuant to article 135-novies of TUF, by way of exception to article 135-undecies, paragraph 4 of TUF. The participation in the Shareholders' meeting of legitimated persons (Chairman, CEO, Chairman of the Statutory Auditors, other members of the corporate bodies, secretary, Appointed Representative, auditing firm and/or employees and/or staff authorized by the Chairman), different from those with the right to vote, may occur by telecommunication means that guarantee their identification, in the manner communicated to them individually, in compliance with the laws and regulations applicable to this circumstance, without the need for the Chairman and the secretary to be in the same place.

### Share capital and voting rights

The fully subscribed and paid-up share capital of Recordati S.p.A. amounts to Euro 26,140,644.5 consisting of 209,125,156 ordinary shares with a nominal value of Euro 0.125 each. Each ordinary share gives the right to one vote in the Shareholders' Meeting. The shares are registered.

As at 17<sup>th</sup> March 2025, the Company held no. 3,022,304 treasury shares, accounting for 1.445% of the share capital on which voting rights are suspended in accordance with article 2357-ter, paragraph 2, of the Italian Civil Code.

### Legitimate right to participate in the Shareholders' Meeting

Legitimate authorisation to participate in Shareholders' Meetings and to exercise voting rights – which shall occur exclusively through the Appointed Representative – is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, in favour of the party entitled to vote, on the basis of information relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting to be held in a single call and that is on **Wednesday, 16<sup>th</sup> April 2025 (the Record Date)**. Debit and credit entries made in the accounts subsequent to that time limit have no effect for the purposes of the legitimate right to vote in the Shareholders' Meeting. The aforementioned communication from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting in a single call (i.e., by Thursday 24<sup>th</sup> April 2025). Nevertheless, the legitimate right to participate and vote within the above-mentioned terms remains, should the communications be received by the Company later than the aforementioned time limit, provided they are received before the commencement of the proceedings of the Shareholders' Meeting.

### Representation in the Shareholders' Meeting

As detailed above, the participation in the Shareholders' meeting is allowed exclusively by granting a specific proxy and/or sub-proxy to the Appointed Representative, respectively pursuant to:

- article 135-undecies of TUF by means of the "Proxy Form to the Appointed Representative", or
- article 135-novies of TUF, by means of the "Ordinary Proxy Form" and/or the "Sub-Proxy Form", as described below.

### Proxy pursuant to article 135-undecies of TUF ("Proxy to the Appointed Representative")

Proxy can be granted to the Appointed Representative in writing pursuant to article 135-undecies of TUF, at no expense for the delegating party (except for any shipping costs), using the specific Proxy Form to the Appointed Representative available, with the

relevant instructions for filling it in and transmitting it, on the Company's website (<https://recordati.com/shareholder-information/>).

The proxy must include voting instructions on all or some of the proposals on the Agenda and it is effective only as regards those proposals for which voting instructions were given. The Proxy Form to the Appointed Representative, duly filled in, with the related voting instructions, must reach the Appointed Representative referred to above, together with a copy of an identification document with current validity of the delegating party or, if the delegating party is a legal entity, of the pro tempore legal representative or other person empowered with suitable powers, together with adequate documentation to certify its role and powers, by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e., **by Friday, 25<sup>th</sup> April 2025**) by one of the following alternative methods:

- for the proxies handwritten signed, by courier or registered letter with return receipt, to the following address:

Studio Legale Trevisan & Associati  
Viale Majno n. 45  
20122 MILANO - Italia;

- for the proxies signed with qualified electronic signature or digitally signed, through certified electronic mail, to the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) (subject line "Proxy RECORDATI Shareholders' Meeting 2025").

The proxy and voting instructions may be withdrawn by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., **by Friday, 25<sup>th</sup> April 2025**), in the manner indicated above.

It is worth noting that the shares in respect of which a full or partial proxy was granted are considered for the purpose of calculating the quorum for a validly convened meeting; as regards those proposals in respect of which no voting instructions were given, the shares are not considered for calculating the majority and the share capital percentage required to approve the resolutions.

### Proxy pursuant to article 135-novies of TUF ("ordinary proxy" and/or "sub-proxy")

Those who do not avail themselves of the proxies pursuant to Article 135-undecies of TUF may grant proxies and/or sub-proxy to the Appointed Representative pursuant to Article 135-novies of TUF, by way of exception to article 135-undecies, paragraph 4, of such decree, with the option of using the "Ordinary Proxy Form" and/or the "Sub-Proxy Form", in printable and/or editable version, available on the Company's website (<https://recordati.com/shareholder-information/>).

The above mentioned Appointed Representative must receive proxies pursuant to art. 135-novies of TUF, duly filled in, together with the relevant written voting instructions, as well as a copy of an identification document with current validity of the delegating party or, if the delegating party is a legal entity, of the pro tempore legal representative or other person empowered with suitable powers, together with adequate documentation to certify its role and powers, **no later than 12.00 p.m. of the day prior to the date of the Shareholders' Meeting in a single call** (and in any event no later than the commencement of the proceedings of the Shareholders' Meeting):

- by post, by courier or registered letter with return receipt, to the address:

Studio Legale Trevisan & Associati  
Viale Majno n. 45  
20122 MILANO - Italia,

or

- by electronic communication, to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or by e-mail: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (subject line "Proxy RECORDATI Shareholders' Meeting 2025").

By the same means and within the same terms mentioned above, the proxy/sub-proxy and the voting instructions can also be revoked. For any additional clarification regarding the issue of proxies (and, in particular, regarding how to complete and send the proxy form and voting instructions), the persons authorized to participate in the Shareholders' Meeting can contact *Studio Legale Trevisan & Associati* by phone at toll-free 800 134 679 (on business days and working hours) and at the address mentioned before.

### Right to submit questions in accordance with article 127-ter of Italian Legislative Decree no. 58/1998

Those who hold the right to vote may ask questions on the items on the Agenda before the Shareholders' Meeting by sending an email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it); the questions must be received at least seven trading days before the date of the Shareholders' Meeting (i.e., **not later than Wednesday 16<sup>th</sup> April 2025**). Answers to questions received are given on the Company's website (<https://recordati.com/shareholder-information/>), once it has been verified that they are relevant and that the asker has a legitimate right, at least three trading days prior to the date of the Shareholders' Meeting (i.e., **not later than Thursday 24<sup>th</sup> April 2025**), and the Company has the right to give a single answer to questions having the same content.

Those who certify ownership of shares have the right to receive an answer. For this purpose, a certification issued by the custodian intermediary certifying the ownership of the shares by the asker must be produced, even subsequent to submission of the question provided that it is no later than Tuesday, 22<sup>nd</sup> April 2025, with validity on that date and in any event with effect until Wednesday, 16<sup>th</sup> April 2025 (the Record Date), and according to the same procedures for the submission of said question. If a shareholder has asked their custodian intermediary to communicate legitimate authorisation to participate in the Shareholders' Meeting, it will be sufficient to provide references to that communication issued by the intermediary in the request.

### Right to make additions to the Agenda and to submit proposals

Shareholders who, either alone or jointly, represent at least one-fortieth of the share capital may ask for items to be added to the agenda of the matters to be dealt with, by making the request within at least 10 days of the publication of this notice and indicating the additional matters to be added to the agenda or they may submit proposals for resolutions on matters already on the Agenda. The request for additions must be sent in writing by certified electronic

email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

Additions are not permitted for matters on which the shareholders vote in accordance with the law on proposals submitted by the Directors or on the basis of a draft document or a report prepared by them, other than those indicated in article 125-ter, paragraph 1 of TUF.

Certification of ownership of the shares by the shareholders making the request, and also of the percentage required, must result from a specific communication produced by the custodian intermediary, effective on the date of the request and sent to the same address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

Additions to the Agenda or the submission of further proposals on items already on the Agenda to be resolved upon shall be published according to the same procedures used to publish the notice of call of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting in first call.

Shareholders who request additions to the Agenda shall prepare a report on the matters they are proposing for discussion. The report shall be delivered to the Board of Directors within the time limit for the submission of requests for the addition of items.

At the same time as the notice of additions is published, the report prepared by those shareholders requesting the additions, accompanied by any assessments that may be presented by the Board of Directors, shall be made available to the public according to the same procedures applying to documentation relating to the Shareholders' Meeting.

### Submission of individual resolution proposals

Since participation in the Shareholders' Meeting and exercise of the voting right can be carried out exclusively through the Appointed Representative of the Company, for purposes of this Shareholders' Meeting, in order to make it possible for the relevant parties to exercise the right referred to in the Art. 126-bis, paragraph 1, penultimate sentence of TUF – albeit with methods and terms compatible with the unchanged requirement that the individual resolution proposals can be made available to all of the persons entitled to participate in the Shareholders' Meeting and exercise the right to vote with enough time to provide voting instructions to the Appointed Representative – the Shareholders are expected to individually submit to the Company resolution proposals on Agenda items by 6:00 p.m. of Monday, 14<sup>th</sup> April 2025 so that the Company can proceed with their subsequent publication. Shareholders who submit proposals must certify their right to do so by sending the Company specific documentation issued in accordance with the applicable provisions by the intermediary who keeps the records for the account on which the ordinary shares are registered. The resolution proposals, and the aforementioned documentation relating to entitlement, must be submitted by sending to the certified e-mail account [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it) with specific reference to 'Shareholders' Meeting Recordati 2025 – Individual resolution proposals'. The resolution proposals received by the Company within the deadlines and in the manner described above will be published on the Company's website no later than Wednesday, 16<sup>th</sup> April 2025, so that those having the right to vote can review them in order to grant the proxies and/or sub-proxies, with the relative voting instructions, to the Appointed Representative. For purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the Agenda items, their completeness and their compliance with applicable provisions, as well as the entitlement of the proposers.

### Appointment of the Board of Directors

With regard to the appointment of Directors, this shall be performed on a slate basis, pursuant to art. 15 of the Company By-laws and the applicable laws and regulations in force.

Further information is made available to shareholders in the relative Directors' Report on this point which is also available at the Company's registered office, on the Company website (<https://recordati.com/shareholder-information/>) and on the authorized storage service "1INFO" ([www.1info.it](http://www.1info.it)).

It should be recalled in particular that only shareholders who, individually or together with other shareholders submitting slates, hold total shares representing at least 1% of the voting capital in the Ordinary Shareholders' Meeting have the right to submit slates.

The slates, accompanied by the documentation required by the Company By-laws and the applicable legislation and regulations, signed by those submitting them, must be deposited at the registered office of the Company or sent by email from a certified address to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it), at least 25 days prior to the date set for the Shareholders' Meeting (**no later than Friday, 4<sup>th</sup> April 2025 6:00 p.m. if delivered by hand**), except for communications from qualified intermediaries, certifying the percentage of the total shares held on the date when the slate is deposited, which may be produced to the Company no later than 6:00 p.m. on Tuesday, 8<sup>th</sup> April 2025 (which is the latest date set for the publication of slates by the Company).

Slates or individual candidates which do not comply with the above requirements are considered as not having been presented.

Please note that on 28<sup>th</sup> February 2025, in accordance with the recommendations of the Corporate Governance Code, the **Guidelines for Shareholders regarding the qualitative and quantitative composition of the Board of Directors**, approved on 13<sup>th</sup> February 2025 by the Board of Directors of Recordati S.p.A. have been made available to the public at the Company's registered office, on the corporate website (<https://recordati.com/>, Investors – Shareholders Information section) and on the authorized storage service "1INFO" ([www.1info.it](http://www.1info.it)).

### Documentation

The documentation on the items on the Agenda required by the laws and regulations applicable shall be made available to the public at the registered office of the Company, on the corporate website and on the authorised storage service "1INFO" ([www.1info.it](http://www.1info.it)), in accordance with and within the time limits set by the regulations in force.

On behalf of the Board of Directors  
The Chairman Andrea Recordati

Milan, 18<sup>th</sup> March 2025