

RECORDATI: THE SHAREHOLDERS' MEETING APPROVES THE 2025 FINANCIAL STATEMENTS AND THE DIVIDEND OF €1.34 PER SHARE (+5.5% VS. 2024). NEW BOARD OF STATUTORY AUDITORS APPOINTED.

- *The Shareholders' Meeting has approved the 2025 Financial Statements*
- *The proposed dividend distribution of €1.34 per share (+5.5% vs. 2024), of which €0.63 was already paid in November 2025*
- *Board of Statutory Auditors appointed for the three-year period 2026-2028*
- *The 2026 Remuneration Policy was approved and favorable note taken of the 2025 remuneration*
- *The adoption of a new long-term incentive plan for 2026-2028, denominated "2026-2028 Performance Shares Plan" was approved*
- *The authorization to buy-back and dispose of treasury shares was renewed*
- *The delegation of authority to the Board of Directors pursuant to Articles 2420-ter (i.e. issuance of bonds, including convertible bonds) and 2443 of the Italian Civil Code (i.e. delegated authority to increase the share capital), up to an overall limit of 10% of the share capital and related amendment of Article 6 of the Bylaws was approved*
- *Net revenue for the first quarter of 2026 was € 713.4 million, + 4.9% or +8.7% on a like-for-like⁽¹⁾ basis at CER versus the first quarter of 2025, with an adverse FX impact of € 29.1 million (-4.3%)*

Milan, 29th April 2026 – The Ordinary and Extraordinary General Meeting of Shareholders of Recordati S.p.A. was held today; amongst other things, it approved the Company's 2025 financial statements as proposed by the Board of Directors.

Based on the proposal of the Board of Directors, the Shareholders' Meeting further resolved a dividend to shareholders of € 0.71 per share, in full balance of the interim 2025 dividend of € 0.63, for all shares outstanding at the ex-dividend date, excluding treasury shares in the portfolio at that date (payment on 20th May 2026 and record date 19th May 2026), with ex-dividend on 18th May 2026 (against presentation of coupon no. 37). The full 2025 dividend is therefore € 1.34 per share (€ 1.27 per share in 2024).

Additional significant resolutions

Appointment of the new Board of Statutory Auditors

The Ordinary Shareholders' Meeting appointed the Board of Statutory Auditors for the three-year term 2026–2028 (i.e. until the Shareholders' Meeting called to approve the financial statements for the year ending 31st December 2028).

The following members were elected:

- Lucia Foti Belligambi (Standing Auditor) and Ezio Simonelli (Standing Auditor) – the latter confirmed in office – and Silvia Mina (Alternate Auditor), drawn from the slate submitted by the majority shareholder Rossini S.à.r.l., holder of 46.82% of the Company's share capital, which obtained 63% of the votes cast;
- Myriam Amato (Chairperson of the Board of Statutory Auditors) and Riccardo Losi (Alternate Auditor), drawn from the slate submitted by the other shareholders – a group of asset management companies and other institutional investors holding 0.67017% of the Company's share capital – which obtained 36.4% of the votes cast.

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Company subject to management and coordination by Rossini Luxembourg S.à.r.l

The Ordinary Shareholders' Meeting also approved the remuneration of the Board of Statutory Auditors, in accordance with the proposal submitted by the majority shareholder Rossini S.à.r.l., setting it at Euro 75,000 for the Chairperson of the Board of Statutory Auditors and Euro 53,500 for each Standing Auditor. The resumes of the members of the Board of Statutory Auditors are available on the Company's website at www.recordati.com in the section relating to today's Shareholders Meeting.

Following the conclusion of the Shareholders' Meeting, the Board of Directors met and, on the basis of the declarations made by the Statutory Auditors and the information available to the Company, verified the existence of the independence requirements pursuant to Legislative Decree No. 58 of 24th February 1998 (the "TUF") and the Corporate Governance Code in respect of all members of the Board of Statutory Auditors, confirming that such requirements are met by all of them and sharing the outcome of the assessments on the existence of the independence requirements carried out by the Board of Statutory Auditors immediately following their appointment.

Remuneration Policy for 2026 and report on remunerations paid in 2025

The Ordinary Shareholders' Meeting approved the Remuneration Policy for 2026, pursuant to Article 123-ter of Legislative Decree No. 58/1998 and expressed a favorable opinion on the Remuneration Report relating to the implementation, during the financial year 2025, of the remuneration policy approved by the Shareholders' Meeting held on 29th April 2025, both of which form part of the Report on Remuneration available on the Company's website.

New Long-Term Incentive Plan for 2026–2028, named "Performance Shares Plan 2026–2028"

In addition, the Ordinary Shareholders' Meeting approved a new long-term incentive plan relating to the 2026–2028 period, based on the Company's ordinary shares and named the "Performance Shares Plan 2026–2028".

The terms and conditions of the plan have already been published and are available in the relevant Information Document, which can be found on the Company's website in the Investors section, under Information for Shareholders, as an annex to the explanatory report relating to the relevant item on the agenda.

Renewal of the authorization to purchase and dispose of treasury stock

The Ordinary Shareholders' Meeting authorized the purchase and disposal of treasury stock until the Shareholders' Meeting called to approve the financial statements as at 31st December 2026. In line with previous years, this proposal fulfils multiple purposes:

- (i) fulfilling the obligations arising from the stock option and/or financial instruments (performance shares) based plans already adopted by the Company and other incentive plans which might be approved in future;
- (ii) supporting business initiatives, since any authorization to purchase and to dispose of treasury stock, including those already held in the portfolio and irrespective of the original purpose for which they were acquired, will allow transactions such as the sale, contribution and exchange of treasury stock in order to acquire stakes in companies and/or to reach agreements with strategic partners within the Group's expansion objectives;

(iii) supporting the Recordati's shares liquidity, in order to promote the regular course of the shares' negotiations and avoid price fluctuations inconsistent with the market trend.

The maximum of number of shares available for purchase is 2,000,000 and, in any case, on the condition that, at any time, the total face value of the treasury stock held by the Company never exceeds one fifth of the share capital, also considering the shares that may be held by the subsidiaries, for a potential maximum outlay of € 110,000,000, with a minimum consideration not less than the face value of the Recordati share (€ 0.125) and a maximum consideration not greater than the average of the official stock exchange prices in the five sessions prior to the purchase, plus 5%. Purchases, if any, may be completed through the assignment of specific positions to specialised intermediaries and must be performed in compliance with applicable law and according to the practices permitted by Consob in line with the provisions of art. 13 of EU Regulation 596/2014, where applicable.

At 24th April 2026, the Company has 5,662,240 shares in treasury stock, which amounts to 2.708% of the current share capital.

Extraordinary Session

The Extraordinary General Meeting of Shareholders resolved to grant the Board of Directors, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, a delegation of authority, exercisable also on a severable basis, on one or more times, within a period of five years, and therefore by 29 April 2031, for an aggregate amount of up to 10% of the share capital (plus any share premium), to:

- (i) increase the share capital for cash consideration, through the issuance of ordinary shares with a nominal value of Euro 0.125 each, to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code; or
- (ii) increase the share capital for cash consideration, with exclusion of pre-emption rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code or pursuant to Article 2441, paragraph 5, of the Italian Civil Code, to be reserved for qualified investors and/or professional investors (including foreign investors) and/or entities carrying out activities analogous, related, synergistic and/or instrumental to those of the Company, also for the purpose of entering into strategic agreements, partnerships, coinvestment transactions and/or capital strengthening and/or strategic transactions involving the Company; as well as
- (iii) issue convertible bonds into shares of the Company pursuant to Article 2420-ter of the Italian Civil Code, with exclusion of pre-emption rights, and approve the related share capital increase to service the conversion for an amount corresponding to the shares to be issued upon conversion, within the same overall limit of 10% of the share capital (plus any share premium), to be reserved for qualified investors and/or professional investors (including foreign investors),

in each case at an issue price to be determined by the Board of Directors in compliance with the provisions of law applicable at the time the delegation is exercised, with the consequent amendment of Article 6 of the Company's by-laws.

First Quarter 2026

Net revenue for the first quarter of 2026 was € 713.4 million, + 4.9% or +8.7% on a like-for-like⁽¹⁾ basis at CER versus the first quarter of 2025. Specialty & Primary Care revenue was € 404.4 million, -1.0% or +0.2% on a like-for-like⁽¹⁾ basis at CER versus the first quarter of 2025. Rare Diseases revenue was € 292.4 million, +14.8% or +22.4% at CER versus the first quarter of 2025. There was an adverse FX impact in the first quarter of 2026 of € 29.1 million (-4.3%). Recordati's full disclosure of the financial results for the first quarter of 2026 will be published on 12th May 2026.

⁽¹⁾ Proforma growth calculated excluding Vazkepa® and Cardicor® revenues for Q1 2025 and Q1 2026

Recordati is an international pharmaceutical Group listed on the Italian Stock Exchange (XMIL: REC), with roots dating back to a family-run pharmacy in Northern Italy in the 1920s. We are uniquely structured to provide treatments across specialty and primary care and rare diseases. Our fully integrated operations span clinical development, manufacturing of active ingredients and finished products, commercialisation and licensing. We operate in approximately 150 countries across EMEA, the Americas and APAC, with around 4,700 employees. We believe that health is a fundamental right, not a privilege. Today, our purpose "Unlocking the full potential of life" aims to empower individuals to live life to the fullest, from common conditions to the rarest.

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