

*This English translation of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy*

*Communication disseminated by Recordati S.p.A. on behalf of Respighi BidCo S.p.A.*

**THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED IN ANY JURISDICTION WHERE IT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LAW**

**VOLUNTARY TOTALITARIAN TENDER OFFER**

**LAUNCHED BY RESPIGHI BIDCO S.P.A. ON THE ORDINARY SHARES OF RECORDATI S.P.A.**

\*o\*o\*

**Press Release**

**Article 102, paragraph 3, of Legislative Decree 24 February 1998, no. 58, as subsequently amended and supplemented (the “CFA”), and Article 37-ter of the Regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “Issuers’ Regulation”)**

\*o\*o\*

**Offer Document filed with CONSOB**

*Milan, 11 June 2026* — Pursuant to, and for the purposes of, Article 102, paragraph 3, of the CFA, and Article 37-ter of the Issuers’ Regulation, Respighi BidCo S.p.A. (the “**Offeror**”) hereby announces that, on the date hereof, it has filed with CONSOB the offer document (the “**Offer Document**”), intended for publication, related to the voluntary totalitarian tender offer launched by the Offeror pursuant to Articles 102 and 106, paragraph 4, of the CFA (the “**Offer**”), on the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”), a company whose shares are listed on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A. (ISIN code IT0003828271).

The filing of the Offer Document with CONSOB has been made after the communication of the Offeror dated 22 May 2026, whereby, pursuant to Article 102, paragraph 1, of the CFA and Article 37 of the Issuers’ Regulation, the Offeror notified CONSOB and announced to the market and to the Issuer its decision to launch the Offer (the “**Offeror’s Notice**”).

In accordance with the Offeror’s Notice, upon fulfilment of the Conditions to the Offer (as defined and set out in the Offeror’s Notice), or waiver thereof, as the case may be, and the resulting completion of the Offer, the Offeror will pay a consideration equal to Euro 51.29 (fifty-one/29) for each ordinary share of Recordati tendered to the Offer.

The Offer Document will be published at the end of the review carried out by CONSOB pursuant to Article 102, paragraph 4, of the CFA.

It is also hereby announced that the Offeror has filed with the competent authorities referred to, respectively, in the Antitrust Condition, the FDI Condition and the FSR Condition (as defined and set out in the Offeror’s Notice) the notifications and/or applications for authorisation required under applicable law for the purposes of completion of the Offer.

*This English translation of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy*

The Offer is launched in Italy, as the Issuer's ordinary shares are listed on Euronext Milan, and is addressed, indiscriminately and on equal terms, to all holders of the ordinary shares of Recordati. Without prejudice to what is indicated below, the Offer has not been, and will not be, launched nor disseminated, directly or indirectly, in the United States of America, Australia, Canada and Japan, nor in any other country where such an Offer is forbidden without authorisation from competent authorities or other fulfilments are required by the Offeror (all such countries, including the United States of America, Canada, Japan and Australia, collectively, the "**Excluded Countries**"), nor using national or international communication or trade tools of the Excluded Countries (including, by way of example, the postal system, telefax, e-mail, telephone and Internet), nor by way of any office of any of the financial intermediaries of such Excluded Countries, nor in any other manner. As of the date hereof, the Offeror has not made any decision regarding a possible extension of the Offer to the United States of America and reserves all rights in this regard in accordance with applicable US regulations.

Until the Offer Document is published, reference is made to the Offeror's Notice published on the Issuer's website, at [www.recordati.com](http://www.recordati.com), which sets forth the legal requirements, the terms, the conditions and the essential elements of the Offer.

*This English translation of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 37-ter of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy*

\*\*\*

THIS COMMUNICATION MUST NOT BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN ANY COUNTRY WHERE IT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LAWS AND REGULATIONS, INCLUDING UNITED STATES OF AMERICA, CANADA, JAPAN AND AUSTRALIA (AND OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW).

The voluntary totalitarian tender offer pursuant to Articles 102, paragraph 1, and 106, paragraph 4, of the CFA described in this communication (the “**Offer**”) will be launched by Respighi BidCo S.p.A. (the “**Offeror**” or “**Respighi BidCo**”) on the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”).

This communication does not constitute an offer to buy or sell the ordinary shares of Recordati.

Before the beginning of the Acceptance Period, as required by applicable laws and regulations, the Offeror will publish the Offer Document, which the shareholders of Recordati shall carefully examine.

The Offer is (i) being launched in Italy, as the Issuer’s Shares are listed exclusively on Euronext Milan, and (ii) directed, indiscriminately and on equal terms, to all holders of the ordinary shares of Recordati.

As of the date of this communication, the Offer has not been and will not be launched nor disseminated, directly or indirectly, in the United States of America, Australia, Canada and Japan, nor in any other country where such an Offer is forbidden without authorisation from competent authorities or other fulfilments are required by the Offeror (all such countries, including the United States of America, Canada, Japan and Australia, collectively, the “**Excluded Countries**”), nor using national or international communication or trade tools of the Excluded Countries (including, by way of example, the postal system, telefax, e-mail, telephone and Internet), nor by way of any office of any of the financial intermediaries of such Excluded Countries, nor in any other manner.

Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above restrictions will not be accepted.

This communication, as well as any other document issued by the Offeror in connection with the Offer, does not constitute and shall not form part of any offer to purchase or invitation or solicitation of an offer to sell financial instruments in any of the Excluded Countries. No securities may be offered, sold or purchased in any of the Excluded Countries unless such offer, sale or purchase is made pursuant to an exemption from, or in accordance with, the relevant local laws and regulations of such countries. As of the date of this communication, the Offeror has not made any decision regarding a possible extension of the Offer to the United States of America and reserves all rights in this regard in accordance with applicable US regulations.

This communication has been prepared in accordance with the laws of Italy and the information disclosed herein may be different from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy.

This communication and any other document relating to the Offer are accessible in or from the United Kingdom only: (i) by persons having professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (ii) by high-net-worth entities and other persons to whom this communication may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii) by qualified investors as defined under paragraph 15 of schedule 1 of the Public Offer and Admissions to Trading Regulations 2024 (all such persons together being referred to as “**Relevant Persons**”). The financial instruments referred to in this communication are available only to Relevant Persons, and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such instruments will be directed only at such persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Any acceptance of the Offer by parties which are resident in countries other than Italy may be subject to specific obligations or restrictions provided by applicable laws or regulations. Parties who wish to accept the Offer bear the exclusive responsibility to comply with those laws and therefore, prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.