

This English translation of the communication pursuant to Article 38, paragraph 2, 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 38, paragraph 2, 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.

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Press Release

pursuant to Article 38, paragraph 2, of the Regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”)

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Publication of the Offer Document

The Acceptance Period will commence on 31 August 2026 and end on 15 October 2026, extremes included (unless extended)

Milan, 20 July 2026 — With reference to the voluntary totalitarian tender offer (the “**Offer**”) launched by Respighi BidCo S.p.A. (the “**Offeror**”) pursuant to Articles 102 and 106, paragraph 4, of the Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**CFA**”), on the ordinary shares of Recordati S.p.A. (the “**Issuer**”), the Offeror hereby announces, pursuant to Article 38, paragraph 2, of the Issuers’ Regulation, that it has published, on the date hereof, the offer document concerning the Offer (the “**Offer Document**”), which has been prepared in English pursuant to and for the purposes of Article 102, paragraph 3-*bis*, of the CFA and approved by CONSOB by resolution no. 24073 dated 8 July 2026.

The Offer Document comprises, as an annex thereto, the Issuer’s statement prepared and approved by the board of directors of the Issuer pursuant to Article 103, paragraph 3, of the CFA and Article 39 of the Issuers’ Regulation, along with the opinion of the independent directors of the Issuer prepared pursuant to Article 39-*bis* of the Issuers’ Regulation.

The Offer Document, together with the “*Nota di Sintesi*” in Italian prepared by the Offeror, is available to the public for consultation at: (i) the registered office of Equita SIM S.p.A., in its capacity as intermediary appointed to coordinate the collection of acceptances, in Milan at Via Turati 9; (ii) the registered offices of the appointed intermediaries; (iii) the registered office of the Offeror in Milan, at Via del Vecchio Politecnico 9; (iv) the Issuer’s website at www.recordati.com; and (v) the Global Information Agent’s website at <https://transactions.sodali.com/>.

The Offer is aimed at acquiring the entire share capital of the Issuer and, in any event, at achieving the delisting of the Issuer from Euronext Milan, the regulated market organised and managed by Borsa Italiana S.p.A.

The Offeror recalls that, as set out in the Offer Document, the acceptance period of the Offer (the “**Acceptance Period**”) will commence at 8:30 a.m. (Italian time) on **31 August 2026** and will end at 5:30

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p.m. (Italian time) on **15 October 2026** (extremes included) subject to any extension of the Acceptance Period in accordance with applicable law.

Payment of the consideration of Euro 51.29 (fifty-one/29) (the “**Consideration**”) for each ordinary share of the Issuer tendered in the Offer will be made on **23 October 2026** (the “**Payment Date**”), subject to any extension of the Acceptance Period in accordance with applicable law.

If the applicable conditions are met, pursuant to Article 40-*bis* of the Issuers’ Regulation, the Acceptance Period will be reopened for 5 (five) consecutive trading days commencing on the trading day following the Payment Date and, therefore, subject to any extension of the Acceptance Period in accordance with applicable law, during the trading sessions of **26 October, 27 October, 28 October, 29 October and 30 October 2026** (the “**Reopening of the Terms**”).

In the event of a Reopening of the Terms, payment of the Consideration for the shares of the Issuer tendered during the Reopening of the Terms will be made on **9 November 2026**, subject to any extension of the Acceptance Period in accordance with applicable law.

In order to be able to reach a well-founded opinion on the Offer, Recordati’s shareholders are invited to read the Offer Document, together with the “*Nota di Sintesi*” in Italian prepared by the Offeror, to which reference is made.

Finally, shareholders of the Issuer are reminded that, for any request or information concerning the Offer, they may use the following information channels made available by the Global Information Agent: the email address opa.recordati@investor.sodali.com, the toll-free number 800 126 352 (for calls from landlines within Italy), the direct line +39 0697628770 (for calls from mobile phones and from outside Italy) and the WhatsApp number +39 3393510757. These channels will be available throughout the Acceptance Period, from Monday to Friday, between 9:00 a.m. and 6:00 p.m. Central European Time. The website of the Global Information Agent is <https://transactions.sodali.com/>.

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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 CANADA, JAPAN AND AUSTRALIA (AND OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW).

The voluntary totalitarian tender offer pursuant to Articles 102 and 106, paragraph 4, of the CFA described in this communication (the “**Offer**”) is 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.

The Offer is extended to the holders of ordinary shares of Recordati located in the United States of America in compliance with Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the “Tier II” exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act, and in any event in accordance with the applicable laws of Italy.

As of the date of this communication, the Offer has not been and will not be launched nor disseminated, directly or indirectly, in 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 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.

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 Offers 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.