### RECORDATI S.p.A.

# PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58/1998

In accordance with Article 106, paragraph 4, of Law Decree no. 18 of March 17, 2020, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

With reference to the **Ordinary General Meeting of the Shareholders of Recordati S.p.A.**, to be held on **29th April 2020**, **at 9:30 a.m.**, **in single call**, in Milan, Via M. Civitali n. 1, as indicated in the notice of call published on 19th March 2020 on the Company's website at <a href="http://www.recordati.it/en/investors/shareholders'meetings/2020">http://www.recordati.it/en/investors/shareholders'meetings/2020</a>, and with an extract also published in the Italian daily newspaper "il Sole 24 Ore" on 20th March 2020 and having read the documentation made available by the Company

	-		with this form(§)				
I, the undersigned	(party signing the proxy)	Name(*)		Surname (*)	Surname (*)		
Born in (*)		on (*)		Tax identification code	Tax identification code or other identification if foreign (*)		
resident in(*)		Address (*)		<u> </u>			
Phone no. (*)		Email (**)	-mail (**)				
Valid ID document (type) (*) (to be enclosed as a copy)		Issued by (*)		No (*)	No (*)		
			quality of (tick the box that interests )	,			
	orney with sub-delegation powers  legal representaght to vote  pledgee  bearer  usufructuary  f						
Shareholder	Name Surname/Denomination: (*)						
(if different)	Born in (*)		on (*)	Tax identification code	or other identification if foreign (*)		
(ii dinereni)	Registered office /Resident in (*)		•	·			
			related to				
No.	shares Recordati S.p.A - ISIN	Register	red in the securities account (1) No.	At the custodian	ABI CAB		
referred to the cor	mmunication (pursuant to Article 83-sexies of D.Lgs. 58/	98) <b>(²)</b> No.	supplied b	y the intermediary:			
	<b>ppoints Società per Amministrazioni Fiduciarie</b> Meeting. The undersigned also declares that the elegating party.						
			(Place and date)	(Signature of the	delegating party)		
, , , ,	roxy/subproxy, the undersigned undertakes to n vill be notified to the Company.	otify the same p	proxy by sending the original or a	copy of the original, thereby certifying	the conformity of the document to the		
			(Place and date)	(Signature of the	delegating party)		
of technical assista	nat it has no own interest in the proposed resolutions be ance in shareholders' meeting and additional services h 2, f) of Legislative Decree no. 58/1998, Spafid exp	, in order to avoid	any subsequent disputes about the	supposed existence of circumstances able t	o create a conflict of interest under Article 135-		

Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Spafid will abstain on such matters. In any case, in the absence of

voting instructions on some of the items on the gaenda. Spafid will not vote for such items.

<sup>(§)</sup> The Company will process the personal data in accordance with the attached information at page no. 9 of this proxy form.

<sup>(\*)</sup> Mandaton

<sup>(\*\*)</sup> It is recommended to fill in order to better assist the delegating party.

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Lintended for t		STRUCTIONS  only - Tick the relevant boxes)			
The undersigned Signatory of the proxy (3)(personal details)	o z o.oga.o c	sin, nek me relevam sekes,			
hereby appoints/subappoints Spafid to vote in accordance with the vo April 2020, at 9:30 a.m., in single call, in Milan, Via M. Civitali n. 1, by Reco		ons given below at the Ordi	nary General Shareholde	ers Meeting to b	e held in on 29 <sup>th</sup>
Item 1 -Board of Directors' Review of Operations; Report of the Board of S related and consequent resolutions:	Statutory Aud	itors; Financial Statements as	s at and for the financial y	year ended 31st	December 2019;
a) Figure 2 at Chatage and a set 21 at December 2010					
a) Financial Statements as at 31st December 2019				1	1
Proposal of the Board of Directors			□ In Favour	□ Against	□ Abstain
If circumstances occur which are unknown or in the event of a vote on a	ımendments	or additions to the resolution	s submitted to the meetin	ng	
□confirms the instructions Modify the instructions ( <u>express preference</u> )					
□In favour: □Against □Abstain					
b) Allocation of the profit for the 2019 financial year					T
Proposal of the Board of Directors			□In Favour	□Against	□Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)		□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on a	ımendments	or additions to the resolution	s submitted to the meetin	ng	
□confirms the instructions		Modify the instructions (express preference)			
⊓revokes the instructions		□In favour:			

□Abstain

### RECORDATI S.p.A.

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Item 2 - Integration of the Board of Directors after first changing the number of dire	ctors and related and consequent reso	olutions:		
a) Determination of the number of members of the Board of Directors;				
Proposal of the Board of Directors		□In Favour	□Against	□Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)			□Against	□Abstain
If circumstances occur which are unknown or in the event of a vote on amendmen	nts or additions to the resolutions subm	itted to the meeting	]	1
□confirms the instructions	Modify the instructions (express preference)			
□revokes the instructions	□In favour: □Against □Abstain			
b) Appointment of the members of the Board of Directors to integrate the existing B	oard			
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)		□In Favour	□Against	□Abstain
If circumstances occur which are unknown or in the event of a vote on amendmen	nts or additions to the resolutions subm	itted to the meeting	J	
□confirms the instructions	Modify the instructions ( <u>express preference</u> )			
□revokes the instructions	□In favour: □Against □Abstain			
c) Determination of the remuneration in addition to what was already resolved upo	n by the Shareholders' Meeting on 5th	February 2019		
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)		□In Favour	□Against	□Abstain
If circumstances occur which are unknown or in the event of a vote on amendmen	nts or additions to the resolutions subm	itted to the meeting	]	1
□confirms the instructions	Modify the instructions (express preference)			
□revokes the instructions	□In favour:			

□Abstain

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d) Exemption of directors from non-competition obligations pursuant to article 2390 c	f the Italian Civil Code				
Proposal of the Board of Directors		□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)		□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting					
□confirms the instructions	Modify the instructions (express)	oreference)			
□revokes the instructions	□In favour: □Against □Abstain				
Item 3 - Appointment of the Board of Statutory Auditors:					
a) appointment of the members and of the Chair of the Board of Statutory Auditors		T		T	
Indicate the number of the chosen list or Against /Abstain with reference to all lists		□ List No.	□ Against	□ Abstain	
In the event of unknown circumstances or in the event of amendments or additions	o the proposed resolutions submitted	d to the Shareholde	rs' Meeting		
□ confirms the instructions	modify the instructions ( <u>express</u> )	oreference)			
□ revokes the instructions	□ In favour: □ Against □ Abstain				
b) determination of the remuneration					
Proposal of resolution (if submitted by the holder of voting rights and published by the (Shareholders' name)	e issuer)	□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting					
□confirms the instructions	Modify the instructions (express)		,		
□revokes the instructions	□In favour: □Against □Abstain				

# PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

Item 4 - Appointment of the audit firm for the financial years 2020-2028 and determin	ation of the relative fees.				
Proposal of the Board of Directors*					
*Motivated proposal of the Board of Auditors			□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the	e issuer)	<u> </u>			
(Shareholders' name)		□In Favour	□Against	□Abstain	
If circumstances occur which are unknown or in the event of a vote on amendments	s or additions to the resolutions submi	itted to the meetin	ıg	•	
□confirms the instructions	Modify the instructions (express)	preference)			
□revokes the instructions	□In favour: □Against □Abstain				
Item 5 - Report on the remuneration policy and the remuneration paid pursuant t February 1998:	o article 123-ter, paragraphs 3-bis	and 6, of Italian L	egislative Decre	e no. 58 of 24 <sup>th</sup>	
a) Binding resolution on the first section regarding the remuneration policy				T	
Proposal of the Board of Directors		□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)		□In Favour	□Against	□Abstain	
(Shareholders' name)			_		
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting					
□confirms the instructions	Modify the instructions ( <u>express preference</u> )				
□revokes the instructions	□In favour: □Against □Abstain				
b) Non-binding resolution on the second section on the remuneration paid in 2019					
Proposal of the Board of Directors		□In Favour	□Against	□Abstain	
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer)		□In Favour	□Against	□Abstain	
(Shareholders' name) If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeti			1		
□ confirms the instructions    Modify the instructions (express preference)					
	Modify the manuchons (express)	<u>preference</u> )			
	□In favour:				
□revokes the instructions	□Midvoor				
□ Againsi □ Abstain					
	_, 31 <b>4</b> 111				

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Item 6 - Proposal to authorise the purchase and utilisation of treasury stock; related and consequent resolutions						
Proposal of the Board of Directors		□In Favour	□Against	□Abstain		
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name)		□In Favour	□Against	□Abstain		
If circumstances occur which are unknown or in the even	t of a vote on amendments or additions	to the resolutions submit	ted to the meeting			
□confirms the instructions						
□revokes the instructions	□Against	□In favour: □Against □Abstain				
(Place and date) (Signature of the delegation	ting party)					
DIRECTORS' LIABILITY ACTION						
In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:						
☐ In favour	☐ Against		☐ Abstain			
(Place and date) (Signature of the delega	ting party)					

## PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

## INSTRUCTIONS FOR THE FILLING AND SENDING OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING

<u>The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)</u>

- The proxy must be dated and signed by the delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent calls.
- In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.
- 1. Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- 2. Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- 3. Indicate the name and surname of the signatory of the proxy form and the voting instructions.

### **Instructions for sending**

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by sending to the address of certified email <u>assemblee@pec.spafid.it</u> (Object "Proxy Meeting RECORDATI 2020") a copy reproduced electronically (PDF), from own certified electronic mail or, if not available, by sending, from own mail ,the form in electronic file, signed with eligible electronic or digital signature;
- in original, by sending through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy Meeting RECORDATI 2020), anticipating this proxy form reproduced electronically (PDF) through ordinary electronic mail to the address assemblee@pec.spafid.it (Object "Proxy Meeting RECORDATI 2020"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF), only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.

For any additional clarification or information please contact Spafid S.p.A. by email to the address <u>confidential@spafid.it</u> or by phone at the following telephone numbers (+39) 0280687331-02.80687319 (during open office hours, from 9:00 a.m. to 5:00 p.m.).

## PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

#### PROTECTION OF PERSONAL DATA

#### INFORMATION PURSUANT TO ART. 13 AND ART. 14 OF REGULATION EU 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR). Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it.

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquartersat 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

## PROXY/SUB-PROXY FORM TO THE DESIGNATED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING pursuant to article 135-novies of Legislative Decree No. 58 of 24 February 1998

## PRIVACY STATEMENT PURSUANT TO ARTT. 13 AND 14 OF EUROPEAN REGULATION 2016/679 ("GDPR")

In relation to the personal data of the interested parties that will be notified through the Designated Representative to Recordati S.p.A. referred to on page 1 of this proxy, please be informed that pursuant to article 13 of EU Regulation no. 2016/679 (hereinafter, 'GDPR') the data contained in the proxy form will be processed by the Company – Data Controller – in order to manage the shareholders' meeting operations, in compliance with the current legislation on the protection of personal data.

Such data may be accessed by our collaborators specifically authorised to process it, as Persons Authorised to Process Personal Data, for the pursuit of the aforementioned purposes: this data may be disseminated or communicated to specific subjects in the fulfilment of an obligation of law, regulation or European Community law, or on the basis of provisions issued by Authorities with legal authority or by supervisory and control bodies.

The data subject has the right to exercise the rights recognised by articles 15 and following of the GDPR (including the right of access to, rectification of or cancellation of personal data) by contacting the Data Protection Officer of the Recordati Group ('DPO') via the following email address: groupdpo@recordati.com.