

## **DIRECTORS' REPORTS ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

**(21<sup>st</sup> APRIL 2023 SINGLE CALL)**

### **Report on item 5 on the agenda of the Ordinary Shareholders' Meeting and related resolution proposal**

**Proposal to authorise the purchase and disposal of treasury stock; related and consequent resolutions.**

To Our Shareholders,

in compliance with Art. 125-*ter* of Legislative Decree No. 58/1998 and Art. 73 of the Regulation issued by Consob with resolution No. 11971 of 14<sup>th</sup> May 1999 and subsequent amendments ("Issuers' Regulations"), we hereby submit the authorisation request, within the limits and according to the procedures detailed below, to the purchase and disposal of treasury stock.

#### **1. Reasons behind the authorization request aimed at purchasing and disposing of treasury stock**

The treasury stock purchase and disposal authorization request is aimed at allowing the Company to reach several targets, namely:

- (i) fulfilling the obligations arising from the stock option plans already adopted by the Company and other incentive plans which might be approved in future, including those based on financial instruments (performance shares) such as the one submitted for approval at the 21<sup>st</sup> April 2023 Shareholders' Meeting;
- (ii) carrying out industrial initiatives, since the authorization to purchase treasury stock, if granted, 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.

#### **2. Maximum amount, category and face value of the shares under the authorization request**

In order to achieve the above said objectives, we propose that you authorise the Board of Directors, also with power of delegation to the Chief Executive Officer and possibly to other Directors, to purchase even in one or more tranches a maximum of no. 4,000,000 Recordati S.p.A. ordinary shares with a face value of € 0.125, corresponding to 1.9127% of the current share capital of € 26,140,644.50 and in any event for a maximum amount of € 200,000,000 a percentage and amount which, as detailed below, complies with article 2357 of the Italian Civil Code.

At the same time, we ask you to authorise, in accordance with Art. 2357-*ter* of the Italian Civil Code, the Board of Directors also with the power of delegation to the Chief Executive Officer, and possibly to other Directors, to dispose of, even in more than one tranche by means of sale and assignment operations according to the procedures indicated below, the treasury stock that may be purchased. All the foregoing, always within the purposes identified at Section 1 above.

Please note that the authorization to purchase treasury stocks granted by the Shareholders' Meeting dated 29<sup>th</sup> April 2022 will expire at the date the latter approves the financial statements of the Company as at 31<sup>st</sup> December, 2022.

### **3. Information on the maximum permitted amount of treasury stock purchase under article 2357, paragraph 3, of the Italian Civil Code**

In order to comply with the third paragraph of article 2357 of the Italian Civil Code, we hereby report that the share capital of the Company amounting to € 26,140,644.50 currently consists of 209,125,156 ordinary shares with a value of € 0.125 each.

We also report that on 16<sup>th</sup> March 2023 the Company holds in its portfolio no. 3,768,552 treasury stock, corresponding to 1.802% of the total nominal value of the share capital while the companies controlled by the Company do not hold any treasury stock or Recordati S.p.A.. Even in the event, in principle, that all the no. 4,000,000 shares under the current authorization request would be purchased, without dismissal in the meantime of any of the treasury stock held as of today in the portfolio, the Company would reach the ownership of no. 7,768,552 treasury stock, with an overall nominal value equal to 3.7147% of the share capital, that is a percentage under the permitted threshold for issuing companies by the aforementioned law (i.e. 20% of the nominal value of the share capital).

### **4. Duration of the requested authorization**

The authorisation to purchase is requested until the date of the shareholders' meeting called for the approval of the Company's financial statement as at 31<sup>st</sup> December 2023. The disposal of purchased shares may occur without time limits, exception being made for the law provisions and regulations from time to time applicable.

### **5. Maximum and minimum consideration**

The Board proposes the minimum unit price for the purchase to be not less than the face value of the RECORDATI S.p.A. ordinary shares (currently € 0.125) and the maximum price not to be greater than the average of the official stock exchange prices in the five sessions prior to the purchase, plus 5%. The Board in any case proposes that the purchases of ordinary treasury stock, if carried out for liquidity purposes, or to comply with those obligations related to incentive plans, both based on stock options and on financial instruments (performance shares), may be executed in compliance with (i) the market practice approved by Consob according to Art. 13 Reg. EU No. 596/2014, and (ii) Art. 5 of such Regulation, as well as second Chapter of Reg. EU 1052/2016. All of it also with respect to the shares purchase price on the market.

With regard to the maximum expense limit, the Board observes that in accordance with article 2357 of the Italian Civil Code, first paragraph, treasury stock may be purchased up to the limits of the distributable profits and the reserves available resulting from the last financial report approved.

In this respect, it is underlined that in the financial statements of the Company as at and for the year ended on 31<sup>st</sup> December 2022, submitted for your approval during the meeting scheduled on 21<sup>st</sup> April 2023, the distributable profits amount to € 219,234,026 (of which € 112,979,037 have already been distributed in November 2022 as interim dividend) and the total amount of the reserves is € 320,677,535 amount divided as follows:

Additional paid-in capital: € 83,718,523

Extraordinary Reserve: € 69,350,848

Reserve formed following the transition to IFRS/IAS standards: € 167,608,164

We therefore highlight that considering the maximum price mentioned previously (€ 200,000,000), the distributable profits and the available reserves are sufficient to cover any possible purchase of treasury stock.

### **6. Procedures through which the purchases and utilizations will be carried out**

As far as it concerns the purchase transactions procedures, which may be performed in one or more tranches, the Board proposes these transactions to be performed, also through duly appointed intermediaries, in compliance with Art. 144-*bis*, of the Issuers' Regulations:

- (i) on regulated markets, according to procedures set forth in regulations for the organization and management of the markets themselves, which do not allow direct matching of purchase proposals with pre-determined sale proposals;
- (ii) in compliance with the market practices approved by Consob, according to Art. 13 Reg. EU No. 596/2014, where applicable;
- (iii) in compliance with Art. 5 Reg. EU No. 596/2014.

As far as it concerns the procedures for the utilisation, it is proposed that the Shareholders' Meeting authorises the Board of Directors - also with power of delegation to the Chief Executive Officer and possibly to other Directors - at any time, to dispose, fully or in part, in one or more tranches and even before all possible purchases are made – of the treasury stock purchased, (i) to implement long term incentive plans (based on stock options or financial instruments – performance shares) (ii) by sale on regulated markets, either in lots or by public tender offer, as well as (iii) payment for the purchase of shares and/or the conclusion of agreements with strategic partners. All the foregoing is subject to the compliance with any applicable law and possibly performed pursuant to the market practices approved by Consob according to Art. 13 Reg. EU No. 596/2014, where applicable.

#### **7. Possible reserves to be used in case of treasury stock cancellation**

The proposal for the purchase of treasury stock is not made for the purpose of reducing the share capital.

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In light of the information provided, it is hereby submitted to the shareholders' meeting the proposal to grant to the Board of Directors - also with power of delegation to the Chief Executive Officer and possibly to other Directors - the faculty to determine, from time to time, within the applicable laws and regulations, terms, means and conditions which may be deemed proper for the purchase and disposal of the treasury shares, provided that the Board of Directors, while executing such transactions, will be obliged to fulfil in any case, (i) any applicable laws and possibly the provisions of the market practices approved by Consob in accordance to Art. 13 of the Reg. EU No. 596/2014, where applicable, if adopted by the Company; as well as, (ii) the disclosure obligations under the laws and rules, from time to time applicable, and in particular those set forth in Art. 144-*bis*, third paragraph of the Issuers' Regulation.

We propose that you approve the following resolutions:

“The Ordinary Shareholders' meeting of RECORDATI S.p.A.,

- having read the report of the Board of Directors, in compliance with Art. 125-*ter* of Legislative Decree No. 58/1998 and with Art. 73, and related annex, of the Regulations adopted with Consob resolution No. 11971 of 14<sup>th</sup> May 1999 and subsequent amendments

resolves

- i. to authorise, pursuant to and for the purposes of Art. 2357 of the Italian Civil Code and until the date of the shareholders' meeting called for the approval of the Company's financial statements as at 31<sup>st</sup> December 2023, the purchase, in one or more tranches, of a maximum of 4,000,000 ordinary RECORDATI S.p.A. shares with a face value of €0.125 and, in any event, in an amount such that the maximum number of treasury shares held by the Company never exceeds one fifth of the share capital, also considering the shares that may be held by subsidiaries;

- ii. to set the minimum consideration in an amount not less than the face value of the RECORDATI S.p.A. share (€0.125) and a maximum consideration of not more than the average official stock exchange price in the five sessions prior to the purchase, plus 5%, and in any case for an amount not greater than € 200,000,000;
- iii. to grant a mandate to the Board of Directors, also with power of delegation to the Chief Executive Officer and possibly to other Directors to proceed to the purchase, also through duly appointed intermediaries, of RECORDATI S.p.A. shares under the conditions reported above, in an appropriate gradual manner in the interests of the Company, on regulated markets and in compliance with and according to the rules and procedures applicable, possibly within the market practices approved by Consob according to Art. 13 Reg. EU No. 596/2014, where applicable;
- iv. to provide that the authorisation just mentioned may also be used (a) to implement long-term incentive plans (based on stock options or financial instruments - performance shares) adopted by the Company and those which might be adopted in future; (b) for the purposes of the utilisation of treasury stock in transactions consistent with the strategic industry plans that the Company intends to pursue, in relation to which the share exchanges may be useful; and (c) to support through duly appointed intermediaries the Recordati S.p.A. shares liquidity on the market, also according to the market practice approved by Consob in compliance with Art. 13 Reg. EU No. 596/2014, where applicable; provided that, in any given time, the face value of the overall treasury stock held shall not exceed the maximum limit set forth in the applicable law, also considering the company's shares eventually held by the subsidiaries;
- v. to authorise the Board of Directors, also with power of delegation to the Chief Executive Officer and possibly to other Directors, to dispose - any time, fully or in part, in one or more tranches, even before all possible purchases are made- of the shares purchased on the basis of this resolution, (i) to implement long-term incentive plans (based on stock options or financial instruments - performance shares) (ii) by sales on regulated markets either in lots or by public tender offer, (iii) any treasury stock purchased may be used as payment for the purchase of shares and/or the conclusion of agreements with strategic partners. All of the foregoing is subject to the compliance with any applicable law, possibly in compliance with the market practices approved by Consob according to Art. 13 of the Reg. EU No. 596/2014, where applicable;
- vi. to grant the Board of Directors, also with power of delegation to the Chief Executive Officer and possibly to other Directors, all necessary powers to implement this resolution, also through duly appointed intermediaries, in compliance – also with reference to the disclosure obligations - with Legislative Decree No. 58/1998, Reg. Consob No. 11971/1999, Reg. EU No. 596/2014 of 16<sup>th</sup> April 2014 (and relating implementation rules), and eventually also according to market practices approved by Consob in accordance with Art. 13 Reg. EU No. 596/2014, if adopted by the Company and applicable”.

Milan, 16<sup>th</sup> March 2023

For the Board of Directors  
The Chief Executive Officer  
Robert Koremans