

DIRECTORS' REPORTS ON THE PROPOSALS ON THE AGENDA OF THE SHAREHOLDERS' ORDINARY GENERAL MEETING**(21st APRIL 2023 SINGLE CALL)****Report on item 1 on the agenda and related resolution proposal****Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31st December 2022; related and consequent resolutions:**

- a) **Financial Statements as at 31st December 2022;**
- b) **allocation of the profit for the 2022 financial year.**

To Our Shareholders,

We propose that you approve the following resolutions:

“The Ordinary General Meeting of the Shareholders of RECORDATI S.p.A.,

- having read the Board of Directors' Review of Operations and the Report of the Board of Statutory Auditors, as well as the consolidated non-financial statement;
- having acknowledged the certification reports of the auditing firm, one of which relating to the separate company financial statements, another to the consolidated financial statements and also the additional report of the auditing firm relating to the consolidated non-financial statement

resolves**First resolution:**

- to approve the Board of Directors' Review of Operations;
- to approve the separate company financial statements as at and for the year ended 31.12.2022;

Second resolution:

- to distribute to shareholders a dividend of € 1.15 on each ordinary share (with account taken of the interim dividend for the financial year 2022 of € 0.55 per share, and therefore with a balance on that interim dividend of € 0.60 per share), an amount that will be applied to the number of ordinary shares outstanding on the ex-dividend date and therefore excluding treasury stock held in portfolio by the Company on that date and to be drawn (i) for € 219,234,026 from the profits resulting from the separate company financial statements as at and for the year ended 31.12.2022 and (ii) for the excess from the Extraordinary Reserve;
- to grant a mandate to the Chairman of the Board of Directors and to the Chief Executive Officer, each individually, to ascertain, in due time, the amount to be distributed, in relation to the final number of shares on which a dividend is paid;
- to pay the dividend from 24th May 2023 on coupon No. 31 with ex-dividend date 22nd May 2023 and record date 23rd May 2023.”

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Milan, 16th March 2023For the Board of Directors
The Chief Executive Officer

Robert Koremans