

Recordati S.p.A.

Minutes of the Ordinary General Meeting of the Shareholders of 13th April 2011

The extraordinary session of the Shareholders' Meeting of RECORDATI S.p.A. having ended on 13th April 2011 the proceedings of the ordinary session of the meeting commenced at at 10:20 a.m. on 13th April 2011.

In accordance with the Corporate By-Laws, *ing.* Giovanni Recordati chaired the Shareholders' Meeting as the Chairman of the Board of Directors. The Shareholders' Meeting was in first its call.

With the unanimous consent of those present, the functions of the secretary were performed by the public notary *Prof.* Piergaetano Marchetti also for the ordinary session.

Mention wa made of the declarations already made and minuted in the extraordinary session. More precisely, the Chairman:

- announced that in order to facilitate minute taking, a recording system was in operation. He therefore asked those speaking from then on to use the microphone and to announce their name and surname and state whether present on their own behalf or as a proxy holder (and in the latter case to state the name of the Shareholder for whom the proxy was held);
- also announced that a "simultaneous interpretation" service into the English language was in operation to allow the foreign board member, Dr. Walter Wenninger, attending the meeting, to fully understand what was discussed and considered in the Shareholders' Meeting;

- noted that with the notice to convene published on the company website (www.recordati.it), in the Official Journal of the Republic of Italy Part II, No. 25 and in the daily newspaper "Il Sole 24 Ore", on 3rd March 2011, the Extraordinary and Ordinary Annual General Meeting of the Shareholders of Recordati S.P.A. had been called on that day, in that place and at that time. He also reported that no requests for additions to the agenda, in accordance with Art. 126-*bis* of Legislative Decree No. 58 of 24th February 1998 had been received.

- observed that in addition to himself, the Chairman, the following were also present: the Directors, Alberto Recordati, Vice Chairman, Mario Garraffo, Carlo Pedersoli, Andrea Recordati, Marco Vitale and Walter Wenninger, the members of the Board of Statutory Auditors, *Dr. Marco Nava* – Chairman, *Dr. Marco Rigotti* – Statutory Auditor and *Dr. Achille Severgnini* – Statutory Auditor; the following directors had been unavoidably detained elsewhere: William Gunnarsson and Federico Nazzari;

- noted that:

- verification of those present and the results of the votes was performed by personnel specifically appointed for that purpose by the Chairman;
- a list of those participating, either on their own behalf or by proxy, with details of the number of shares owned by each one and, in the case of a proxy holder, the name of the actual Shareholders, and also the names of any persons voting as secured creditors, pledgees and usufructuaries, would be attached to the minutes as an integral part of them;

- details would also be given in the minutes of the Shareholders' Meeting or in an attachment to it of the names of those voting against motions or abstaining or who left before a vote, with details also of the number of shares possessed;
- a summary report on votes containing the number of shares represented in the meeting and the number of shares for which votes were cast, the percentage of the share capital they accounted for along with the number of votes for and against the resolution and the number of abstentions, would be published on the Company website within five days of that day;
- the minutes would also include a summary of the discussions with the names of the speakers, the answers provided and any comments and declarations;
- invited Shareholders who could not legitimately cast their votes, pursuant to Art. 120, paragraph five of Legislative Decree No. 58 of 24th February 1998 or other legislation in force, to declare this fact and stated that declaration should be valid for all resolutions voted;
- advised those who wished to leave the meeting permanently to identify themselves to the security personnel and to return their ballots to them, while he asked those who only wished to leave temporarily to leave their ballots with the security personnel in exchange for a receipt;
- declared that:
- the subscribed and paid up share capital of the Company on that date amounted to €26,140,644.5 and consisted of 209,125,156 ordinary shares;

- Shareholders holding interests consisting of ordinary shares with voting rights greater than 2% of share capital, as recorded in the shareholders' register and integrated with information from official communications received and with account taken of the deposits made for the meeting on that day were as follows:

NAME	NUMBER OF SHARES	% OF SHARE CAPITAL
FIMEI S.p.A.	107,000,746	51,166%
TORRE S.S.	6,688,496	3.198%
FMR LLC (as a fund manager)	4,510,000	2.156%
FIL LIMITED (as a fund manager)	6,414,877	3.07%
BLACKROCK INC (as a fund manager)	4,203,353	2.010%

- reported that the Company held 10,582,040 shares of treasury stock, accounting for 5,0601% of the share capital;

- reported that no shareholders' agreements pursuant to Art. 122 of Legislative Decree No. 58 of 24th February 1998 were known to exist.

- informed the meeting that accredited journalists, experts and financial analysts had been permitted to attend the meeting and that some employees and

consultants of the Company were also present to provide their services along with representatives of the independent auditing company, Deloitte & Touche S.p.A.;

- reported that no requests had been received before the Shareholders' Meeting concerning the items on the agenda pursuant to Art. 127-*ter* of Legislative Decree No. 58/1998 and he observed that, in accordance with Art. 135-*undecies* of Legislative Decree No. 58/98, the Company had appointed SPAFID S.p.A., represented here by *Dr. Maurizio Ondeì*, as the party to which Shareholders might grant proxies with voting instructions on all or some of the items on the agenda;

- in this respect, he invited that representative to indicate, for each vote, the number of shares for which he did not intend to participate in the vote in accordance with Art. 135 *undecies* of Legislative Decree No. 58/1998 (failure to receive instructions), and to make the declarations required by the regulations in force in the event that, because the circumstances applied, he should not vote in accordance with the instructions received. He then invited the said representative to also indicate, again for each vote, any interests held in accordance with Art. 135 *undecies*, paragraph 4, of Legislative Decree No. 58/1998;

- he reminded the meeting of the items on the agenda:

Extraordinary session

(...)

Ordinary session

1. *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 2010; relative and consequent resolutions.*
2. *Appointment of the Board of Directors after first deciding the number of members and the relative remuneration.*
 3. *Appointment of external auditors for the separate financial statements, the consolidated financial statements and the condensed interim financial statements for the financial years 2011-2019 and determination of the relative fees; relative and consequent resolutions.*
 4. *Appointment of the Board of Statutory Auditors and the relative Chairman; determination of the relative remuneration.*
 5. *Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.*
 6. *Proposal to amend the 2006-2009 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 bis of Legislative Decree No. 98 of 24th February 1998.*

- informed the meeting that all the documentation on the items on the Agenda, including the reports prepared by the directors as required by law, had been made available in accordance with the legislation and regulations in force and had been published on the website of the Company and was also contained in the folder distributed to participants in the meeting. It had also been sent to Shareholders who had participated in the last Shareholders' Meetings of the Company and to those who had requested it;

- since the documentation on all the items on the Agenda had been disclosed according to requirements as mentioned above and since it was available to all

those present, he proposed omitting a reading of it, limiting that reading to the proposed resolutions contained in the Board of Directors' Report. The Shareholders' Meeting agreed unanimously.

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Given the above, while the Chairman reserved the right to inform the meeting during the course of the proceedings and in any case before each vote, of final data on the number of people who spoke and the number of shares they represented, he reported that 263 Shareholders were so far present, either in person or by proxy, representing 150,192,650 ordinary shares (for which the Company had received communications for participation in the Shareholders' Meeting issued by the relative intermediaries) of the 209,125,156 shares which constituted the entire share capital, amounting to 71.82% of that capital.

He therefore declared the meeting validly convened in first call also in ordinary session to discuss and resolve the matters on the agenda and he went on to the first item on the agenda: *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 2010; relative and consequent resolutions.*

In this respect, the Chairman firstly, and also in compliance with Consob communication No. 96003558 of 18th April 1996, reported that in relation to the audit of the Financial Statements as at 31st December 2010, the independent auditors, Deloitte & Touche S.p.A., had presented the following final statement of their fees:

	<u>hours</u>	<u>Euro</u>
for the audit of the separate annual financial statements		
of Recordati S.p.A.:	1.200	76,000
for the audit of the consolidated annual financial statements		
of Recordati S.p.A.:	300	37,000
for the limited audit of the mid term condensed		
consolidated financial statements	200	27,000
Total	1,700	140,000

These fees were in line with those agreed in the proposal submitted on 31st January 2005 and approved by the Shareholders' Meeting of 6th April 2005 as subsequently amended.

The Chairman then read the proposals of the resolutions contained in the report prepared by the Board of Directors, and reproduced below and, after reporting that Shareholders would be able to obtain payment of the dividend through their respective intermediaries (or, in the case of shares that have not yet been dematerialised, they must first consign them to an intermediary to be entered in the central management system on a dematerialised basis), he declared discussion of the first item on the agenda of the ordinary session and on the resolution proposed open.

The following Shareholders spoke.

Maresca considered the financial statements as positive on the whole with earnings per share of 0.548 euro and a payout of approximately half that. The

share had performed well on the stock market and the dividend stood at approximately 4%. The strong appreciation on the stock market was a positive factor (approximately seven euro) compared to a book value of 2,75 euro. Moreover in this context he would have preferred a higher dividend and a lower allocation to reserves. He expressed a final positive opinion considering also that the slight fall in capital and profit was hardly perceptible.

The Chairman replied that the dividend had also been decided on the basis of growth plans following a policy of a balance between dividends and self-finance which had supported growth in recent years and which reflects on the financial position, a policy which the market appreciates and encourages strongly.

Galeone expressed satisfaction for the results in the financial statements, even if he complained that he had received his copy only a few days before the meeting. Since he lived quite near, he could have passed by and collected it, if he had been advised. He considered it a good thing that the financial position was positive and asked how this was so if current net debt had increased. He asked for clarification on the remuneration of the Director Nazzari, and noted that in the table of shareholdings, the purchase by Gunnarson of 50 thousand shares did not tie up with the opening balance and the continuing possession of that number of shares.

The Chairman replied that the net debt related to Recordati S.p.a. only and that intragroup liquidity was optimised with a centralised Group treasury. He said that Nazzari, as reported in note e) to the table on Director's remuneration, had received an engagement, with relative remuneration, limited to activities and relations with institutions such as the Farindustria (federations of

pharmaceutical companies). As concerns Gunnarsson, this was a printing error, because he had maintained his shareholding unchanged at 50 thousand shares.

Carminati considered the results to be good, even if they were a little lower than the year before, especially considering the state of the country. He asked about performance in the first quarter and the outlook for the year. He hoped that the Group might also market products which are not strictly pharmaceutical, given the growth of this type of product in pharmacies. He asked if the product Elopram was still on sale; he had been able to appreciate the product in person. He also asked about the sales of shares which, according to reports of internal dealing given in some newspapers, some members of the Recordati family had performed.

The Chairman confirmed that the outlook for the year and performance in the first quarter were the same as reported in the section of the Annual Report on the business outlook and also given in the press release issued by the Company following the meeting of the Board of Directors which approved the Annual Report. He also said that a further update on performance in the first quarter would also be given in the press release that would be issued at the end of the board meeting to be held after the Shareholders' Meeting.

The Chairman then pointed out that the Group was already present on the "over the counter" pharmaceuticals market, with products such as Imidazyl eye drops and Alovex, for irritation of the oral cavity. Furthermore, considering the growth in this sector on the market the Company had launched two nutraceutical products which are generating good profits. Elopram is still on sale, but now that the patent has expired it is facing competition from generic products and has been replaced to a large extent on the market by Entact which

is a development of Elopram. Sales of shares by members of the Recordati family who are members of the Board of Directors, reported to the market, concern shares resulting from stock option plans and fall within normal policies to optimise personal shareholdings, leaving the controlling interest owned by Fimef S.p.A. intact.

As no one else asked to speak, the Chairman:

- declared the discussion closed;
- declared that those who were in attendance had not changed;
- put the proposed resolution which had been read and is reproduced below to the vote by a show of hands (10:45 a.m.):

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

- *having viewed the Board of Directors Operational Reviews and the Report of the Board of Statutory Auditors;*
- *having acknowledged the certification reports of the firm of auditors, one of which relating to the separate company annual report and the other to the consolidated annual report;*

resolved

- *to approve the Board of Directors’ Operational Review;*
- *to approve the separate financial statements for the year ended 31.12.2010;*
- *to pay a total dividend to Shareholders calculated on the basis of a unit dividend of Euro 0.275 on each ordinary share 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;*

- *to allocate the remaining net income to the extraordinary reserve;*
- *to grant a mandate to the Board of Directors – and to the Chairman on its behalf – to ascertain, on the date in question, the amount of the net income distributed and the net income allocated to the extraordinary reserve, in relation to the precise number of shares on which a dividend is paid;*
- *to pay the dividend from 21st April 2011 on presentation of coupon No. 7 from 18th April 2011.”*

The Shareholders' Meeting approved by a majority vote.

Against 13,580 shares.

Abstained 12,566 shares.

For, the remaining 150,166,504 shares voted, accounting for 99.983% of the voting share capital and 71.807% of the share capital.

All as detailed in the attachments.

The Chairman announced the result.

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The Chairman then moved on to the second item on the agenda: *Appointment of the Board of Directors after first deciding the number of members and the relative remuneration* and in this respect:

- he observed that the mandate of the current Board of Directors expired on that day, due to the end of its term of office. The Shareholders' Meeting was therefore invited to appoint a new Board of Directors in accordance with Art. 15 of the Corporate By-Laws, after first determining the number of directors, which the Corporate By-Laws sets at not less than six and not more than

sixteen, and establishing the duration of the mandate and the remuneration;

- he reported that according to that same article 15, one single list of candidates to the office of director had been presented in the 25 days prior to the date of the Shareholders' Meeting by the Shareholder FIMEI S.p.A., the owner of 107,000,746 ordinary shares accounting for 51,166% of the Recordati share capital. The list presented by FIMEI S.P.A. was composed of the following candidates to the Board of Directors for the financial years 2011-2012-2013:

1. *Ing.* Giovanni Recordati
2. *Dr.* Alberto Recordati
3. *Dr.* Andrea Recordati
4. *Prof.* Silvano Corbella
5. *Dr.* Mario Garraffo
6. *Dr.* Germano Giuliani
7. *Dr.* Umberto Mortari
8. *Avv.* Carlo Pedersoli
9. *Prof.* Marco Vitale
10. *Dr.* Walter Wenninger;

- he informed the meeting that the following documentation was also deposited at the registered offices of the Company with the list of candidates to the office of Director and was then available on that day to those attending:

- declarations of acceptance of the individual candidates and statements testifying that no causes of ineligibility or incompatibility existed and also that some possessed the requirements of independence pursuant to

Art. 148, paragraph three of Legislative Decree No. 58/98 and the requirements of independence pursuant to Art. 3 of the Corporate Governance Code for listed companies, as adopted by the Company, having been advised that *Prof. Corbella, Dr. Mario Garraffo, Dr. Germano Giuliani, Dr. Umberto Mortari, Avv. Carlo Pedersoli, Prof. Marco Vitale and Dr. Walter Wenninger* had declared that they possessed the requirements of independence set by law and the requirements of independence set by Art. 3 of the Corporate Governance Code for listed companies, as adopted by the Company;

- curricula vitae of the candidates.

- he then invited the Shareholders to formulate proposals and to pass resolutions, reminding them, moreover, that in accordance with Art. 15 of the By-laws, *“If only one list is submitted, all directors to be elected shall be drawn from said list”*.

Dr.ssa Chiara Baldi, representing the Shareholder **FIMEI S.p.A.**, presented the following proposal:

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

resolves

- to entrust the management of the Company for the financial years 2011-2012-2013 to a Board of Directors composed of ten members, whose mandate shall therefore expire on the date of the Shareholders’ Meeting convened to approve the Annual Report for the year ended 31.12.2013;
- to appoint as Members of the Board of Directors the persons present on the only list presented and therefore the following:

1. *Ing.* Giovanni Recordati
2. *Dr.* Alberto Recordati
3. *Dr.* Andrea Recordati
4. *Prof.* Silvano Corbella
5. *Dr.* Mario Garraffo
6. *Dr.* Germano Giuliani
7. *Dr.* Umberto Mortari
8. *Avv.* Carlo Pedersoli
9. *Prof.* Marco Vitale
10. *Dr.* Walter Wenninger

- to set the annual total remuneration at €480,000, gross of withholding taxes, for the entire Board of Directors, which the Board shall distribute internally, with account also taken of the participation of some Directors in a possible Executive Committee and other special committees which shall be formed from among the members of the Board, in compliance with the Corporate By-Laws. The above is in addition to the refund of expenses incurred in the performance of its functions and does not comprise remuneration set by the Board, with the agreement of the Board of Statutory Auditors, for Directors assigned specific duties in accordance with paragraph three of Art. 2389 of the Italian Civil Code;
- to exempt the Directors nominated from non competition obligations pursuant to Art. 2390 of the Italian Civil Code.”

The Chairman remarked in this regard that the Directors proposed for appointment, with the sole exception of *Prof. Corbella*, *Dr. Giuliani* and *Dr. Mortari*, were already Directors and he then declared discussion open on the second item on the agenda of the ordinary session and on the resolution proposed by the representative of the Shareholder Fimeit.

Maresca observed that the majority Shareholder Fimeit “does it all” as one might say, and hoped that other Shareholders might also be represented on the Board, because broader representation would be to the advantage of the Company.

Vitale, speaking also on behalf of the other independent directors, declared that their independence had always been respected by the majority Shareholder. The independent directors had always had a relationship of open dialogue, and were not subject to pressures, nor did they receive orders.

Galeone asked for a copy of the minutes and suggested that in future, the list of Directors at the beginning of the Annual Report should indicate which are independent.

Maresca asked if the exemption from the competition law meant that a Director could be a member of the Board of Directors of a competitor. He considered the fees modest, although one had to examine the various bonuses received.

The Chairman confirmed that it was not forbidden for a Director to be a member of a Company in the sector, but that the Board could check for any serious difficulties. Obviously, it was not a question of cases concerning a close and direct competitor.

As no one else asked to speak, the Chairman:

- declared the discussion closed;

- declared that those who were in attendance had not changed;
- put the resolution proposed by Fimeì, which is reproduced below, to the vote by a show of hands (11:00 a.m.):

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

resolves

- *to entrust the management of the Company for the financial years 2011-2012-2013 to a Board of Directors composed of ten members, whose mandate shall therefore expire on the date of the Shareholders’ Meeting convened to approve the Annual Report for the year ended 31.12.2013;*
- *to appoint as Members of the Board of Directors the persons present on the only list presented and therefore the following:*
 1. *Ing. Giovanni Recordati*
 2. *Dr. Alberto Recordati*
 3. *Dr. Andrea Recordati*
 4. *Prof. Silvano Corbella*
 5. *Dr. Mario Garraffo*
 6. *Dr. Germano Giuliani*
 7. *Dr. Umberto Mortari*
 8. *Avv. Carlo Pedersoli*
 9. *Prof. Marco Vitale*
 10. *Dr. Walter Wenninger*

- *to set the annual total remuneration at €480,000, gross of withholding taxes, for the entire Board of Directors, which the Board shall distribute internally, with account also taken of the participation of some Directors in a possible Executive Committee and other special committees which shall be formed from among the members of the Board, in compliance with the Corporate By-Laws. The above is in addition to the refund of expenses incurred in the performance of its functions and does not comprise remuneration set by the Board, with the agreement of the Board of Statutory Auditors, for Directors assigned specific duties in accordance with paragraph three of Art. 2389 of the Italian Civil Code;*
- *to exempt the Directors nominated from non competition obligations pursuant to Art. 2390 of the Italian Civil Code.”*

The Shareholders' Meeting approved by a majority vote.

Against 2,293,114 shares.

No Shareholder abstained.

For, the remaining 147,899,536 shares voted, accounting for 98.473% of the voting share capital and 70.722% of the share capital.

All as detailed in the attachments.

The Chairman announced the result.

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The Chairman then moved on to the third item on the agenda: *Appointment of external auditors for the separate financial statements, the consolidated financial statements and the condensed interim financial statements for the financial years 2011-2019 and determination of the relative fees; relative and consequent resolutions.*

The Chairman of the Board of Statutory Auditors read the final part of the reasoned proposals submitted by the Board of Statutory Auditors for the appointment of an external auditor contained in the folder distributed to those attending, where the terms and conditions and the proposed fees are given, and the Chairman declared the discussion open on the third item of the agenda of the ordinary session and on the resolution proposed by the Board of Statutory Auditors. He remarked that the Board of Directors had stated in its Report on the Proposals that it agreed with the assessment made by the Board of Statutory Auditors and he invited the Shareholders to approve the proposal for the appointment of a legal auditor for the financial years 2011-2019, according to the terms and conditions proposed by the Board of Statutory Auditors.

As no one asked to speak, the Chairman:

- declared the discussion closed;
- declared that those who were in attendance had not changed;
- put the proposed resolution, which had been read and is reproduced below, to the vote by a show of hands (11:04 a.m.):

“The Board of Statutory Auditors of Recordati S.p.A.

submits a proposal

to the Ordinary General Meeting of the Shareholders of Recordati S.p.A. to:

1. to engage the external auditors KPMG S.P.A. in relation to each of the financial years comprised between the period 2011-2019: i) for the legal external audit – in accordance with Art. 13 of Legislative Decree No. 39/2010 – of the separate and consolidated financial statements of the Company, also involving activities to verify the consistency of the review of operations with those financial statements for the purposes of the provisions of Art. 14

paragraph 1, letter a) of Legislative Decree No. 39/2010; ii) for verification activities pursuant to Art. 14, paragraph 1, letter b) of Legislative Decree No. 39/2010; iii) for limited audits of mid term condensed consolidated financial statements;

2. to approve the relative fees for the said external auditors amounting to a total of €65,500 for each of the aforementioned financial years,

all of the foregoing in accordance with the offer made by those external auditors KPMG S.p.A..

The Shareholders' Meeting approved by a majority vote.

Against 129,957 shares.

No Shareholder abstained.

For, the remaining 150,062,693 shares voted, accounting for 99.913% of the voting share capital and 71.757% of the share capital.

All as detailed in the attachments.

The Chairman announced the result.

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The Chairman then moved on to fourth item on the agenda: *Appointment of the Board of Statutory Auditors and the relative Chairman; determination of the relative remuneration* and in this regard:

- he observed that on the date of that Shareholders' Meeting the mandate of the entire Board of Statutory Auditors had expired, due to the end of its term of office and that in accordance with Art. 26 of the Corporate By-Laws, the Board of Statutory Auditors is composed of three full members and two alternates; the election of one full auditor and one alternate is reserved to minorities. The

Chairman of the Board of Statutory Auditors is appointed by the Shareholders' Meeting from among the Statutory Auditors elected by the minority;

- he reported that according to that same article 26, one single list of candidates had been presented in the 25 days prior to the date of the Shareholders' Meeting by the Shareholder FIMEI S.p.A., the owner of 107,000,746 ordinary shares accounting for 51,166% of the Recordati share capital, accompanied by all the information and documents required by the legislation in force and by the Corporate By-Laws. He informed the meeting that the absence of minority lists presented had been reported in accordance with Art. 144-*octies* of the Consob Regulation approved with Resolution No. 11971 of 14th May 1999 and that the share capital required for the presentation of minority lists had been halved. No further list was presented;

- he reported that the list presented by FIMEI S.p.A. was composed of the following candidates for the financial years 2011-2012-2013:

1. *Dr. Marco Nava* Statutory Auditor
2. *Dr. Marco Rigotti* Statutory Auditor
3. *Dr. Achille G. Severgnini* Statutory Auditor
4. *Dr. Marco Antonio Viganò* Alternate Auditor
5. *Dr. Antonio Mele* Alternate Auditor

- he informed the meeting that the following documentation had also been deposited at the registered offices of the Company with the list of candidates to the office of member of the Board of Statutory Auditors and was then available on that day to those attending:

- declarations by the candidates stating that no causes of ineligibility and incompatibility existed, that they possessed the requirements of professionalism, integrity and independence set by the legislation in force to hold the office of Statutory Auditor and also that they accepted their candidature;
- curricula vitae of the candidates giving details of the personal and professional characteristics of each candidate, with details of any other management and supervision positions held in other companies;
- he invited the Shareholders to formulate proposals and submit resolutions, reminding them, moreover, that in accordance with Art. 26 of the Corporate By-Laws, *“Should a single list be submitted, all candidates named on the aforesaid list shall be appointed as Statutory and Alternate Auditors, provided that they obtain a relative majority of the votes expressed in the shareholders’ meeting.”*

Dr.ssa Chiara Baldi, representing the Shareholder **FIMEI S.p.A.**, presented the following proposal:

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

resolves:

- to appoint as Members of the Board of Statutory Auditors for the financial years 2011-2012-2013 and more specifically until the date of the Shareholders’ Meeting convened to approve the Annual Report for the year ended 31st December 2013, the persons on the only list presented and therefore the following persons:

1. *Dr. Marco Nava* Chairman
2. *Dr. Marco Rigotti* Statutory Auditor

3. *Dr. Achille G. Severgnini* Statutory Auditor

4. *Dr. Marco Antonio Viganò* Alternate Auditor

5. *Dr. Antonio Mele* Alternate Auditor

- to set the fees of the Statutory Auditors for each of the financial years at €35,000 and the fee for the Chairman of that Board at €50,000, gross of withholding taxes.”

The Chairman remarked that the candidates proposed for appointment, with the sole exception of *Dr. Mele*, already held that office and he then declared discussion open on the fourth item on the agenda of the ordinary session and on the resolution proposed by the representative of the Shareholder FIMEI.

Maresca pointed out that on the basis of the text that was read, the resolution was to be approved by the Shareholders. The Chairman informed him that what had been read was the proposal that would then be submitted to a vote.

As no one else asked to speak, the Chairman:

- declared the discussion closed;
- declared that those who were in attendance had not changed;
- put the resolution proposed by FimeI, which is reproduced below, to the vote by a show of hands (11:09 a.m.):

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

resolves:

- *to appoint as Members of the Board of Statutory Auditors for the financial years 2011-2012-2013 and more specifically until the date of the Shareholders’ Meeting convened to*

approve the Annual Report for the year ended 31st December 2013, the persons on the only list presented and therefore the following persons:

1. Dr. Marco Nava *Chairman*
2. Dr. Marco Rigotti *Statutory Auditor*
3. Dr. Achille G. Severgnini *Statutory Auditor*
4. Dr. Marco Antonio Viganò *Alternate Auditor*
5. Dr. Antonio Mele *Alternate Auditor*

- *to set the fees of the Statutory Auditors for each of the financial years at €35,000 and the fee for the Chairman of that Board at €50,000, gross of withholding taxes.”*

The Shareholders' Meeting approved by a majority vote.

Against 269,457 shares.

Abstained 12,566 shares.

For, the remaining 149,910,627 shares voted, accounting for 99.812% of the voting share capital and 71.684% of the share capital.

All as detailed in the attachments.

The Chairman announced the result.

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The Chairman then moved on to fifth item on the agenda: *Proposal to authorise the purchase and utilisation of treasury stock; relative and consequent resolutions*. He read the proposed resolution contained in the report prepared by the Board of Directors, and reproduced below, and declared discussion open on the fifth item of the agenda of the ordinary session and on the proposed resolution.

Carminati considered that it would be preferable to assign shares to

Shareholders, instead of authorising the repurchase of treasury stock. He asked for a copy of the minutes.

Maresca considered the proposal untimely since the Company already held a large number of treasury shares in portfolio. Now further purchases were being proposed at a high stock market price, which would bring the percentage held up to an exorbitant 15%, for which no reason could be seen, except to utilise them in stock option plans.

The Chairman replied, stating firstly that granting the right to repurchase shares did not necessarily mean that use would be made of it. Rather an adequate supply of shares furnished flexibility which could encourage trading in shares. The possibility of using this method with acquisitions had been considered many times, even if then for various reasons, the method was not used. However, experience had demonstrated the usefulness of that path of action being available. The shares already held in portfolio on that date should be sufficient for the existing stock option plans.

Galeone, then proposed that the treasury stock should be allotted to Shareholders on the basis of the length of time shares had been held.

As no one else asked to speak, the Chairman:

- declared the discussion closed;
- declared that those who were in attendance had not changed;
- put the proposed resolution which had been read and is reproduced below to the vote by a show of hands (11:25 a.m.):

“The Ordinary General Meeting of the Shareholders 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 of the Regulations adopted with Consob resolution No. 11971 of 14th 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 approval of the 2011 annual report, the purchase, in one or more tranches, of a maximum of 20,000,000 ordinary Recordati S.p.A shares with a par 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, with account also taken of shares that may be held by subsidiaries, for a minimum valuable consideration of not less than the par value of the Recordati S.p.A. share (€ 0.125) and a maximum valuable consideration of not more than the average official stock exchange price in the five sessions prior to the purchase, plus 5%, with a total disbursement which is in any event not greater than €150,000,000 (onehundredandfiftymillion);

(ii) to grant a mandate to the Board of Directors, and to the Chairman of the Board of Directors on its behalf, to proceed to the purchase, including through delegated persons, 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 procedures of Art 144-bis, paragraph one, letter b) of the Issuers' Regulations;

(iii) to provide that the authorisation just mentioned may also be used (a) for the purposes of the utilisation of treasury stock in transactions related to continuing operations and that is projects that are consistent with the strategic policies that the Company intends to pursue, in relation to which opportunities for share exchanges arise, according to the procedures,

terms and conditions indicated in this resolution, or to fulfil obligations arising from stock option plans already adopted by the Company and those which might be adopted in future also pursuant to, and for the purposes of, market practices concerning the purchase of treasury stock for the constitution of “share inventories” permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 and with Resolution No. 16839 of 19th March 2009 (b) for the purposes of investment in treasury stock, according to the terms and according to the procedures laid down by the applicable regulations and if it is the case, in the interest of the Company and through specialised intermediaries, also pursuant to, and for the purposes of, market practices concerning liquidity support permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 and with Resolution 16839 of 19th March 2009. All of the foregoing may be performed provided that the purchases which may be made pursuant to, and for the purposes of, the cited market practices, occur in compliance with the operational conditions laid down for the those practices by Consob Resolution No. 16839 of 19th March 2009, including the limits concerning the payment for purchases and the daily volumes which are intended as fully included herein. The maximum number of treasury shares possessed may not in any case and at any time exceed, as already stated, the maximum limit established by the applicable regulations in force, with account also taken of shares which may be possessed by subsidiaries;

(iv) to authorise the Board of Directors, and the Chairman of the Board of Directors on its behalf, pursuant to and for the purposes of Art. 2357 ter of the Italian Civil Code to utilise - even through delegated persons, at any time, fully or in part, in one or more tranches, even before all possible purchases are made and even by means of transactions subsequent to the purchase and sale – the shares purchased on the basis of this resolution, either by selling them on regulated markets in lots or by a public tender offer, or by means

of stock option plans already adopted by the Company and which it may adopt in future and also as valuable consideration for the acquisition of shares and/or the conclusion of agreements in the framework of a policy of corporate investments, with the right to establish, as the occasion arises and in compliance with the relative legislation and regulations, the terms, procedures and conditions considered appropriate, while the condition remains that the sale of shares must be made at a minimum price of not less than their par value. All of the foregoing is subject to the condition that the utilisations that may be performed pursuant to and for the purposes of the market practises mentioned must occur in compliance with the operational conditions set for those practices by Consob Resolution No. 16839 of 19th March 2009;

- (v) *to grant the Board of Directors and the Chairman of the Board of Directors on its behalf all necessary powers to implement this resolution, in compliance with the Art. 132 of Legislative Decree No. 58/1998 and with the disclosure obligations pursuant to Art. 144 bis, paragraphs three and four of the Issuers' Regulations and, if applicable, to the reporting obligations pursuant to the market practises mentioned, with the right to proceed to the purchase and the utilisation of treasury stock within the limits already stated, even through specialist intermediaries and also pursuant to and for the purposes of market practices concerning liquidity support permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 with Resolution 16839 of 19th March 2009."*

The Shareholders' Meeting approved by a majority vote.

Against 13,004,514 shares.

No Shareholder abstained.

For, the remaining 137,188,136 shares voted, accounting for 91.341% of the voting share capital and 65.600% of the share capital.

All as detailed in the attachments.

The Chairman announced the result.

*

The Chairman then moved on to the sixth item on the agenda: *Proposal to amend the 2006-2009 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 bis of Legislative Decree No. 98 of 24th February 1998*. He reminded the meeting that the amendments proposed by the Board of Directors to the 2006-2009 Plan are designed mainly to bring the regulations concerning the exercise period for options for that Plan (which currently provide for two specific periods during each financial year subsequent to the vesting date) into line with the regulations for the 2010-2013 Plan approved by a Shareholders' Meeting of 13th April 2010 (which allow for options to be exercised, at the discretion of the participant, at any time during each financial year, once the vesting date has been reached) because the underlying reasons for the original provision no longer apply.

He read the proposed resolution contained in the report prepared by the Board of Directors, and reproduced below, and declared discussion open on the sixth item of the agenda of the ordinary session and on the proposed resolution.

Maresca declared that he was strongly against beneficiaries of stock option plans also being, as in the case of Recordati, directors, because as experience and numerous cases reported in the press show, this can encourage improper practices. Rather, he thought it preferable to use remuneration.

The Chairman and the Director Vitale underlined that the beneficiaries of stock options who sat on the Board received them because they were also senior managers and not as Directors. The Chairman also pointed out that the exercise of the stock options granted was dependent on the achievement of a minimum level of consolidated profit approved by the Board of Directors and with account taken of the Business Plan.

Ceola considered that the beneficiaries of shares should be obliged not to sell them for a number of years.

The Chairman (and the Director Garaffo) explained that the loyalty objectives were achieved through the vesting period before the assignment, but that once the shares had been assigned, which were not free but paid in cash, without any favourable tax treatment, it would be penalising to prevent the sale, which moreover in part would be necessary to recover what had been paid for the assignment.

Galeone agreed that once the assignment had occurred, the beneficiary should be free to sell the shares.

As no one else asked to speak, the Chairman:

- declared the discussion closed;
- declared that those who were in attendance had not changed;
- put the proposed resolution, which had been read and is reproduced below, to the vote by a show of hands (11:40 a.m.):

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

- having viewed the Report of the Board of Directors which describes the proposals to amend the 2006-2009 Stock Option Plan approved by a Shareholders’ Meeting on 6th April 2006

and the essential characteristics of that plan as also already illustrated in a similar information document disclosed to the public on 17th September 2007

resolves

- *to approve the text attached to this report of the amendments to the 2006-2009 Stock Option Plan, designed to incentivise and strengthen the loyalty of the senior managers of Recordati S.P.A. and of companies either directly or indirectly controlled by it, and also of employees who, although not being members of senior management, nevertheless occupy particularly important positions;*
- *to confer on the Board of Directors and on the Chairman all necessary and appropriate powers to implement the amendments approved.”*

The Shareholders' Meeting approved by a majority vote.

Against 14,582,851 shares.

Abstained 6,776,790 shares.

For, the remaining 128,833,009 shares voted, accounting for 85.779% of the voting share capital and 61.605% of the share capital.

All as detailed in the attachments.

The Chairman announced the result and since all the items on the agenda of the shareholders' meeting had been dealt with, he declared the proceedings closed at 11.45 a.m. and thanked all those who had taken part.

The Chairman

The Secretary

