

RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.  
Registered office: Via Matteo Civitali, 1 - Milan  
Company capital: €25,980,582.00 fully paid up  
Tax code and registration number in Milan Company Register 00748210150

## **CALL TO ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The Company's shareholders are hereby invited to attend the ordinary and extraordinary meeting to be held on Friday, 11 April 2008 at 10.00am in Via M. Civitali 1, Milan at the first convening, and if necessary, on Monday, 14 April 2008 at 10.00 am at the second convening, to discuss and resolve on the following agendas:

### **Ordinary Meeting**

1. Report: of the Board of Directors; Report of the Board of Statutory Auditors Report; Financial Statements as at 31 December 2007; ensuing and related business.
2. Appointment of Directors subject to determination of the number, term of office and remuneration.
3. Appointment of Board of Statutory Auditors and Chairman and determination of remuneration.
4. Proposal to authorise the purchase and sale of own shares.

### **Extraordinary Meeting**

1. Amendment of articles 12, 16 and 27 of the company by-laws.

Pursuant to the law and Company by-laws, shareholders are entitled to take part in the meeting if notice has been served at the company's head office by their intermediaries, at least two days prior to the date scheduled for the shareholders' meeting as set forth in article 2370, paragraph 2 of the Civil Code.

Shareholders who still possess paper share certificates must hand over said share certificates to an intermediary so that they can be entered into the centralised management system for dematerialised securities as per article 51 of the Regulation adopted under CONSOB resolution no. 11768 of 23.12.1998, and request that notice is served as indicated in the previous paragraph.

As required by current legislation, any documents relating to the items on the agenda must be made available to the public at the company's head offices and at Borsa Italiana S.p.A. and published on the website [www.recordati.it](http://www.recordati.it), within the allotted time. Shareholders are entitled to obtain a copy.

With regard to the appointment of Directors referred to in item 2 of the agenda for the ordinary meeting, this will take place in accordance with article 16 of the Company By-Laws. In particular, the lists submitted by shareholders and signed by those submitting them, must be lodged in the Company's head office, and made available to anyone requesting them, at least a fortnight before the date scheduled for the first call of the shareholders' meeting.

Each shareholder, shareholders adhering to a relevant shareholders' agreement pursuant to article 122 of Legislative Decree 58/1998, main shareholder, subsidiary companies and those companies subject to common control pursuant to article 93 of Legislative Decree 58/1998 may not submit or apply for submission of more than one list, either by means of a third party or trust company, nor can they vote on other lists and each applicant can only appear on one list under penalty of ineligibility. Agreements and votes carried out in violation of this ban will not Pursuant to articles 144-d and 144-g of the Regulations adopted with CONSOB resolutions no. 11971 of 14.4.1999 and no. 16319 of 29.1.2008, only shareholders who, individually, or jointly with other shareholders, are shareholders that hold voting rights representing in total at least 2% of company capital with an entitlement to vote at the ordinary Shareholders' Meeting have the right to submit lists.

In addition to each list, and within the relevant time periods indicated above, the following must be deposited (i) special certification issued by a legally qualified intermediary proving possession of the number of shares necessary for the submission of lists and the total percentage owned; (ii) declarations by which individual applicants accept their application and attest, with full responsibility, to the inexistence of causes of ineligibility or incompatibility as well as the existence of all specific prerequisites set out for the respective offices and the possession of prerequisites of independence required by article 148, third paragraph, Legislative Decree no. 58/98; (iii) a full and detailed curriculum listing the personal and professional characteristics of each applicant.

Lists presented without compliance with the above provisions will be considered null and void.

With regard to the appointment of the Board of Statutory Auditors, referred to in item 3 of the agenda of the ordinary meeting, this will take place in accordance with article 27 of the Company by-laws. In particular, it should be noted that the Board of Statutory Auditors must be composed of three standing auditors and two alternate auditors and the election of one standing auditor and one alternate auditor is reserved for the minority.

The appointment of the Board of Statutory Auditors will take place on the basis of lists submitted by the Shareholders in which the applicants are listed by a progressive number.

The list must specify whether the individual application is being presented for the office of standing Auditor or of alternate Auditor.

Pursuant to articles 144-d and 144-g of the Regulations adopted with CONSOB resolutions no. 11971 of 14.4.1999 and no. 16319 of 29.1.2008, only shareholders who, individually or jointly, hold voting rights representing in total at least 2% of company capital with an entitlement to vote.

Each shareholder, shareholders adhering to a relevant shareholders' agreement pursuant to article 122 of Legislative Decree 58/1998, main shareholder, subsidiary companies and those companies subject to common control may not submit or apply for submission of more than one list, either by means of a third

party or trust company, nor can they vote on other lists, and each applicant can only appear on one list under penalty of ineligibility. Agreements and votes carried out in violation of this ban will not be assigned to any list.

The lists submitted must be filed at the Company's head office at least a fortnight before the date scheduled for the first convening of the Meeting.

In addition to each list, and within the time period indicated above, the following must be deposited: a) information relating to the identity of the shareholders who have submitted the lists, with an indication of the percentage of total shares held and of certification demonstrating the resultant ownership of said shares; b) a declaration by shareholders other than those owning, also jointly, a controlling or majority stake, attesting to the absence of relationships of association with them, as required by the regulations in force; c) a full and detailed curriculum listing the personal characteristics of applicants in addition to a declaration by said applicants attesting to the possession of the prerequisites required by law and of their acceptance of the application. As for the prerequisites of a professional nature, the matters and scope of activity strictly pertaining to the company consist of research, production and trading of chemical and pharmaceutical products.

Lists which do not observe the provisions referred to above will be considered to be null and void.

For the Board of Directors  
the Chairman  
Mr. Giovanni Recordati

Milan, 5 March 2008