

Shareholders' Meeting Call Notice

RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.

Registered office: 1 Via Matteo Civitali, Milan

Fully paid up share capital: € 26,140,644.5

Fiscal code and Milan Company Registration No. 00748210150

CALL TO AN ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Ordinary General Meeting of the shareholders to be held at 10.00 a.m. on 17th April 2013 in a single call at 1 Via M. Civitali, Milan to discuss and vote on the following agenda:

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 2012; relative and consequent resolutions.
2. Remuneration policies in accordance with article 123-*ter* of Legislative Decree No. 58/98; relative and consequent resolutions.
3. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.
4. Proposal to approve regulations for shareholders' meetings.
5. Appointment of a new Director after first changing the number of directors. Relative and consequent resolutions.

Information pursuant to Art. 125 bis of Legislative Decree No. 58/1998

Legitimate authorisation to participate in shareholders' meetings and to exercise voting rights is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, certifying the party entitled to vote, on the basis of information relating to the end of the accounting day of the seventh trading day prior to the date set for the shareholders' meeting to be held in a single call and that is on **8th April 2013 (record date)**. Debit and credit entries performed on accounts subsequent to that time limit have no effect for the purposes of the legitimate right to vote in the shareholders' meeting. The aforementioned communication from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the shareholders' meeting in a single call (i.e., by 8th April 2013). Nevertheless, the legitimate right to participate and vote remains, should the communications be received by the Company later than the aforementioned time limit, provided they are received before the commencement of the proceedings of the shareholders' meeting.

Those holding the right to vote may be represented by a written proxy, in accordance with the legislation and regulations in force. In this respect, those with the right to vote may use the proxy form available on the corporate website. The proxy may be sent to the Company by registered letter to the registered offices of the Company or it may be sent to the email address recordati@pec.recordati.it.

The proxy may be granted, with voting instructions, to the company Società per Amministrazioni Fiduciarie “SPAFID” S.p.A., specially designated by the Company in accordance with Art. 135-*undecies* of Legislative Decree No. 58/1998, on condition that it is received by that company, sent by courier or registered letter to the domicile specially elected for that purpose at 10, Foro Buonaparte Milan not later than the end of the second trading day prior to the date set for the shareholders’ meeting to be held in a single call (i.e. not later than 15th April 2013). The proxy is valid solely for proposals in relation to which voting instructions have been given. A proxy form is available on the website of the Company at www.recordati.it. The voting authorisation and the voting instructions may be revoked within the aforementioned time limit (i.e., by 15th April 2013).

Those holding the right to vote may submit questions on the items on the agenda even before the shareholders’ meeting – by 10:00 a.m. on 14th April 2013 – by sending a registered letter to the registered offices of the company, or via email to the address recordati@pec.recordati.it. Answers are given to questions received prior to the shareholders’ meeting at the latest during the meeting itself and the Company has the right to give a single answer to questions having the same content. Further information is made available to shareholders on the Company website.

Additions to the agenda and submission of proposals

Shareholders who, either alone or jointly, represent at least one fortieth of the share capital may ask for items to be added to the agenda of the matters to be dealt with, by making the request within at least 10 days of the publication of this notice and indicating the additional matters to be added to the agenda or they may submit proposals for resolutions on matters already on the agenda. Additions to the agenda of the items to be dealt with may be sent by registered letter to the registered offices of the Company or they may be sent to the email address recordati@pec.recordati.it. Further information is made available to shareholders on the Company website.

Documentation

The documentation on the items on the agenda required by the laws and regulations applicable shall be made available to the public at the registered offices of the Company and on the website of the Company in accordance with and within the time limits set by the regulations in force and they shall also be made available on the website of Borsa Italiana S.p.A. Shareholders have the right to obtain hardcopies at their own expense. In detail the following documents shall be made available: (i) the financial report and the other documents pursuant to Art. 154 ter of Legislative Decree No. 58/1998, with at least 21 days between the publication of that documentation and the date of the shareholders’ meeting; (ii) the Directors’ Reports on items two and three of the agenda, at least 21 days prior to the shareholders’ meeting; (iii) the Directors’ Reports on items four and five of the agenda, by the thirtieth day prior to the date of the shareholders’ meeting.

on behalf of the Board of Directors

the Chairman and Chief Executive Officer

Ing. Giovanni Recordati

Milan, 15th March 2013