

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 13<sup>th</sup> April 2016 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 31<sup>st</sup> December 2015; relative and consequent resolutions.
2. Remuneration policies in accordance with article 123-*ter* of Legislative Decree No. 58 of 24<sup>th</sup> February 1998; relative and consequent resolutions.
3. Proposal to authorise the purchase and utilisation of treasury stock; relative and consequent resolutions.
4. Measures in accordance with Art. 2364, paragraph 1, number 2), of the Italian Civil Code. Relative and consequent resolutions.

#### **Legitimate right to participate in the shareholders' meeting**

Legitimate authorisation to participate in the 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 **4<sup>th</sup> April 2016 (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 8<sup>th</sup> April 2016). 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.

#### **Representation in shareholders' meetings**

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 (<http://www.recordati.it/en/investors/shareholders-meetings/>). The proxy may be sent to the Company by registered letter to the attention of the Legal Service and Corporate Affairs Department at the registered offices of the Company or it may be sent to the email address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

The proxy may be granted, free of charge, with voting instructions, to the company Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., selected by the Company as the Designated Representative 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 11<sup>th</sup> April

2016). The proxy is valid solely for proposals in relation to which voting instructions have been given.

A proxy form is available on the corporate website (<http://www.recordati.it/en/investors/shareholders-meetings/>). The voting authorisation and the voting instructions may be revoked within the aforementioned time limit (i.e. by 11<sup>th</sup> April 2016).

#### **The right to ask questions**

Those who hold the right to vote may ask questions on the items on the agenda even before the shareholders' meeting by sending a registered letter to the registered offices of the Company to the attention of the Legal Service and Corporate Affairs Department or via email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it); the questions must be received at least three days before the shareholders' meeting (i.e. not later than 10<sup>th</sup> of April 2016). 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 corporate 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 attention of the Legal Service and Corporate Affairs Department at the registered offices of the Company or they may be sent to the email address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it). Further information is made available to shareholders on the corporate 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, on the corporate website and on the authorised storage service 1INFO ([www.1info.it](http://www.1info.it)), in accordance with and within the time limits set by the regulations in force. 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 and the Directors' Reports on items two and three of the agenda, with at least 21 days between the publication of that documentation and the date of the shareholders' meeting; (ii) the Directors' Reports on item four of the agenda by the thirtieth day prior to the date of the shareholders' meeting.

In relation to item four on the agenda, the possible appointment of a new Director will take place without the application of list voting procedures, required by the Corporate By-Laws only for renewal of the entire board.

Milan, 8<sup>th</sup> March 2016

For the Board of Directors  
Chairman and Chief Executive Officer  
*Ing. Giovanni Recordati*