PROPOSTA DI COLLOCAMENTO DI AZIONI ORDINARIE DI RECORDATI

18 febbraio 2025

Rossini S.à r.l. ("**Rossini**") annuncia la sua intenzione di vendere approssimativamente 10.5 milioni di azioni ordinarie di Recordati – Industria Chimica e Farmaceutica S.p.A. ("**Recordati**" o la "**Società**") (pari a circa il 5% del capitale sociale della Società) (le "**Azioni Oggetto di Collocamento**") mediante un collocamento rivolto ad investitori istituzionali ed altri investitori qualificati (il "**Collocamento**").

Il Collocamento viene effettuato mediante una procedura di *accelerated bookbuilding*, che sarà avviata immediatamente dopo il presente comunicato. Nel contesto dell'operazione, Goldman Sachs Bank Europe SE e J.P. Morgan SE agiscono in qualità di *Joint Global Coordinators* e *Joint Bookrunners* e Deutsche Bank AG agisce in qualità di *Joint Bookrunner*.

Le Azioni Oggetto di Collocamento sono, a tutti gli effetti, equiparate alle azioni ordinarie della Società.

I risultati del Collocamento saranno annunciati non appena possibile dopo la chiusura del processo di *bookbuilding*. La tempistica per la chiusura del processo di *bookbuilding, del pricing* e dell'allocazione rientrano nell'assoluta discrezionalità dei *Joint Bookrunners* e di Rossini.

Rossini ha concordato un periodo di *lock-up* dalla durata di 90 giorni in relazione alla vendita di ulteriori azioni della Società, fatte salve le consuete eccezioni previste dalla prassi.

Rossini intende utilizzare i proventi netti derivanti dal Collocamento in conformità con i requisiti previsti dai suoi documenti finanziari, ivi compresi il pagamento o l'offerta di rimborso di alcune obbligazioni e la distribuzione agli azionisti. La Società non riceverà alcun provento dal Collocamento.

IMPORTANT INFORMATION

The distribution of this announcement and the offer and sale of the Placing Shares in certain jurisdictions may be restricted by law. The Placing Shares may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the Placing Shares in such jurisdiction. No action has been taken by Rossini, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the Placing Shares or possession or distribution of this announcement or any other offering or publicity material relating to such securities in any jurisdiction where action for that purpose is required.

This announcement is not for publication, distribution or release, directly or indirectly, in or into the United States of America (including its territories and dependencies, any State of the United States and the District of Columbia), Australia, Canada or Japan or any other jurisdiction where such an *announcement would be unlawful. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.*

No prospectus or offering document has been or will be prepared in connection with the Placing. Any investment decision to buy securities in the Placing must be made solely on the basis of publicly available information. Such information is not the responsibility of and has not been independently verified by Rossini, the Company, the Joint Bookrunners or any of their respective affiliates.

*The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Neither this document nor the information contained herein constitutes or forms part of an offer to sell or the solicitation of an offer to buy securities in the United States. There will be no public offer of any securities in the United States or in any other jurisdiction. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.*

*In the EEA member states (each such EEA member state a "**Relevant State**"), this press release and the information contained herein is intended only for and directed only to "qualified investors" as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the "**Prospectus Regulation**"). The securities mentioned in this press release are not intended to be offered to the public in any Relevant State and are only available to qualified investors. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.*

*In the United Kingdom, this announcement and any other materials in relation to the securities described herein are only being distributed to, and are only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of assimilated Regulation (EU) 2017/1129 as it forms part of the law of the United Kingdom by virtue of the EU (Withdrawal) Act 2018) who (i) have professional experience in matters relating to investments which fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "**Order**"), (ii) are persons falling within Article 49(2)(a) to (d) of the Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.*

Goldman Sachs Bank Europe SE, J.P. Morgan SE and Deutsche Bank AG are acting for Rossini only in connection with the Placing and will not be responsible to anyone other than Rossini for providing the protections offered to the respective clients of the Joint Bookrunners, nor for providing advice in relation to the Placing or any matters referred to in this announcement.