

**RECORDATI: THE SHAREHOLDERS' MEETING APPROVES THE 2024 FINANCIAL STATEMENTS AND THE DIVIDEND OF € 1.27 PER SHARE (+5.8% vs 2023). THE NEW BOARD OF DIRECTORS HAS BEEN APPOINTED**

- *The Shareholders' Meeting has approved the 2024 Financial Statements*
- *The proposed dividend distribution of € 1.27 per share was approved (+5.8% vs 2023), of which € 0.60 was paid in November 2024*
- *The new Board of Directors, composed of 10 members, was appointed for the 2025-2027 three-year period*
- *Andrea Recordati was confirmed as Chairman*
- *Robert Koremans was confirmed in the role of CEO with the same powers previously granted*
- *The 2025 Remuneration Policy was approved and favourable note taken of the 2024 remuneration*
- *The authorisation to buy-back and dispose of treasury shares was renewed*
- *New share buy-back program to service the stock option and performance shares plans approved*

Milan, 29<sup>th</sup> April 2025 – The Ordinary Shareholders' Meeting of Recordati S.p.A. was held today, which has approved, among others, the Company's 2024 Financial Statements as proposed by the Board of Directors.

Based on the proposal of the Board of Directors, the Shareholders' Meeting further resolved a dividend to shareholders of € 0.67 per share, in full balance of the interim 2024 dividend of € 0.60, for all shares outstanding at the ex-dividend date, excluding treasury shares in the portfolio at that date (payment on 21<sup>st</sup> May 2025 and record date 20<sup>th</sup> May 2025), with ex-dividend on 19<sup>th</sup> May 2025 (against presentation of coupon no. 35). The full 2024 dividend is therefore € 1.27 per share (€ 1.20 per share in 2023).

**Appointment of the new Board of Directors**

The Ordinary Shareholders' Meeting of Recordati S.p.A. also adopted the following resolutions regarding the renewal of the Board of Directors:

- on the proposals of majority shareholder Rossini S.à.r.l., who holds 46.82% of the share capital, the Board of Directors for the 2025-2027 three-year period (until the Shareholders' Meeting called to approve the Financial Statements as at 31<sup>st</sup> December 2027) was appointed, composed of the ten following members: Andrea Recordati, Robert Koremans, Giampiero Mazza, Cathrin Petty, Luigi La Corte, Joanna Le Couilliard, Diva Moriani, Piergiorgio Peluso, Stephen Sands and Kim Stratton;
- on the proposal of the outgoing Board of Directors, approval was given for:
  - (i) the allocation of a gross annual fee of € 65,000 for each director, without prejudice to any additional fees to be allocated to directors appointed with specific positions pursuant to art. 2389, paragraph 3 of the Italian Civil Code (the Chairman of the Board of Directors, the CEO and Board Committees components), which will be resolved upon by the new Board of Directors;

**RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.**

Registered Office  
Via Matteo Civitali, 1  
20148 Milano, Italy  
Tel. +39 02 487871  
Fax +39 02 40073747  
www.recordati.com

Share Capital € 26.140.644,50 fully paid-up  
Milano, Monza, Brianza and Lodi Comp. Reg. No. 00748210150  
Tax Code/VAT No. 00748210150  
Milano R.E.A. No. 401832

Company subject to the Management and Coordination Activity of Rossini Luxembourg S.à.r.l

- (ii) the authorisation for the exemption of the members of the Board of Directors from the competition ban pursuant to art. 2390 of the Italian Civil Code with reference to offices held in other companies and made known as of today's date and, for subsequent offices, in the event of actual profiles of potential incompatibility, delegating the Board of Directors to certify their compatibility with the office held in the Company.

The professional profiles of the members of the new Board of Directors and details of the relative significant positions held in other companies can be consulted on the company website.

### **Board of Directors post-Shareholders' Meeting**

At the end of the Shareholders' Meeting, the new Board of Directors met and confirmed Andrea Recordati as Chairman, and Robert Koremans as Chief Executive Officer. The latter was vested with the powers previously granted to him and, in line with the provisions of the Corporate Governance Code, was also appointed to the position of Director with responsibility for the Internal Audit and Risk Management System, in line with the previous term.

The Board of Directors - based on the duties carried out - classified the following as executive directors: Robert Koremans, CEO, and Luigi La Corte, Group CFO, as well as Giampiero Mazza and Cathrin Petty, in light of their executive roles in the indirect controlling company or other companies in the chain of control, who were however not granted individual operating powers; the latter have, moreover, declared that they do not intend to receive any remuneration for the office, thus waiving the remuneration approved by the Shareholders' Meeting for the office of Director.

The Board of Directors also confirmed Mr. Niccolò Giovannini, VP Group Finance, as Financial Reporting Officer pursuant to art. 154-*bis* of Legislative Decree no. 58/1998)

Based on the statements made by the Directors and the information available to the Company, the Board of Directors then ascertained the fulfilment of the requirements of independence, both pursuant to Legislative Decree 58/1998 and to the Corporate Governance Code, of the Directors who declared themselves to meet them (Diva Moriani, also appointed as Lead Independent Director, Stephen Sands, Joanna Le Couilliard and Piergiorgio Peluso).

Lastly, the Board established the following committees, in line with the resolutions of the outgoing Board:

- the Risk, Control and CSR Committee, composed of independent and non-executive Directors Diva Moriani, Chair, Stephen Sands and Piergiorgio Peluso;
- the Remuneration and Nominations Committee, composed of independent and non-executive Directors Joanna Le Couilliard, Chair, Diva Moriani and Stephen Sands.

### **Additional significant resolutions**

#### *Remuneration policy for 2025 and report on fees paid in 2024*

The Shareholders' Meeting expressed a favourable vote on the Remuneration Policy for 2025 pursuant to Art. 123-ter of Legislative Decree 58/98 and favourable note was taken of the report on the compensation paid in relation to the implementation, in 2024, of the policy approved by the Shareholders' Meeting of 22<sup>nd</sup> April 2024, both of which are contained in the Remuneration Report available on the Company website.

#### *Renewal of the authorisation for the buy-back and disposal of treasury shares*

The Shareholders' Meeting authorised the purchase and disposal of treasury stock until the approval by the Shareholders' Meeting of the Financial Statements as at 31<sup>st</sup> December 2025. In line with previous years, this proposal fulfils multiple purposes:

- (i) fulfilling the obligations arising from the stock option and/or financial instruments (performance shares) based plans already adopted by the Company and other incentive plans which may be approved in the future;
- (ii) supporting business initiatives, since the authorisation to purchase treasury stock, if granted, will allow transactions such as the sale, contribution and exchange of treasury stock in order to acquire stakes in companies and/or to reach agreements with strategic partners within the Group's expansion objectives;
- (iii) supporting the Recordati's shares liquidity, in order to promote the regular course of the shares' negotiations and avoid price fluctuations inconsistent with the market trend.

The maximum of number of shares available for purchase is 3,500,000 and, in any case, on the condition that, at any time, the total face value of the treasury stock held by the Company never exceeds one fifth of the share capital, also considering the shares that may be held by the subsidiaries, for a potential maximum outlay of € 200,000,000, with a minimum consideration not less than the face value of the Recordati share (€ 0.125) and a maximum consideration not greater than the average of the official stock exchange prices in the five sessions prior to the purchase, plus 5%. Purchases, if any, may be completed through the assignment of specific positions to specialised intermediaries and must be performed in compliance with applicable law and according to the practices permitted by Consob in line with the provisions of art. 13 of EU Regulation 596/2014, where applicable.

At 25<sup>th</sup> April 2025, the Company has 3,130,654 shares in treasury stock, which amounts to 1.497% of the current share capital.

#### *New share buy-back program to service the stock option and performance shares plans approved*

Today, the Board of Directors has also approved the launch of a new share buy-back program under art. 5 of (EU) Regulation no. 596/2014 for a maximum of 2,000,000 ordinary shares with a maximum cash outlay of €125,000,000. This implements the resolution adopted today by the Shareholders' meeting to purchase Recordati ordinary shares in order to service current and future stock option/performance shares plans in favour of the Recordati Group's management or share-based incentive plans that might be approved by the Company in the future.

All details required by the applicable regulations on the launch of the share buy-back program - whose start is envisaged for tomorrow, 30<sup>th</sup> April 2025, until 7<sup>th</sup> November 2025 - will be included in a specific press release that will be issued according to law and to which reference is made.

#### *Changes to the 2025 corporate events calendar*

In light of the appointment of two directors based in the United States, in order to facilitate their participation to board meetings also - where necessary - remotely, notice is hereby given that, starting with the board meeting currently scheduled for 29<sup>th</sup> July 2025, it is intended to change the timing (dates unchanged) of board meetings as per the company's financial calendar already disclosed to the market, moving them from the morning to the afternoon.

The related press release on the periodic financial results will normally be issued at the end of each meeting, on the same date while the conference calls for the presentation to the financial community of the financial results approved by the Board would be moved to the day following the board meeting, in the early afternoon.

<sup>(1)</sup> Pro-forma growth calculated excluding revenue of Avodart® and Combodart®/ Duodart® for both 2024 and 2023 (Specialty & Primary Care) and Enjaymo® for 2024 (Rare Diseases)

*(2) Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of acquisitions as foreseen by IFRS 3 to the gross margin of acquired inventory according to IFRS 3.*

*(3) Net income excluding amortization and write-downs of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of acquisitions as foreseen by IFRS 3 to the gross margin of acquired inventory pursuant to IFRS 3, monetary net gains/losses from hyperinflation (IAS 29), net of tax effects.*

**Recordati** is an international pharmaceutical group listed on the Italian Stock Exchange (XMIL: REC), with roots dating back to a family-run pharmacy in Northern Italy in the 1920s. We are uniquely structured to provide treatments across specialty and primary care, and rare diseases. Our fully integrated operations span clinical development, chemical and finished product manufacturing, commercialization and licensing. We operate in approximately 150 countries across EMEA, the Americas and APAC with over 4,450 employees. We believe that health is a fundamental right, not a privilege. Today, our purpose of “unlocking the full potential of life” aims at empowering individuals to live life to the fullest, whether addressing common health challenges or the rarest.

### **Investor Relations**

Eugenia Litz  
+44 7824 394 750  
[investorelations@recordati.it](mailto:investorelations@recordati.it)

Gianluca Saletta  
+39 348 979 4876  
[investorelations@recordati.it](mailto:investorelations@recordati.it)

### **Media Relations**

ICR Healthcare US:  
Alexis Feinberg  
+1 203 939 2225  
[recordatiuspr@westwicke.com](mailto:recordatiuspr@westwicke.com)

UK, Europe & Rest of World:  
Jessica Hodgson  
+44 7561 424 788  
[recordati@consilium-comms.com](mailto:recordati@consilium-comms.com)

*This document contains forward-looking statements relating to future events and future operating, economic and financial results of the Recordati group. By their nature, forward-looking statements involve risk and uncertainty because they depend on the occurrence of future events and circumstances. Actual results may therefore differ materially from those forecast for a variety of reasons, most of which are beyond the Recordati group's control. The information on the pharmaceutical specialties and other products of the Recordati group contained in this document is intended solely as information on the activities of the Recordati Group, and, as such, it is not intended as a medical scientific indication or recommendation, or as advertising.*