

CALL TO AN ORDINARY AND EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Ordinary and Extraordinary General Meeting of the shareholders to be held in a single call at 9.00 a.m. on Wednesday 29th April 2026, in the manner specified below, to resolve on the following

Agenda

Ordinary session

- 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 2025; related and consequent resolutions:
 - Financial Statements as at 31st December 2025;
 - allocation of the profit for the 2025 financial year.
- Appointment of the Board of Statutory Auditors:
 - appointment of the members of the Board of Statutory Auditors;
 - appointment of the Chair of the Board of Statutory Auditors;
 - determination of their remuneration.
- Report on the remuneration policy and the remuneration paid pursuant to article 123-ter, paragraphs 3-bis and 6, of Legislative Decree no. 58 of 24th February 1998:
 - binding resolution on the first section regarding the remuneration policy;
 - non-binding resolution on the second section on the remuneration paid for 2025.
- Approval of the long-term incentive plan based on financial instruments named "2026-2028 Performance Shares Plan"; related and consequent resolutions in accordance with article 114-bis of Legislative Decree no. 58 of 24th February 1998.
- Proposal to authorise the purchase and disposal of treasury stock; related and consequent resolutions.

Extraordinary session

- Delegation of authority to the Board of Directors pursuant to Articles 2420-ter (i.e. issuance of bonds, including convertible bonds) and 2443 (i.e. delegated authority to increase the share capital) of the Italian Civil Code, up to an overall limit of 10% of the share capital; related amendment to Art. 6 of the Company's By-laws; related and consequent resolutions.

Instructions for the Shareholders' Meeting

Pursuant to Law no. 26 of 27th February 2026, concerning the "Conversion into law, with amendments, of the Law Decree no. 200 of 31st December 2025, including urgent provisions regarding regulatory deadlines", (so-called "Decreto Milleproroghe"), which extended the effectiveness of the measures included in art. 106 paragraph 4, second sentence, of the Law Decree n. 18 of 17th March 2020, converted into Law n. 27 on 24th April 2020, to the Shareholders' Meetings held by 30th September 2026, the participation in the Shareholders' Meeting of those persons with the right to vote is allowed **exclusively through the Appointed Representative by the Company** pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 ("TUF"), identified in Studio Legale Trevisan & Associati, Milan, Viale Majno n. 45, in the person of Mr. Dario Trevisan, lawyer, or his substitutes in case of impediments ("**Appointed Representative**").

The Appointed Representative may also be granted with proxies and/or sub-proxies pursuant to article 135-novies of TUF, by way of exception to article 135-undecies, paragraph 4 of TUF. The Shareholders' Meeting will therefore be held without the physical attendance of the Shareholders.

The participation in the Shareholders' meeting of legitimated persons different from those with the right to vote (such as Chairman, CEO, Chairman of the Statutory Auditors, other members of the corporate bodies, secretary, Appointed Representative, auditing firm and/or employees and/or staff authorized by the Chairman), may occur by telecommunication means that guarantee their identification, in the manner that will be individually communicated to them by the Company, in compliance with the laws and regulations applicable to this circumstance, without the need for the Chairman and the secretary to be in the same place.

Share capital and voting rights

The fully subscribed and paid-up share capital of Recordati S.p.A. amounts to Euro 26,140,644.5 consisting of 209,125,156 ordinary shares with a nominal value of Euro 0.125 each. Each ordinary share gives the right to one vote in the Shareholders' Meeting. The shares are registered.

As at 18th March 2026, the Company held no. 5,618,166 treasury shares, accounting for 2.687% of the share capital on which voting rights are suspended in accordance with article 2357-ter, paragraph 2, of the Italian Civil Code.

Legitimate right to participate in the Shareholders' Meeting

Legitimate authorisation to participate in Shareholders' Meetings and to exercise voting rights – which shall occur exclusively through the Appointed Representative – is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, in favour of 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 **Monday, 20th April 2026 (the Record Date)**. Debit and credit entries made in the 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 Friday 24th April 2026). Nevertheless, the legitimate right to participate and vote within the above-mentioned terms 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 the Shareholders' Meeting

As detailed above, the participation in the Shareholders' meeting is allowed exclusively by granting a specific proxy and/or sub-proxy to the Appointed Representative, respectively pursuant to:

- article 135-undecies of TUF by means of the "Proxy Form to the Appointed Representative", or
- article 135-novies of TUF, by means of the "Ordinary Proxy Form" and/or the "Sub-Proxy Form", as described below.

• Proxy pursuant to article 135-undecies of TUF ("Proxy to the Appointed Representative")

Proxy can be granted to the Appointed Representative in writing pursuant to article 135-undecies of TUF, at no expense for the delegating party (except for any shipping costs), using the specific Proxy Form to the Appointed Representative available, with the relevant instructions for filling it in and transmitting it, on the Company's website (<https://recordati.com/shareholder-information/>).

The proxy must include voting instructions on all or some of the proposals on the Agenda and it is effective only as regards those proposals for which voting instructions were given. The Proxy Form to the Appointed Representative, duly filled in, with the related voting instructions, must reach the Appointed Representative referred to above, together with a copy of an identification document with current validity of the delegating party or, if the delegating party is a legal entity, of the pro tempore legal representative or other person empowered with suitable powers, together with adequate documentation to certify its role and powers, by the end of the second trading day preceding the date of the Shareholders' Meeting (i.e., **by Monday, 27th April 2026**) by one of the following alternative methods:

- for the proxies handwritten signed, by courier or registered letter with return receipt, to the following address:
Studio Legale Trevisan & Associati
Viale Majno n. 45
20122 MILANO - Italia;
- for the proxies signed with qualified electronic signature or digitally signed, through certified electronic mail, to the address: rappresentante-designato@pec.it (subject line "Proxy RECORDATI Shareholders' Meeting 2026").

The proxy and voting instructions may be withdrawn by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., **by Monday, 27th April 2026**), in the manner indicated above.

It is worth noting that the shares in respect of which a full or partial proxy was granted are considered for the purpose of calculating the quorum for a validly convened meeting; as regards those proposals in respect of which no voting instructions were given, the shares are not considered for calculating the majority and the share capital percentage required to approve the resolutions.

• Proxy pursuant to article 135-novies of TUF ("ordinary proxy" and/or "sub-proxy")

Those who do not avail themselves of the proxies pursuant to Article 135-undecies of TUF may grant proxies and/or sub-proxy to the Appointed Representative pursuant to Article 135-novies of TUF, by way of exception to article 135-undecies, paragraph 4, of such decree, with the option of using the "Ordinary Proxy Form" and/or the "Sub-Proxy Form", in printable and/or editable version, available on the Company's website (<https://recordati.com/shareholder-information/>).

The above mentioned Appointed Representative must receive proxies pursuant to art. 135-novies of TUF, duly filled in, together with the relevant written voting instructions, as well as a copy of an identification document with current validity of the delegating party or, if the delegating party is a legal entity, of the pro tempore legal representative or other person empowered with suitable powers, together with adequate documentation to certify its role and powers, **no later than 12.00 p.m. of the day prior to the date of the Shareholders' Meeting in a single call** (and in any event no later than the commencement of the proceedings of the Shareholders' Meeting):

- by post, by courier or registered letter with return receipt, to the address:
Studio Legale Trevisan & Associati
Viale Majno n. 45
20122 MILANO - Italia,
- or
- by electronic communication, to the certified e-mail address: rappresentante-designato@pec.it or by e-mail: rappresentante-designato@trevisanlaw.it (subject line "Proxy RECORDATI Shareholders' Meeting 2026").

By the same means and within the same terms mentioned above, the proxy/sub-proxy and the voting instructions can also be revoked.

For any additional clarification regarding the issue of proxies (and, in particular, regarding how to complete and send the proxy form and voting instructions), the persons authorized to participate in the Shareholders' Meeting can contact Studio Legale Trevisan & Associati by phone at toll-free 800 134 679 (on business days and working hours) and at the address mentioned before.

Right to submit questions in accordance with article 127-ter of Italian Legislative Decree no. 58/1998

Those who hold the right to vote may ask questions on the items on the Agenda before the Shareholders' Meeting by sending an email to the address recordati@pec.recordati.it; the questions must be received at least seven trading days before the date of the Shareholders' Meeting (i.e., **not later than Monday 20th April 2026**). Answers to questions received are given on the Company's website (<https://recordati.com/shareholder-information/>), once it has been verified that they are relevant and that the asker has a legitimate right, at least three trading days prior to the date of the Shareholders' Meeting (i.e., **not later than Friday 24th April 2026**), and the Company has the right to give a single answer to questions having the same content.

Those who certify ownership of shares have the right to receive an answer. For this purpose, a certification issued by the custodian intermediary certifying the ownership of the shares by the asker must be produced, even subsequent to submission of the question provided that it is no later than Thursday, 23rd April 2026, with validity on that date and in any event with effect until Monday, 20th April 2026 (the Record Date), and according to the same procedures for the submission of said question. If a shareholder has asked their custodian intermediary to communicate legitimate authorisation to participate in the Shareholders' Meeting, it will be sufficient to provide references to that communication issued by the intermediary in the request.

Right to make additions to the Agenda and to submit 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. The request for additions must be sent in writing by certified electronic mail to the address recordati@pec.recordati.it.

Additions are not permitted for matters on which the shareholders vote in accordance with the law on proposals submitted by the Directors or on the basis of a draft document or a report prepared by them, other than those indicated in article 125-ter, paragraph 1 of TUF.

Certification of ownership of the shares by the shareholders making the request, and also of the percentage required, must result from a specific communication produced by the custodian intermediary, effective on the date of the request and sent to the same address recordati@pec.recordati.it.

Additions to the Agenda or the submission of further proposals on items already on the Agenda to be resolved upon shall be published according to the same procedures used to publish the notice of call of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting in first call.

Shareholders who request additions to the Agenda shall prepare a report on the matters they are proposing for discussion. The report shall be delivered to the Board of Directors within the time limit for the submission of requests for the addition of items.

At the same time as the notice of additions is published, the report prepared by those shareholders requesting the additions, accompanied by any assessments that may be presented by the Board of Directors, shall be made available to the public according to the same procedures applying to documentation relating to the Shareholders' Meeting.

Submission of individual resolution proposals

Since participation in the Shareholders' Meeting and exercise of the voting right can be carried out exclusively through the Appointed Representative of the Company, for purposes of this Shareholders' Meeting, in order to make it possible for the relevant parties to exercise the right referred to in the Art. 126-bis, paragraph 1, penultimate sentence of TUF – albeit with methods and terms compatible with the unchanged requirement that the individual resolution proposals can be made available to all of the persons entitled to participate in the Shareholders' Meeting and exercise the right to vote with enough time to provide voting instructions to the Appointed Representative – the Shareholders are expected to individually submit to the Company resolution proposals on Agenda items by **6.00 p.m.** of Tuesday, 14th April 2026 so that the Company can proceed with their subsequent publication. Shareholders who submit proposals must certify their right to do so by sending the Company specific documentation issued in accordance with the applicable provisions by the intermediary who keeps the records for the account on which the ordinary shares are registered. The resolution proposals, and the aforementioned documentation relating to entitlement, must be submitted by sending to the certified e-mail account recordati@pec.recordati.it with specific reference to 'Shareholders' Meeting Recordati 2026 – Individual resolution proposals'. The resolution proposals received by the Company within the deadlines and in the manner described above will be published on the Company's website no later than Thursday, 16th April 2026, so that those having the right to vote can review them in order to grant the proxies and/or sub-proxies, with the relative voting instructions, to the Appointed Representative. For purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the Agenda items, their completeness and their compliance with applicable provisions, as well as the entitlement of the proposers.

Appointment of the Board of Statutory Auditors

With regard to the appointment of the Board of Statutory Auditors, this shall be performed on a slate basis, pursuant to art. 26 of the Company By-laws and the applicable laws and regulations in force.

Further information is made available to shareholders in the relative Directors' Report on this point which is also available at the Company's registered office, on the Company website (<https://recordati.com/shareholder-information/>) and on the authorized storage service "1INFO" (www.1info.it).

It should be recalled in particular that only shareholders who, individually or together with other shareholders submitting slates, hold total shares representing at least 1% of the voting capital in the Ordinary Shareholders' Meeting have the right to submit slates.

The slates, accompanied by the documentation required by the Company By-laws and the applicable legislation and regulations, signed by those submitting them, must be deposited at the registered office of the Company, via Matteo Civitali 1, 20148 Milano (MI), attn. Group Corporate Legal Affairs, or sent by email from a certified address to the address recordati@pec.recordati.it, **no later than Saturday, 4th April 2026 6:00 p.m.**, except for communications from qualified intermediaries, certifying the percentage of the total shares held on the date when the slate is deposited, which may be produced to the Company not later than 6:00 p.m. on Wednesday, 8th April 2026 (which is the latest date set for the publication of slates by the Company).

In the event of only one list or only lists presented by shareholders related to each other having been presented within the time limits just mentioned, the time limit for the presentation of lists shall be extended by three calendar days (i.e., **not later than 6:00 p.m. on Tuesday, 7th April 2026**). In such case, the minimum percentage for the presentation of lists shall be reduced by half (i.e. to 0.5%).

Slates or individual candidates which do not comply with the above requirements are considered as not having been presented.

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 office of the Company, on the corporate website and on the authorised storage service "1INFO" (www.1info.it), in accordance with and within the time limits set by the regulations in force.

On behalf of the Board of Directors
The Chairman Andrea Recordati

Milan, 19th March 2026