

## **REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSALS RELATING TO THE ITEMS ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**(29 April 2026 – single call)**

### **Report on Item 1 on the Agenda of the Extraordinary Shareholders' Meeting and Related Proposed Resolution**

- 1. 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 of Article 6 of the By-laws; related and consequent resolutions.**

To Our Shareholders,

Pursuant to Article 125-ter of Legislative Decree No. 58 of 24 February 1998 (the “*Consolidated Financial Act*”) and Article 72 of the Regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as subsequently amended (the “*Issuers' Regulation*”), we hereby inform you that you have been called to attend an Extraordinary Shareholders' Meeting to resolve upon the proposal to grant the Board of Directors, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, a delegation of authority, exercisable also on a severable basis, on one or more times, within a period of five years, and therefore by 29 April 2031, for an aggregate amount of up to 10% of the share capital (plus any share premium), to:

(i) increase the share capital for cash consideration, through the issuance of ordinary shares with a nominal value of Euro 0.125 each, to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code; or

(ii) increase the share capital for cash consideration, with exclusion of pre-emption rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code or pursuant to Article 2441, paragraph 5, of the Italian Civil Code, to be reserved for qualified investors and/or professional investors (including foreign investors) and/or entities carrying out activities analogous, related, synergistic and/or instrumental to those of the Company, also for the purpose of entering into strategic agreements, partnerships, co-investment transactions and/or capital strengthening and/or strategic transactions involving the Company; as well as

(iii) issue convertible bonds into shares of the Company pursuant to Article 2420-ter of the Italian Civil Code, with exclusion of pre-emption rights, and approve the related share capital increase to service the conversion for an amount corresponding to the shares to be issued upon conversion, within the same overall limit of 10% of the share capital (plus any share premium), to be reserved for qualified investors and/or professional investors (including foreign investors),

in each case at an issue price to be determined by the Board of Directors in compliance with the provisions of law applicable at the time the delegation is exercised, with the consequent amendment of Article 6 of the Company's by-laws.

The proposed delegation constitutes the sole authorization to issue currently outstanding, as no other authorizations are currently in place.

#### **1. Scope of the Delegation**

The delegation under reference is twofold in nature: (a) pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, both on a pre-emptive basis and with the exclusion of pre-emption rights, and (b) pursuant to Article 2420-ter of the Italian Civil Code, to issue bonds convertible into the Company's

ordinary shares.

The maximum aggregate amount authorised (and therefore applicable to both share capital issuances and convertible bonds) is equal to 10% of the Company's share capital (plus any share premium), and the term of the delegation is the maximum period permitted by law, being five years from the date of registration of the relevant shareholders' resolution. In particular:

**(a)** pursuant to Article 2443 of the Italian Civil Code, the delegation grants the Board of Directors the authority to resolve, on one or more occasions and also on a severable basis, within the aforementioned overall limit of 10% of the Company's share capital (plus any share premium), paid-in share capital increases: (i) to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code; or (ii) with the exclusion of pre-emption rights pursuant to Article 2441, paragraph 4, second sentence, or paragraph 5, of the Italian Civil Code, to be reserved for qualified investors and/or professional investors (including foreign investors), as well as for entities carrying out activities analogous, related, synergistic and/or instrumental to those of the Company, including for the purpose of facilitating the entry into strategic agreements, partnerships or co-investment transactions, or implementing transactions aimed at strengthening the Company's capital base and/or having a strategic nature. For the sake of completeness, it should be noted that Article 2441, paragraph 4, second sentence, of the Italian Civil Code provides — for companies whose shares are listed on regulated markets — for the possibility to exclude pre-emption rights within the limit of 10% of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and that this is confirmed in a specific report by a statutory auditor or an audit firm.

Subject to the foregoing, within the scope of the above delegation, the Board of Directors shall be entitled to determine from time to time, in compliance with the applicable provisions of law, the amount of the share capital increase, the number of shares to be issued, the issue price, the dividend entitlement of the newly issued shares, as well as any other terms and conditions of the transaction, it being understood that the overall limit indicated above must in any event be complied with; lastly, the Board of Directors shall be entitled, pursuant to Article 2441, eighth paragraph, of the Italian Civil Code, to offer the shares for subscription to employees of Recordati S.p.A. or of companies controlled by it, within the framework of share-based incentive plans approved by the shareholders' meeting;

**(b)** pursuant to Article 2420-ter of the Italian Civil Code, the delegation will allow the Board of Directors to issue, on one or more occasions, bonds convertible into the Company's ordinary shares, with the exclusion of pre-emption rights to the extent permitted by law, to be reserved for qualified investors and/or professional investors (including foreign investors), as well as to resolve upon the related paid-in share capital increase, on a divisible basis, to service the conversion, for an amount corresponding to the shares to be allotted upon conversion and, in any event, within the aforementioned overall limit of 10% of the Company's share capital (plus any share premium). The delegation shall vest the Board of Directors with the authority to determine, in compliance with the applicable provisions of law, the aggregate principal amount of the convertible bond issue, the issue price or value of the bonds, the conversion ratio and conversion mechanics, the term, the interest rate, the conversion periods and procedures, as well as any other terms and conditions of the convertible bond issues and of the related share capital increase serving the conversion.

## 2. Rationale for the Delegation pursuant to Articles 2443 and 2420-ter of the Italian Civil Code

The Board of Directors believes that the rationale underlying the proposed grant of authority pursuant to Articles 2443 and 2420-ter of the Italian Civil Code is in the best interests of the Company, as it would enable the Company, as appropriate, to avail itself of a flexible and efficient instrument capable of shortening the execution timetable for equity strengthening transactions and access to the capital markets, as well as allowing the Company to react promptly to market opportunities and specific financial and strategic needs, including those connected with industrial development transactions or the Company's growth.

More specifically, the authority to increase the share capital for cash consideration would allow the Board of Directors to determine, with greater speed and effectiveness, the structure, timing and terms of

capital raising transactions, tailoring them to the actual market conditions and the specific opportunities that may arise.

The Board of Directors considers the ability to delegate share capital increases to be an important tool enabling the Company to seize, in a timely manner, market and investment opportunities requiring prompt equity action.

In addition, the power to exclude pre-emption rights would allow the Company to reserve the capital increase to qualified investors and/or professional investors, including foreign investors, as well as to entities carrying out activities analogous, related, synergistic or instrumental to those of the Company, where this would serve the purpose of implementing strategic agreements, industrial partnerships or co-investment transactions, or equity strengthening or strategic development transactions of the Company. This method of implementing the capital increase would, inter alia, allow for:

- (i) greater speed and efficiency in the execution of the transaction as compared with a rights offering addressed to all shareholders;
- (ii) the possibility of involving qualified or institutional investors capable of contributing financial resources, expertise or strategic relationships useful to the Company's development; and
- (iii) the expansion and diversification of the shareholder base, with potential positive effects in terms of share liquidity and the Company's visibility in the capital markets.

The Board further believes that the power to issue convertible bonds with the exclusion of pre-emption rights constitutes an additional instrument, complementary to the share capital increase, suitable to:

- (i) broaden the range of possible financing structures available to the Company;
- (ii) allow greater flexibility in structuring capital raising transactions and potentially improve the economic terms of the funding; and
- (iii) encourage the participation of qualified and/or professional investors, including foreign investors, interested in hybrid financial instruments capable of supporting the Company's development plans and strategic initiatives.

### 3. Criteria for the Determination of the Issue Price

The Board of Directors shall determine the issue price of the new shares (and any related share premium) as well as – in the case of the issuance of convertible bonds – the issue price of such bonds and the relevant conversion ratio, in compliance with the criteria and safeguards set out under the applicable laws and regulations in force at the time of the transaction and, where required, having obtained the certifications or reports mandated by law, including those of the statutory auditor or an independent audit firm.

In particular, it should be noted that the following.

In the case of a capital increase to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code, the issue price may be freely determined by the Board of Directors.

Article 2441, paragraph 4, second sentence, of the Italian Civil Code allows for the exclusion of pre-emption rights within the limit of 10% of the pre-existing share capital, provided that the issue price corresponds to the market value of the shares and that such circumstance is certified by a statutory auditor or an independent audit firm.

Article 2441, paragraph 5, of the Italian Civil Code permits the exclusion of pre-emption rights, providing that the issue price shall be determined on the basis of the company's net asset value, taking into account, for shares listed on regulated markets, also the performance of share prices over the preceding six months, and requiring an opinion from the statutory auditor or the independent audit firm.

Article 2441, paragraph 8, of the Italian Civil Code permits the exclusion of pre-emption rights with respect to newly issued shares where such shares are offered for subscription to employees of the company or of its parent or subsidiary companies.

#### 4. Information on the Publication of the Prospectus

With respect to any capital increases carried out pursuant to the delegation granted under Article 2443 of the Italian Civil Code and/or the issuance of convertible bonds pursuant to Article 2420-bis of the Italian Civil Code, the Company may – where the relevant conditions are met – benefit from the exemption from the obligation to publish a listing prospectus pursuant to Article 1(5)(a) of Regulation (EU) 2017/1129, within the limits set out therein (in particular, where the shares are offered with the exclusion of pre-emption rights to a limited number of investors, such as to fall within the exemption from the public offering requirement).

#### 5. Economic, Balance Sheet, Financial and Dilution Effects

The Company shall provide the market with appropriate disclosure, within the time limits and in the manner required by applicable law, of any financial position, results of operations and cash flow effects of any share capital increases and/or convertible bond issues that may be resolved pursuant to the delegation.

Without prejudice to the overall limit of 10% of the share capital contemplated by the delegation, any resolution by the Board of Directors to approve paid-in capital increases may, with respect to those capital increases resolved with the exclusion of pre-emptive rights, result in dilution, the extent of which cannot currently be determined, as it will depend on the number of shares actually issued and subscribed for, as well as on the relevant issue price determined by the Board of Directors in compliance with the applicable provisions of law.

Likewise, any issue of convertible bonds with the exclusion of pre-emptive rights, together with the related capital increase to satisfy the conversion, may result in dilution for the Company's shareholders, which also cannot currently be determined, as it will depend on the terms and conditions of the relevant convertible bond issue, the conversion ratio and the number of shares to be issued in service of such conversion.

As of the date of publication of this report in the forms required under the applicable regulations, the annual financial statements for the year ended 31 December 2025, together with the consolidated financial statements, will also have been made available to the public; such documents contain information relevant to an understanding of the Company's financial position, results of operations and cash flow effects.

In light of the foregoing, we propose that you adopt the following resolutions:

"The Extraordinary Shareholders' Meeting

– having reviewed the Report of the Board of Directors

resolves

- a) to grant the Board of Directors an authority, exercisable on one or more occasions, also on a severable basis, until 29 April 2031, for an aggregate maximum amount of up to 10% of the share capital (plus any share premium), (i) pursuant to Article 2443 of the Italian Civil Code, to increase the share capital for cash consideration, by issuing ordinary shares of the Company, to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code, or with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code or pursuant to Article 2441, paragraph 5, of the Italian Civil Code, with the authority to reserve such share capital increases to qualified investors and/or professional investors (including foreign investors) and/or entities carrying out activities analogous, related, synergic and/or instrumental to those of the Company, in order to benefit from any strategic agreements and/or partnerships and/or co-investment arrangements with such persons, or in order to carry out

transactions aimed at strengthening the Company's equity and/or strategic transactions of the Company, in each case in compliance with the provisions of law applicable at the time each share capital increase is resolved upon; (ii) pursuant to Article 2420-ter of the Italian Civil Code, to issue, pursuant to Article 2420-bis of the Italian Civil Code, one or more convertible bond issues convertible into shares of the Company, with the exclusion of pre-emptive rights, to be reserved to qualified investors and/or professional investors (including foreign investors), determining from time to time their terms and conditions, interest rate, maturity and conversion mechanics; and to grant the Board of Directors the authority to resolve, concurrently, the related share capital increase for cash consideration, also on a severable basis, to serve the conversion of the bonds, for an amount corresponding to the shares to be issued upon conversion and, in any event, within the overall limit of 10% of the share capital (plus any share premium), determining the conversion ratio, the conversion period and the conversion procedures; the Board of Directors is also granted the authority, pursuant to Article 2441, eighth paragraph, of the Italian Civil Code, to offer the shares for subscription to employees of Recordati S.p.A. or of its subsidiaries within the framework of share-based long-term incentive plans approved by the shareholders' meeting;

- b) to establish that, in each case, the issue price of the shares and/or convertible bonds shall be determined by the Board of Directors in compliance with the applicable provisions of law;
- c) accordingly, to amend Article 6 (six) of the by-laws as follows:

Current wording <sup>1</sup>	Proposed wording
<p>Art. 6) - The share capital amounts to Euro 26,140,644.50, divided into 209,125,156 ordinary shares with a nominal value of Euro 0.125 each.</p> <p>Shares carrying rights different from those attached to the existing shares may be issued.</p> <p>The shares are indivisible and the Company recognises only one holder in respect of each share.</p> <p>The shares may be registered shares or, unless otherwise required by mandatory provisions of law, bearer shares.</p> <p>Registered shares shall be transferable in accordance with applicable law.</p> <p>Ownership of shares entails full acceptance of these Articles of Association and of the resolutions adopted by the shareholders' meeting.</p> <p>By resolution adopted on 11 April 2017, the Extraordinary Shareholders' Meeting:</p> <p>(a) granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital, in one or more tranches, either free of charge and/or against payment, up to a maximum nominal amount of</p>	<p>Art. 6) - The share capital amounts to Euro 26,140,644.50, divided into 209,125,156 ordinary shares with a nominal value of Euro 0.125 each.</p> <p>Shares carrying rights different from those attached to the existing shares may be issued.</p> <p>The shares are indivisible and the Company recognises only one holder in respect of each share.</p> <p>The shares may be registered shares or, unless otherwise required by mandatory provisions of law, bearer shares.</p> <p>Registered shares shall be transferable in accordance with applicable law.</p> <p>Ownership of shares shall entail acceptance of these by-laws and of the resolutions adopted by the shareholders' meetings.</p> <p><del>By resolution adopted on 11 April 2017, the Extraordinary Shareholders' Meeting:</del></p> <p><del>(a) granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the authority to increase the share capital, in one or more tranches, either free of charge and/or against payment, up to a maximum nominal amount of Euro 50,000,000 (fifty million),</del></p>

<sup>1</sup> Set out below is a comparison showing the current wording of the relevant by-law provision against the proposed amendments, with the changes marked in the column headed "Proposed New Text" in bold, and the portions proposed to be deleted marked in the column headed "Current Text" with strikethrough formatting.

Euro 50,000,000 (fifty million), through the issuance of ordinary shares of the Company having the same characteristics as those outstanding at the date of issuance, for a period of five years from the date of the resolution, by issuing ordinary shares and/or warrants entitling the holder to subscribe for such shares, to be allotted or offered on a pre-emptive basis to the persons entitled thereto, with the further power, pursuant to Article 2441, last paragraph, of the Italian Civil Code, to offer such shares for subscription to employees of Recordati S.p.A. or of companies controlled by it, within the framework of stock option plans approved by the shareholders' meeting;

(b) granted the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the authority to issue, in one or more tranches, for a maximum nominal amount of Euro 80,000,000 (eighty million), convertible bonds into ordinary shares, or bonds carrying warrants entitling the holder to subscribe for such shares, with a corresponding increase in the share capital to service the conversion through the issuance of ordinary shares of the Company having the same characteristics as those outstanding at the date of issuance, to be offered on a pre-emptive basis to the persons entitled thereto, for a maximum period of five years from the date of the resolution, in compliance with the applicable statutory limits governing the issuance of bonds. The share capital may be increased by contributions in kind, within the limits permitted by law.

~~through the issuance of ordinary shares of the Company having the same characteristics as those outstanding at the date of issuance, for a maximum period of five years from the date of the resolution, by issuing ordinary shares and/or warrants entitling the holder to subscribe for such shares, to be allotted or offered on a pre-emptive basis to the persons entitled thereto, with the further authority, pursuant to Article 2441, last paragraph, of the Italian Civil Code, to offer such shares for subscription to employees of Recordati S.p.A. or of companies controlled by it, within the framework of stock option plans approved by the shareholders' meeting.~~

~~(b) granted the Board of Directors, pursuant to Article 2420-ter of the Italian Civil Code, the authority to issue, in one or more tranches, for a maximum nominal amount of Euro 80,000,000 (eighty million), convertible bonds into ordinary shares, or bonds carrying warrants entitling the holder to subscribe for such shares, with a corresponding increase in the share capital to service the conversion through the issuance of ordinary shares of the Company having the same characteristics as those outstanding at the date of issuance, to be offered on a pre-emptive basis to the persons entitled thereto, for a maximum period of five years from the date of the resolution, in compliance with the applicable statutory limits governing the issuance of bonds.~~

**By resolution dated 29 April 2026, the Extraordinary Shareholders' Meeting, resolved:**

**(a) to grant the Board of Directors a delegation, to be exercised in one or more tranches, also on a divisible basis, by 29 April 2031, for an aggregate amount of up to 10% of the share capital (in addition to any share premium), (i) pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against cash consideration, by issuing ordinary shares of the Company to be offered on a pre-emptive basis to those entitled thereto pursuant to Article 2441 of the Italian Civil Code, or (ii) with the exclusion of pre-emption rights, (x) pursuant to Article 2441, paragraph 4, second sentence, of the Italian Civil Code or pursuant to Article 2441, paragraph 5, of the Italian Civil Code, with the right to reserve such capital increases**

	<p>to qualified investors and/or professional investors (including foreign investors) and/or to entities carrying out activities that are analogous, related, synergic and/or instrumental to those of the Company, in order to benefit from any strategic agreements and/or partnerships and/or co-investment arrangements with such entities or to carry out transactions aimed at strengthening the Company's capital structure and/or strategic transactions of the Company, or (y) pursuant to Article 2441, paragraph 8, of the Italian Civil Code, to be offered for subscription to employees of the Company or its subsidiaries, in each case in compliance with the applicable laws in force at the time of the relevant resolution approving each capital increase; (ii) pursuant to Article 2420-ter of the Italian Civil Code, to issue, pursuant to Article 2420-bis of the Italian Civil Code, one or more convertible bond issues convertible into shares of the Company, with the exclusion of pre-emption rights, to be reserved for qualified investors and/or professional investors (including foreign investors), determining from time to time their terms and conditions, interest rate, maturity and conversion mechanics; and to grant the Board of Directors the power to resolve, concurrently therewith, upon the related share capital increase for cash consideration, including on a severable basis, to serve the conversion of the bonds, for an amount corresponding to the shares to be allotted upon conversion and, in any event, within the overall limit of 10% of the share capital (plus share premium), determining the conversion ratio and the period and modalities of conversion;</p> <p><b>b) resolved that, in each case, the issue price of the shares and/or the convertible bonds shall be determined by the Board of Directors in compliance with the applicable provisions of law.</b></p> <p>The share capital may be increased by contributions in kind, within the limits permitted by law.</p>
--	--

- d) to grant to the Chairman and the Chief Executive Officer then in office, acting severally, all powers necessary to carry out any formality required for the purpose of filing the adopted resolutions with the competent Companies' Register, including the authority to accept and introduce therein any

amendments, additions or deletions, whether formal and non-substantive, that may be requested by the competent authorities.

\*

It is specified that the proposed amendments to the by-laws referred to under the first item of the Extraordinary section of the agenda do not give rise to any withdrawal right in favour of the Shareholders, pursuant to the by-laws and Articles 2437 et seq. of the Italian Civil Code.

Milan, 19 March 2026

On behalf of the Board of Directors

The Chairman

Andrea Recordati