

**RECORDATI: PERFORMANCE SHARE PLAN 2023–2025
RESOLUTIONS REGARDING THE ACCELERATION OF THE 2024 AND 2025 CYCLES**

Milan, 27 May 2026 – With reference to the incentive plan of Recordati S.p.A. ("**Recordati**" or the "**Company**"), named the "**Performance Share Plan 2023–2025**" (the "**Plan**"), notice is hereby given that, on today's date, the Board of Directors of the Company, upon the proposal of the Remuneration and Appointments Committee, to the extent falling within its remit and in accordance with the provisions of the relevant rules of the Plan - which identify the announcement of a tender offer pursuant to Article 102 of the Italian Financial Act as a trigger event for the potential acceleration of vesting - adopted the resolutions concerning the acceleration of the second and third cycles of the Plan.

In particular, the Board of Directors resolved that, upon the occurrence of the conditions set out in the Plan in connection with the launch of the voluntary full public tender offer for the ordinary shares of the Company launched by Respighi BidCo S.p.A. pursuant to Articles 102, paragraph 1, and 106, paragraph 4, of the Italian Financial Act, as disclosed to the market on 22 May 2026, and aimed at acquiring all ordinary shares of the Company and the consequent delisting of such shares from Euronext Milan, an aggregate number of 792,899 Rights, grantable free of charge under the Plan, shall vest on an accelerated basis in respect of the second and third cycles of the Plan.

The aggregate number of Rights subject to acceleration is broken down as follows:

Plan cycle	Rights subject to acceleration	Of which attributable to the Chief Executive Officer
Second cycle, 2024	no. 351,433	no. 24,000
Third cycle, 2025	no. 441,466	no. 24,537
Total	no. 792,899	no. 48,537

It remains understood that the accelerated vesting of the Rights and the resulting allotment of Recordati ordinary shares shall take place in accordance with the terms, conditions and procedures set out in the Plan and the relevant rules, without prejudice to any right of the Beneficiaries to tender into the Offer the Recordati shares allotted to them as a result of the aforesaid accelerated vesting, to the extent permitted by law, the Plan and the Offer itself.

Table No. 1 referred to in paragraph 4.24 of Annex 3A, Schedule 7, to Issuers' Regulation No. 11971/1999, relating to the implementation of the second and third cycles of the Plan, will be published in accordance with the procedures and timing set out in Article 84-*bis*, paragraph 5, letter a), of the same Issuers' Regulation.

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Share Capital € 26.140.644,50 fully paid-up
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Milano R.E.A. No. 401832

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

For further information on the Plan, reference is made to the relevant Information Document, available on the Company's website in the section "Governance" under "Remuneration".

Recordati is an international pharmaceutical Group listed on the Italian Stock Exchange (XMI: 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, manufacturing of active ingredients and finished products, commercialization and licensing. We operate in approximately 150 countries across EMEA, the Americas and APAC, with around 4,700 employees. We believe that health is a fundamental right, not a privilege. Today, our purpose "Unlocking the full potential of life" aims to empower individuals to live life to the fullest, from common conditions to the rarest.

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