

**DIRECTORS' REPORTS ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS OF THE SHAREHOLDERS**
(11TH APRIL 2017 SINGLE CALL)

Report on item 1 on the agenda of the Ordinary Shareholders' Meeting and the relative resolution proposed

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 2016; relative and consequent resolutions.

To Our Shareholders,

We propose that you approve the following resolutions:

"The Ordinary General Meeting of the Shareholders of RECORDATI S.p.A.,

- having read the Board of Directors Operational Reviews and the Report of the Board of Statutory Auditors;
- having acknowledged the certification reports of the firm of auditors, one of which relating to the separate company annual report and the other to the consolidated annual report;

resolves

- to approve the Board of Directors' Review of Operations;
- to approve the separate company financial statements as at 31.12.2016;
- to distribute to shareholders a dividend of €0.70 on each ordinary share (with account taken of the interim dividend for the financial year 2016 of €0.35, and therefore with a balance on that interim dividend of €0.35 per share), an amount that will be applied to the number of ordinary shares outstanding on the ex dividend date and therefore excluding treasury stock held in portfolio by the Company on that date, and to be drawn as follows: (i) €110,102,226 from profits recognised in the income statement for the year ended 31.12.2016 and (ii) the remainder from the extraordinary reserve;
- to grant a mandate to the Chairman of the Board of Directors and to the Chief Executive Officer, each individually, to ascertain, in due time, the amount to be distributed, in relation to the final number of shares on which a dividend is paid;
- to pay the dividend from 26th April 2017 on coupon No. 19 with ex dividend date of 24th April 2017 and record date of 25th April 2017."

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Milan, 1st March 2017

For the Board of Directors
The Vice Chairman and Chief Executive Officer
Andrea Recordati