

RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.

Registered office: 1, Via Matteo Civitali, Milan

Fully paid up share capital: € 26,140,644.5

Fiscal code and Milan Company Registration No. 00748210150

### CALL TO AN ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Ordinary General Meeting of the shareholders to be held in a single call at 10.00 a.m. on 18<sup>th</sup> April 2018 at 1, Via M. Civitali, Milan to vote on the following

#### agenda

##### Ordinary Session

1. Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31<sup>st</sup> December 2017; relative and consequent resolutions.
2. Remuneration policies in accordance with article 123-ter of Legislative Decree No. 58 of 24<sup>th</sup> February 1998; relative and consequent resolutions.
3. Proposal to approve the 2018-2022 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 *bis* of Legislative Decree No. 58 of 24<sup>th</sup> February 1998.
4. Proposal to authorise the purchase and utilisation of treasury stock; relative and consequent resolutions.

##### 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 Shareholders' Meetings. The shares are registered.

As at 14<sup>th</sup> March 2018 the Company held 4.873.604 treasury shares, accounting for 2.33% of the share capital on which voting rights are suspended in accordance with Art. 2357 *ter*, paragraph two 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 is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, certifying 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 **9<sup>th</sup> April 2018 (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. 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 13<sup>th</sup> April 2018). Nevertheless, the legitimate right to participate and vote 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 shareholders' meetings

Those holding the right to vote may be represented by a written proxy, in accordance with the legislation and regulations in force. In this respect, those with the right to vote may use

the proxy form available on the corporate website ([http://www.recordati.it/en/investors/shareholders\\_meetings/2018/](http://www.recordati.it/en/investors/shareholders_meetings/2018/)). The proxies may be conferred also by means of a software document signed electronically.

The proxy may be sent to the Company by registered letter to the attention of the Legal Service and Corporate Affairs Department at the registered offices of the Company or it may be sent to the email address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

Any advance notification does not exempt the proxy holder from the obligation of certifying that it is a true copy of the original proxy and to the identity of the principal, when permission is given to access the proceedings of the Shareholders' Meeting.

The proxy may be granted, free of charge, with voting instructions, to the company Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., selected by the Company as the **Designated Representative** in accordance with Art. 135-*undecies* of Legislative Decree No. 58/1998, on condition that it is received by that company, sent by using one of the following alternative means: i) for hand signed proxies, delivery by hand during office hours (from 9 a.m. until 5 p.m.) or delivery by courier or registered address to Spafid S.p.A., Foro Bonaparte n. 10, 20121 Milano (Reference: "Proxy Recordati 2018 AGM"); ii) for proxies with an authorised electronic signature or a digital signature, delivery by certified electronic mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it). Delivery must be not later than the end of the second market trading day prior to the date set for the Shareholders' Meeting to be held in a single call (i.e. not later than 16<sup>th</sup> April 2018). The proxy is valid solely for proposals in relation to which voting instructions have been given.

A proxy form is available on the corporate website ([http://www.recordati.it/en/investors/shareholders\\_meetings/2018](http://www.recordati.it/en/investors/shareholders_meetings/2018)). The voting authorisation and the voting instructions may be revoked within the aforementioned time limit (i.e., by 16<sup>th</sup> April 2018).

**Right to submit questions in accordance with Art. 127-*ter* of Legislative Decree No. 58/1998**

Those who hold the right to vote may ask questions on the items on the agenda even before the shareholders' meeting by sending a registered letter to the registered offices of the Company to the attention of the Legal Service and Corporate Affairs Department or via email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it). The questions must be received at least three days before the shareholders' meeting (i.e. not later than 15<sup>th</sup> April 2018). Answers are given to questions received prior to the shareholders' meeting and at the latest during the meeting itself, once it has been verified that they are relevant and that the asker has a legitimate right, and the Company has the right to give a single answer to questions having the same content. Answers given in hardcopy format and made available at the beginning of the Shareholders' Meeting to each of those with the legitimate right to them, are deemed as having been provided in the Shareholders' Meeting itself.

Those who certify ownership of shares have the right to receive an answer. For this purpose certification issued by an intermediary with custody attesting to the ownership of the shares by the asker must be produced valid on that date and in any event with effect until 9<sup>th</sup> April 2018 (the record date), even subsequent to submission of the question and according to the same procedures for the submission of said question. If a shareholder has asked their depository intermediary to communicate legitimate authorisation to participate in Shareholders' Meetings, it is 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. Additions to the agenda of the items to be dealt with may be sent in writing by registered letter to the registered offices of the Company to the attention of the

Legal and Corporate Affairs Department or they may be sent by certified electronic email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

Those with voting rights may individually submit proposals for resolutions in shareholders' meetings. 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 Legislative Decree No. 58/1998.

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 depository intermediary, effective on the date of the request and sent to the same address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it).

Additions to the agenda of the items to be dealt with 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.

#### 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 offices of the Company, on the corporate website and on the authorised storage service 1INFO ([www.1info.it](http://www.1info.it)), in accordance with and within the time limits set by the regulations in force. In detail the following documents shall be made available: (i) the financial report and the other documents pursuant to Art. 154 *ter* of Legislative Decree No. 58/1998, with at least 21 days between the publication of that documentation and the date of the shareholders' meeting; (ii) the Directors' Reports on items 2 and 4 of the agenda, at least 21 days prior to the Shareholders' Meeting; (iii) the Directors' report on item 3 of the agenda, at least 30 days prior to the shareholders' meeting.

For the Board of Directors  
the Vice Chairman and Chief Executive Officer

Andrea Recordati

Milan, 15<sup>th</sup> March 2018