

## CALL TO AN EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Extraordinary General Meeting of the shareholders to be held in a single call at 5.00 p.m. on 17<sup>th</sup> December 2020 at 1, Via M. Civitali, Milan to vote on the following

### agenda

1. Approval of the merger plan relating to the reverse merger by absorption of Rossini Investimenti S.p.A. and Fimeì S.p.A. into Recordati S.p.A.; related 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 the Shareholders' Meeting. The shares are registered.

As at 12th November 2020, the Company held no 2,858,302 treasury shares, accounting for 1.366% 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 is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, certifying that the party is 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 **8<sup>th</sup> December 2020 (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 14<sup>th</sup> December 2020). 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

Pursuant to article 106, paragraph 4, of Italian Law Decree 17 March 2020 no. 18, converted with amendments into Law 24 April 2020 no. 27 and as extended by effect of article 3, paragraph 1 of Italian Law Decree 7 October 2020 no. 125 containing urgent measures connected with the extension of the declaration of the epidemiological state of emergency from COVID-19 and for the operational continuity of the COVID alert system, as well as for the implementation of directive (EU) 2020/739 of June 2020, the participation in the Shareholders' Meeting of those persons with the right to vote is allowed **exclusively through the Designated Representative by the Company** pursuant to article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998, to whom a proxy must be granted, in the manner and in accordance with the terms indicated below.

The proxy can be granted, at no expense for the delegating party, with voting instructions on all or some of the items on the agenda, to Società per Amministrazioni Fiduciarie SPAFID S.p.A. ('SPAFID') with registered office in Milan, as the **Designated Representative** of the Company pursuant to art. 135-undecies of Italian Legislative Decree no. 58/1998.

The proxy must contain voting instructions on all or some of the items on the agenda and it is effective only as regards those items for which voting instructions were given.

The proxy must be granted by signing the specific proxy form available, with the relevant instructions for filling it in and transmitting it, on the Company's website ([https://www.recordati.it/en/investors/shareholders-meetings/reverse\\_merger\\_into\\_recordati\\_spa\\_2020/2021/](https://www.recordati.it/en/investors/shareholders-meetings/reverse_merger_into_recordati_spa_2020/2021/)).

The proxy must reach the Designated 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 15<sup>th</sup> December 2020), by one of the following alternative methods: (i) for proxies with qualified electronic signature or digital signature, by means of certified email [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object "Proxy RD - Extraordinary GM RECORDATI 2020"); (ii) for proxies with handwritten signature through courier or registered letter to the address Spafid S.p.A., Foro Buonaparte, 10, 20121 Milan, (Ref. Proxy RD - Extraordinary GM RECORDATI 2020); without prejudice to the sending of the original proxy, complete with voting instructions, the same must be notify to Spafid S.p.A. electronically (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Object

"Proxy RD - Extraordinary GM RECORDATI 2020"). Sending the digitally signed proxy form to the certified e-mail address specified above, pursuant to applicable legal regulations, satisfies the written form requirement.

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 15<sup>th</sup> December 2020) 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 items 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.

It is also worth noting that the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-novies of Italian Legislative Decree no. 58 of 24 February 1998, by way of exception to article 135-undecies, paragraph 4, of such decree. The Designated Representative is available for clarifications or information at the following email address [confidential@spafid.it](mailto:confidential@spafid.it) or at the following telephone numbers (+39) 0280687331 or (+39) 0280687319 (during open office hours from 9:00 a.m. to 5:00 p.m.).

The Directors, Statutory Auditors, the Designated Representative as well as other persons entitled to participate at Shareholders' Meeting in accordance with the law, different from those with the right to vote, may participate in the meeting by telecommunication means that guarantee their identification. The instructions to participate in the Shareholders' Meeting through telecommunication means will be disclosed by the Company to the aforementioned persons.

### 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 even before the Shareholders' Meeting by sending an email to the address [recordati@pec.recordati.it](mailto:recordati@pec.recordati.it). The questions must be received at least five trading days before the date of the Shareholders' Meeting (*i.e.*, **not later than 10<sup>th</sup> December 2020**). Answers are given on the Company's website 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.

Those who certify ownership of shares have the right to receive an answer. For this purpose, certification issued by the custodian intermediary certifying the ownership of the shares by the asker must be produced valid on that date and in any event with effect until 8<sup>th</sup> December 2020 (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 custodian intermediary to communicate legitimate authorisation to participate in Shareholders' Meeting, 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. The request for additions must be sent in writing by certified electronic email to the address [recordati@pec.recordati.it](mailto: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 Italian 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 custodian 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 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 Designated 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 Italian Legislative Decree no. 58/1998 - albeit with methods and terms compatible with the COVID-19 health emergency and 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 Designated Representative - the Shareholders are expected to individually submit to the Company resolution proposals on agenda items by 6:00 p.m. of Tuesday 1<sup>st</sup> December 2020 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](mailto:recordati@pec.recordati.it) with specific reference to "Extraordinary GM Recordati 2020 - 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 1<sup>st</sup> December 2020 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 Designated 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.

### Documentation

The documentation on the sole item on the agenda required by the laws and regulations applicable - including the explanatory report of the Board of Directors on the sole item on the agenda and the related proposed resolutions as well as the further documentation indicated in Article 2501-septies of the Italian Civil Code - shall be made available to the public at the registered office of the Company, on the corporate website ([https://www.recordati.it/en/investors/shareholders-meetings/reverse\\_merger\\_into\\_recordati\\_spa\\_2020/2021/](https://www.recordati.it/en/investors/shareholders-meetings/reverse_merger_into_recordati_spa_2020/2021/)) 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.

It is acknowledged that they have already been made available to the public in the same manner indicated above:

- on 6<sup>th</sup> October 2020: the merger plan and the reference balance sheets pursuant to and for the purposes of article 2501-quater of the Italian Civil Code - which are represented, for Recordati S.p.A. (the Surviving Company), by the consolidated half-year financial report as at 30<sup>th</sup> June 2020, prepared pursuant to Article 154-ter of the Italian Legislative Decree no. 58/1998 and approved by the Board of Directors of Recordati S.p.A. on 30<sup>th</sup> July 2020, and, for Rossini Investimenti S.p.A. e Fimeì S.p.A. (the Disappearing Companies), by the balance sheet as at 30<sup>th</sup> June 2020, prepared pursuant to article 2501-quater of the Italian Civil Code and approved by their Boards of Directors on 11<sup>th</sup> September 2020;
- on 7<sup>th</sup> October 2020: the information document relating to major transactions pursuant to article 5 of the Regulations approved by Consob Resolution No. 17221 of 12<sup>th</sup> March 2010, as subsequently modified and integrated, in relation to transactions with related parties.

### Coronavirus - COVID 19

The Shareholders' Meeting will take place in full compliance with the requirements and instructions of the decrees and/or directives issued by the competent authorities (whether national or regional) and in force on the date on which the Shareholders' Meeting is held. The Company will give notice of any further rules and instructions relating to the organisation of the Shareholders' Meeting.

For the Board of Directors  
The Chief Executive Officer  
Andrea Recordati

Milan, 13<sup>th</sup> November 2020