

## **DIRECTORS' REPORTS ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS**

**(29<sup>th</sup> APRIL 2025 SINGLE CALL)**

### **Report on item 1 on the agenda and related resolution proposal**

**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 2024; related and consequent resolutions:**

- a) Financial Statements as at 31<sup>st</sup> December 2024;**
- b) allocation of the profit for the 2024 financial year.**

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' Review of Operations and the Report of the Board of Statutory Auditors, as well as the Consolidated Sustainability Statement contained in the Board of Directors' Review of Operations to the Consolidated Financial Statement;
- having acknowledged the certification reports of the auditing firm, one of which relating to the Separate Company Financial Statements, another to the Consolidated Financial Statements as well as the report of the auditing firm relating to the consolidated sustainability statement

### **resolves**

#### **First resolution:**

- to approve the Board of Directors' Review of Operations;
- to approve the Separate Company Financial Statements as at and for the year ended 31.12.2024;

#### **Second resolution:**

- to distribute to shareholders a dividend of € 1.27 on each ordinary share (with account taken of the interim dividend for the financial year 2024 of € 0.60 per share, and therefore with a balance on that interim dividend of € 0.67 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 from the profits resulting from the Separate Company Financial Statements as at and for the year ended 31.12.2024;
- 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 21<sup>st</sup> May 2025 on coupon No. 35 with ex-dividend date 19<sup>th</sup> May 2025 and record date 20<sup>th</sup> May 2025."

\*

Milan, 18<sup>th</sup> March 2025

For the Board of Directors  
The Chief Executive Officer  
Robert Koremans