

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

Communication disseminated by Recordati S.p.A. on behalf of Respighi BidCo S.p.A.

THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED IN ANY JURISDICTION WHERE IT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LAW

VOLUNTARY TOTALITARIAN TENDER OFFER

LAUNCHED BY RESPIGHI BIDCO S.P.A. ON THE ORDINARY SHARES OF RECORDATI S.P.A.

~~*

Press Release

pursuant to Article 41, paragraph 6, of the Regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”)

~~*

FINAL RESULTS OF THE OFFER: RESPIGHI BIDCO’S SHAREHOLDING, TOGETHER WITH CVC INVESTOR AND GBL INVESTOR, REPRESENTS APPROXIMATELY 74.58% OF RECORDATI’S SHARE CAPITAL

FULFILMENT OF THE 66.67% THRESHOLD CONDITION CONFIRMED AND THE OTHER CONDITIONS TO THE OFFER FULFILLED – OFFER EFFECTIVE: PAYMENT OF THE CONSIDERATION ON 2 NOVEMBER 2026

REOPENING OF THE TERMS OF THE ACCEPTANCE PERIOD CONFIRMED FOR 3, 4, 5, 6 AND 9 NOVEMBER 2026 (INCLUSIVE) – PAYMENT DATE FOLLOWING THE REOPENING OF THE TERMS ON 17 NOVEMBER 2026

~~*

Milan, 26 October 2026 — Further to the communication on 23 October 2026, Respighi BidCo S.p.A. (the “**Offeror**” or “**Respighi BidCo**”) announces, pursuant to Article 41, paragraph 6, of the Issuers’ Regulation, the final acceptance results of the voluntary totalitarian tender offer (the “**Offer**”) launched by the Offeror for the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”) pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**CFA**”), and the applicable implementing provisions of the Issuers’ Regulation.

Capitalised terms used in this communication, unless otherwise defined herein, shall have the meanings given to them: (i) in the offer document concerning the Offer, approved by CONSOB on 8 July 2026 by resolution no. 24073 and published on 20 July 2026 (the “**Offer Document**”), together with the “*nota di sintesi*” in Italian prepared by the Offeror (the “***Nota di Sintesi***”), and (ii) in the communication concerning the amendments to the Offer published on 6 October 2026 (the “**Offer Amendments Communication**”).

It should be noted that, pursuant to Articles 36 and 43 of the Issuers’ Regulation, the Offer was amended on 6 October 2026 by increasing the Consideration to Euro 53.00 (*cum dividend*) for each Share tendered

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

to the Offer and extending the Acceptance Period until 23 October 2026 (inclusive), as announced to the market on the same date in the Offer Amendments Communication.

FINAL RESULTS OF THE OFFER AND EFFECTIVENESS OF THE OFFER

Based on the final results of the Offer communicated by Equita SIM S.p.A., in its capacity as Intermediary in Charge of Coordinating the Collection of Acceptances, at the close of the Acceptance Period (as extended pursuant to the Offer Amendments Communication), a total of 129,976,519 Shares (including 97,912,463 Shares subject to the Rossini Undertaking to Tender) have been tendered to the Offer, representing approximately 62.153% of the Issuer's share capital and approximately 65.471% of the Shares Subject to the Offer.

The total number of Shares tendered to the Offer during the Acceptance Period is therefore higher by 154 Shares compared with the provisional results of the Offer announced by the Offeror on 23 October 2026.

Furthermore, it should be noted that, during the Acceptance Period, CVC Investor (*i.e.*, CVC Capital Partners IX Aggregator SCA SICAV-RAIF Sub-Fund 2), a Person Acting in Concert pursuant to Article 101-bis, paragraphs 4 and 4-bis, letter a), of the CFA, purchased a total of 15,390,571 Shares outside the Offer at a price per Share not exceeding the Consideration, representing approximately 7.360% of the Issuer's share capital, as disclosed to CONSOB and the market pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, including 4,083,111 Shares, representing approximately 1.95% of the Issuer's share capital, acquired pursuant to the completion of the purchase by CVC Investor pursuant to the TRS under the total return swap agreement entered into by CVC Investor with UniCredit Bank GmbH on 19 June 2026 and most recently amended on 6 October 2026, by way of physical delivery of such Shares to CVC Investor with settlement date on 2 November 2026 (the maturity date of the TRS).

Accordingly, taking into account:

- (i) the 129,976,519 Shares tendered to the Offer (representing approximately 62.153% of the Issuer's share capital);
- (ii) the 15,390,571 Shares purchased outside the Offer during the Acceptance Period by CVC Investor, a Person Acting in Concert (representing approximately 7.360% of the Issuer's share capital), which will be contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (as amended pursuant to the Offer Amendments Communication), at a contribution value per Share not exceeding the Consideration, subject to and upon completion of the Offer;
- (iii) the 3,798,648 Shares held by CVC Investor, a Person Acting in Concert, as of the Offer Document Date (representing approximately 1.816% of the Issuer's share capital), which will be contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (as amended pursuant to the Offer Amendments Communication), at a contribution value per Share not exceeding the Consideration, subject to and upon completion of the Offer;
- (iv) the 6,800,946 Shares held by GBL Investor (*i.e.*, Black Mountain S.à r.l.), a Person Acting in Concert, as of the Offer Document Date (representing approximately 3.252% of the Issuer's share capital), which will be contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (as amended pursuant to the Offer Amendments Communication), at a

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

contribution value per Share not exceeding the Consideration, subject to and upon the completion of the Offer,

on the Payment Date (as amended pursuant to the Offer Amendments Communication), the Offeror, together with the Persons Acting in Concert as indicated above, will hold an aggregate shareholding representing approximately 74.581% of the Issuer's share capital.

With regard to the Conditions to the Offer set out in the Offer Document and summarised in the *Nota di Sintesi*, the Offeror announces that:

- (i) as announced on 7 October 2026, the Antitrust Condition, the FDI Condition and the FSR Condition have been fulfilled or, as applicable, already waived by the Offeror;
- (ii) in light of the final results of the Offer, it is confirmed that the Threshold Condition has been fulfilled, as announced on 23 October 2026;
- (iii) with regard to the MAC/MAE Condition, the Offeror confirms that, as at the date of this communication, no facts, events, circumstances, situations, acts and/or transactions relevant to that Condition to the Offer have occurred, as described in Section A, Paragraph A.1.1(v) of the Offer Document and summarised in Paragraph 1.1(v) of the *Nota di Sintesi*. In this respect, reference is made to the Issuer's communication of 20 October 2026 regarding a notification from a generic pharmaceutical company informing the Issuer that it had submitted an Abbreviated New Drug Application to the U.S. Food and Drug Administration seeking approval to market a generic version of Isturisa® (osilodrostat) in the United States. Based on the statements made by the Issuer in that communication, the Offeror considers that this circumstance does not give rise to material adverse effects on the business and/or the financial, asset, economic or income situation or operations of the Issuer. Accordingly, the Offeror considers the MAC/MAE Condition to have been satisfied and, in any event, hereby waives it to the extent necessary;
- (iv) with regard to the Defensive Measures Condition, the Offeror confirms that, as at the date hereof, no facts, events, circumstances, situations, acts and/or transactions relevant to that Condition to the Offer have occurred, as described in Section A, Paragraph A.1.1(vi) of the Offer Document and summarised in Paragraph 1.1(vi) of the *Nota di Sintesi*. Accordingly, the Offeror considers the Defensive Measures Condition to have been fulfilled and, in any event, hereby waives it to the extent necessary.

In light of the foregoing, all Conditions to the Offer have been fulfilled – or waived, as applicable – and **the Offer has become fully effective and will be completed on the Payment Date.**

PAYMENT OF THE CONSIDERATION OF THE OFFER

The Consideration to be paid to holders of Shares tendered to the Offer during the Acceptance Period, equal to Euro 53.00 (*cum dividend*) per Share (as increased pursuant to the Offer Amendments Communication), will be paid to the Tendering Parties on the Payment Date (as amended pursuant to the Offer Amendments Communication), *i.e.*, on 2 November 2026, concurrently with the transfer of ownership of such Shares to the Offeror. Based on the above final results of the Offer, the aggregate Consideration to be paid by the Offeror on the Payment Date to holders of the Shares tendered to the Offer during the Acceptance Period amounts to Euro 6,888,755,507.00.

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

The Consideration will be paid in cash. The Consideration will be paid by the Offeror, through the Intermediary in Charge of Coordinating the Collection of Acceptances, to the Designated Intermediaries, who will transfer the funds to the Depository Intermediaries, for crediting to the accounts of their respective clients, in accordance with the instructions provided by the Tendering Parties.

The Offeror's obligation to pay the Consideration under the Offer will be deemed discharged once the relevant amounts have been transferred to the Designated Intermediaries. It remains the sole responsibility of the Tendering Parties to bear the risk that the Designated Intermediaries or the Depository Intermediaries fail to transfer such sums to the beneficiaries or delay the transfer thereof.

REOPENING OF THE TERMS

Based on the final results of the Offer and following the fulfilment of the Threshold Condition, the Offeror announces and confirms that, pursuant to Article 40-*bis*, paragraph 1, letter a), of the Issuers' Regulation, the Reopening will take place for a period of 5 (five) Trading Days starting on the Trading Day following the Payment Date. Specifically, in accordance with the Offer Amendments Communication, which supplements and amends Paragraphs A.8 and F.1 of the Offer Document, as summarised in Paragraphs 1.4 and 4 of the *Nota di Sintesi*, the Reopening of the Terms will take place on the Trading Days of 3 November, 4 November, 5 November, 6 November and 9 November (inclusive). The Reopening of the Terms will therefore commence at 8:30 a.m. (Italian time) on 3 November 2026 and end at 5:30 p.m. (Italian time) on 9 November 2026 (inclusive).

Accordingly, shareholders of the Issuer who did not tender their Shares to the Offer during the Acceptance Period may do so during the Reopening of the Terms.

The Offeror will pay the Consideration of Euro 53.00 (*cum dividend*) (as increased pursuant to the Offer Amendments Communication) for each Share tendered to the Offer during the Reopening of the Terms, on the Payment Date Following the Reopening of the Terms (as amended pursuant to the Offer Amendments Communication), *i.e.*, on 17 November 2026.

In this respect, it is recalled that, as stated in the Offer Document and summarised in the *Nota di Sintesi*, the Consideration is intended to be *cum dividend*, *i.e.*, inclusive of coupons relating to any dividends distributed by the Issuer. Accordingly, if, before the Payment Date and/or the Payment Date Following the Reopening of the Terms, the Issuer pays a dividend to its shareholders, or the Shares otherwise trade *ex-dividend* in respect of a dividend declared but not yet paid by the Issuer, the Consideration will automatically be reduced by an amount per Share equal to that dividend.

In this regard, as announced by the Issuer in its communication on 28 January 2026 concerning the calendar of corporate events for 2026, published on the Issuer's website at www.recordati.com (under "*Media*"), payment of any interim dividend for the 2026 financial year that may be approved at the meeting of the Issuer's Board of Directors on 10 November 2026 is scheduled for 25 November 2026, with an *ex-dividend* date of 23 November 2026 and a record date of 24 November 2026. Therefore, as both the *ex-dividend* date and the payment date of any such interim dividend fall after the Payment Date Following the Reopening of the Terms, the Consideration to be paid for each Share tendered to the Offer during the Reopening of the Terms will not be subject to any reduction and will therefore remain Euro 53.00.

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

For completeness, it is further clarified that, should the conditions for the exercise of the Right to Purchase pursuant to Article 111 of the CFA and, where applicable, for the fulfilment of the Purchase Obligation pursuant to Article 108 of the CFA be met following the Reopening of the Terms, resulting in the implementation of the Joint Procedure, the consideration to be paid for each Share subject to the Right to Purchase (or the Joint Procedure), to be determined pursuant to Article 108, paragraph 3 or 4, of the CFA, will be reduced by an amount equal to any interim dividend for the 2026 financial year (if approved by the Issuer's Board of Directors) if completion of the exercise of the Right to Purchase (or the Joint Procedure) occurs after the ex-dividend date for such interim dividend (if approved), scheduled for 23 November 2026 (with a record date of 24 November 2026 and a payment date of 25 November 2026).

The final results of the Offer following the Reopening of the Terms will be announced by the Offeror in a communication to be published pursuant to Article 41, paragraph 6, of the Issuers' Regulation by 7:29 a.m. (Italian time) on the Trading Day preceding the Payment Date Following the Reopening of the Terms (*i.e.*, by 7:29 a.m. (Italian time) on 16 November 2026) (the “**Notice of the Final Results of the Offer Following the Reopening of the Terms**”).

Finally, as stated in the Offer Document and summarised in the *Nota di Sintesi*, the purpose of the Offer is to acquire the Issuer's entire share capital and, in any event, achieve the Delisting. Accordingly, if the Offer becomes effective and therefore is completed, taking into account the Reopening of the Terms: (i) if the aggregate shareholding held upon completion of the Offer represents at least 90% of Recordati's share capital, the Offeror will exercise the Right to Purchase pursuant to Article 111 of the CFA and, if the requirements under Article 108, paragraph 1 or 2, of the CFA are met, will also fulfil the Purchase Obligation pursuant to Article 108 of the CFA through the Joint Procedure; or (ii) if the aggregate shareholding held represents less than 90% of Recordati's share capital and, therefore, the requirements for the Delisting following completion of the Offer are not met, the Delisting will be achieved through the Delisting Merger, namely the merger of the Issuer with and into the Offeror, subject to approval of the Delisting Merger by the competent corporate bodies of the Issuer in accordance with applicable laws.

In the Notice of the Final Results of the Offer Following the Reopening of the Terms, the Offeror will announce and confirm whether the statutory requirements for the exercise of the Right to Purchase pursuant to Article 111 of the CFA and, where applicable, for the fulfilment of the Purchase Obligation pursuant to Article 108 of the CFA have been met, and will provide information regarding any Delisting.

* * * *

For further information on the Offer, please refer to the Offer Document, together with the *Nota di Sintesi* and the Offer Amendments Communication, which are available to the public at: (i) the registered office of Equita SIM S.p.A., in its capacity as Intermediary in Charge of Coordinating the Collection of Acceptances, at Via Turati 9, Milan; (ii) the registered offices of the appointed intermediaries; (iii) the Offeror's registered office at Via del Vecchio Politecnico 9, Milan; (iv) the Issuer's website at www.recordati.com; and (v) the Global Information Agent's website at <https://transactions.sodali.com/>.

Finally, for any queries or information regarding the Offer, holders of the Issuer's shares may use the following information channels provided by the Global Information Agent: the dedicated email address opa.recordati@investor.sodali.com, the toll-free number 800 126 352 (from Italian landlines), the direct line +39 0697628770 (from mobile phones and abroad), and the WhatsApp number +39 3393510757. The Global Information Agent's website is <https://transactions.sodali.com/>.

This English translation of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is for courtesy only and shall not be relied upon by the recipients. The Italian version of the communication pursuant to Article 41, paragraph 6, of CONSOB Regulation no. 11971/1999 is the only authentic version and shall prevail in case of any discrepancy.

~~*

THIS COMMUNICATION MUST NOT BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN ANY COUNTRY WHERE IT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LAWS AND REGULATIONS, INCLUDING UNITED STATES OF AMERICA, CANADA, JAPAN AND AUSTRALIA (AND OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW).

The voluntary totalitarian tender offer pursuant to Articles 102 and 106, paragraph 4, of the CFA described in this communication (the “**Offer**”) is launched by Respighi BidCo S.p.A. (the “**Offeror**” or “**Respighi BidCo**”) on the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”).

This communication does not constitute an offer to buy or sell the ordinary shares of Recordati.

Before the beginning of the Acceptance Period, as required by applicable laws and regulations, the Offeror has published the Offer Document, which the shareholders of Recordati shall carefully examine.

The Offer is (i) being launched in Italy, as the Issuer’s Shares are listed exclusively on Euronext Milan, and (ii) directed, indiscriminately and on equal terms, to all holders of the ordinary shares of Recordati.

As of the date of this communication, the Offer has not been and will not be launched nor disseminated, directly or indirectly, in the United States of America, Australia, Canada and Japan, nor in any other country where such an Offer is forbidden without authorisation from competent authorities or other fulfilments are required by the Offeror (all such countries, including the United States of America, Canada, Japan and Australia, collectively, the “**Excluded Countries**”), nor using national or international communication or trade tools of the Excluded Countries (including, by way of example, the postal system, telefax, e-mail, telephone and Internet), nor by way of any office of any of the financial intermediaries of such Excluded Countries, nor in any other manner.

Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above restrictions will not be accepted.

This communication, as well as any other document issued by the Offeror in connection with the Offer, does not constitute and shall not form part of any offer to purchase or invitation or solicitation of an offer to sell financial instruments in any of the Excluded Countries. No securities may be offered, sold or purchased in any of the Excluded Countries unless such offer, sale or purchase is made pursuant to an exemption from, or in accordance with, the relevant local laws and regulations of such countries. As of the date of this communication, the Offeror has not made any decision regarding a possible extension of the Offer to the United States of America and reserves all rights in this regard in accordance with applicable US regulation.

This communication has been prepared in accordance with the laws of Italy and the information disclosed herein may be different from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy.

This communication and any other document relating to the Offer are accessible in or from the United Kingdom only: (i) by persons having professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (ii) by high-net-worth entities and other persons to whom this communication may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii) by qualified investors as defined under paragraph 15 of schedule 1 of the Public Offer and Admissions to Trading Regulations 2024 (all such persons together being referred to as “**Relevant Persons**”). The financial instruments referred to in this communication are available only to Relevant Persons, and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such instruments will be directed only at such persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Any acceptance of the Offer by parties which are resident in countries other than Italy may be subject to specific obligations or restrictions provided by applicable laws or regulations. Parties who wish to accept the Offer bear the exclusive responsibility to comply with those laws and therefore, prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.