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

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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 36 of the Regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented ("Issuers' Regulation")

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EXECUTION OF CONTRACTUAL DOCUMENTATION

THE CVC INVESTOR AND THE GBL INVESTOR HAVE CONTRIBUTED SHARES REPRESENTING 12.428% OF RECORDATI'S SHARE CAPITAL TO RESPIGHI BIDCO

Milan, 7 November 2026 — With reference to the voluntary totalitarian tender offer (the "**Offer**") launched by Respighi BidCo S.p.A. (the "**Offeror**" or "**Respighi BidCo**") pursuant to Articles 102 and 106, paragraph 4, of the Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "**CFA**"), as well as the applicable implementing provisions set forth in the Issuers' Regulation, on all the ordinary shares of Recordati S.p.A. (the "**Issuer**" or "**Recordati**"), the Offeror announces the following.

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 press release relating to the final results of the Offer following the end of the Acceptance Period, pursuant to Article 41, paragraph 6, of the Issuers' Regulation, published on 26 October 2026 (the "**Notice on the Final Results of the Offer**").

Execution of contractual documentation in connection with the fulfilment of the investment commitments relating to the payment of the Consideration of the Offer on the Payment Date

Further to the Notice on the Final Results of the Offer, in connection with the fulfilment of the investment commitments relating to the payment of the Consideration of the Offer on the Payment Date (*i.e.*, 2 November 2026) undertaken, respectively, by: *(i)* the CVC Investor (*i.e.*, CVC Capital Partners IX Aggregator SCA SICAV-RAIF Sub Fund 2) and the GBL Investor (*i.e.*, Black Mountain S.à r.l.), pursuant to the Investment Agreement entered into on 22 May 2026, as subsequently amended and

supplemented; *(ii)* the Co-Investor (*i.e.*, Arisca S.r.l., a limited liability company incorporated under Italian law, indirectly controlled by Andrea Recordati), through Bullitt S.r.l. (a company wholly owned by the Co-Investor) ("**Bullitt**"), pursuant to the Co-Investor Agreement entered into on 20 May 2026; and *(iii)* the LP Co-Investors, pursuant to the LP Co-Investor Agreements entered into on 22 May 2026, it is hereby announced that, on 7 November 2026:

(i) the CVC Investor, the GBL Investor, Respighi TopCo, Respighi Luxembourg, Respighi Investments, Respighi, Respighi HoldCo and the Offeror entered into an amendment agreement to the Investment Agreement. Such agreement introduces certain amendments and additions intended to set out in greater detail the parties' obligations and commitments in connection with and arising from completion of the Offer, taking into account the final results of acceptances of the Offer at the end of the Acceptance Period, and is substantially consistent with the provisions of the original Investment Agreement;

(ii) pursuant to the Investment Agreement and as described in the Offer Document, the CVC Investor, the GBL Investor, Respighi TopCo, Respighi Luxembourg, Respighi Investments, Respighi, Respighi HoldCo and the Offeror entered into the Shareholders' Agreement, attached to the Investment Agreement as amended above and substantially consistent with the draft already attached to the original Investment Agreement. The Shareholders' Agreement governs all shares in Respighi TopCo, Respighi Luxembourg, Respighi Investments, Respighi, Respighi HoldCo, Respighi BidCo and/or Recordati held, from time to time, directly and/or indirectly, by the parties in connection with, following and/or as a result of the Offer and/or the other transactions contemplated therein. The amendments and additions reflected in the Shareholders' Agreement compared with the draft attached to the original Investment Agreement are intended to set out in greater detail the parties' obligations and commitments arising from completion of the Offer, taking into account the final results of acceptances of the Offer at the end of the Acceptance Period.

Furthermore, as announced on 2 November 2026 pursuant to and for the purposes of Article 122 of the CFA and Articles 130 and 131 of the Issuers' Regulation, it should be noted that, on 28 October 2026, pursuant to the Co-Investor Agreement, Respighi TopCo, Arisca, Bullitt, the CVC Investor and the GBL Investor entered into an agreement setting out the provisions implementing the terms of the Co-Investor Agreement in connection with and/or arising from the Co-Investor's investment (through Bullitt) in the share capital of Respighi TopCo, taking into account the final results of acceptances of the Offer at the end of the Acceptance Period.

For further information on the Investment Agreement, the Shareholders' Agreement and the Co-Investor Agreement, as supplemented by the agreements referred to above, as well as the LP Co-Investor Agreements and the Rossini Undertaking to Tender, reference is made to the essential information, as updated pursuant to Article 122 of the CFA and Articles 130 and 131 of the Issuers' Regulation, published pursuant to the terms set forth under applicable law on Recordati's website at www.recordati.com.

Contribution to the Offeror of an aggregate shareholding equal to 12.428% of Recordati's share capital by the CVC Investor and the GBL Investor

As most recently described in the Notice on the Final Results of the Offer and in the Offeror's notice published on 2 November 2026 pursuant to Article 41, paragraph 2, letter c) of the Issuers' Regulation,

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it is hereby announced that pursuant to the Investment Agreement and following completion of the payment on the Payment Date of the Consideration due for the Shares tendered in the Offer during the Acceptance Period:

(i) the CVC Investor contributed to the Offeror a total of 19,189,219 Shares (representing approximately 9.176% of the Issuer's share capital), at a contribution value per Share not exceeding the Consideration of the Offer; and

(ii) the GBL Investor contributed to the Offeror a total of 6,800,946 Shares (representing approximately 3.252% of the Issuer's share capital), at a contribution value per Share not exceeding the Consideration of the Offer.

As a result of the foregoing, taking into account the total of 129,976,519 Shares (including 97,912,463 Shares subject to the Rossini Undertaking to Tender, representing 46.82% of the Issuer's share capital), representing approximately 62.153% of the Issuer's share capital, tendered in the Offer during the Acceptance Period and acquired by the Offeror on the Payment Date, as of 6 November 2026: (a) the Offeror holds a total of 155,966,684 Shares, representing 74.581% of Recordati's share capital; and (b) the CVC Investor holds a total of 13,008,136 Shares, representing 6.220% of Recordati's share capital, acquired by the CVC Investor after 23 October 2026 outside the Offer at a price per Share not exceeding the Consideration of the Offer, as disclosed to CONSOB and the market up to 6 November 2026 pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation. Accordingly, as of 6 November 2026, taking into account the acceptances to the Offer made up to 6 November 2026, the Offeror, together with the CVC Investor, would hold an aggregate shareholding consisting of 180,395,563 Shares (including 1,002,270 treasury shares held by Recordati based on information made available by Recordati to the Offeror), representing 86.262% of the Issuer's share capital.

Furthermore, as indicated in the Notice on the Final Results of the Offer, the Reopening of the Terms has commenced at 8:30 a.m. (Italian time) on 3 November 2026 and will end at 5:30 p.m. (Italian time) on 9 November 2026 (both dates inclusive). Accordingly, shareholders of the Issuer who did not tender their Shares in the Offer during the Acceptance Period may do so during 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, following the end of 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 (including in such shareholding the treasury shares held by the Issuer), 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.

For further information on the Offer, please refer to the Offer Document, together with the *Nota di Sintesi* and the additional documents relating to the Offer (including the Notice on the Final Results of the Offer), 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

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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/.

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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.

The Offer is extended to the holders of ordinary shares of Recordati located in the United States of America in compliance with Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the "Tier II" exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act, and in any event in accordance with the applicable laws of Italy.

As of the date of this communication, the Offer has not been and will not be launched nor disseminated, directly or indirectly, in 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 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.

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 Offers 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.