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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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END OF THE REOPENING OF THE TERMS OF THE OFFER

PROVISIONAL RESULTS OF THE OFFER FOLLOWING THE REOPENING OF THE TERMS: RESPIGHI BIDCO'S AGGREGATE SHAREHOLDING, TOGETHER WITH CVC INVESTOR, REPRESENTS APPROXIMATELY 91.928% OF RECORDATI'S SHARE CAPITAL

THE 90% THRESHOLD OF RECORDATI'S SHARE CAPITAL HAS BEEN EXCEEDED: RECORDATI SHARES WILL BE DELISTED FROM EURONEXT MILAN

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Milan, 9 November 2026 — Respighi BidCo S.p.A. (the "**Offeror**" or "**Respighi BidCo**") announces that the reopening of the terms (the "**Reopening of the Terms**") 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, ended today.

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 notice concerning the final results of the Offer published on 26 October 2026 (the "**Notice of the Final Results of the Offer**").

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

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PROVISIONAL RESULTS OF THE REOPENING OF THE TERMS

Based on the provisional results of the Reopening of the Terms 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 end of the Reopening of the Terms, an aggregate of no. 22,208,274 Shares have been tendered to the Offer during the Reopening of the Terms, representing approximately 10.620% of the Issuer's share capital and approximately 11.187% of the Shares Subject to the Offer, for an aggregate consideration of Euro 1,177,038,522.00 (calculated on the basis of the Consideration of Euro 53.00 (*cum dividend*) for each Share tendered to the Offer).

The payment of the Consideration for the Shares tendered to the Offer during the Reopening of the Terms will take place, against the simultaneous transfer of title to such Shares in favour of the Offeror, on 17 November 2026 (the "**Payment Date Following the Reopening of the Terms**").

It should be noted that, on 2 November 2026, as disclosed to CONSOB and to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, the Offeror acquired:

(i) an aggregate of no. 19,189,219 Shares (representing approximately 9.176% of the Issuer's share capital), that were contributed to the Offeror, pursuant to the Investment Agreement, at a contribution value per Share not exceeding the Consideration of the Offer, by the 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, of which (a) no. 15,390,571 Shares purchased by CVC Investor outside the Offer during the Acceptance Period, as disclosed to CONSOB and to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, at a price per Share not exceeding the Consideration of the Offer (representing approximately 7.360% of the Issuer's share capital and approximately 7.752% of the Shares Subject to the Offer), and (b) a total of no. 3,798,648 Shares held by CVC Investor at the Offer Document Date (representing approximately 1.816% of the Issuer's share capital);

(ii) an aggregate of no. 6,800,946 Shares (representing approximately 3.252% of the Issuer's share capital), held by GBL Investor (*i.e.*, Black Mountain S.à r.l.), a Person Acting in Concert with the Offeror pursuant to Article 101-*bis*, paragraphs 4 and 4-*bis*, letter a), of the CFA, that were contributed to the Offeror, pursuant to the Investment Agreement, at a contribution value per Share not exceeding the Consideration of the Offer.

Furthermore, following the end of the Acceptance Period and until the end of the Reopening of the Terms, CVC Investor, a Person Acting in Concert pursuant to Article 101-*bis*, paragraphs 4 and 4-*bis*, letter a), of the CFA, purchased Shares outside the Offer at a price per Share not exceeding the Consideration, as disclosed to CONSOB and to the market pursuant to Article 41, paragraph 2, letter c), of the Issuers' Regulation, for a total amount of 13,072,398 Shares, representing approximately 6.251% of the Issuer's share capital and approximately 6.585% of the Shares Subject to the Offer, of which a total of no. 5,831,128 Shares, representing approximately 2.788% of the Issuer's share capital and approximately 2.937% of the Shares Subject to the Offer, purchased by the CVC Investor during the Reopening of the Terms.

Accordingly, taking into account:

(a) the 22,208,274 Shares tendered to the Offer during the Reopening of the Terms based on the above provisional results of the Reopening of the Terms, representing approximately 10.620% of the Issuer's share capital and approximately 11.187% of the Shares Subject to the Offer;

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(b) the 129,976,519 Shares (including 97,912,463 Shares subject to the Rossini Undertaking to Tender) tendered to the Offer during the Acceptance Period, representing approximately 62.153% of the Issuer's share capital and approximately 65.471% of the Shares Subject to the Offer;

(c) 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 and approximately 7.752% of the Shares Subject to the Offer), which were contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (*i.e.*, 2 November 2026) as mentioned above;

(d) 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 were contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (*i.e.*, 2 November 2026) as mentioned above;

(e) 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 were contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date (*i.e.*, 2 November 2026) as mentioned above;

(f) the 13,072,398 Shares purchased outside the Offer until the end of the Reopening of the Terms, by CVC Investor, a Person Acting in Concert representing approximately 6.251% of the Issuer's share capital and approximately 6.585% of the Shares Subject to the Offer, (of which a total of no. 5,831,128 Shares, representing approximately 2.788% of the Issuer's share capital and approximately 2.937% of the Shares Subject to the Offer, purchased by the CVC Investor during the Reopening of the Terms), which will be contributed or otherwise transferred to the Offeror, pursuant to the Investment Agreement, on the Payment Date Following the Reopening of the Terms (*i.e.*, on 17 November 2026), or, if this is not practicable on such date, as soon as reasonably practicable and, in any event, within 5 (five) business days following such date, at a consideration per Share not exceeding the Consideration;

(g) the no. 996,270 Treasury Shares, representing approximately 0.476% of the Issuer's share capital on the date hereof, based on what has been communicated today by the Issuer to the Offeror[(1)],

upon completion of the Reopening of the Terms, **should the above provisional results be confirmed, the Offeror, together with CVC Investor, Person Acting in Concert, would hold an aggregate shareholding representing approximately 91.451% of the Issuer's share capital and, also taking into account the Treasury Shares, an aggregate shareholding equal to approximately 91.928% of the Issuer's share capital**.

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

SATISFACTION OF THE CONDITIONS FOR THE EXERCISE OF THE RIGHT TO PURCHASE PURSUANT TO ARTICLE 111 OF THE CFA AND THE PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2, OF THE CFA

(1) Number of Treasury Shares updated following the exercise of stock options, with a trade date of 6 November 2026, and a settlement date starting from 10 November 2026.

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In light of the foregoing, on the basis of the above-mentioned provisional results (if confirmed), *(i)* following completion of the Reopening of the Terms, the Offeror, together with CVC Investor, Person Acting in Concert, and taking into account the Treasury Shares, will come to hold an aggregate shareholding higher than 90% of the share capital of Recordati, and *(ii)* given that the Offeror has declared in the Offer Document its intention, in such scenario, to exercise the right to purchase the remaining outstanding Shares pursuant to Article 111 of the CFA, the legal requirements for the exercise of the Right to Purchase pursuant to Article 111 of the CFA will be satisfied in relation to the remaining maximum no. 16,881,530 Shares, representing approximately 8.072% of the Issuer's share capital.

Furthermore, on the basis of the above-mentioned provisional results (if confirmed), the conditions for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA have also been met. Therefore, following the confirmation of such provisional results, the Offeror – having also stated in the Offer Document its intention not to restore a sufficient free float to ensure the regular trading of the Shares – by exercising the Right to Purchase, will also fulfil (also in the name and on behalf of the Persons Acting in Concert) the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, thereby implementing the Joint Procedure.

The consideration to be paid by the Offeror for the Shares purchased in the context of the Joint Procedure will be determined pursuant to Article 108, paragraph 3 or 4, of the CFA, as referred to in Article 111, paragraph 2, of the CFA.

Pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulation, Borsa Italiana S.p.A. will order the suspension of the Shares from trading and/or the Delisting in accordance with the timetable that will be communicated by the Offeror within the time limits set by law and taking into account the time required for the exercise of the Right to Purchase.

As indicated in the Offer Document, the Offeror will confirm in the Notice of the Final Results of the Offer following the Reopening of the Terms pursuant to Article 41, paragraph 6, of the Issuers' Regulation whether the requirements for the exercise of the Right to Purchase have been satisfied. In such event, the Notice of the Final Results of the Offer following the Reopening of the Terms will contain information on: *(i)* the quantity of the residual Shares Subject to the Offer (expressed both as the number of Shares and as a percentage of the entire share capital of the Issuer); *(ii)* the modalities and timing in which the Offeror will exercise the Right to Purchase and simultaneously fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, thereby implementing the Joint Procedure; and *(iii)* the modalities and timing of the Delisting.

* * * *

For further information on the Offer, please refer to the Offer Document, together with the *Nota di Sintesi* and the further documentation relating to 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 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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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 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.

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.