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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.

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Press Release

pursuant to Articles 41, paragraph 6, and 50-*quinquies*, paragraph 2, 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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FINAL RESULTS OF THE OFFER FOLLOWING THE REOPENING OF THE TERMS: RESPIGHI BIDCO'S AGGREGATE SHAREHOLDING, TOGETHER WITH CVC INVESTOR, REPRESENTS APPROXIMATELY 91.923% OF RECORDATI'S SHARE CAPITAL

PAYMENT OF THE OFFER PRICE FOLLOWING THE REOPENING OF THE TERMS: 17 NOVEMBER 2026

CONFIRMATION THAT THE 90% THRESHOLD OF RECORDATI'S SHARE CAPITAL HAS BEEN EXCEEDED – PROCEDURES AND TERMS FOR THE FULFILMENT OF THE JOINT PROCEDURE 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

DELISTING OF RECORDATI SHARES EFFECTIVE FROM 24 NOVEMBER 2026

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Milan, 13 November 2026 – With reference to the voluntary totalitarian tender offer (the "**Offer**") launched by Respighi BidCo S.p.A. (the "**Offeror**" or "**Respighi BidCo**") 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, the Offeror, further to the press release issued on 9 November 2026, hereby announces the following in compliance with Articles 41, paragraph 6, and 50-quinquies, paragraph 2, 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 notice concerning the final

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results of the acceptances to the Offer during the Acceptance Period 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.

FINAL RESULTS OF THE REOPENING OF THE TERMS

Based on the final 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.

The total number of Shares tendered to the Offer during the Reopening of the Terms is therefore confirmed compared to the provisional results of the Reopening of the Terms announced by the Offeror on 9 November 2026.

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 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, in the period between the date of the Notice of the Final Results of the Offer and 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:

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(a) the 22,208,274 Shares 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;

(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, 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 from the date of the Notice of the Final Results of 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, which will be contributed to the Offeror, pursuant to the Investment Agreement, on the Payment Date Following the Reopening of the Terms (*i.e.*, on 17 November 2026), at a contribution value per Share not exceeding the Consideration;

(g) the no. 987,270 Treasury Shares, representing approximately 0.472% of the Issuer's share capital, held by the Issuer on the date hereof, based on what has been communicated today by the Issuer to the Offeror,

at the Payment Date Following the Reopening of the Terms, the Offeror will 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 91.923% of the Issuer's share capital.

PAYMENT OF THE OFFER PRICE FOLLOWING THE REOPENING OF THE TERMS

The Consideration due to the holders of Shares tendered to the Offer during the Reopening of the Terms, equal to Euro 53.00 (*cum dividend*) per Share, will be paid to the tendering shareholders on the Payment Date Following the Reopening of the Terms, *i.e.*, on 17 November 2026, against the simultaneous transfer of title to such Shares to the Offeror. On the basis of the above final results of the Offer, the aggregate consideration of the Offer to be paid by the Offeror on the Payment Date Following the Reopening of the Terms to the holders of the Shares tendered to the Offer during the Reopening of the Terms amounts to Euro 1,177,038,522.00.

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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 Intermediaries in Charge, which will transfer the funds to the Depository Intermediaries for credit to the accounts of their respective clients, in accordance with the instructions provided by the shareholders tendering their Shares to the Offer.

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

CONFIRMED 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 – PROCEDURES AND TERMS FOR THE FULFILMENT OF THE JOINT PROCEDURE

In light of the above final results of the Offer, and as already announced in the press release on the provisional results of the Offer following the Reopening of the Terms issued on 9 November 2026, the Offeror confirms that the legal requirements have been satisfied for the exercise of the Right to Purchase pursuant to Article 111 of the CFA and for the fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA with respect to the remaining aggregate maximum no. 16,890,530 Shares, representing approximately 8.077% of the Issuer's share capital (the "**Remaining Shares**").

Accordingly, as indicated in the Offer Document, the Offeror will exercise the Right to Purchase pursuant to Article 111 of the CFA and, concurrently, will fulfil the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA in respect of those shareholders of the Issuer who have so requested, thereby carrying out the Joint Procedure relating to all Remaining Shares.

Pursuant to Article 108, paragraph 3, of the CFA, as referred to in Article 111, paragraph 2, of the CFA, having the Offeror, together with CVC Investor, Person Acting in Concert, purchased as a result of the Offer not less than 90% of the Shares Subject to the Offer (precisely, an aggregate of no. 180,647,762 Shares, equal to 90.995% of the Shares Subject to the Offer), the Right to Purchase will be exercised by the Offeror by paying a consideration for each Remaining Share equal to the Consideration of the Offer (*i.e.*, Euro 53.00 (*cum dividend*) per Share) (the "**Joint Procedure Consideration**").

In this regard, considering that on 10 November 2026 the Issuer announced, among other things, that the Board of Directors of Recordati has resolved not to approve the distribution of an interim dividend for the 2026 financial year, the Joint Procedure Consideration will be equal to Euro 53.00 for each Remaining Share. Therefore, considering the total number of Remaining Shares, the maximum aggregate consideration for the Joint Procedure will be equal to Euro 895,198,090.00 (the "**Aggregate Consideration**").

For the purposes of carrying out the Joint Procedure, on 24 November 2026, the Offeror will confirm to the Issuer: *(i)* that an amount equal to the Aggregate Consideration has been deposited into the current account opened in the Offeror's name with UniCredit S.p.A. and restricted exclusively, unconditionally and irrevocably to the payment of the Joint Procedure Consideration (the "**Dedicated Account**"), and *(ii)* that such funds are available in the Dedicated Account for the payment of the Joint Procedure Consideration.

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Accordingly, the Joint Procedure will occur on 24 November 2026, on which date title to the Remaining Shares will be transferred to the Offeror, with the consequent entries being made by the Issuer in the shareholders' register pursuant to Article 111, paragraph 3, of the CFA.

It is specified that the Right to Purchase is exercised in respect of all the Remaining Shares and that, therefore, regardless of any request for payment of the Joint Procedure Consideration referred to above, as from the date on which notice is given to the Issuer that the Aggregate Consideration has been deposited into the Dedicated Account, title to the Remaining Shares will be transferred to the Offeror.

The holders of the Remaining Shares may obtain payment of the Joint Procedure Consideration directly through their respective intermediaries. The Offeror's obligation to pay the Joint Procedure Consideration shall be deemed fulfilled once the relevant amounts have been transferred to the Depository Intermediaries from which the Remaining Shares subject to the Joint Procedure originate.

It remains the sole responsibility of the shareholders of Recordati to bear the risk that the Depository Intermediaries fail to transfer such sums to the beneficiaries or delay the transfer thereof. Pursuant to Article 2949 of the Civil Code, upon expiry of the five-year statute of limitations period from the date of deposit of the Aggregate Consideration, the Offeror shall be entitled to obtain the return of the deposited amounts not claimed by the persons entitled thereto, without prejudice to the provisions of Articles 2941 et seq. of the Civil Code.

DELISTING OF RECORDATI SHARES

Pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, Borsa Italiana S.p.A. will order the suspension of the Shares of the Issuer from trading on Euronext Milan, for the trading sessions of Friday, 20 November 2026, and Monday, 23 November 2026, and the delisting with effect from the trading session of Tuesday, 24 November 2026.

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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.