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

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RESPIGHI BIDCO COMPLETED THE JOINT PROCEDURE CONCERNING 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 STARTING TODAY

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Milan, 24 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 hereby 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 notice concerning the final results of the acceptances to the Offer during the Reopening of the Terms published on 13 November 2026 (the "**Notice of the Final Results of the Offer following the Reopening of the Terms**").

SETTLEMENT OF THE JOINT PROCEDURE

The Offeror hereby announces that, on the date hereof, it has exercised the Right to Purchase pursuant to Article 111 of the CFA and, concurrently, has fulfilled the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, and has therefore completed the Joint Procedure in relation to all of the remaining no. 16,890,530 Shares (excluding no. 987,270 Treasury Shares), representing approximately 8.077% of the Issuer's share capital (the "**Remaining Shares**").

It is noted that, as already disclosed in the Notice of the Final Results of the Offer following the Reopening of the Terms, for the purposes of the Joint Procedure and, therefore, of the exercise of the

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Right to Purchase pursuant to Article 111 of the CFA and the concurrent fulfilment of the Purchase Obligation pursuant to Article 108, paragraph 2, of the CFA, the consideration due for the purchase of the Remaining Shares in the context of the Joint Procedure – determined pursuant to Article 108, paragraph 3, of the CFA, as referred to in Article 111 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 – is equal to the Consideration of the Offer, namely Euro 53.00 (*cum dividend*) for each Remaining Share (the "**Joint Procedure Consideration**").

In particular, the Offeror announces that, on the date hereof, it informed the Issuer – pursuant to, and for the purposes of, Article 111, paragraph 3, of the CFA – that it had deposited and made available an amount equal to the aggregate consideration for the Remaining Shares, amounting to Euro 895,198,090.00 (the "**Aggregate Amount**"), in a bank account registered in the name of the Offeror at UniCredit S.p.A. and restricted exclusively, unconditionally and irrevocably to the payment of the Joint Procedure Consideration.

Accordingly, on the date hereof, pursuant to Article 111, paragraph 3, of the CFA, title to the Remaining Shares was transferred to the Offeror, with the Issuer consequently recording the Offeror in the shareholders' ledger as the holder of the Remaining Shares.

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 when the relevant amounts have been transferred to the relevant Depositary Intermediaries, without prejudice to the five-year limitation period indicated below. The risk that the Depositary Intermediaries fail to transfer such amounts to the persons entitled thereto, or delay such transfer, shall remain exclusively with the shareholders of Recordati.

It is also noted that, upon expiry of the five-year limitation period from the date of deposit of the Aggregate Amount referred to in Article 2949 of the Civil Code, and without prejudice to Articles 2941 et seq. of the Civil Code, the right of the holders of the Remaining Shares to obtain payment of the Joint Procedure Consideration shall lapse by statute of limitations, and the Offeror shall be entitled to obtain the return of the portion of the Aggregate Amount not collected by the persons entitled thereto.

DELISTING OF RECORDATI SHARES

Finally, it is noted that Borsa Italiana S.p.A., by resolution no. 9151 of 16 November 2026, ordered that, starting today, the Shares of the Issuer be delisted from Euronext Milan (following the suspension of the Shares from trading on Euronext Milan for the trading sessions of Friday, 20 November 2026 and Monday, 23 November 2026), in accordance with Article 2.5.1, paragraph 6, of the Rules of the Markets organised and managed by Borsa Italiana S.p.A..

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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.