

RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.
Registered office: 1, Via Matteo Civitali, Milan
Fully paid up share capital: € 26,140,644.5
Fiscal code and Milan Company Registration No. 00748210150

NOTICE TO CONVENE AN ORDINARY AND EXTRAORDINARY MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an ordinary and extraordinary general meeting to be held at 10.00 a.m. on 13th April 2011 in first call and, if necessary, again at 10.00 a.m. on 14th April 2011 in second call at 1, Via M. Civitali, Milan to discuss and vote on the following agenda:

Extraordinary session

1. Amendments to articles 9, 10 and 12 of the Corporate By-Laws in relation, amongst other things, to Legislative Decree No. 27 of 27th January 2010.

Ordinary session

1. Board of Directors' Review of Operations; Report of the Board of Statutory Auditors; Financial Statements as at and for the financial year ended 31st December 2010; relative and consequent resolutions.
2. Appointment of the Board of Directors after first deciding the number of members and the relative remuneration.
3. Appointment of external auditors for the separate financial statements, the consolidated financial statements and the condensed interim financial statements for the financial years 2011-2019 and determination of the relative fees; relative and consequent resolutions.
4. Appointment of the Board of Statutory Auditors and the relative Chairman; determination of the relative remuneration.
5. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.
6. Proposal to amend the 2006-2009 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 *bis* of Legislative Decree No. 98 of 24th February 1998.

Appointment of the Board of Directors

With regard to the appointment of Directors this shall be performed in accordance with Art. 15 of the Corporate By-Laws and the applicable laws and regulations in force. Further information is made available to shareholders in the relative Directors Report on this point and it is also available on the Company website www.recordati.it. Only shareholders who, individually or together with other shareholders submitting lists, hold total shares representing at least 2% of the voting capital have the right to vote in an Ordinary Shareholders' Meeting.

The lists submitted by shareholders, signed by those submitting them, must be deposited at the headquarters of the Company or sent by email from a certified address to the address recordati@pec.recordati.it, at least 25 days prior to the date set for the shareholders' meeting convened in first call and they shall be made available to the public by the Company at its registered offices, at Borsa Italiana S.P.A. and on its website not later than 21 days before the date of the shareholders' meeting in first call.

Appointment of the Board of Statutory Auditors

With regard to the appointment of the Board of Statutory Auditors, this shall be performed in accordance with Art. 26 of the Corporate By-Laws and the applicable laws and regulations in force. Further information is made available to shareholders in the relative Directors Report on this point and it is also available on the Company website. Only shareholders who, individually or together with other shareholders presenting a list, hold total shares representing at least 2% of the voting capital have the right to present lists. As regards requirements of professionalism, the matters and sectors of activity strictly connected with the activities of the Company are the

research, production and sale of chemical and pharmaceutical products.

The lists submitted must be deposited at the headquarters of the Company or sent by email from a certified address to the address recordati@pec.recordati.it at least 25 days prior to the date set for the shareholders' meeting convened in first call and they shall be made available to the public by the Company at its registered offices, at Borsa Italiana S.P.A. and on its website not later than 21 days before the date of the shareholders' meeting in first call.

Information pursuant to Art. 125 bis of Legislative Decree No. 58/1998

Legitimate authorisation to participate in shareholders' meetings and to exercise voting rights is certified by a communication to the Company, performed by the intermediary, in compliance with its accounting entries, certifying the party entitled to vote, on the basis of information relating to the end of the accounting day of the seventh trading day prior to the date set for the shareholders' meeting in first call and that is 4th April 2011. Debit and credit entries performed on accounts subsequent to that time limit have no effect for the purposes of the legitimate right to vote in the shareholders' meeting. The aforementioned communication from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the shareholders' meeting in first call (i.e., by 8th April 2011). Nevertheless the legitimate right to participate and vote remains, should the communications be received by the Company later than the aforementioned time limit, provided they are received before the commencement of the proceedings of each single session of the shareholders' meetings.

Those holding the right to vote may be represented by a written proxy, where no incompatibilities and limitations exist pursuant to the legislation and regulations in force. In this respect, those with the right to vote may use the proxy form available on the corporate website. The proxy may be sent to the Company by registered letter to the registered offices of the Company or it may be sent to the email address recordati@pec.recordati.it.

The proxy may be granted, with voting instructions, to the company Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., specially designated by the Company in accordance with Art. 135-undecies of Legislative Decree No. 58/1998, on condition that it is received by that company, sent by registered letter to the domicile specially elected for that purpose at 10, Foro Buonaparte Milan, or by email to the address spafid@actaliscertymail.it not later than the end of the second trading day prior to the date set for the shareholders' meeting in second call (i.e. not later than 11th April 2011). The proxy is valid solely for proposals in relation to which voting instructions have been given. A proxy form is available on the website of the Company at www.recordati.it.

Shareholders may submit questions on the items on the agenda even before the shareholders' meeting, by sending a registered letter to the registered offices of the company, or via email to the address recordati@pec.recordati.it. Answers are given to questions received prior to the shareholders' meeting at the latest during the meeting itself and the Company has the right to give a single answer to questions having the same content. Further information is made available to shareholders on the Company website.

Additions to the agenda

Shareholders who, either alone or jointly, represent at least one fortieth of the share capital may ask for items to be added to the agenda of the matters to be dealt with, by making the request within at least 10 days of the publication of this notice and indicating the additional matters to be added to the agenda. Additions to agenda of the items to be dealt with may be sent by registered letter to the registered offices of the Company or they may be sent to the email address recordati@pec.recordati.it. Further information is made available to shareholders on the Company website.

Documentation

The documentation on the items on the agenda required by the laws and regulations applicable shall be made available to the public at the registered offices of Borsa Italiana S.P.A. and they shall be published on the website of the company in accordance with and within the time limits set by the regulations in force. Shareholders have the right to obtain copies at their own expense. In detail the following documents shall be made available: (i) the Directors' report on the extraordinary session part of the agenda, at least 21 days prior to the shareholders' meeting; (ii) the Directors' Reports on items two and four of the agenda for the ordinary session, at least 40 days prior to the shareholders' meeting; (iii) the Directors' reports on items three and six of the

agenda for the ordinary session, at least 30 days prior to the shareholders' meeting; (iv) the Directors' reports on item five of the agenda for the ordinary session, at least 21 days prior to the shareholders' meeting; (v) the financial report and the other documents pursuant to Art. 154 *ter* of Legislative Decree No. 58/1998, with at least 21 days between the publication of that documentation and the date of the shareholders' meeting.

on behalf of the Board of Directors
the Chairman
Ing. Giovanni Recordati

Milano, 3th March 2011