

**DIRECTORS' REPORTS
ON THE PROPOSALS ON THE AGENDA
OF THE EXTRAORDINARY AND ORDINARY GENERAL MEETING OF
THE SHAREHOLDERS**

13TH APRIL 2011 1 CALL

14TH APRIL 2011 2 CALL

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

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13TH APRIL 2011 1ST CALL – 14TH APRIL 2011 2ND CALL)

Report on item 1 on the agenda and the relative resolution submitted

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.

To Our Shareholders,

With reference to the first item on the agenda of the extraordinary session of the Shareholders' Meeting, you are called upon to discuss and vote on the proposal to amend some provisions of the Corporate By-Laws of RECORDATI S.P.A. (the "By-Laws"), the full version of which currently in force is available on the Company website at www.recordati.it. The amendments are made, amongst other things, to comply with new measures introduced by Legislative Decree No. 27 of 27th January 2010, which implements the EC Directive No. 2007/36/EC of 11th July 2007 on shareholder rights ("Legislative Decree No. 27/2010").

That legislative decree, which provides for regulations designed to facilitate participation in shareholders' meetings by the shareholders of listed companies, has already been partially implemented in the By-Laws by a resolution approved on 26th October 2010 by the Board of Directors, in accordance with article 2365, paragraph two of the Italian Civil Code and article 22, paragraph two of the By-laws, which provides for the amendment of the By-Laws to comply with compulsory legislation and regulations.

An illustration of the amendments proposed to articles 9, 10 and 12 of the Corporate By-laws is therefore given in which it is considered that they do not constitute grounds for withdrawal from the Company pursuant to Art. 2437 of the Italian Civil Code, on the part of those shareholders who do not approve them.

Article 9

With regard to the procedures for the publication of the notice to convene, Legislative Decree No. 27/2010 has established that a Shareholders' Meeting is convened by a notice published on the Company website and also by other means prescribed by the Consob. In this respect, Art. 113-ter of Consob Resolution No. 11971/1999 (the "Issuers' Regulations") prescribes publication in the media in national daily newspapers.

On 26th October 2010, the Board of Directors amended Art. 9 of the Corporate By-Laws to establish that the notice to convene, containing the information required by the legislation and regulations must be published on the Company website within the legal time limits (in addition,

where necessary due to mandatory provisions or decided by the directors, in the Official Journal and in the daily newspaper *Il Sole 24 Ore*).

In compliance with the regulations cited, a proposal is submitted to take advantage of the increased operational efficiency permitted by Art.113-ter of the Issuers' Regulations, with provision made to be able to publish the notice to convene Shareholders' Meetings in at least one of the three national daily newspapers specified in the Corporate By-Laws (*Il Corriere della Sera; La Repubblica, La Stampa, Il Giornale, Milano Finanza*).

Legislative Decree No. 27/2010 also amended Art 2369 of the Italian Civil Code which regulates the convening of Shareholders' Meetings in second and subsequent calls. It establishes that the Corporate By-Laws of joint stock companies may exclude recourse to calls subsequent to the first, by providing the possibility for Shareholders' Meetings to be held in one single session to which the majorities for the second call for ordinary Shareholders' Meetings and those for the calls subsequent to the second call for extraordinary Shareholders' Meetings apply.

In order to simplify the procedure for convening Shareholders' Meetings, and also to increase the clarity of the way corporate affairs are reported to shareholders and markets, a proposal is submitted to amend the Corporate By-Laws with a provision that – although Shareholders' Meetings are usually held in more than one call – the Board of Directors may decide to convene a Shareholders' Meeting to be held in one call, should it consider this appropriate. This means that it is at the discretion of the Board of Directors to decide whether to convene meetings in more than one call or in a single call, making specific mention of the fact in the notice to convene in the latter case.

The above modification means that the references in the Corporate By-Laws to subsequent calls must be amended in order to allow for a Shareholders' Meeting to also be held in one single call or session.

Current Text ¹	New text proposed
<p>SHAREHOLDERS' MEETING</p> <p>Article 9) - The Shareholders' Meeting shall be either ordinary or extraordinary, in accordance with the law. It may also be called outside the company's head office, as long as the location is in Italy.</p> <p>The Notice of Meeting shall be made as required by the law.</p> <p>The Notice of Meeting containing the information required by the regulations in force must be published within the legal time limits:</p> <ul style="list-style-type: none"> - on the corporate website; 	<p>SHAREHOLDERS' MEETING</p> <p>Article 9) - The Shareholders' Meeting shall be either ordinary or extraordinary, in accordance with the law. It may also be called outside the company's head office, as long as the location is in Italy.</p> <p>The Notice of Meeting shall be made as required by the law.</p> <p>The Notice of Meeting containing the information required by the regulations in force must be published within the legal time limits:</p> <ul style="list-style-type: none"> - on the corporate website; - where necessary due to mandatory instructions or decided by the directors, in at least one of the

¹ For each proposal a comparison is given with the current by-laws in force to be amended by the proposal. The proposed changes are highlighted in bold type in the column "New Text Proposed" and the parts to be deleted are highlighted in strikethrough bold type in the column "Current Text".

<p>- where necessary due to mandatory instructions or decided by the directors, in the Official Journal and in the daily newspaper // Sole 24 Ore;</p> <p>- with other means provided for by legislation and also by the regulations currently in force. The Notice of Meeting may also contain the date of any subsequent convocation.</p> <p>[OMITTED]</p>	<p>following national daily newspapers: <i>Il Corriere della Sera; La Repubblica, La Stampa, Il Giornale, Milano Finanza.</i></p> <p>- with other means provided for by legislation and also by the regulations currently in force. The Notice of Meeting may also contain the date of any subsequent convocation. The Board of Directors may decide, if it considers it appropriate, to convene Ordinary and Extraordinary Shareholders' Meetings to be held following one single Notice of Meeting. In the case of a single call the legal majorities for that purpose apply.</p> <p>[OMITTED]</p>
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Article 10

In accordance with the new Art. 2372 of the Italian Civil Code, as amended by Legislative Decree No. 27/2010, the following are no longer applicable to companies listed on regulated markets: (i) the prohibition on appointing members of management or supervisory bodies or employees of a company and its subsidiaries as proxies, and (ii) the limits, pursuant to paragraph six of Art. 2372 of the Italian Civil Code, on the number of shareholders that can be represented in a Shareholders' Meeting by one single person.

With account taken of the new provisions of Art. 2372 of the Italian Civil Code, a proposal is submitted to eliminate from Art. 10 of the Corporate By-Laws, the references to restrictions provided for by that article as it was previously worded and to introduce a reference to the restrictions and the procedures contained in the applicable legislation and regulations.

Current Text	New text proposed
<p>Art. 10) – Those who are entitled to attend the Shareholders' Meeting shall have the right to be represented pursuant to a written proxy, in compliance with the restrictions of Article 2372 of the Italian Civil Code, without prejudice to norms regulating the collection and solicitation of proxies or any other provisions of the law.</p> <p>The Company may be notified of the proxy for participation in the Shareholders' Meeting by sending the document to the email address indicated in the Notice of Meeting.</p>	<p>Art 10) – Those who are entitled to attend the Shareholders' Meeting shall have the right to be represented by a written proxy, within the limits and according to the procedures provided for by the applicable regulations.</p> <p>The Company may be notified of the proxy for participation in the Shareholders' Meeting by sending the document to the email address indicated in the Notice of Meeting.</p>

Article 12

Following the proposal to introduce the possibility of convening a Shareholders' Meeting in one single call, a proposal is submitted to amend Art. 12 of the Corporate By-Laws in order to add a reference to the single call.

Current Text	New text proposed
<p>SHAREHOLDERS' MEETING</p> <p>Article 12) – Resolutions of ordinary and extraordinary meetings, on the first and successive calls, are valid if made in the presence of the required number of persons and the majorities required by law.</p>	<p>SHAREHOLDERS' MEETING</p> <p>Art. 12) – Resolutions of ordinary and extraordinary meetings, on the first and successive calls and also on a single call, are valid if made in the presence of the required number of persons and the majorities required by law.</p>

* * *

In consideration of the foregoing, if the Shareholders agree with the amendments proposed above, they are invited to approve the following resolution:

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1. To amend articles 9, 10 and 12 of the Corporate By-Laws as indicated below.

Current Text	New text proposed
<p>SHAREHOLDERS' MEETING</p> <p>Article 9) - The Shareholders' Meeting shall be either ordinary or extraordinary, in accordance with the law. It may also be called outside the company's head office, as long as the location is in Italy.</p> <p>The Notice of Meeting shall be made as required by the law.</p> <p>The Notice of Meeting containing the information required by the regulations in force must be published within the legal time limits:</p> <ul style="list-style-type: none"> - on the corporate website; - where necessary due to mandatory instructions or decided by the directors, in the Official Journal and in the daily newspaper <i>Sole 24 Ore</i>; - with other means provided for by legislation and also by the regulations currently in force. <p>The Notice of Meeting may also contain the date of any subsequent convocation.</p> <p>[OMITTED]</p>	<p>SHAREHOLDERS' MEETING</p> <p>Article 9) - The Shareholders' Meeting shall be either ordinary or extraordinary, in accordance with the law. It may also be called outside the company's head office, as long as the location is in Italy.</p> <p>The Notice of Meeting shall be made as required by the law.</p> <p>The Notice of Meeting containing the information required by the regulations in force must be published within the legal time limits:</p> <ul style="list-style-type: none"> - on the corporate website; - where necessary due to mandatory instructions or decided by the directors, in at least one of the following national daily newspapers: <i>Il Corriere della Sera; La Repubblica, La Stampa, Il Giornale, Milano Finanza.</i> - with other means provided for by legislation and also by the regulations currently in force. <p>The Notice of Meeting may also contain the date of any subsequent convocation. The Board of Directors may decide, if it considers it appropriate, to convene Ordinary and Extraordinary Shareholders' Meetings to be held following one single Notice of</p>

	<p>Meeting. In the case of a single call the legal majorities for that purpose apply. [OMITTED]</p>
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Current Text	New text proposed
<p>Art. 10) – Those who are entitled to attend the Shareholders’ Meeting shall have the right to be represented pursuant to a written proxy, in compliance with the restrictions of Article 2372 of the Italian Civil Code, without prejudice to norms regulating the collection and solicitation of proxies or any other provisions of the law. The Company may be notified of the proxy for participation in the Shareholders’ Meeting by sending the document to the email address indicated in the Notice of Meeting.</p>	<p>Art 10) – Those who are entitled to attend the Shareholders’ Meeting shall have the right to be represented by a written proxy, within the limits and according to the procedures provided for by the applicable regulations. The Company may be notified of the proxy for participation in the Shareholders’ Meeting by sending the document to the email address indicated in the Notice of Meeting.</p>

Current Text	New text proposed
<p>SHAREHOLDERS' MEETING Article 12) – Resolutions of ordinary and extraordinary meetings, on the first and successive calls, are valid if made in the presence of the required number of persons and the majorities required by law.</p>	<p>SHAREHOLDERS' MEETING Art. 12) – Resolutions of ordinary and extraordinary meetings, on the first and successive calls and also on a single call, are valid if made in the presence of the required number of persons and the majorities required by law.</p>

- To grant a mandate to the Chairman of the Board of Directors in order to fulfill all the necessary requirements and formalities connected with or consequent to this resolution and to introduce any amendments that may be necessary for the purposes of filing the amendments with the Company Registrar.”

Milan, 9th March 2011

On behalf of the Board of Directors

The Chairman

Giovanni Recordati

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13TH APRIL 2011 1ST CALL – 14TH APRIL 2011 2ND CALL)

Report on item 1 on the agenda and the relative resolution submitted

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.

To Our Shareholders,

We propose to approve the following resolutions:

“The Ordinary General Meeting of the shareholders of RECORDATI S.p.A.,

- having viewed the Board of Directors Operational Reviews and the Report of the Board of Statutory Auditors;
- having acknowledged the certification reports of the firm of auditors, one of which relating to the separate company annual report and the other to the consolidated annual report;

resolves

- to approve the Board of Directors' Operational Review;
- to approve the separate financial statements for the year ended 31.12.2010;
- to pay a total dividend to shareholders calculated on the basis of a unit dividend of Euro 0,275 on each ordinary share that will be applied to the number of ordinary shares outstanding on the ex dividend date and therefore excluding treasury stock held in portfolio by the Company on that date;
- to allocate the remaining net income to the extraordinary reserve;
- to grant a mandate to the Board of Directors – and to the Chairman on its behalf – to ascertain, on the date in question, the amount of the net income distributed and the net income allocated to the extraordinary reserve, in relation to the precise number of shares on which a dividend is paid;
- to pay the dividend from 21st April 2011 on presentation of coupon No. 7 from 18th April 2011”.

Milan, 9th March 2011

On behalf of the Board of Directors

The Chairman

Giovanni Recordati

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13TH APRIL 2011 1ST CALL – 14TH APRIL 2011 2ND CALL)

Report on item 2 on the agenda and the relative resolution submitted

2. Appointment of the Board of Directors after first deciding the number of members and the relative remuneration.

To Our Shareholders,

the mandate of the Board of Directors currently in office expires on the date of the Shareholders' Meeting for the approval of the Annual Report for the year ended 31st December 2010.

The Shareholders' Meeting is therefore called upon to appoint a Board of Directors in accordance with the terms and conditions of articles 14 and 15 of the Corporate By-Laws (available on the website of the Company www.recordati.it, in the Corporate Governance section) and with the applicable laws and regulations in force. The election shall take place according to list voting procedures and members may be appointed for a maximum of three years and may be re-elected.

In accordance with the Corporate By-Laws, the Board of Directors shall be composed of a minimum of six members and a maximum of 16 members and the shareholders shall determine the number. The directors must be in possession of the requirements set by the laws and regulations in force and a minimum number of them, corresponding to the minimum number established by the regulations, must possess the requirements for independence, pursuant to paragraph three of Legislative Decree No. 58/1998.

The Shareholders' Meeting shall also pass resolutions on the remuneration of the Board of Directors which, in accordance with Art. 16 of the Corporate By-Laws, may be set even in the form of a share in profits. As already reported, with regard to the Board of Directors currently in office, a Shareholders' Meeting of 11th April 2008 set the annual total remuneration at €350,000 and authorised the Board to distribute it internally, with account also taken of the participation of some Directors in a possible Executive Committee and other special committees which shall be formed from among the members of the Board, in compliance with the Corporate By-Laws.

Procedures, time limits and requirements for the presentation of lists

The appointment of the Board of Directors shall be performed on the basis of lists presented by shareholders on which the candidates are placed in numerical order.

Only shareholders who either singly or together with other shareholders presenting a list own a total number of shares representing at least 2% of the share capital with voting rights shall be entitled to present lists in accordance with Consob Resolution No. 17633 of 26th January 2011.

Each shareholder, including shareholders who have signed a shareholders' agreement identified in article 122 of Italian Legislative Decree No. 58/1998, controlling entities, subsidiaries, and jointly controlled entities, is prohibited from individually or jointly submitting more than one list or voting

for different lists, even through a third party or trust company. Each candidate may only run on one list on penalty of disqualification. Endorsements of lists and votes cast in violation of this prohibition shall not be attributed to any list.

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 twenty-five days prior to the date set for the shareholders' meeting convened in first call (i.e. by 19th March 2011) 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 www.recordati.it not later than 21 days before the date of the shareholders' meeting in first call (i.e. by 23rd March 2011).

The following items must be filed with each list within the respective deadlines set out above and in compliance with the applicable regulations taking account also of the Corporate Governance Code adopted by the Company:

- a) statements with which each candidate accepts their candidacy and declares, under their own responsibility, that there are no reasons for ineligibility or incompatibility and that the candidate satisfies any specific requirements there may be for the respective position;
- b) a curriculum vitae detailing each candidate's personal and professional characteristics and indicating whether the candidate may be considered independent (and therefore with an indication of the possible possession of the requirements for independence in compliance with Art. 148, paragraph 3 of the Consolidated Finance Act and the requirements for independence pursuant to the Corporate Governance Code of listed companies, as adopted by the Company; the Report on Corporate Governance and Ownership Structure may be consulted for information on the latter);
- c) information on the identity of the shareholders who have submitted the lists and on the total percentage of capital stock held.

The specific certification demonstrating title to the necessary number of shares for the presentation of the list, issued by a legally authorised intermediary, must also be deposited within the time limits set by the relative regulations at the time when the list is deposited at the Company.

Lists which do not comply with these requirements are considered as not having been presented.

With respect to the above, shareholders are also invited to consider the following:

- the recommendations contained in Consob communication No. DEM/9017893 of 26th February 2009 (especially with regard to the absence of connections between minority shareholders and shareholders who have presented or voted for the list which has received the largest number of votes);
- the provisions of Art. 147-ter, paragraph 4 of Legislative Decree No. 58/1998, where it states that at least one Director, or two if the Board is composed of more than seven members, must possess the requirements laid down for statutory auditors under paragraph 3 of Art. 148, of that same Legislative Decree No. 58/1998;
- with regard to the request for information on the personal and professional characteristics of each candidate, the invitation to shareholders to in any case also present a list of the management and supervision positions held by candidates in other companies;
- the provisions of the last available Report on Corporate Governance and Ownership Structure of the Company with regard to the appointment and composition of the Board of Directors.

The Board of Directors will be elected as follows:

a) all directors to be elected, except for one, shall be drawn from the list that obtains the greatest number of votes according to the progressive order in which the candidates are placed on said list;
b) the remaining director shall be the candidate placed at the number one position on the minority list, which shall not be connected in any way, even indirectly, with those who submitted or voted for the list indicated in letter a) above, which obtains the second-highest number of votes. For this purpose, lists that did not obtain a percentage of votes equal to at least half of that required for presentation of the lists as at the fourth paragraph of this article will not be considered.

For the purposes of the appointment of directors as indicated at point b) above, in the event of a tie between lists, the list presented by shareholders possessing the larger shareholding, or subordinately the larger number of shareholders, shall prevail.

If the candidates elected through the above methods do not result in the appointment of a number of directors who meet the independence requirements established for statutory auditors by article 148, paragraph three, of Italian Legislative Decree No. 58 of 28th February 1998 equal to the minimum number established by the law in relation to the total number of directors, the non-independent candidate elected with the lowest progressive number on the list that obtains the largest number of votes as indicated in letter a) of the foregoing paragraph shall be replaced by the first independent candidate in terms of progressive numbering that was not elected on the basis of the list, or, failing the above by the first independent candidate in terms of progressive numbering not elected by the other lists, according to the number of votes obtained by each. This procedure of substitution will be followed until the Board of Directors is composed of a number of members who have the qualifications pursuant the Art. 148, paragraph three of Legislative Decree No. 58/1998, equal at least to the minimum legal number. If this procedure does not produce the latter result, the substitution will be effected by resolution of the Shareholders' Meeting by relative majority, after presentation of candidates who possess the qualifications as cited above.

If only one list is presented, all of the Directors will be selected from the same list. If no list is presented the Shareholders' Meeting will decide by legal majority, without following the procedure as above.

In consideration of the foregoing, the shareholders are invited to:

- vote on the appointment of the Board of Directors, in accordance with the procedures reported above, after first setting the number of members (possibly voting on the exemption of new directors from non competition obligations pursuant to Art. 2390 of the Italian Civil Code);
- set the remuneration of the Board of Directors.

Milano, 3th March 2011

on behalf of the Board of Directors
The Chairman
Giovanni Recordati

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13TH APRIL 2011 1ST CALL – 14TH APRIL 2011 2ND CALL)

Report on item 3 on the agenda and the relative resolution submitted

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.

To Our Shareholders,

The current appointment of the external auditors conferred by a Shareholders' Meeting of 6th April 2005 – and subsequently extended by a Shareholders' Meeting of 11th April 2007 – on Deloitte and Touche S.P.A. expires with the approval of the 2010 Annual Report and in accordance with the law may not be renewed because the firm has reached the maximum number of years of engagement.

The Board therefore submits a proposal to the Shareholders' Meeting endorsed by the Board of Statutory Auditors concerning the legal audit for the financial years 2011- 2019, as follows:

“REASONED PROPOSAL OF THE BOARD OF STATUTORY AUDITORS OF RECORDATI S.P.A. CONCERNING THE ENGAGEMENT OF EXTERNAL AUDITORS FOR THE FINANCIAL YEARS 2011–2019 IN ACCORDANCE WITH ART. 13, PARAGRAPH 1 OF LEGISLATIVE DECREE NO. 39 OF 2010

The Board of Statutory Auditors of Recordati S.p.A.

whereas

- with the Ordinary General Meeting of the Shareholders' convened to approve the 2010 Annual Report and the relative issue of the auditors' report, the mandate to audit the accounts conferred by an Ordinary Shareholders' Meeting of Recordati S.P.A. on Deloitte & Touche S.P.A. expires;
- the Ordinary General Meeting of the Shareholders' convened to approve the 2010 Annual Report is required, in accordance with Art. 13, paragraph 1 of Legislative Decree No. 39 of 27th January 2010 (hereinafter the “Decree”), to appoint, on the basis of a reasoned proposal submitted by the Board of Statutory Auditors, an external firm of auditors enrolled in the Register in accordance with Art. 161 of Legislative Decree No. 58 of 24th February 1998 (hereinafter the “Consolidated Finance Act”), now Art. 6 of the Decree, and to approve the relative fees;
- the appointment of Deloitte & Touche S.p.A. cannot be renewed again due to the effects of Art. 17 of the Decree;

having regard to

the articles cited of the Decree, and also Art. 146 of the Regulations that implement the Consolidated Finance Act and subsequent amendments and additions, adopted by the Consob with Resolution No. 11971 of 14th May 1999 and subsequent amendments and additions (hereinafter the “Issuers’ Regulations”);

having considered

the results of the competitive procedure and the technical and financial assessment for the selection of a firm of auditors for the new appointment performed independently by the Board of Statutory Auditors with the assistance of the Company’s functions, and with account taken of the comparative and overall analysis of the bids received, with particular reference: (i) to competencies and specific auditing experience in the sector in question; (ii) to the adequacy of the technical organisation with regard to demands relating to the size and complexity of the Company and the Group which it leads; (iii) to the independence and autonomy of judgement with respect to the Company and to the Group; (iv) to the appropriateness of the fees asked in relation to the times and levels of professionalism considered;

having found

that, on the conclusion of the examination of those results, the best offer made was that of the external auditors KPMG S.p.A., officially made on 7th March 2011;

having observed that

- KPMG S.p.A. is enrolled on the register pursuant to Art. 161 of the Consolidated Finance Act, now Art. 6 of the Decree, and forms part of the international KPMG organisation;
- the audit plan described in the above offer submitted by KPMG S.P.A., dated 7th March 2011 and containing a ‘Letter of engagement for the legal audit of the separate financial statements and of the consolidated financial statements for the financial years ending from 31st December 2011 until 31st December 2019 and for the limited audit of the mid term financial statements for the semesters ending from 30th June 2011 until 30th June 2019’ is adequate and complete in relation to the size and complexity of the appointment;
- the offer cited contains a description of the nature of the engagement, an indication of the activities and the relative procedures for performing it with specific reference, for the financial years 2011-2019: to the legal audit of the separate and consolidated financial statements in accordance with Art. 14 of the Decree, including the activities to verify the consistency of the review of operations with the separate and the consolidated financial statements; to the verification that the Company’s accounts are properly kept and that operating events are accurately represented in the accounts; and to the limited audit of the mid term condensed financial statements;
- the estimate of the number of hours employed by KPMG S.p.A. to perform its audit of the financial statements and for the other related auditing activities just mentioned – amounting to a total of 2,100 hours – and the distribution of these between the different levels of expertise of the personnel employed is appropriate for the size and complexity of the engagement;
- the total fees requested by KPMG S.P.A. for activities relating to the financial statements of the Parent Company – amounting to €65,500, in addition to the expenses, the supervisory

contribution required by the Consob and VAT (and also subject to potential revision on 1st July each year, starting from 1st July 2010, within the limits of the ISTAT – national statistics office – cost of living index compared to the preceding year), all as indicated in the offer already mentioned – are such as to guarantee the quality and reliability of the work and also the independence of the auditor;

- the estimated times and fees may be reviewed periodically, in relation, amongst other things, to the general criteria indicated in Art. 145 *bis* of the Issuers' Regulations, should the conditions envisaged by the regulations in force arise and in accordance with the contents of the offer, in compliance with the applicable authorisation procedures;
 - KPMG S.p.A. meets the requirements of independence set by the regulations in force and at present, no situations of incompatibility exist on the basis of the available information;
 - the Partner with responsibility for the engagement is *dott.* Marco Ferrarini, who has acquired experience of external audits of pharmaceutical companies and has worked previously for the Recordati Group on behalf of KPMG S.P.A.;
- submits the following proposal

to the Ordinary General Meeting of the Shareholders of Recordati S.p.A.:

1. to engage the external auditors KPMG S.P.A. in relation to each of the financial years comprised between the period 2011-2019: i) for the legal external audit – in accordance with Art. 13 of the Decree – of the separate and consolidated financial statements of the Company, also involving activities to verify the consistency of the review of operations with those financial statements for the purposes of the provisions of Art. 14 paragraph 1, letter a) of the Decree; ii) for verification activities pursuant to Art. 14, paragraph 1, letter b) of the Decree; iii) for limited audits of mid term condensed consolidated financial statements;
2. to approve the relative fees for the said external auditors amounting to a total of €65,500 for each of the aforementioned financial years, all of the foregoing in accordance with the aforementioned offer made by those external auditors KPMG S.p.A..

Milan, 9th March 2011

The Board of Statutory Auditors

Marco Nava

Marco Rigotti

Achille Severgnini”

* * *

The Board of Directors agrees with the assessment performed by the Board of Statutory Auditors and invites the Shareholders to approve the proposal for the engagement of a firm for the external audit for the financial years 2011-2019 in accordance with the terms and procedures proposed by the Board of Statutory Auditors.

Milan, 9th March 2011

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13TH APRIL 2011 1ST CALL – 14TH APRIL 2011 2ND CALL)

Report on item 5 on the agenda and the relative resolution submitted

5. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.

To Our Shareholders,

In compliance with Art. 73 of the Regulations adopted with Consob resolution No. 11971 of 14th May 1999 and subsequent amendments ("Issuers' Regulations"), we inform you of the following.

On 13th April 2010, the Shareholders' Meeting of Recordati S.p.A. (hereinafter the "Company") authorised the purchase and utilization of treasury stock until the date of the approval of the 2010 Separate Company Annual Report.

On the basis of that shareholders' resolution, on 15th February 2011 a programme was commenced to purchase treasury stock for use in already existing and potential future stock option schemes designed for employees of the Companies in the Recordati Group. The purchase programme for a maximum of 2,400,000 Ordinary shares of Recordati, which is still in progress, will end on the date of the Shareholders' Meeting held to approve the 2010 Annual Report, when the resolution of the Shareholders' Meeting of 13th April 2010 granting authorisation also expires.

On the basis of the above 1,007,000 shares were purchased for a total of €6,797,778.80 on 8th March.

You are now asked to again authorise, within the limits and according to the procedures detailed below, the purchase and utilization of treasury stock.

This proposal fulfils various functions: it meets corporate requirements because the purchase of treasury stock, if authorised, will allow transactions to be performed such as the sale, contribution and exchange of treasury stock in order to acquire interests in companies and/or to reach agreements with strategic partners which form part of the Group's objectives for expansion; it meets requirements regarding the fulfilment of obligations resulting from the stock option plans already adopted by the Company and other stock option plans which might be approved in future also pursuant to, and for the purposes of, market practices concerning the purchase of treasury stock for the constitution of "share inventories" permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 16839 of 19th March 2009. Furthermore, the authorisation to purchase Treasury stock, if granted, will allow the Company to make investments, if required, on the stock market in its own shares, even through financial intermediaries and if required also pursuant to, and for the purposes of market practices concerning liquidity support permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 with Resolution 16839 of 19th March 2009.

In order to achieve the objectives just mentioned, we propose that you authorise the Chairman of the Board of Directors to purchase, even in more than one tranche and taking account of the treasury stock already held, a maximum of 20,000,000 (twenty million) ordinary shares with a par value of €0.125, corresponding to 9.56% of the current share capital of €26,140,644.50 and in any event for a maximum amount of €150,000,000 (onehundredandfifty million), a percentage and amount which, as detailed below, complies with article 2357 of the Italian Civil Code.

At the same time, we ask you to authorise, in accordance with Art. 2357-*ter* of the Italian Civil Code, the Chairman of the Board of Directors, to utilise, even in more than one tranche and for the purposes for which the authorisation is requested, the treasury stock that may be purchased, even by means of transactions subsequent to the purchase and sale, according to the procedures indicated below.

For the purposes of compliance with the third paragraph of article 2357 of the Italian Civil Code, we report that the share capital of the Company amounting to €26,140,644.50 currently consists of 209,125,156 ordinary shares with a value of €0.125 each.

We also report that on 8th March 2011 the Company possessed treasury stock of 11.033.105,00 shares with a par value of €0.125, corresponding to 5.2758% of the share capital.

The authorisation to purchase is requested until the date of the approval of the 2011 Annual Report. The utilisation of the shares purchased may occur without limits on the timing, except if it is the case for the market practices provisions already mentioned.

The Board proposes that the minimum unit price for the purchase should not be less than the par value of the RECORDATI S.P.A. ordinary shares (currently € 0,125) and that the maximum price should not be greater than the average of the official stock exchange prices in the five sessions prior to the purchase, plus 5%.

With regard to the maximum limit on spending, the Board observes that in accordance with article 2357 of the Italian Civil Code, treasury stock may be purchased up to the limits of the distributable profits and the reserves available resulting from the last financial report approved. In this respect, it will be seen that in the financial statements of the Company as at and for the year ended 31st December 2010, submitted for your approval, the total amount of the reserves (not considering the distributable profits) already amounts to € 227,999,466:

Additional paid-in capital:	€83,718,523
Extraordinary reserve:	€ 60,285,570
Reserve formed following transition to IFRS/IAS standards:	€83,995,373

We therefore observe that in view of the maximum price mentioned previously, the distributable reserves recognised are quite sufficient to allow any purchase of treasury stock there may be.

As concerns the procedures for purchase transactions, which may be performed in one or more tranches, the Board proposes that these transactions are performed on regulated markets in compliance with Art. 144 *bis*, paragraph one, letter b), of the Issuers' Regulations Furthermore, if those purchase transactions are performed pursuant to, and for the purposes of, the market

practices cited permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 16839 of 19th March, they must be performed in compliance with the operational conditions laid down for the those practices by the resolution cited, including the limits concerning the payment made for the purchases and the daily volumes (paragraphs 15 to 23 of the market practices concerning liquidity support; paragraphs 5 to 8 of the market practices concerning the purchase of treasury stock for the constitution of “share inventories”).

As concerns procedures for the utilisation, on the one hand it is proposed that shareholders authorise the Chairman of the Board of Directors, pursuant to and for the purposes of Art. 2357 *ter* of the Italian Civil Code to utilise - at any time, in one or more tranches and even before all possible purchases are made – the treasury stock purchased, by selling it on regulated markets either in lots or by public tender offer and, if it is the case, in compliance with the provisions of the market prices already mentioned. On the other hand, any treasury stock purchased may be used as payment for the purchase of shares and/or the conclusion of agreements with strategic partners and in any event, also to implement stock option plans already adopted by the Company or which may be adopted in future. Shareholders are therefore asked to grant the Chairman of the Board of Directors, the right to establish, as the occasion arises and in compliance with the relative legislation and regulations, the terms, procedures and conditions considered most appropriate, while the condition remains that the minimum price for the sale of shares cannot be less than their par value and that utilisations that may be made pursuant to and for the purposes of the market practices cited must be performed in compliance with the operational conditions laid down for the those practices by Consob Resolution No. 16839 of 19th March 2009. The Board of Directors will act in compliance with the disclosure obligations pursuant to Art. 144-*bis*, paragraphs three and four of the Issuers’ Regulations and, if it is the case, with the disclosure obligations provided for by the market practices cited.

Finally the proposal for the purchase of treasury stock is not made for the purpose of reducing the share capital.

In the light of the information we have provided, we propose that you approve the following resolutions:

“The ordinary general meeting of the shareholders of Recordati S.p.A.,

- having read the report of the Board of Directors, in compliance with Art. 73 of the Regulations adopted with Consob resolution No. 11971 of 14th May 1999 and subsequent amendments

resolves

- i) to authorise, pursuant to and for the purposes of Art. 2357 of the Italian Civil Code and until the approval of the 2011 annual report, the purchase, in one or more tranches, of a maximum of 20,000,000 ordinary RECORDATI S.p.A shares with a par value of € 0,125 and, in any event, in an amount such that the maximum number of treasury shares held by the Company never exceeds one fifth of the share capital, with account also taken of shares that may be held by subsidiaries, for a minimum valuable consideration of not more than the average official stock exchange price in the five sessions prior to the purchase, plus 5%, with a total disbursement which is in any event not greater than € 150,000,000 (onehundredandfiftymillion);
- ii) to grant a mandate to the Chairman of the Board of Directors to proceed to the purchase, even through delegated persons, of RECORDATI S.p.A. shares under the conditions reported above, in an appropriate gradual manner in the interests of the company, on regulated markets and in

- compliance with and according to the procedures of Art 144-*bis*, paragraph one, letter b) of the Issuers' Regulations;
- iii) to provide that the authorisation just mentioned may also be used (a) for the purposes of the utilisation of treasury stock in transactions related to continuing operations and that is projects that are consistent with the strategic policies that the Company intends to pursue, in relation to which opportunities for share exchanges arise, according to the procedures, terms and conditions indicated in this resolution, or to fulfil obligations arising from stock option plans already adopted by the Company and those which might be adopted in future also pursuant to, and for the purposes of, market practices concerning the purchase of treasury stock for the constitution of "share inventories" permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 with Resolution No. 16839 of 19th March 2009 (b) for the purposes of investment in the Company's own shares, according to the terms and according to the procedures laid down by the applicable regulations and if it is the case, in the interest of the Company and through specialised intermediaries, also pursuant to, and for the purposes of, market practices concerning liquidity support permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 with Resolution 16839 of 19th March 2009. All of the foregoing maybe performed provided that the purchases which may be made pursuant to, and for the purposes of, the cited market practices occur in compliance with the operational conditions laid down for the those practices by Consob Resolution No. 16839 of 19th March 2009, including the limits concerning the payment for purchases and the daily volumes which are intended as fully included herein. The maximum number of treasury shares possessed may not in any case and at any time exceed, as already stated, the maximum limit established by the applicable regulations in force, with account also taken of shares which may be possessed by subsidiaries;
- iv) to authorise the Chairman of the Board of Directors, pursuant to and for the purposes of Art. 2357 *ter* of the Italian Civil Code to utilise - even through delegated persons, at any time, fully or in part, in one or more tranches, even before all possible purchases are made and even by means of transactions subsequent to the purchase and sale – the shares purchased on the basis of this resolution, either by selling them on regulated markets in lots or by a public tender offer, or by means of stock option plans already adopted by the Company and which it may adopt in future and also as valuable consideration for the acquisition of shares and/or the conclusion of agreements in the framework of a policy of corporate investments, granting the Chairman of the Board of Directors the right to establish, as the occasion arises and in compliance with the relative legislation and regulations, the terms, procedures and conditions considered appropriate, while the condition remains that the sale of shares must be made at a minimum price of not less than their par value. All of the foregoing is subject to the condition that the utilisations that may be performed pursuant to and for the purposes of the market practises mentioned must occur in compliance with the operational conditions set for those practises by Consob Resolution No. 16839 of 19th March 2009;
- v) to grant the Chairman of the Board of Directors all necessary powers to implement this resolution, in compliance with the Art. 132 of Legislative Decree No. 58/1998 and with the disclosure obligations pursuant to Art. 144 *bis*, paragraphs three and four of the Issuers' Regulations and, if applicable, to the reporting obligations pursuant to the market practises mentioned, with the right to proceed to the purchase and the utilisation of treasury stock within the limits already stated, even through specialist intermediaries and also pursuant to and for the purposes of market practices concerning liquidity support permitted by the Consob in accordance with Art. 180, paragraph 1, letter c) of Legislative Decree 58/1998 with Resolution 16839 of 19th March 2009."

Milan, 9th March 2011

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

DIRECTORS' REPORT ON THE PROPOSALS ON THE AGENDA OF THE ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

(13th April 2011 1st call – 14th April 2011 2nd call)

Report on item 6 on the agenda and the relative resolution submitted

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.

To Our Shareholders,

In compliance with article 114 *bis* of Legislative Decree No. 58/1998 (Consolidated Finance Act) and article 84 *bis* of the Issuers' Regulations issued by the Consob with resolution No. 11971 of 14th May 1999 and subsequent amendments (hereinafter the "Issuer's Regulations") and also in accordance with Art. 125-*ter* of Legislative Decree No. 58/1998, information is provided here on the proposal to amend the 2006-2009 Stock Option Plan approved in a shareholders' meeting of 6th April 2006, which will be submitted to the meeting of the Shareholders of the company held in first call on 13th April 2011 and in second call on 14th April, following a proposal formulated by the Board of Directors with a resolution of 9th March 2011, which took account of the proposal of the Remuneration Committee which met on 9th February 2011 and again on 7th March 2011.

The amendments proposed to the 2006-2009 Plan are designed mainly to bring the regulations concerning the exercise period for options for that Plan (which currently provide for two specific periods during each financial year subsequent to the vesting date) into line with the regulations for the 2010-2013 Plan approved by a Shareholders' Meeting of 13th April 2010 (which allow for options to be exercised, at the discretion of the participant, at any time during each financial year, once the vesting date has been reached) because the underlying reasons for the original provision no longer apply.

The reasons for the Plan, together with the basic characteristics and in particular, by way of example, the beneficiaries of the Plan, the conditions for exercising options that may be granted, the exercise price and so forth, are described below in detail in compliance with the recommendations for the information document pursuant to Art. 84-*bis*, paragraph 1 of the Issuers' Regulations and contained in schedule No. 7 of attachment 3A of those regulations, as already reported in the same information document made available to the public on 17th September 2007.

Information document in accordance with Art. 114-bis of Legislative Decree No. 58/1998 (Consolidated Finance Act)

Amendments to the incentive scheme approved in 2006

Definitions

For the purposes of this information document, the terms listed below will have the following meanings attributed to them:

“**Shares**” are defined as the ordinary shares of the Company, with a nominal value of 0.125 euro each;

“**Shareholders’ Meeting**” is defined as a general meeting of the shareholders of Recordati S.p.A.;

“**Participant/s**” is defined as the beneficiaries of the Plan identified by a Shareholders’ Meeting;

“**Grant date**” is defined as the date on which the Board of Directors approved the grant of the options on the basis of the Plan;

“**Beneficiaries**” is defined as the beneficiaries of the Plan identified by the Plan itself;

“**Recordati Group**” is defined as Recordati S.p.A. and its subsidiaries and associate companies;

“**Options**” is defined as the financial instruments of the Plan, which will grant the right of the Beneficiaries to subscribe/purchase an equal number of Shares;

“**Plan**” is defined as an incentive scheme based on stock options reserved to employees of the companies belonging to the Recordati Group and approved by the Shareholders’ Meeting of 6th April 2006;

“**Regulations**” is defined as the document approved by the Shareholders’ Meeting of the Company which governs the functioning of the Plan;

“**Issuers’ Regulations**” is defined as the Regulations issued by the Consob with Resolution No. 11971 of 1999 (as subsequently amended) concerning issuers.

“**Company**” or “**Issuer**” is defined as Recordati S.p.A..

1. The beneficiaries

1.1 The names of the beneficiaries who are members of the board of directors or the management board of the issuer of the financial instruments, of the companies controlling the issuer, and of the companies controlled, directly or indirectly, by the issuer.

1.2 The categories of employees or collaborators of the issuer and of the companies controlling or controlled by this issuer.

On the basis of the Plan approved by the Shareholders’ Meeting of 6th April 2006, the Options may be granted by the Board of Directors to executives of the Company or of companies either directly or indirectly controlled and to employees who, although not being members of senior management, nevertheless occupy particularly important positions and contribute to the achievement of Group results. It is observed that Options have been granted insofar as they were destined to employees of strategic importance to the Company and also to the executive directors of the Company and therefore to the directors *Ing. Giovanni Recordati, Dr. Alberto Recordati and Dr. Andrea Recordati*. Similarly, Options have been granted to other executives of strategic importance to the Company who also occupied and occupy the position of director in some of the subsidiaries of the Company.

The Plan qualifies as a plan “of particular significance” according to Art. 114 *bis*, paragraph 3 of Legislative Decree No. 58/1998 and Art. 84 *bis* paragraph 2 of the Issuers’ Regulations, because the beneficiaries of the Plan include “significant persons” pursuant to Art. 152 *sexies* paragraph 1, letters c1) and c2), who consist in particular of members of the Board of Directors of the company (even with the observation concerning them just made), persons who perform management functions and executives of the Company with regular access to privileged information and who hold the power to make management decisions which may affect the development and future prospects of the Company.

No further Options may be granted nor may further Beneficiaries be identified because the Plan expired on 31st December 2009.

The approval by the Shareholders’ Meeting of the proposal to make the Options exercisable at the discretion of the beneficiary, at any time during each financial year, once the vesting date has been reached does not determine changes in the Beneficiaries.

1.3 The names of the persons who benefit from the plan belonging to the following groups:

a) the general managers referred to in Article 152-*sexies*, paragraph 1, subparagraph c)-c.2 in the Company;

Beneficiaries to whom the Board has granted Options on the Basis of the Plan include the Chairman and Chief Executive Officer *Ing.* Giovanni Recordati, who also occupies the position of General Manager of the Company and as such has regular access to privileged information and holds the power to make operational decisions that may affect the development and future prospects of the Company;

b) senior managers in a company controlled, directly or indirectly, by an issuer of shares, if the book value of the shareholding in the aforesaid controlled company represents more than fifty percent of the balance sheet assets of the issuer of the shares, as shown in the latest approved financial statement, as specified in Article 152-*sexies*, paragraph 1, letter c)-c.3;

Not applicable.

c) the natural persons controlling the issuer of shares, who are employees or work on contract within the issuer of shares.

Not applicable.

1.4 Description and number, broken down by category:

a) of the group of managers who have regular access to inside information and are authorised to take management decisions that can influence the development and prospects of the issuer of shares, referred to in Article 152-*sexies*, paragraph 1, letter c)-c.2;

Beneficiaries of the Plan include the sole senior manager qualifying as a “significant person” pursuant to Art. 152 *sexies*, paragraph 1, letter c2, identified in the person of the Group CFO and General Manager for co-ordination of operations.

b) of the group of managers who have regular access to inside information and are authorized to take management decisions that can influence the development and prospects of a company controlled, directly or indirectly, by an issuer of shares, if the book value of the shareholding in the aforesaid controlled company represents more than fifty percent of the balance sheet assets of the issuer of shares, as shown in the latest approved financial statement, as specified in Article 152-sexies, paragraph 1, letter c)-c.3

Not applicable.

c) any other categories of employees or collaborators subject to different treatment under the plan (for example, senior managers, middle managers, clerical workers etc.).

Not applicable.

d) if different exercise prices are established for the exercise of stock options for the persons within the two categories identified in letters a) and b), the aforesaid persons classed under letters a) and/or b) must be identified separately and named.

Not applicable.

2. The reasons for the adoption of the plan

2.1 the objectives to be achieved through the amendment of the plan.

The reasons underlying the proposed amendments to the Plan consist of a desire to bring the regulations concerning the exercise period for options for that plan (which currently provide for two specific periods during each financial year subsequent to the vesting date) into line with the regulations for the 2010-2013 Plan approved by a Shareholders' Meeting of 13th April 2010 (which allow for options to be exercised, at the discretion of the participant, at any time during each financial year, once the vesting date has been reached) because the underlying reasons for the original provision no longer apply.

The original formula with two specific exercise periods during the year (i.e. the first between 9th and 24th May and the second between 13th and 28th November) was connected with the right of the Company not only to grant Options for the purchase of ordinary shares held by the Company in portfolio, but also for the subscription of ordinary shares newly issued by the Company and it therefore took account of the activities required to be performed to carry out the relative and connected operation to issue new shares to be used for the Plan.

Given that all the grants of Options decided by the Board of Directors on the basis of the Plan regarded Options for the purchase of ordinary shares held by the Company itself in portfolio, it was decided to eliminate the provision of two specific exercise periods and to introduce the possibility of exercising the Options, once the vesting date has been reached, at any time during the financial year. This will strengthen the interest of the Beneficiaries in the incentives underlying the Plan and at the same time bring the regulations of the Plan into line with the current regulations for the last 2010-2013 Plan approved by a Shareholders' Meeting of 13th April 2010, which in consideration of its

contents (the grant of Options free of charge for the purchase of ordinary shares of the Company, purchased on the market by the Company and/or already held in portfolio) allow for Options to be exercised, once the vesting date has been reached, at the discretion of the beneficiary together with any other tranches that may have vested, but not yet have been exercised, at any time during each financial year.

2.2 The key variables, also in the form of performance indicators, considered for the inclusion in schemes based on financial instruments.

The exercise of the Options which may be granted, and of each tranche of Options in particular, is subject, for all the Beneficiaries, to achieving determined consolidated net income objectives set by the Board of Directors, as explained in detail in section 4. The mere grant of Options on the basis of the Plan is not tied to the achievement of determined performance objectives, since they are rather linked to the position occupied by the Beneficiary.

2.3 The factors underlying the determination of the extent of the remuneration based on financial instruments, or the criteria used to determine it.

The number of Options granted to Beneficiaries is related to the organisational structure of the Company and it was determined on the basis of the importance of the positions occupied in the organisation by the managers concerned.

In order to define the importance of the positions occupied in the organisation by the managers concerned, reference was made to remuneration surveys conducted by major consulting firms and to the “gradings” formulated by them to photograph the organisational structure. The term “grading” relates to a system for classifying positions in an organisation in relation to the responsibility assigned to each role and to the size and complexity of the organisation in which it is set.

2.4 The reasons behind any decision to award remuneration plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or controlling companies or by third party companies with respect to its group; if the aforesaid instruments are not traded on regulated markets, information on the criteria used to determine the value attributable to them.

Not applicable.

2.5 Assessment of the significant tax and accounting implications that influenced the formulation of the plans.

There were no significant tax and accounting implications that influenced the proposal to adopt the Plan.

2.6 Any support for the plan from the special fund for the encouragement of worker participation in firms, referred to in Article 4, paragraph 112, of the Italian Law No. 350 of 24th December 2003

The Plan receives no support from the special fund for the encouragement of worker participation in firms, pursuant to article 4, paragraph 112, of Italian Law No. 350 of 24th December 2003.

3. Approval procedures and time scales for the grant of the instruments

3.1 Scope of the powers and functions assigned to the shareholders' meeting and the board of directors for the implementation of the plan.

3.2 Specification of the persons appointed to administer the plan and their functions and responsibilities.

The Shareholders' Meeting of 6th April 2006 delegated responsibility for the implementation and administration of the Plan to the Board of Directors of the Company, allowing it to consult with the Remuneration Committee, appointed by the Board from among its members. For some activities the Board may also operate through the Chairman of the Remuneration Committee, who consults with the other members of that Committee in the performance of his duties.

The amendments to the Plan were examined by the Remuneration Committee in its meetings of 9th February 2011 and 7th March 2011 and during that last meeting the Committee approved the proposal to be submitted to the Board of Directors for its approval.

On 9th March 2011 the Board of Directors passed a resolution to approve the proposal of the Remuneration Committee and to submit the proposal to amend the Plan to the Shareholders' Meeting in accordance with 114-*bis* of Legislative Decree No. 58/1998.

3.3 Any existing procedures for the revision of the plans, also with respect to changes in the key objectives.

Any substantial changes to the Plan which should become necessary shall be submitted to a shareholders meeting by the Board of Directors. Furthermore, as illustrated in greater detail in section 4.5, the Plan allows the consolidated net income target set by the Board (which constitutes a condition for the exercise of each tranche of Options), to be amended by the Board when the annual budget is approved if there are any changes to the growth plans of the Company.

3.4 Description of the methods used to determine the availability and the grant of the financial instruments that the schemes are based on (for example: the grant of shares free of charge, share issues with the exclusion of pre-emptive rights, and the sale and purchase of treasury shares).

The Plan involves the grant of Options for the subscription/purchase, at the discretion of the Company, of its ordinary shares, either newly issued or held in portfolio, with a nominal value of 0.125 euro each. Each Option grants the right to subscribe/purchase one share; the Options are free of charge.

3.5 The role performed by each director in determining the features of the above mentioned plans and the occurrence of any situations of conflicts of interest for the directors involved.

The amendments to the Plan were examined by the Remuneration Committee in its meetings of 9th February 2011 and 7th March 2011 and during that last meeting the Committee approved the proposal to be submitted to the Board of Directors for its approval.

On 9th March 2011 the Board of Directors passed a resolution to approve the proposal of the Remuneration Committee and to submit the proposal to amend the Plan to the Shareholders' Meeting in accordance with 114-*bis* of Legislative Decree No. 58/1998, after three executive Directors who are Beneficiaries of the Plan had first declared their interests.

3.6 For the purposes of the requirements of Article 84-*bis*, paragraph 1, the date of the decision made by the body responsible for proposing the approval of the amendments to the Plan and the proposal by the remuneration committee, if present.

The Board of Directors decided to submit the proposal to amend the Plan for approval to the shareholders' meeting held on 9th March 2011, on the basis of a proposal made by the Remuneration Committee which met on 9th February 2011 and 7th March 2011.

3.7 For the purposes of the requirements of Article 84-*bis*, paragraph 5, letter a) the date of the decision made by the body responsible for the grant of the instruments and any proposal to the aforementioned body made by the remuneration committee, if present.

As part of the Plan the Board of Directors decided the following four grants of Options:

- on 6th April 2006: Options for the purchase of a total of 2,650,000.00 ordinary shares to 63 executives and two managers of the Company, at a unit purchase price of those shares of €6.4975 (date of the Remuneration Committee's proposal: 6th April 2006);
- on 29th October 2008: Options for the purchase of a total of 3,875,000 ordinary shares to 95 executives of the Company and its subsidiaries, at a unit purchase price of those shares of €4.073 (date of the Remuneration Committee's proposal: 28th October 2008);
- on 11th February 2009: Options for the purchase of a total of 120,000 ordinary shares to five executives of the Company and its subsidiaries, at a unit purchase price of those shares of €3.894 (date of the Remuneration Committee's proposal: 10th February 2009);
- on 27th October 2009: Options for the purchase of a total of 4,065,000 ordinary shares to 101 executives of the Company and its subsidiaries, at a unit purchase price of those shares of €4.87 (date of the Remuneration Committee's proposal: 26th October 2009).

3.8 The market price, recorded on the aforesaid dates, for the financial instruments on which the plans are based, if traded on regulated markets.

The market price of the Shares on the above grant dates was as follows:

- On 6th April 2006: €6.476
- on 29th October 2008: €3.783
- on 11th February 2009: €4.0796
- on 27th October 2009: €5.1138.

3.9 In the case of plans based on financial instruments traded on regulated markets, the terms and procedures adopted by the issuer in determining the time scales for the grant of the financial instruments to take account of any possible time correlation between:

- i) the aforementioned grant or any related decisions made by the remuneration committee, and**
- ii) the disclosure of any relevant information pursuant to Article 114, paragraph 1; for example, when the information is:**
 - a. not already public and capable of positively influencing the market prices, or**
 - b. already published and capable of negatively influencing the market prices.**

As concerns the timing of the grant of Options, the Plan makes reference to the date of the resolution with which the Board in addition to granting the Options to those selected as Beneficiaries also sets the exercise price for the Options, on the basis of the arithmetic average of the prices of the ordinary shares of the Company recorded on the market in the period between the grant date of the Options and the same day of the previous calendar month. This criterion for setting the exercise price for the Options attenuates the effects of any sudden appreciations or depreciations in the quoted price of the shares of the Company.

4. The features of the instruments granted

4.1 Details of the structure of the remuneration schemes based on financial instruments. For example, specify whether the plan is based on the grant of: financial instruments (grant of restricted stock); increase in the value of these instruments (phantom stock); options to subsequently buy the financial instruments (option grants) with settlement by physical delivery (stock options) or in cash on the basis of a differential (stock appreciation rights).

As already mentioned, the Plan is based on the grant of stock options, i.e. option rights for the subsequent subscription/purchase of the ordinary shares of the Company with settlement by physical delivery in the amount of one share per Option.

4.2 Specification of the scheme's effective period of implementation, also with reference to the various cycles established.

4.3 The end date of the Plan.

The Plan has a duration of four years, from, 2006 until 2009, and therefore, as already stated, it has expired. Point 3.7 may be consulted for details of grants performed on the basis of the Plan.

The Options granted vest in tranches and can be exercised within determined time limits. More specifically, as explained in more detail in section 4.5, the vesting of the Options granted to Beneficiaries occurs in four successive tranches, the first of which, amounting to 25% of the Options granted, vests – if the consolidated net income condition reported in section 4.5 is met – starting on the date set in the resolution with which the Board granted the Options, while the vesting of the subsequent tranche shall be subject to similar expiration terms.

On the basis of the original formula, the Options granted on the basis of the Plan expire at the end of the last day of the exercise period in progress or following the fifth anniversary of the grant date. The approval of the amendments submitted to the Shareholders' Meeting will mean that those tranches

of Options which vest by the end of the fifth financial year following that in which the Board of Directors granted the Options may be exercised.

4.4 The maximum number of financial instruments, including those in the form of options, granted in each tax year in relation to the persons identified by name or the categories stated.

The Plan does not set a maximum number of options to be granted to the Beneficiaries for each year of the validity of the Plan. However, as already mentioned, the Plan has expired and therefore no new Options can be granted in addition to those reported in sub-section 3.7.

4.5 The procedures and clauses for the implementation of the plan, specifying whether the actual grant of the instruments is subject to meeting certain conditions or the achievement of particular results, including performance related; and description of these conditions and results.

The Plan provides for the following with regard to the vesting and exercise of Options:

- 25 % of the options granted to a Beneficiary (“First Tranche”) vest and may be exercised from the date set in the resolution with which the Board of Directors granted the Options (“First Vesting Date”);
- a further 25 % of the Options granted to a Beneficiary (“Second Tranche”) vest and may be exercised from the same day of the calendar year following the First Vesting Date (“Second Vesting Date”).
- a further 25 % of the Options granted to a Beneficiary (“Third Tranche”) vest and may be exercised from the same day of the calendar year following the Second Vesting Date (“Third Vesting Date”);
- the remaining 25 % of the Options granted to a Beneficiary (“Fourth Tranche”) vest and may be exercised from the same day of the calendar year following the Third Vesting Date (“Fourth Vesting Date”).

Originally, once the respective vesting date had been reached, each of the tranches described above is exercisable, at the discretion of the Beneficiary, also together with other tranches which may have already vested on that date and have not yet been exercised, and in any event within one of the periods between (i) 9th and 24th May or (ii) 13th and 28th November of each year (“Exercise Periods”) subsequent to that date or to any subsequent vesting dates relating to the same grant of Options.

As already stated, the approval of the amendments submitted to the Shareholders’ Meeting will mean that tranches of Options which may have vested and not yet have been exercised can be exercised at any time during the financial year, but without effect on their expiry date.

Independently of when they are exercised, the Options may only be exercised, in relation to each tranche, for the whole of the shares of which the tranche is composed. In the case of failure to exercise an entire tranche in the proper manner, inclusive of failure to make payment of the entire exercise price for it, the exercise shall be considered as not having taken place with regard to the whole of that same tranche.

As already mentioned in the preceding sections, under the conditions of the Plan, the exercise of single tranches of Options is subject, for all Beneficiaries, to the condition that the net income resulting from the consolidated financial statements of the Group for each financial year prior to the vesting date for single tranches of the Options is not less than the amount set by the Board when Options were granted, with reference to the result in the medium term business plan forecast for each of the years considered. Under the Plan the Board may change the above objective in line with any changes that are made to the business plan, when it approves annual budgets.

The shares purchased by a Beneficiary following the exercise of one or more tranches on the basis of the Plan have normal dividend entitlement.

4.6 Details of any restrictions on the availability of the instruments deriving from the exercise of the options, with particular reference to the periods within which the subsequent transfer to the company or to third parties is permitted or prohibited.

Under the conditions of the Plan proposed, the options may not be transferred to third parties, nor may they be subject to other agreements concerning ownership. The Options may be exercised solely by the Beneficiary or by his or her legal representative, in the case of an incapacitated person, or by the heirs in cases of death. No restrictions are placed by the Plan on shares resulting from the exercise of Options which may be granted, except for restrictions which may be placed on the ownership of financial instruments by law.

4.7 Description of any termination conditions for the grants under the plans if the beneficiaries conduct hedging transactions that neutralise any restrictions on the sale of the financial instruments granted, including in the form of options, or the financial instruments resulting from the exercise of these options.

Not applicable.

4.8 Description of the effects generated by the termination of the employment relationship.

Under the conditions of the Plan, unless decided otherwise by the Board of Directors, the termination of the contract of employment of a Beneficiary of the Plan with the Company or, according to the case, with another Company in the Recordati Group ("Termination of Employment") for any reason, shall automatically result in the exclusion of the Beneficiary from the Plan and the final and irrevocable loss of validity of the Options already granted on that date and not yet exercised and/or not exercisable, without prejudice to what has already been provided for in relation to Options that have already vested and in the case of the death of the Beneficiary.

In the original formula, the Plan established that if on the date of termination of the employment relationship, a Beneficiary of the Plan possesses Options which have already vested in relation to one or more tranches, but which have not yet been exercised, the Beneficiary may exercise those Options, in relation to the tranches already vested, within the exercise period immediately following the date of the Termination of the Employment Relationship, while those Options shall lose all validity if they are not exercised within that single period.

The approval of the amendments submitted to the Shareholders' Meeting will mean that the Options already vested in relation to one or more tranches, but not yet exercised, can be exercised in relation to the tranches already vested, within 30 days of the date of the Termination of Employment, while those Options lose all validity if they are not exercised within that period.

Furthermore, in the case of the Termination of Employment due to death or permanent invalidity of a Beneficiary participating in the Plan, the Options already granted on the date of the Termination of Employment just mentioned shall become immediately exercisable by the heirs of the beneficiary in the case of the death of the latter, or by the beneficiary in person or his/her legal representative if incapacitated in the case of permanent invalidity, for a period of one year following the date of the Termination of Employment. After that period of one year has passed, the Options shall permanently and irrevocably lose their validity.

In all cases, the termination of the employment contract of a Beneficiary with the Company as a result of the transfer of the latter to another company in the Recordati Group, does not constitute a case of Termination of Employment as described here. However, it does constitute Termination of Employment in cases where a change of control occurs, in the sense of a transfer to third parties (i) of the subsidiary to which the Beneficiary belongs by the Company or (ii) of the company or the part of the company in which the Beneficiary works by the Company or one of its subsidiaries.

4.9 Details of any other reasons for the cancellation of the schemes.

No other causes for invalidating the Plan exist other than the provisions of the previous section 4.8 concerning the effects on the Plan of the termination of employment.

4.10 The reasons for the provision of a possible "redemption" by the company of the financial instruments involved in the plans, pursuant to Article 2357 and following of the Italian Civil Code; the beneficiaries of the redemption, specifying whether it only applies to particular categories of employees; and the effects of the termination of the employment relationship on the aforementioned redemption.

Not applicable.

4.11 Any loans or concessions due to be granted for the purchase of the shares pursuant to Article 2358, paragraph 3, of the Italian Civil Code.

On written application of a Beneficiary, the Company may grant him/her a loan for the payment of the exercise price of the Options. The terms and conditions of the loan shall be specified in a special communication which shall be sent to the beneficiary where the loan application is accepted, while it is understood that: i) the loan shall be interest bearing at a rate to be set as the occasion arises by the Company on the basis of the Euribor two month rate quoted at the time plus 0.50%; ii) the amount of the loan shall be repaid to the Company with interest by the 120th day following the date on which the shares were made available to the Beneficiary.

4.12 Details of the valuations of the expected cost for the company as at the date of the grant, as determinable on the basis of the terms and conditions already defined, by overall amount and for each instrument of the plan.

The expected total cost (fair value as defined in IFRS 2) estimated by the Company in relation to each grant of Options performed on the basis of the 2006-2009 stock option plan was as follows: grant of 6th April 2006: €1,935,898; grant of 29th October 2008: €1,521,270; grant of 11th February 2009: €86,310; grant of 27th October 2009: €2,493,305.

4.13 Specification of any dilution effect on the capital generated by the remuneration schemes.

The Plan shall be serviced with ordinary shares of the Company purchased on the market and/or already held in portfolio (treasury stock) and therefore it will involve no dilution effect.

4.14 Any limits established for the exercise of the voting rights and for the assignment of property rights.

Not applicable.

4.15 If the shares are not traded on regulated markets, any other information needed to properly measure the value attributable to them.

Not applicable.

4.16 Number of financial instruments underlying each option.

As already mentioned in the preceding sections, each Option grants the right to purchase one ordinary share of the Company.

4.17 Expiration of the Options.

As already stated in section 4.3, on the basis of the original formula, the Options granted on the basis of the Plan expire at the end of the last day of the exercise period in progress or following the fifth anniversary of the grant date. The approval of the amendments submitted to the Shareholders' Meeting will mean that those tranches of Options which vest by the end of the fifth financial year following that in which the Board of Directors granted the Options may be exercised.

4.18 Exercise procedures (American/European), timescales (e.g. exercise periods) and clauses (e.g. knock-in and knock-out clauses).

See section 4.5.

4.19 The exercise price of the option or the methods and criteria for its determination, particularly with reference to:

a) the formula for the calculation of the exercise price in relation to a particular market price (fair market value) (for example: exercise price corresponding to 90%, 100% or 110% of the market price), and

b) the methods for the determination of the market price used as a reference for the determination of the exercise price (for example: last price on the day before the grant, average for the day, average of the last 30 days etc.).

The exercise price of each Option, which is the same for all the Beneficiaries of the Plan, corresponds to the fair market value and is the “normal value” of the shares, i.e. the arithmetic average of the share prices quoted on the stock market in the period running from the grant date of the Options and the same date of the previous calendar month.

4.20 If the exercise price is not equal to the market price determined in the manner specified in item 4.19.b (fair market value), the reasons for this difference.

Not applicable.

4.21 The criteria for the establishment of different exercise prices between the various beneficiaries or the various categories of beneficiaries.

Not applicable.

4.22 If the financial instruments underlying the options are not traded on regulated markets, specification of the value attributable to the underlying instruments or the criteria used to determine their value.

Not applicable.

4.23 Criteria for the adjustments needed as a result of extraordinary transactions involving equity or other transactions entailing a change in the number of the underlying instruments (capital increases, extraordinary dividends, consolidation or splitting of the underlying shares, mergers and splits, conversions into other classes of shares, etc.).

Under the conditions of the Plan, in the presence of extraordinary transactions which affect the formal structure of the share capital of the Company, the number of shares underlying the Options granted under the Plan and the relative exercise price per share shall be considered to be automatically modified to reflect those changes. Beneficiaries shall be informed of those modifications by written communication.

Attachment: table No. 1, frame 2, section 1 of outline 7 of Annex 3A of the Issuers' Regulations

TABLE No. 1 of outline 7 of Annex 3A of Regulation No. 11971/1999

NAME OR CATEGORY	POSITION	FRAME 2							
		Options (option grant)							
		SECTION 1							
		Options relating to currently valid plans, approved on the basis of previous shareholders' resolutions							
		Date of the shareholders' resolution	Description of the instrument	Number of financial instruments underlying the options granted but not exercisable	Number of financial instruments underlying the options exercisable but not yet exercised	Date of grant by the Board of Directors	Exercise price	Market price of the underlying financial instruments on the grant date (official price)	Option expiration
Giovanni Recordati	Chairman, CEO and General Manager *	06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	0	225,000	06/04/2006	6.4975	6.476	24/05/2011
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	225,000	0	29/10/2008	4.073	3.783	28/11/2013
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	300,000	0	27/10/2009	4.87	5.1138	28/11/2014
		13/04/2010 (AGM)	Options on Recordati S.p.A. shares with physical delivery	360,000	0	09/02/2011	6.7505	6.77	31/12/2019
Alberto Recordati	Vice Chairman *	06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	0	150,000	06/04/2006	6.4975	6.476	24/05/2011
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	112,500	37,500	29/10/2008	4.073	3.783	28/11/2013
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	150,000	0	27/10/2009	4.87	5.1138	28/11/2014
		13/04/2010 (AGM)	Options on Recordati S.p.A. shares with physical delivery	180,000	0	09/02/2011	6.7505	6.77	31/12/2019
Andrea Recordati	Director *	06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	0	80,000	06/04/2006	6.4975	6.476	24/05/2011
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	75,000	0	29/10/2008	4.073	3.783	28/11/2013
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	100,000	0	27/10/2009	4.87	5.1138	28/11/2014
		13/04/2010 (AGM)	Options on Recordati S.p.A. shares with physical delivery	130,000	0	09/02/2011	6.7505	6.77	31/12/2019

(*) This person is a beneficiary of stock option plans not as a member of the Board of Directors of Recordati S.P.A., but as an employee of strategic importance to the Company.

TABLE No. 1 of outline 7 of Annex 3A of Regulation No. 11971/1999

NAME OR CATEGORY	POSITION	FRAME 2							
		Options (option grant)							
		SECTION 1							
		Options relating to currently valid plans, approved on the basis of previous shareholders' resolutions							
		Date of the shareholders' resolution	Description of the instrument	Number of financial instruments underlying the options granted but not exercisable	Number of financial instruments underlying the options exercisable but not yet exercised	Date of grant by the Board of Directors	Exercise price	Market price of the underlying financial instruments on the grant date (official price)	Option expiration
Executives	CFO and General Manager for the co-ordination of operations	06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	0	150,000	06/04/2006	6.4975	6.476	24/05/2011
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	112,500	0	29/10/2008	4.073	3.783	28/11/2013
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	150,000	0	27/10/2009	4.87	5.1138	28/11/2014
		13/04/2010 (AGM)	Options on Recordati S.p.A. shares with physical delivery	180,000	0	09/02/2011	6.7505	6.77	31/12/2019
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	0	580,000	06/04/2006	6.4975	6.476	24/05/2011
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	2,141,250	80,000	29/10/2008	4.073	3.783	28/11/2013
		06/04/2006 (AGM)	Options on Recordati S.p.A. shares with physical delivery	127,500	12,500	11/02/2009	3.894	4.0796	24/05/2014
		13/04/2010 (AGM)	Options on Recordati S.p.A. shares with physical delivery	3,480,000	0	09/02/2011	6.7505	6.77	31/12/2019

In the light of the information we have provided, we propose that you approve the following resolutions:

“The ordinary general meeting of the shareholders of Recordati S.p.A.,

- having viewed the illustrative report of the Board of Directors which describes the proposals to amend the 2006-2009 Stock Option Plan approved by a Shareholders’ Meeting on 6th April 2006 and the essential characteristics of that plan as already illustrated in a similar information document disclosed to the public on 17th September 2007

resolves

- to approve the amendments to the 2006-2009 Stock Option Plan, designed to incentivise and strengthen the loyalty of the senior managers of Recordati S.P.A. and of companies either directly or indirectly controlled by it, and also of employees who, although not being members of senior management, nevertheless occupy particularly important positions in the text attached to the minute of the Shareholders Meeting;
- to confer on the Board of Directors and on the Chairman, with the power to further delegate, all necessary and appropriate powers to implement the amendments approved.”

Milan, 9th March 2011

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

Company information

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