

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

CALL TO AN ORDINARY GENERAL MEETING OF THE SHAREHOLDERS

The shareholders of the Company are called to an Ordinary General Meeting of the shareholders to be held at 10.00 a.m. on 17th April 2014 in a single call at 1 Via M. Civitali, Milan to discuss and vote on the following agenda:

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 2013; relative and consequent resolutions.
2. Appointment of the Board of Directors:
 - a) Determination of the number of the members of the Board of Directors.
 - b) Determination of the length of the term of office of the Board of Directors.
 - c) Appointment of the members of the Board of Directors; relative and consequent resolutions.
 - d) Determination of the remuneration of the members of the Board of Directors.
3. Appointment of the Board of Statutory Auditors:
 - a) Appointment of the members of the Board of Statutory Auditors and the relative Chairman.
 - b) Determination of their remuneration.
4. Remuneration policies in accordance with article 123-ter of Legislative Decree No. 58 of 24th February 1998; relative and consequent resolutions.
5. Proposal to approve the 2014-2018 Stock Option Plan; relative and consequent resolutions in accordance with Art. 114 *bis* of Legislative Decree No. 58 of 24th February 1998.
6. Proposal to authorise the purchase and utilization of treasury stock; relative and consequent resolutions.

Legitimate right to participate in the shareholders' meeting

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 to be held in a single call and that is on **8th April 2014 (record date)**. Debit and credit entries performed on the shareholders' register 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 a single call (i.e., by 14th April 2014). 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 the shareholders' meeting.

Representation in shareholders' meetings

Those holding the right to vote may be represented by a written proxy, in accordance with 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 (www.recordati.it/investors/shareholders_meetings/2014). The proxy may be sent to the Company by registered letter to the attention of the Legal Service and Corporate Affairs Department at the registered offices of the Company or it may be sent to the email address recordati@pec.recordati.it.

The proxy may be granted, free of charge, with voting instructions, to the company Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., selected by the Company as the Designated Representative in accordance with Art. 135-*undecies* of Legislative Decree No. 58/1998, on condition that it is received by that company, sent by courier or registered letter to the domicile specially elected for that purpose at 10, Foro Buonaparte Milan not later than the end of the second trading day prior to the date set for the shareholders' meeting to be held in a single call (i.e. not later than 15th April 2014). The proxy is valid solely for proposals in relation to which voting instructions have been given.

A proxy form is available on the corporate website of the Company (www.recordati.it/investors/shareholders_meetings/2014). The voting authorisation and the voting instructions may be revoked within the aforementioned time limit (i.e., by 15th April 2014).

The right to ask questions

Those who hold the right to vote may ask questions on the items on the agenda even before the shareholders' meeting by sending a registered letter to the registered offices of the Company to the attention of the Legal Service and Corporate Affairs Department or via email to the address recordati@pec.recordati.it. The questions must be received at least three days before the shareholders' meeting (i.e. not later than 14th of April 2014). 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 and submission of proposals

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 or they may submit proposals for resolutions on matters already on the agenda. Additions to the 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.

Appointment of the Board of Directors and of the Board of Statutory Auditors

With regard to the appointment of Directors and of the Board of Statutory Auditors, this shall be performed on the basis of lists in accordance with articles 15 and 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 these points, which are also available on the Company website (www.recordati.it/investors/shareholders_meetings/2014).

It should be recalled in particular that only shareholders who, individually or together with other shareholders submitting lists, hold total shares representing at least 1% of the voting capital have the right to vote in an Ordinary Shareholders' Meeting. Lists

containing a number of candidates equal to or greater than three must ensure, with regard to the composition of the list, that at least one fifth of the candidates belong to the least represented gender (with the figure rounded up to the next whole number, if the number is a fraction).

As regards requirements of professionalism in relation to the appointment of the Board of Statutory Auditors, 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, accompanied by the documentation required by the Corporate By-Laws and the applicable legislation and regulations, signed by those submitting them, must be deposited at the registered offices 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 (if this deadline ends on a non-business day, then it is extended to the following business day: not later than 6:00 p.m. on Monday 24th March 2014), except for communications from qualified intermediaries, certifying the percentage of the total shares held on the date when the list is deposited, which may be produced to the company by 6:00 p.m. on Thursday 27th of March 2014 (which is the latest date set for the publication of lists by the Company).

In the event of only one list being deposited for the appointment of the Board of Statutory Auditors or only lists deposited by shareholders related to each other being deposited within the time limits just mentioned, the time limit for the presentation of lists shall be extended by three calendar days (i.e. not later than 6:00 p.m. on Thursday 27th March 2014). In this event, the minimum percentage necessary for the presentation of lists shall be reduced by half (i.e. 0.5%).

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

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 the Company and on the website of the Company and shall be made available at Borsa Italiana Spa (by means of SDIR-NIS - a regulated information transmission system) in accordance with and within the time limits set by the regulations in force. In detail the following documents shall be made available: (i) 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; (ii) the Directors' Reports on items 2 and 3 of the agenda, at least 40 days prior to the shareholders' meeting; (iii) the Directors' reports on items 4 and 6 of the agenda, at least 21 days prior to the shareholders' meeting; (iv) the Directors' report on item 5 of the agenda, at least 30 days prior to the shareholders' meeting.

On behalf of the Board of Directors

The Chairman and Chief Executive Officer
Ing. Giovanni Recordati

Milano, 6th March 2014