

RECORDATI: THE MERGER DEED RELATING TO THE MERGER BY ABSORPTION OF ROSSINI INVESTIMENTI S.P.A. AND FIMEI S.P.A. INTO RECORDATI S.P.A. HAS BEEN EXECUTED

- *The merger deed relating to the merger by absorption of Rossini Investimenti S.p.A. and Fimeì S.p.A. into Recordati S.p.A. has been executed.*
- *The merger will be effective from the date of the last of the registrations required under article 2504 of the Italian Civil Code.*

Milan, 12 April 2021 – On the date hereof Rossini Investimenti S.p.A. (“**Rossini Investimenti**”), Fimeì S.p.A. (“**Fimeì**” and, together with Rossini Investimenti, the “**Disappearing Companies**”) and Recordati S.p.A. (“**Recordati**” or the “**Surviving Company**”, and, together with the Disappearing Companies, the “**Participants in the Merger**” - all subject to the management and coordination activity of Rossini Luxembourg S.àr.l.) have executed the merger deed relating to the merger by absorption of Rossini Investimenti and Fimeì into Recordati (the “**Merger Deed**” and the “**Merger**”, respectively), pursuant to the provisions of the merger plan approved by the shareholders’ meetings of the Participants in the Merger on December 17, 2020 (the “**Merger Plan**”).

In this respect, it is to be noted that (a) all the conditions precedent provided under the Merger Plan and still pending as at the date of the abovementioned shareholders’ meetings have been fulfilled, and (b) on April 7, 2021, the Disappearing Companies approved their respective interim financial statements as at March 31, 2021, prepared according to OIC 30 accounting principle.

As provided under the Merger Plan and the Merger Deed, the Merger will be effective for statutory purposes from the date of the last of the registrations required under article 2504 of the Italian Civil Code (the “**Effective Date**”). As from such date, the Surviving Company will succeed in all the legal rights and obligations of the Disappearing Companies. The transactions of the Disappearing Companies will be ascribed to the financial statements of the Surviving Company as from April 1, 2021 (the “**Accounting Effective Date**”). The same Accounting Effective Date will be considered the effective date for the purposes referred to in article 172, paragraph 9, of Presidential Decree No. 917 of 22 December 1986.

It is also to be recalled that, on the basis of the assumptions described in detail in the Merger Plan and in the explanatory reports prepared by the Board of Directors of the Participants in the Merger, the Merger will be implemented according to the following exchange ratio (the “**Exchange Ratio**”): (a) against cancellation of the 10,000,000 shares representing the entire share capital of Fimeì, all held by Rossini Investimenti, as well as of the 82,550,000 shares representing the entire share capital of Rossini Investimenti, all held by Rossini S.àr.l., (b) all the 108,368,721 ordinary shares of Recordati (representing 51.820% of the share capital of the latter) currently held by Fimeì will be reassigned to Rossini S.àr.l., with the maintenance by third-party shareholders (i.e., other than Rossini S.àr.l., following the Merger, and the Surviving Company itself) of the ordinary shares of Recordati held by them as at such date. Furthermore, no cash settlements are envisaged.

The abovementioned reallocation will take place by updating the relevant accounting records. The reassigned shares will be made available to Rossini S.àr.l. in the forms proper to the centralised

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Share Capital € 26.140.644,50 fully paid-up
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Milano R.E.A. No. 401832

Company subject to the Management and Coordination Activity of Rossini Luxembourg S.àr.l

management of shares in a dematerialised regime by Monte Titoli S.p.A., as from the first working day following the Effective Date.

The ordinary shares of the Surviving Company that will be reassigned to Rossini S.à.r.l. in exchange will have the same dividend entitlement date as that of the ordinary shares of Recordati in circulation on the Effective Date and will grant to their holders rights equivalent to those held by the holders of the ordinary shares of the Surviving Company in circulation at the time of the assignment.

The Effective Date and any further information on the manner of allotment of Recordati shares will be made available to the public by means of a specific press release on Recordati's website www.recordati.com (in the "Investors" area, section "News & Announcements") and on the authorised storage mechanism 1Info <https://www.1info.it>.

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The documentation relating to the Merger is available on Recordati's website www.recordati.com (in the area "Investors", section "Shareholders' Meetings – Reverse Merger into Recordati S.p.A. 2020/2021").

***Recordati**, established in 1926, is an international pharmaceutical group, listed on the Italian Stock Exchange (Reuters RECI.MI, Bloomberg REC IM, ISIN IT 0003828271), with a total staff of more than 4,300, dedicated to the research, development, manufacturing and marketing of pharmaceuticals. Headquartered in Milan, Italy, Recordati has operations in Europe, Russia and the other C.I.S. countries, Ukraine, Turkey, North Africa, the United States of America, Canada, Mexico, some South American countries, Japan and Australia. An efficient field force of medical representatives promotes a wide range of innovative pharmaceuticals, both proprietary and under license, in several therapeutic areas including a specialized business dedicated to treatments for rare diseases. Recordati is a partner of choice for new product licenses for its territories. Recordati is committed to the research and development of new specialties with a focus on treatments for rare diseases. Consolidated revenue for 2020 was € 1,448.9 million, operating income was € 469.0 million and net income was € 355.0 million.*

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This document contains forward-looking statements relating to future events and future operating, economic and financial results of the Recordati group. By their nature, forward-looking statements involve risk and uncertainty because they depend on the occurrence of future events and circumstances. Actual results may therefore differ materially from those forecast as a result of a variety of reasons, most of which are beyond the Recordati group's control. The information on the pharmaceutical specialties and other products of the Recordati group contained in this document is intended solely as information on the Recordati group's activities and therefore, as such, it is not intended as medical scientific indication or recommendation, nor as advertising.