

**RECORDATI: THE SHAREHOLDERS' MEETING APPROVES THE 2021 FINANCIAL STATEMENTS. DIVIDEND OF € 1.10 PER SHARE (+4.8% vs 2020). THE NEW BOARD OF DIRECTORS HAS BEEN APPOINTED**

- *The Shareholders' Meeting has approved the 2021 Financial Statements: consolidated revenue € 1,580.1 million, (+9.1% vs 2020), EBITDA <sup>(1)</sup> € 602.3 million (+5.8%), operating income € 490.2 million (+4.5%), net income € 386.0 million (+8.7%), adjusted net income € 424.6 million (+3.5%)*
- *A dividend distribution of € 1.10 per share was approved (+4.8% vs 2020), of which € 0.53 was paid in November 2021*
- *The new Board of Directors, composed of 12 members, was appointed for the 2022-2024 three-year period*
- *Andrea Recordati was confirmed as Chair and Guido Guidi was confirmed as Vice-Chair*
- *Robert Koremans was confirmed in the role of CEO with the same powers attributed previously*
- *The Remuneration Policy was approved and favourable note taken of the 2021 remuneration*
- *The authorisation to buy-back and dispose of treasury shares was renewed*
- *Revenue for the first quarter was € 419.4, in line with expectations, 9.0% compared to the same period of the previous year*

Milan, 29 April 2022 – The Ordinary Shareholders' Meeting of Recordati S.p.A. was held today. The Shareholders' Meeting of Recordati S.p.A. approved the Company's 2021 Financial Statements. The Consolidated Financial Statements of the Group were presented along with the Consolidated Non-Financial Statements 2021, pursuant to Legislative Decree 254/16 of 30 December 2016. The annexed tables provide a summary of the results of the 2021 Financial Statements as previously illustrated in the press release of 17 March 2022. In 2021 consolidated net revenue was € 1,580.1 million, (+9.1% vs 2020), EBITDA <sup>(1)</sup> was € 602.3 million (+5.8%), operating income was € 490.2 million (+4.5%), net income was € 386.0 million (+8.7%) and adjusted net income was € 424.6 million (+3.5%).

Based on the proposal of the Board of Directors, the Shareholders' Meeting resolved on a dividend to shareholders of € 0.57 per share, in full balance of the interim 2021 dividend of € 0.53, for all shares outstanding at the ex-dividend date (no. 29), excluding treasury shares in the portfolio at that date (payment on 25 May 2022 and record date 24 May 2022), with ex-dividend on 23 May 2022. The full 2021 dividend is therefore € 1.10 per share (€ 1.05 per share in 2020).

<sup>(1)</sup> Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, and non-recurring items.

<sup>(2)</sup> Net income excluding the amortization and write-downs of intangible assets (except software) and goodwill, and non-recurring items, net of tax effects.

**RECORDATI INDUSTRIA CHIMICA E FARMACEUTICA S.p.A.**

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SHARE CAPITAL € 26,140,644.50 fully paid up  
BUSINESS REGISTER OF MILAN, MONZA, BRIANZA and LODI  
00748210150  
TAX CODE/VAT NO. 00748210150

Company subject to management and coordination by Rossini Luxembourg S.à.r.l

### **Appointment of the new Board of Directors**

The Ordinary Shareholders' Meeting of Recordati S.p.A. also adopted the following resolutions regarding the renewal of the Board of Directors, on the proposal of majority shareholder Rossini Sàrl, who holds 51.82% of the share capital:

- the Board of Directors for the 2022-2024 three-year period (until the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2024) was appointed, composed of the following members: Andrea Recordati, Guido Guidi, Robert Koremans, Michaela Castelli, Elisa Corghi, Joanna Le Couilliard, Giorgio De Palma, Luigi La Corte, Giampiero Mazza, Cathrin Petty, Piergiorgio Peluso and Kim Stratton;
- approval was given for the allocation of: i) a gross annual fee of € 60,000 for each director, except for Cathrin Petty, Giampiero Mazza and Giorgio De Palma, who declared their intention to waive any fee for the appointment; (ii) an additional gross annual fee of € 72,500 for the Risk, Control and Sustainability Committee, to be divided between the committee chair and the other committee members according to the resolutions of the Board of Directors of the Company; (iii) an additional gross annual fee of € 45,000 for the Remuneration and Appointments Committee, to be divided between the committee chair and the other committee members according to the resolutions of the Board of Directors of the Company, without prejudice to any additional fees to be allocated to directors appointed with specific positions pursuant to art. 2389, paragraph 3 of the Italian Civil Code (for example, the Chair of the Board of Directors and the CEO), which will be resolved upon by the new Board of Directors;
- the authorisation was approved for the exemption of the members of the Board of Directors from the competition ban pursuant to art. 2390 of the Italian Civil Code with reference to positions held in other companies and made known as of today's date.

The professional profiles of the members of the new Board of Directors and details of the relative significant positions held in other companies can be consulted on the company website.

### **Board of Directors post-Shareholders' Meeting**

At the end of the Shareholders' Meeting, the new Board of Directors met and confirmed Andrea Recordati as Chair, Guido Guidi as Vice-Chair, and Robert Koremans as Chief Executive Officer. The latter was vested with the powers previously assigned to him and, in line with the provisions of the Corporate Governance Code, was also appointed to the position of Director with responsibility for the Internal Audit and Risk Management System, held up to the present date by outgoing director Fritz Squindo.

The Board of Directors - based on the duties carried out - classified the following as executive directors: Robert Koremans, CEO, and Luigi La Corte (CFO and Financial Reporting Manager pursuant to art. 154-bis of Legislative Decree no. 58/1998), as well as Giorgio De Palma, Giampiero Mazza and Cathrin Petty, in light of their executive roles in the indirect controlling company or other companies in the chain of control, who were however not granted individual operating powers.

Based on the statements made by the Directors and the information available to the Company, the Board of Directors then ascertained the fulfilment of the requirements of independence, both pursuant to Legislative Decree 58/1998 and to the Corporate Governance Code, of the Directors who declared themselves to meet them (Michaela Castelli, Elisa Corghi, Joanna Le Couilliard and Piergiorgio Peluso).

Lastly, the Board established the following committees, in line with the resolutions of the outgoing Board:

- the Risk, Control and Sustainability Committee, composed of independent and non-executive Directors Michaela Castelli, Chair, Elisa Corghi and Piergiorgio Peluso;
- the Remuneration and Appointment Committee, composed of independent and non-executive Directors Joanna Le Couilliard, Chair, Elisa Corghi and Michaela Castelli.

### **Additional significant resolutions**

#### *Remuneration policy and report on fees paid in 2021*

The Board approved the Remuneration Policy for 2022 pursuant to Art. 123-ter of Legislative Decree 58/98 and favourable note was taken of the report on the compensation paid in relation to the implementation in 2021 of the policy approved by the Shareholders' Meeting of 20 April 2021, both of which are contained in the Remuneration Report available on the company website.

#### *Renewal of the authorisation for the buy-back and disposal of treasury shares*

The Shareholders' Meeting authorised the buy-back and disposal of treasury shares until the approval by the Meeting of the Financial Statements as at 31 December 2022. In line with previous years, this proposal responds to several aims:

- (i) compliance aims, related to obligations regarding the stock option plans previously adopted by the Company and any other stock option plans that may be approved in the future;
- (ii) business aims: the authorisation of the purchase of treasury shares, where granted, may facilitate transactions such as the sale, transfer or exchange of treasury shares for equity purchases and/or the conclusion of agreements with strategic partners that fall within the Group's expansion objectives;
- (iii) aims to support the liquidity of Recordati ordinary shares, in order to facilitate the regular performance of security trading operations and to avoid price fluctuations that are not in line with market trends.

The maximum of number of shares available for purchase is 4,000,000 and, in any case, on the condition that, at any time, the total par value of the treasury shares held by the Company never exceeds one fifth of the share capital, also taking into account any shares owned by subsidiaries, for a potential maximum outlay of € 200,000,000, with a minimum price not less than the par value of one Recordati share (€ 0.125) and a maximum price not greater than the average of the official stock exchange prices in the five sessions prior to the purchase, plus 5%. Purchases may be completed through the assignment of specific positions to specialised intermediaries and must be performed in compliance with applicable law and according to the practices permitted by Consob in line with the provisions of art. 13 of EU Regulation 596/2014, where applicable.

At 27 April 2022, the Company has 3,509,802 shares in treasury stock, which amounts to 1.68% of the current share capital.

**First quarter 2022**

Revenue in the first quarter of 2022 was € 419.4 million, in line with plan and up 9.0% compared to the same period of the previous year, which had reflected impact of the pandemic on seasonal flu products and destocking in Russia, with broad based growth across the portfolio and all key geographies. Revenue in Russia and Ukraine was at respectively €17.0 million and €4.4 million, also reflecting these effects and an increase in demand before escalation of the conflict.

*Recordati (Reuters RECI.MI, Bloomberg REC IM), established in 1926, is an international pharmaceutical group listed on the Italian Stock Exchange (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 other countries of the CIS, Ukraine, Turkey, North Africa, the United States, 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 licence, from a number of therapeutic areas, including a specialised business dedicated to rare diseases. Recordati is a partner of choice for new product licences 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 2021 was €1,580.1 million, operating income was €490.2 million and net income was €386.0 million.*

Further information:

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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 indications or recommendations, nor as advertising.*

**RECORDATI GROUP**

Summary of the consolidated results,  
prepared in accordance with International Financial Reporting Standards (IFRS)  
(€ thousands)

<b>INCOME STATEMENT</b>	<b>2021</b>	<b>2020</b>	<b>Change %</b>
<b>NET REVENUE</b>	<b>1,580,074</b>	<b>1,448,867</b>	<b>9.1</b>
Cost of sales	(427,727)	(406,831)	5.1
<b>GROSS PROFIT</b>	<b>1,152,347</b>	<b>1,042,036</b>	<b>10.6</b>
Selling expenses	(396,394)	(349,072)	13.6
Research and development expenses	(166,138)	(146,236)	13.6
General and administrative expenses	(84,495)	(72,785)	16.1
Other income/(expenses), net	(15,130)	(4,927)	n.s.
<b>OPERATING INCOME</b>	<b>490,190</b>	<b>469,016</b>	<b>4.5</b>
Financial income/(expenses), net	(26,841)	(13,360)	n.s.
<b>PRE-TAX INCOME</b>	<b>463,349</b>	<b>455,656</b>	<b>1.7</b>
Income taxes	(77,383)	(100,629)	(23.1)
<b>NET INCOME</b>	<b>385,966</b>	<b>355,027</b>	<b>8.7</b>
<b>ADJUSTED NET INCOME <sup>(1)</sup></b>	<b>424,647</b>	<b>410,402</b>	<b>3.5</b>
<b>EBITDA <sup>(2)</sup></b>	<b>602,253</b>	<b>569,320</b>	<b>5.8</b>
Net income attributable to:			
Equity holders of the Parent	385,966	354,984	8.7
Non-controlling interests	0	43	(100.0)

<sup>(1)</sup> Net income excluding the amortization and write-downs of intangible assets (except software) and goodwill, and non-recurring items, net of tax effects.

<sup>(2)</sup> Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, and non-recurring items.

<b>EARNINGS PER SHARE</b>	<b>2021</b>	<b>2020</b>	<b>Change %</b>
Basic	€ 1.874	€ 1.725	(8.6)
Diluted	€ 1.846	€ 1.698	(8.7)

Basic earnings per share base is calculated on the average number of shares outstanding in the respective periods: 206,011,089 for 2021 and 205,758,125 for 2020. These amounts are calculated deducting treasury shares in the portfolio, the average of which was 3,114,067 for 2021 and 3,367,031 for 2020.

Diluted earnings per share is calculated taking into account stock options granted to employees.

<b>COMPOSITION OF NET REVENUE</b>	<b>2021</b>	<b>2020</b>	<b>Change %</b>
Total revenue	1,580,074	1,448,867	9.1
Italy	265,361	274,588	(3.4)
International	1,314,713	1,174,279	12.0

**RECORDATI GROUP**

Summary of the consolidated results,  
prepared in accordance with International Financial Reporting Standards (IFRS)  
(€ thousands)

<b>ASSETS</b>	<b>31.12.2021</b>	<b>31.12.2020</b>
Property, plant and equipment	131,120	133,250
Intangible assets	1,138,786	1,115,811
Goodwill	553,209	562,116
Other equity investments and securities	34,124	45,581
Other non-current assets	32,937	6,861
Deferred tax assets	75,922	75,084
<b>TOTAL NON-CURRENT ASSETS</b>	<b>1,966,098</b>	<b>1,938,703</b>
Inventories	228,732	251,252
Trade receivables	307,778	268,897
Other receivables	44,880	47,291
Other current assets	12,984	10,245
Derivative instruments measured at fair value	11,149	7,036
Cash and cash equivalents	244,578	188,230
<b>TOTAL CURRENT ASSETS</b>	<b>850,101</b>	<b>772,951</b>
<b>TOTAL ASSETS</b>	<b>2,816,199</b>	<b>2,711,654</b>

**RECORDATI GROUP**

Summary of the consolidated results,  
prepared in accordance with International Financial Reporting Standards (IFRS)  
(€ thousands)

<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>	<b>31.12.2021</b>	<b>31.12.2020</b>
Share capital	26,141	26,141
Share premium reserve	83,719	83,719
Treasury shares	(126,981)	(87,516)
Reserve for derivative instruments	(974)	(2,659)
Translation reserve	(213,086)	(217,303)
Other reserves	60,207	70,707
Profits carried forward	1,275,962	1,151,053
Net income	385,966	354,984
Interim dividend	(109,329)	(103,143)
<b>Shareholders' equity attributable to equity holders of the Parent</b>	<b>1,381,625</b>	<b>1,275,983</b>
Shareholders' equity attributable to non-controlling interests	0	277
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>1,381,625</b>	<b>1,276,260</b>
Loans - due after one year	760,473	778,238
Provisions for employee benefits	21,010	21,174
Deferred tax liabilities	26,675	41,219
Other non-current liabilities	0	16,299
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>808,158</b>	<b>856,930</b>
Trade payables	177,925	132,096
Other payables	145,170	95,671
Tax liabilities	29,543	29,743
Other current liabilities	6,508	11,250
Provisions for risks and charges	21,396	17,113
Derivative instruments measured at fair value	14,156	9,770
Loans - due within one year	223,061	270,254
Short-term debts to banks and other lenders	8,657	12,567
<b>TOTAL CURRENT LIABILITIES</b>	<b>626,416</b>	<b>578,464</b>
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>	<b>2,816,199</b>	<b>2,711,654</b>

**RECORDATI GROUP**

Summary of the consolidated results prepared in accordance with International Financial Reporting Standards (IFRSs)  
(€ thousands)

<b>CASH FLOW STATEMENT</b>	<b>2021</b>	<b>2020</b>
<b>OPERATING ACTIVITIES</b>		
Net income	385,966	355,027
Income taxes	77,383	100,629
Net interest	17,752	17,475
Depreciation of property, plant and equipment	25,294	25,355
Amortization of intangible assets	72,291	68,317
Write-downs	52	0
Equity-settled share-based payment transactions	5,082	4,878
Other non-monetary components	12,925	1,997
Change in other assets and other liabilities	(15,516)	(11,090)
<b>Cash flow generated/(used) by operating activities before change in working capital</b>	<b>581,229</b>	<b>562,588</b>
Change in:		
- inventories	17,506	(42,924)
- trade receivables	(43,786)	6,033
- trade payables	46,335	(38,614)
<b>Change in working capital</b>	<b>20,055</b>	<b>(75,505)</b>
Interest received	291	463
Interest paid	(18,279)	(18,699)
Income taxes paid	(91,646)	(65,272)
<b>Cash flow generated/(used) by operating activities</b>	<b>491,650</b>	<b>403,575</b>
<b>INVESTMENT ACTIVITIES</b>		
Investments in property, plant and equipment	(21,852)	(21,263)
Disposals of property, plant and equipment	161	0
Investments in intangible assets	(65,508)	(110,415)
Disposals of intangible assets	4	57
Acquisition of holdings in subsidiaries	(304)	0
Disposals of holdings in other companies	0	66
<b>Cash flow generated/(used) by investment activities</b>	<b>(87,499)</b>	<b>(131,555)</b>
<b>FINANCING ACTIVITIES</b>		
Opening of loans	219,065	110,020
Repayment of loans	(288,546)	(141,430)
Payment of lease liabilities	(9,153)	(9,730)
Change in short-term debts to banks and other lenders	(1,259)	1,740
Dividends paid	(216,742)	(212,718)
Purchase of treasury shares	(101,820)	(47,871)
Sale of treasury shares	42,512	35,701
<b>Cash flow generated/(used) by financing activities</b>	<b>(355,943)</b>	<b>(264,288)</b>
<b>Change in cash and cash equivalents</b>	<b>48,208</b>	<b>7,732</b>
Opening cash and cash equivalents	188,230	187,923
Currency translation effect	7,661	(7,425)
Effect of merger	479	0
<b>Closing cash and cash equivalents</b>	<b>244,578</b>	<b>188,230</b>



**RECORDATI S.P.A.**  
 Summary of results,  
 prepared in accordance with International Financial Reporting Standards (IFRS)  
 (€ thousands)

	<b>2021</b>	<b>2020</b>	Change %
Total net revenue	464,719	449,376	3.4
Operating income	123,842	152,601	(18.8)
Pre-tax income	231,182	269,538	(14.2)
Net income	219,109	234,664	(6.6)

	<b>31.12.2021</b>	<b>31.12.2020</b>
Non-current assets	1,564,822	1,557,948
Current assets	394,287	353,485
<b>TOTAL ASSETS</b>	<b>1,959,109</b>	<b>1,911,433</b>
Shareholders' equity	400,644	464,010
Non-current liabilities	718,494	721,354
Current liabilities	839,971	726,069
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>1,959,109</b>	<b>1,911,433</b>

**DECLARATION BY THE MANAGER RESPONSIBLE FOR PREPARING THE COMPANY'S FINANCIAL REPORTS**

The Financial Reporting Manager Luigi La Corte declares, pursuant to paragraph 2 of article 154-*bis* of the Consolidated Law on Finance, that the accounting information contained in this document corresponds to the documentation, books and accounting records.