

COMPANY BY-LAWS

DENOMINATION – HEAD OFFICE – TERM - PURPOSE

Article 1) – A joint-stock company is hereby established under the name:

"RECORDATI - INDUSTRIA CHIMICA E FARMACEUTICA S.P.A.".

The company's name may also be used in the abbreviated form **"RECORDATI S.P.A."**.

Article 2) – The Company has its registered office in Milan and a branch office in Campoverde di Aprilia (Latina).

In accordance with the procedures and in the manner provided for from time to time, the Company may establish branch offices, branches, affiliates, agencies and representative offices in Italy and abroad.

Article 3) – Each shareholder's address for service, with respect to his or her relations with the company, shall be that set out in the shareholders' register.

Article 4) – The Company's duration shall be until 31 December, 2100 and may be extended one or more times.

Article 5) – The purpose of the company shall be the research, manufacture and trade in medicinal specialties, fine chemistry products, and pharmaceutical, para-pharmaceutical, medical, biological, diagnostic, galenical, hygienic, food, dietetic, nutritional, cosmetic and perfumery, zootechnical and veterinary products and agricultural aids; chemical products and raw materials in general; alcoholic and non-alcoholic beverages, liqueurs, confectionery products; apparatuses, systems and instruments for industrial use as above and for medical and scientific use; related products.

The company may also carry out editing, publication and circulation of non-daily publications of a technical, scientific, industrial, cultural and artistic nature, and production of documentary films of a technical, scientific and industrial nature.

Other purposes of the company are the acquisition, directly or indirectly, in Italy and abroad, of

equity holdings, interests and shares in other companies or bodies already constituted or being constituted, with any form and purpose; as well as their operation, financing and technical, scientific administrative and financial co-ordination;

- purchasing, selling, owning, administrating and placing public or private securities of any type, whether or not they are listed on the stock exchange, and movables generally speaking;

- building, purchasing, selling, owning, and administrating real property in its name, and leasing of real property.

In order to achieve its objectives, the company may carry out in Italy and abroad and with no restriction whatsoever, any industrial, commercial, financial, securities and real estate transactions that it considers appropriate or necessary; the company may issue suretyships, endorsements and any other form of guarantee, including secured guarantees; it may accept representative offices, franchises, agencies and warehouses of other firms and grant the same to other firms.

CAPITAL STOCK

Article 6) – The company's capital stock shall be Euro 26,140,644.50 divided into 209,125,156 ordinary shares with a nominal value of Euro 0.125 each.

Shares with rights differing from those of the previous ones may be issued.

The shares are indivisible and the company shall only recognise one owner for each of them.

The shares may be registered or to the bearer, in accordance with the mandatory provisions of the law.

Registered shares may be transferred in accordance with the law.

Possession of shares implies acceptance of these by-laws and of the resolutions of the meetings.

By resolution passed on 11 April 2007, the extraordinary meeting of the company's shareholders:

a) granted the directors powers in accordance with article 2443 of the Italian Civil Code to issue capital stock on one or more occasions through rights and/or scrip issue for a maximum nominal

amount of Euro 50,000,000 (fifty million) within a maximum of five years from the date of this resolution, through the issue of ordinary shares and/or warrants for the subscription of said shares, to be assigned or offered on option to shareholders, with the authority in accordance with the final paragraph of article 2441 of the Italian Civil Code and article 134, paragraph two, of Italian Legislative Decree No. 58/1998, to offer the shares for subscription by employees of Recordati S.p.A. or its subsidiaries as part of stock option plans approved by the shareholders' meeting;

b) granted the directors the power in accordance with article 2420 ter of the Italian Civil Code to issue bonds convertible into ordinary shares, or with warrants for the subscription of said shares, on one or more occasions, for a maximum par value of Euro 80,000,000 (eighty million), within a maximum of five years from the date of this resolution, in compliance with applicable laws governing limits on bond issues, passing a concurrent resolution authorising the issue of capital stock for an amount corresponding to the nominal value of the shares to be issued on conversion.

The capital stock may be increased by non-cash means within the limits established by law.

Article 7) - Payments on shares must be made in accordance with the law, pursuant to the terms and conditions defined by the Board of Directors.

Shareholders who are late in making payments will be charged 5% (five per cent) yearly interest, without prejudice to the provisions of Article 2344 of the Italian Civil Code.

Article 8) – If legal requirements are satisfied, the Shareholders' Meeting may approve a reduction of capital, without prejudice to the provisions of Articles 2327 and 2413 of the Italian Civil Code, including by way of assignment of certain company assets and of shares in subsidiaries of the company to individual shareholders or groups of shareholders.

SHAREHOLDERS' MEETING

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.

The Notice of Meeting shall be made as required by the law.

The Notice of Meeting containing the information required by the legislation in force must be published within the legal time limits:

- on the corporate website;
- where necessary due to mandatory instructions or decided by the directors, in at least one of the following national newspapers: Il Corriere della Sera, La Repubblica, La Stampa, il Giornale, Milano Finanza;
- 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.

Ordinary Shareholders' Meetings are called to approve the financial statements within one hundred and twenty days of the end of the company's financial year. Within the terms of the law, the Shareholders' Meeting may be called within one hundred and eighty days of the end of the financial year. Directors shall indicate the reasons for the delay in the report required by Article 2428 of the Italian Civil Code.

Other than on the initiative of the Board of Directors, a Shareholders' Meeting may be called pursuant to the law by the Board of Statutory Auditors or by only two of its members, or upon the request of shareholders representing at least 5% of the capital stock.

Article 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 the procedures provided for by the applicable regulation.

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.

For each Shareholders' Meeting the Company shall designate one or more parties to which those with the right to vote may grant an authorisation with voting instructions on all or some of the items on the agenda. Those designated, the procedures and time limits for the grant of proxies are stated in the Notice of Meeting.

Article 11) – The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or, if he is absent or unable to act for any reason, by the Vice-Chairman. Failing this, the Meeting shall elect its own Chairman. The Chairman shall be assisted by a secretary appointed by the Meeting or by a Notary, and whenever considered advisable, by two scrutineers elected by the Meeting.

The Chairman of the Meeting has the duty of ascertaining whether the Meeting has been properly convened, for verifying the identity of the attendees and their right to attend the Meeting; for managing the progress of the Meeting and for verifying voting results.

Article 12) – Resolutions of ordinary and extraordinary meetings, on the first and successive calls and also in the case of a single call are valid if made in the presence of the required number of persons and the majorities required by law.

Article 13) – When an absolute majority of votes is considered sufficient to pass resolutions under the law, it shall be calculated without counting abstentions.

MANAGEMENT

Article 14) - The Company shall be managed by a Board of Directors composed of six to sixteen members; the Meeting shall determine their number in accordance with Article 2380 bis of the Italian Civil Code.

Directors may be appointed for no more than three financial years and may be re-elected. Their term shall expire and they shall be re-elected or replaced in accordance with the law and these by-laws.

Directors must meet the requirements provided in the current legislation; a minimum number of the Directors equating to the minimum established in said legislation must meet the independence requirements set forth in article 148, paragraph three of Italian Legislative Decree No. 58/1998.

When a director ceases to meet these requirements, said director's term of office shall expire. When a director ceases to meet the independence requirement set forth above, said director's term shall not expire if the requirements are still met by the minimum number of directors that the law establishes must meet said requirement.

Article 15) - The Board of Directors shall be appointed on the basis of progressively numbered lists submitted by shareholders under the following conditions.

Lists submitted by shareholders must be signed by the submitter, kept on file in the Company's head offices and made available to all those who so request a minimum of twentyfive days prior to the date for which the first call of the meeting is scheduled. The lists shall be subject to other forms of disclosure as provided by the legislation in effect at the time.

Each shareholder, including shareholders who have signed a shareholders' agreement identified by article 122 of Italian Legislative Decree No. 58/1998, controlling entities, subsidiaries, and jointly-controlled entities as defined in article 93 of Italian Legislative Decree No. 58/1998, is prohibited from submitting more than one list, whether individually or jointly, or voting for more than one list, even through a third party or trust company. Candidates may only run on one list on pain of forfeiting the right to stand election. Assent and votes expressed in violation of the above prohibition shall not be attributed to any list.

Only shareholders individually or jointly possessing a total number of shares with voting rights representing at least 2.5% of capital stock with voting rights at ordinary meetings, or representing a lesser percentage as established by binding legislative or regulatory provisions which shall be specified in the notice of meeting, shall have the right to submit lists.

The following items must be filed for each list within the respective deadlines set out above and as provided by applicable regulations: (i) statements by each candidate to the effect that each accepts candidacy and declares, assuming full responsibility, that there are no reasons preventing the candidate from being elected or rendering him unsuitable for the office, and that the candidate meets any specific requirements for the relevant office; (ii) a curriculum vitae detailing each candidate's personal and professional characteristics and indicating that the candidate may be considered independent.

The specific certification demonstrating title to the necessary number of shares for the presentation of the list, issued by a legally authorized 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.

Any lists submitted in violation of the foregoing provisions shall be disregarded.

The Board of Directors shall be elected according to the following conditions:

- 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.

However, lists that do not obtain a percentage of votes equal to a minimum of half the number required to submit a list as indicated in paragraph four of this article shall not be considered for the above purpose.

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 28 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 replacement procedure shall be repeated until the board of directors is composed of a number of members meeting the requirements established by article 148, paragraph three of Italian Legislative Decree No. 58 of 1998 equal to the legal minimum. If said procedure does not lead to the aforementioned result, the directors shall be replaced by resolution passed by relative majority of the shareholders' meeting upon presentation of candidates satisfying the above requirements.

If only one list is submitted, all directors to be elected shall be drawn from said list; in the event that no lists are submitted, the shareholders' meeting shall pass a resolution by legal majority without following the procedure set out above.

All of the foregoing is understood as notwithstanding further binding legislative or regulatory provisions to the contrary.

Article 16) – The fees to be paid to the Board of Directors shall be established by the Shareholders' Meeting for the entire period of their term, or for each financial year, and may take the form of profit-sharing.

BOARD OF DIRECTORS

Article 17) - If one or more directors leave office during the year, but the majority is still composed of directors appointed by the meeting, the provisions of article 2386 of the Italian Civil Code shall be observed, as set out below:

- a) the Board of Directors shall draw the replacements from the same list from which the outgoing director was drawn, without being bound by the progressive numbering on said list, and the shareholders' meeting shall pass a resolution by legal majority according to the same criterion;
- b) if there are no previously unelected candidates remaining on said list, no candidates meeting the established requirements, or if for any other reason it is not possible to comply with the provisions of letter a), the Board of Directors shall replace the director or directors by legal majority without voting by list, as shall the shareholders' meeting at a later date.

Regardless of the circumstances, the Board and the shareholders' meeting shall proceed with the appointment or appointments in such a manner as to ensure that the total number of independent directors meets current legal requirements.

Article 18) - Unless already provided for by the Shareholders' Meeting, the Board shall appoint a Chairman and may appoint a Vice-Chairman from among its members. The Board shall also appoint one or more Managing Director(s) from among its members. The Chairman shall have all the powers vested in him by law; in the case of his absence or inability to attend for any reason, the said powers shall be exercised by the Vice-Chairman, or in his absence, by the most senior Director. Finally, the Board shall appoint a Secretary, who need not be a member of the Board.

Article 19) - The Board shall meet at the registered office or elsewhere, including abroad, whenever the Chairman, or if the Chairman is absent or unable to act for any reason, the Vice-Chairman, or in his absence, the most senior Director, considers it necessary, or when a written request shall be made by the majority of Directors, specifically identifying the items to be included in the agenda.

The Board of Directors may also be called to meet by at least one Statutory Auditor, provided that the Chairman is notified in advance.

Board meetings shall be called by way of a letter sent by registered mail, telegram, fax or equivalent means sent to each Director and Statutory Auditor at least five full days before the date set for the meeting, or, in urgent cases, at least one day in advance.

Members attending meetings of the Board of Directors may participate remotely by means of audiovisual, videoconferencing, or telephone link-up systems.

In the above case:

- the following must always be ascertained:

- a) the identity of all members attending, at each point of connection, shall be confirmed;
- b) each member attending shall be permitted to express a personal opinion verbally, to view, receive, or transmit any documentation, and to participate simultaneously in discussion of the points at issue and pass resolutions;

- the Board of Directors' meeting shall be considered to be held at the place where both the Chairman and Secretary are located.

Article 20) – The Board of Directors shall be established and its resolutions shall be valid if made by the majority of appointed directors. The minutes shall be signed by the Chairman and the Secretary.

Article 21) – The Board may establish special remuneration for directors who are entrusted with special appointments and for members of the Executive Committee, in accordance with the terms of Article 2389 of the Italian Civil Code.

Article 22) – The Board of Directors shall be vested with the widest powers regarding the ordinary and extraordinary operation and management of the Company, without exception, and shall have the right to carry out any action considered advisable for fulfilling and achieving the company's purposes, except those that the law specifically reserves for the Shareholders' Meeting.

The Board of Directors shall also have competence to resolve issues concerning:

- mergers in the circumstances provided for in articles 2505 and 2505 bis of the Civil Code;
- the establishment or closing of secondary places of business;
- the identification of those Directors who may represent the Company;
- the reduction of capital in the event of the withdrawal of a Shareholder;
- the amendment of the Articles of Association to conform with statutory provisions;
- the transfer of the registered office to another municipality within Italy.

During the meetings, and at least on a quarterly basis, Managing Directors shall report to the Board of Directors and the Board of Statutory Auditors with respect to the general performance and business forecast for the company and its subsidiaries, with respect to transactions that are significant in terms of size or nature, with particular regard to transactions in which Directors have an interest, on their own behalf or on the behalf of third parties.

The report of the Board of Statutory Auditors may also be made, for the purpose of timeliness, directly or on the occasion of meetings of the Executive Committee.

COMPANY SIGNATURE AND REPRESENTATION

Article 23) – Representation of the Company shall be attributed to the Chairman of the Board of Directors or, in the event of his absence or inability to attend for any reason, to the Vice-Chairman, with sole signing authority for implementation of all resolutions of the Board unless otherwise resolved. The Chairman or, in the event of his absence or impediment for any reason, the Vice-Chairman, shall represent the Company before the law, with the power to take legal action and institute judicial and administrative proceedings at all levels of jurisdiction, including with respect to revocation and cassation proceedings, and appointing lawyers and attorneys for lawsuits.

Article 24) – The Board may delegate all or part of its powers and functions to the Chairman, Vice-Chairman and one or more Managing Directors and grant special mandates to individual Directors

or managers of the Company, including the power of attorney, determining their functions and powers under the law.

Should the Board not determine the functions and powers of the Chairman, Vice-Chairman and Managing Director, each of them may represent the Company with sole signing authority in representing the Company.

Article 25) – The Board may also delegate all or part of its powers to an Executive Committee of three to ten members chosen from among the directors themselves; the Board of Directors shall determine their number.

The Executive Committee shall be enabled to meet through videoconference or by telephone link-up, as per article 19.

Resolutions of the Executive Committee shall be valid with the favourable vote of the majority of its appointed members.

The Board may also set up special committees, including those identified under article 6 of Italian Legislative Decree No. 231 dated 8 June 2001, as amended, selecting their members from among its membership and establishing their functions. The two paragraphs prior to this one shall apply to these committees.

The Board of Directors shall appoint and dismiss the Manager charged with drafting accounting documents in accordance with article 154 bis of Italian Legislative Decree No. 58/1998, subject to a binding opinion from the Board of Statutory Auditors. The professional competence for this position, which the Board of Directors must evaluate, must have been acquired through professional experience in a position of appropriate responsibility for a suitable period of time.

BOARD OF STATUTORY AUDITORS

Article 26) – The Shareholders’ Meeting shall appoint the Board of Statutory Auditors, composed of three Statutory Auditors and two Alternate Auditors, who may be re-elected, determining their remuneration. Their assignments, duties and term shall be as established by law.

Auditors must satisfy the requirements provided by applicable regulations. As regards requirements of professionalism, the matters and sectors of activity strictly connected with that of the company shall be research, production and sale of chemical and pharmaceutical products.

The minority shareholders shall elect one Statutory Auditor and one Alternate Auditor.

Binding legal or regulatory provisions to the contrary notwithstanding, the Board of Statutory Auditors shall be appointed according to the procedures set out in the following paragraphs on the basis of lists presented by Shareholders listing candidates with progressive numbers.

The lists must specify whether each candidate is nominated for the office of Statutory Auditor or Alternate Auditor.

Only Shareholders individually or jointly possessing a total number of shares with voting rights representing at least 2.5% of capital stock with voting rights or representing a lesser percentage as established or provided by binding legal or regulatory provisions which shall be specified in the notice of meeting shall have the right to present lists.

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 pain of disqualification. Assent and votes expressed in violation of the above prohibition shall not be attributed to any list.

The submitted lists shall be deposited at the Company’s head offices at least twentyfive days before the date scheduled for the first convocation of the Shareholders' Meeting without prejudice to further disclosure required by regulatory or other provisions in force at the time.

Without prejudice to any further procedural duty required by the legislation and also by the regulations currently in force, the following documents shall be submitted together with each list by the deadline specified above:

- a) Information on the identity of the shareholders who have submitted the lists, indicating the total percentage of capital stock held.
- b) A declaration by shareholders other than those who hold, including jointly, a controlling interest or relative majority, attesting to the absence of any forms of association with such shareholders, as provided by applicable regulations.
- c) A thorough report of the personal characteristics of candidates and a declaration from the said candidates attesting that they possess the requirements established by law, together with their acceptance of the candidature.

Lists not in compliance with the legal requirements specified above shall be considered as not having been submitted.

Auditors shall be elected as follows:

1. Two Statutory Auditors and one Alternate Auditor shall be drawn from the list which obtains the highest number of votes at the Shareholders' Meeting, according to the progressive order in which they appear in the sections of the list;
2. One Statutory Auditor, who shall chair the Board of Statutory Auditors, and one Alternate Auditor shall be drawn from the list obtaining the second highest number of votes at the Shareholders' Meeting and who, pursuant to applicable legislation, is not connected in any manner, even indirectly, with those who submitted and voted for the list that obtained the highest number of votes, according to the progressive order in which they appear in the list.

In the event of a tie between lists for the appointment of the Auditors indicated in point 2 of the foregoing paragraph, the list submitted by shareholders with the largest stake in capital stock, or, as a further alternative, the list submitted by the largest number of shareholders, shall prevail.

Should a single list be submitted, all candidates named on the aforesaid list shall be appointed as Statutory and Alternate Auditors. Should no lists be submitted, the candidates voted in by the shareholders' meeting shall be appointed as Statutory and Alternate Auditors, provided that they obtain a relative majority of the votes expressed in the shareholders' meeting.

Should they no longer satisfy requirements under the law and articles of association, the Statutory Auditors shall leave their office.

Should it become necessary to replace a Statutory Auditor, an Alternate Auditor belonging to the same list as the outgoing auditor shall take the place of the latter. Should the minority auditor leave office, said auditor will be replaced by the next candidate on the list from which the outgoing auditor was drawn, or, as a further alternative, by the first candidate on the minority list that received the second-highest number of votes.

It is understood that the Board of Statutory Auditors shall continue to be chaired by the minority auditor.

The procedure outlined below shall be followed when the shareholders' meeting is called to appoint Statutory and/or Alternate Auditors to complete the Board: should circumstances require the replacement of auditors elected on the basis of the majority list, the replacements shall be appointed by relative majority vote without voting by list; should circumstance require the replacement of auditors elected on the basis of the minority list, the shareholders' meeting shall replace them by a relative majority vote, choosing candidates from the list from which the outgoing auditor was drawn, or from the list that received the second-highest number of votes.

Should the application of the above procedures not result in the replacement of the auditors designated by minority shareholders for whatever reason, the shareholders' meeting shall hold a relative majority vote, following the presentation of candidatures by shareholders that, individually or together with others, possess shareholdings with voting rights that represent at least the percentage indicated above in relation to the procedure for the presentation of lists. However, votes

registered by shareholders who hold the relative majority of voting rights that may be exercised in the meeting as identified in disclosures made in accordance with applicable regulations, whether directly, indirectly, or jointly with other shareholders who have signed a shareholders' agreement as indicated in article 122 of Italian Legislative Decree No. 58/1998, shall not be considered in establishing the outcome of said vote.

Members of the Board of Statutory Auditors may participate in meetings remotely by means of audiovisual connection, videoconferencing, or telephone link-up systems.

In the above case:

- the following must always be ascertained:

- a) the identity of all members attending, at each point of connection, shall be confirmed;
- b) each member attending shall be permitted to express a personal opinion verbally, to view, receive, or transmit any documentation, and to participate simultaneously in discussion of the points at issue and pass resolutions;

- Meetings of the Board of Statutory Auditors shall be considered to be held at the place where both the Chairman and Secretary are located.

A statutory audit of the company's financial records shall be performed by the Auditing Firm on the basis of applicable regulations.

FINANCIAL STATEMENTS AND PROFITS

Article 27) – The financial year shall close on 31 December of each year.

At the end of each financial year, the Board of Directors shall prepare the company financial statements, including the statement of income, as prescribed by law.

Article 28) – Net income as reported on the financial statements shall be distributed as follows:

- (a) 5% (five percent) to the legal reserve, up to the legal limit;
- (b) the remaining amount shall be shall be distributed to the Shareholders, unless the Shareholders'

Meeting resolves, in response to suggestions from the Board, to make special allocations to extraordinary reserves or other allocations, or decides to carry forward the full amount to subsequent years.

Article 29) – The Board of Directors may decide to distribute interim dividends, within the limits and according to the procedures established by law.

Article 30) – The dividends shall be paid according to the methods, in the places and in accordance with the terms established by the Shareholders' Meeting or, failing this, by the Board of Directors.

Article 31) – Dividends not collected within five years following the date on which they become payable shall revert to the company's extraordinary reserve.

DISSOLUTION

Article 32) – Upon dissolution of the Company at any time and for any reason provided by law, the Meeting shall appoint liquidators and establish the criteria for proceeding with the liquidation pursuant to Article 2487 of the Italian Civil Code.

WITHDRAWAL

Article 33) – Shareholders shall have the right of withdrawal only in the event that the said right is manifestly provided by law. The said right of withdrawal shall be excluded for Shareholders that have not contributed to the approval of resolutions regarding the extension of the term of the Company's period of establishment and the introduction, amendment or removal of restrictions on the circulation of shares.