

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

(11 APRIL, 2008 1st CALL - 14 APRIL 2008 2nd CALL)

Ordinary part

Report on point 1 on the Agenda and relative decision proposal

1. Report of the Board of Directors; Report of the Board of Auditors; Balance Sheet and Financial Statements as of 31 December, 2007; related and consequent discussions and decisions.

Dear Shareholders,

Please note, also in accordance with art. 3 of Italian Ministerial Decree (D.M.) of 5 November, 1998, no. 437, that you are called to an Ordinary and Extraordinary Shareholders' Meeting, as well as to approve the balance sheet and financial statements as of 31 December, 2007, in order to discuss and decide on the destination of the net profit for the year of 50,375,776.= Euro, which we propose to destine as follows: 42,220,044.72.= Euro as dividend, with an increase of 16.2% compared to the previous year, and 8,155,731.28.= Euro to the extraordinary reserve.

To be more specific, we propose that you make the following decisions:

“The Ordinary Shareholders' Meeting of RECORDATI S.p.A.,

- having acknowledged the Report of the Board of Directors and the Report of the Board of Auditors;
- having acknowledged the certifications reports of the audit company, one relating to the Balance Sheet of the Company and the other relating to the Consolidated Balance Sheet;

hereby decides

- to approve the Report of the Board of Directors;
- to approve the Balance Sheet and Financial Statements as of 31.12.2007;
- to distribute the net profit for the year of 50,375,776. = Euro as follows:
 - a) 42,220,044.72.= Euro as dividend, that is, 0.215= Euro for each of the shares in circulation on the coupon registration date, with exclusion of the own shares held in the portfolio by the Company on that date, as the dividend proposed for the shares in circulation accounts for the increase in the dividend due for own shares;
 - b) 8,155,731.28. = Euro to the “Extraordinary reserve”;
- to pay the dividend from 24 April, 2008 with registration of coupon no. 4 from 21 April, 2008.”

The Shareholders may collect the dividend with their respective intermediaries/brokers or, in the case of shares not yet dematerialised, must first deliver these to an intermediary/broker so that they are entered in the central dematerialisation management system, in accordance with art. 51 of the decision of the CONSOB Authority, no. 11768, of 23.12.1998.

Milan, 5 March, 2008

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

Ordinary part***Report on point 2 on the Agenda and relative decision proposal*****2. Appointment of the Directors after establishing of the number, term and pay.**

Dear Shareholders,

on the date of the Shareholders' Meeting which will approve the balance sheet and financial statements as of 31 December, 2007 the current Board of Directors will come to the end of its term. Please note, also in accordance with art. 3 of Italian Ministerial Decree (Grace and Justice Ministry) of 5 November, 1998, no. 437, that you are, therefore, asked to appoint the new Board of Directors, after establishing the number of Directors, which the Company By-Laws states must be no less than six and no more than sixteen, establishing the term and their pay.

With regard to this, please note that the appointment of the Directors will take place in accordance with art. 16 of the Company By-Laws. In accordance with art. 144-*septies*, second clause, of the Regulations adopted with the decision of the CONSOB Authority, no. 11971, of 14.4.1999, the text of the Shareholders' Meeting call notice indicated the right to present the lists for the shareholders who, alone or together with other presenting shareholders, overall hold shares with voting rights representing at least 2% of the company capital with voting rights at the Ordinary Shareholders' Meeting.

Milan, 5 March, 2008

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

Ordinary part***Report on point 3 on the Agenda and relative decision proposal*****3. Appointment of the Board of Auditors and its Chairman and establishing the pay.**

Dear Shareholders,

you are also asked to appoint the Board of Auditors, which will also end its mandate on the date of the Shareholders' Meeting which will approve the balance sheet as of 31 December, 2007, its Chairman and establish their pay. With regard to this, note that, in accordance with art. 27 of the Company By-Laws, the Board of Auditors must consist of three Standing Members and two Replacement Members and that the minority is reserved the right to elect one Standing Auditor and one Replacement Auditor. The Chairman of the Board of Auditors will be appointed by the Shareholders' Meeting from among the Auditors elected by the minority. In accordance with art. 144-*septies*, second clause, of the Regulations adopted with the decision of the CONSOB Authority, no. 11971, of 14.4.1999, the text of the Shareholders' Meeting call notice indicated the right to present the lists for the shareholders who, alone or together with others, overall hold shares with voting rights representing at least 2% of the company capital with voting rights.

Milan, 5 March, 2008

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

Ordinary part***Report on point 4 on the Agenda and relative decision proposal*****4. Proposal for authorisation for the purchase and disposal of own shares.**

Dear Shareholders,

also in accordance with art. 3 of Italian Ministerial Decree (D.M.) of 5 November, 1998, no. 437, and art. 73 of the Regulations adopted with the decision of the CONSOB Authority, no. 11971, of 14 May, 1999 and subsequent modifications (the "Issuer Regulations"), please note the following.

On 11 April, 2007, the Shareholders' Meeting authorised the purchase and disposal of own shares until the date of approval of the balance sheet for the year 2007; as a result of this approval, from 11 April, 2007 to today, 5,060,464 own shares have been purchased. You are now asked to again authorise, within the limits and in accordance with the methods specified below, the purchase and disposal of own shares.

This proposal has many purposes. Above all, the purchase of own shares is justified by company purposes, as it may make it possible to carry out operations such as the sale, granting and trading of own shares for acquisitions of shareholdings and/or the conclusion of agreements with strategic partners which are part of the expansion objectives of the Group.

The authorisation for the purchase of own shares, if granted, will also allow the Company to make investments in the share market which deal with own shares.

In addition, the purchase of own shares may be used to create the funds required to execute the stock options plans already adopted by the Company and any other stock options plans which should be approved in the future.

In order to obtain the purposes specified above, we propose that you authorise the Board of Directors and, on its behalf, the Chairman, to purchase, also in more than one tranche, considering the own shares already owned by the Company, a maximum of 20,000,000.= ordinary shares with a nominal value of 0.125 Euro, corresponding to 9.6226% of the current company capital of 25,980,582.00.= Euro and, in any case, for a maximum of 120,000,000 (one hundred and twenty million).= Euro, a percentage and amount which, as specified in detail herein, comply with the regulations of art. 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 Board of Directors and, on its behalf, the Chairman, to dispose, also in more than one tranche and in accordance with the purposes for which the authorisation is requested, of the own shares which should be purchased, also by means of subsequent purchase and sale operations, in accordance with the methods indicated herein.

For the purposes of compliance with the third clause of art. 2357 of the Italian Civil Code, note that the Company capital of 25,980,582.00. = Euro is currently divided into 207,844,656. = ordinary shares worth 0.125 Euro each.

Also note that the Company currently holds, in the portfolio, 11,472,355 own shares, with a nominal value of 0.125 Euro each, corresponding to 5.5197% of the company capital.

The authorisation for the purchase is requested until the approval of the balance sheet as of 31 December, 2008. The disposal of the shares purchased has no time limits.

The Board proposes that the minimum unit fee for the purchase is no less than the nominal value of the ordinary RECORDATI S.p.A. share (currently 0.125 Euro) and that the minimum fee may be no higher than the average of the official Stock Exchange prices during the five sessions prior to the purchase, increased by 5%.

With reference to this maximum expenditure limit, the Board recalls that, in accordance with art. 2357 of the Italian Civil Code, the purchase of own shares is permitted within the limits of the profits which may be distributed and the reserves available as specified in the last approved balance sheet. With regard to this, note that, in the Company balance sheet as of 31 December, 2007, submitted for your approval, the overall amount of the profits and the reserves which may be used by the Company for the purchase of own shares, 219,543,577= Euro, breaks down as follows:

Share surcharge reserve:	78,952,226. = Euro
Extraordinary reserve:	48,440,247. = Euro
Reserves created after transition to	
IFRS/IAS principles	83,995,373.= Euro
Distributable profits:	8,155,731.= Euro

Therefore, note that, considering the maximum fee specified above, any purchase of own shares is adequately covered by the reserves available as specified in the balance sheet.

With regard to the purchase operation methods, for operations which may be carried out once or more, the Board proposes that these operations are carried out in regulated markets, in accordance with the methods specified in art. 144-*bis*, first clause, letter b), of the Issuer Regulations.

With regard to the disposal methods, on one hand, it is proposed that the Shareholders' Meeting authorises the Board of Directors, and, on its behalf, the Chairman, in accordance with art. 2357-*ter* of the Italian Civil Code, to dispose - at any time, in full or in part, once or more, and even before the purchases have been completed - of the own shares purchased, also by means of sale on the Stock Exchange or on the block trading market, or by means of public offer. On the other hand, any own shares purchased may be transferred as fee for the purchase of shareholdings and/or for the conclusion of agreements with strategic partners and, in any case, also to execute the stock options plans already adopted by the Company or which should be approved in the future. We ask, therefore, that the Shareholders' Meeting assigns the Board of Directors, and, on its behalf, the Chairman, the right to establish, accordingly from time to time, in accordance with the Law and regulations, the terms, methods and conditions which are considered to be the most opportune, notwithstanding the fact that the minimum fee for the sale of the shares may not be less than their nominal value. The

Board of Directors will act in accordance with the informational obligations specified by art. 144-*bis*, third and fourth clauses, of the Issuer Regulations.

In the light of the above, we ask you to make the following decisions:

“The Ordinary Shareholders’ Meeting of RECORDATI S.p.A.,

- having acknowledged the Report of the Board of Directors

hereby decides

- to authorise, in accordance with art. 2357 of the Italian Civil Code, the purchase, once or more, until the approval of the balance sheet as of 31 December, 2008, of a maximum of 20,000,000 ordinary RECORDATI S.p.A shares with a nominal value of 0.125 Euro and, in any case, to an extent that, at any time, the maximum number of the own shares owned by the Company never exceeds one tenth of the company capital, also considering any shares owned by the subsidiary companies - at a minimum fee of no less than the nominal value of the RECORDATI S.p.A. share (0.125 Euro) and at a maximum fee of no higher than the average of the official Stock Exchange prices during the five sessions prior to the purchase, increased by 5%, with an overall expenditure, in any case, of no more than 120,000,000 (one hundred and twenty million) = Euro;
- to give a mandate to the Board of Directors, and, on its behalf, the Chairman, to purchase, also through delegates, RECORDATI S.p.A. shares, at the above conditions, with the sequence considered to be opportune for the interests of the Company, in regulated markets, and in accordance with the methods specified by art. 144-*bis*, first clause, letter b), of the Issuer Regulations;
- to authorise the Board of Directors, and, on its behalf, the Chairman, in accordance with art. 2357-*ter* of the Italian Civil Code, to dispose - also through delegates, at any time, in full or in part, once or more, even before the purchases have been completed, and also by means of subsequent purchase and sale operations - the own shares purchased in the basis of this decision, also by means of sale of these on the Stock Exchange or on the block trading market, or by means of public offer, and to execute the stock options plans already adopted by the Company and those which should be approved in the future, and also as fee for the purchase of shareholdings and/or the conclusion of agreements within the investment policy structure of the Company, assigning to the Board of Directors, and, on its behalf, the Chairman, the right to establish, accordingly from time to time, in accordance with the Law and regulations, the terms, methods and conditions which will be considered to be the most opportune, notwithstanding the fact that the sale of the shares may occur at a minimum fee of no less than their nominal value;
- to assign to the Board of Directors, and, on its behalf, the Chairman, all the powers required to execute this decision, in accordance with the informational obligations specified by art. 144-*bis*, third and fourth clauses, of the Issuer Regulations, with the right to purchase and dispose of own shares, within the limits specified above, through specialised intermediaries/brokers and also after signing special liquidity contracts in accordance with the regulations of the competent market authorities.”

Milan, 5 March, 2008

on behalf of the Board of Directors

The Chairman

Ing. Giovanni Recordati

Extraordinary part

Report on the first point of the agenda and the proposed resolution

1. Amendment of Articles 12, 16 and 27 of the bylaws

Shareholders,

pursuant to Article 3 of Ministerial (Justice) Decree no. 437 of 5 November 1998 and Article 72 of the Regulation adopted through CONSOB Resolution no. 11971 of 14 May 1999, as amended, we hereby inform you that you are called to an Extraordinary Meeting to decide on the proposed amendments to Article 12 of the Bylaws in order to take into account, as described herein, of the guidelines issued in a recent decision from the Court of Cassation, as well as Articles 16 and 27, principally in order to take into account certain amendments to CONSOB Regulation no. 11971/99 (hereinafter the “Issuers’ Regulation”) introduced through CONSOB Resolution no. 15915 of 3 May 2007 in order to enact the provisions of Legislative Decree no. 58/98 (Consolidation Law on Finance, hereinafter “TUF”) amended and introduced by Law no. 262/05 (Provisions for the protection of savings and rules for financial markets”).

It should be noted that the proposed amendments do not give rise to the right of withdrawal.

Hereunder is a comparison of the articles in their current form and the proposed amendments. The specific reasons for the proposed changes are indicated at the foot of each article.

Current text	Proposed text
<p>Article. 12) – The Meeting shall be presided over by the chairman of the board of directors or in case of absence or impediment for any reason, by the vice-chairman, or in his absence, by another board member designated by the board itself; otherwise the meeting shall appoint its own chairman. The chairman shall be assisted by a secretary, appointed by the meeting or by a notary, and when deemed necessary, by two observers also selected by the meeting.</p> <p>The chairman of the meeting shall be responsible for verifying the meeting is duly called, ascertaining the identity and legitimacy of attendees, regulating its proceedings and determining the results of votes.</p>	<p>Article 12) - The meeting shall be presided over by the chairman of the board of directors or in case of absence or impediment for any reason, by the vice-chairman, or in his absence, by another board member designated by the board itself; otherwise the meeting shall appoint its own chairman. The chairman shall be assisted by a secretary, appointed by the meeting or by a notary, and when deemed necessary, by two observers also selected by the meeting.</p> <p>The chairman of the meeting shall be responsible for verifying the meeting is duly called, ascertaining the identity and legitimacy of attendees, regulating its proceedings and determining the results of votes.</p>

Reasons for the proposed amendments:

The elimination proposed is intended to incorporate the guideline from the Court of Cassation in decision no. 19160 of 13.09.07, which declared a contradiction to Article 2371 of the Civil Code in a clause in the bylaws which, as in Article 12 above, attributed the power to appoint the subject called upon the chair the meeting, in the event of the absence or impediment of the chairman of the board of directors and where there is no vice-chairman, to the board of directors. However, the aforementioned Article 2371 of the Civil Code – which is an inviolable law without an express provision that permits a different provision in the bylaws – states that in such a hypothesis the board of directors shall be chaired by a person elected by the majority of participants.

<p>Article 16) The board of directors shall be appointed on the basis of lists submitted to shareholders in accordance with the following procedures, in which each candidate shall be listed with a sequential number.</p> <p>The lists submitted by shareholders, signed by those submitting them, shall be filed at the company’s registered office and made available freely on request, at least fifteen days prior to the date set for the shareholders’ meeting on first call and shall be subject to the other methods for divulgation foreseen by the laws prevailing at that time.</p> <p>Each shareholder, shareholders participating in a shareholder agreement as provided for in Article 122 of Legislative Decree no. 58/1998, the controlling company, controlled companies and those subject to control pursuant to Article 93 of Legislative Decree no. 58/1998, may not submit, or participate in submission of, not even through a third party or a trust company, more than one list, nor may they vote for more than one list, and candidates may only be present in one list, under penalty of ineligibility. Participation and votes made in breach of this restriction shall not be attributed to any list.</p> <p>Lists may only be submitted by shareholders that, independently or together with other submitting</p>	<p>Article 16) The board of directors shall be appointed on the basis of lists submitted to shareholders in accordance with the following procedures, in which each candidate shall be listed with a sequential number.</p> <p>The lists submitted by shareholders, signed by those submitting them, shall be filed at the company’s registered office and made available freely on request, at least fifteen days prior to the date set for the shareholders’ meeting on first call and shall be subject to the other methods for divulgation foreseen by the laws prevailing at that time.</p> <p>Each shareholder, shareholders participating in a shareholder agreement as provided for in Article 122 of Legislative Decree no. 58/1998, the controlling company, controlled companies and those subject to control pursuant to Article 93 of Legislative Decree no. 58/1998, may not submit, or participate in submission of, not even through a third party or a trust company, more than one list, nor may they vote for more than one list, and candidates may only be present in one list, under penalty of ineligibility. Participation and votes made in breach of this restriction shall not be attributed to any list.</p> <p>Lists may only be submitted by shareholders that, independently or together with other submitting</p>
---	---

<p>shareholders, hold shares with voting rights representing at least 2.5% of the share capital with voting rights in the ordinary meeting, or representing a smaller percentage that may be set forth in inviolable legal or regulatory provisions. Together with each list, by the corresponding deadlines indicated above, the following must be filed: (i) the appropriate certificate issued by an intermediary authorised pursuant to the law proving possession of the number of shares required for the submission of lists; (ii) the declarations with which individual candidates accept the nomination and certify, under their own responsibility, that there are no factors rendering them ineligible or incompatible, as well as the fulfilment of any specific requirements stipulated for the corresponding positions; (iii) a curriculum vitae describing the personal and professional characteristics of each candidate with a statement as to each candidate's suitability to describe himself as independent.</p> <p>Any lists submitted that do not comply with the above provisions shall not be taken into consideration.</p> <p>The election of members of the Board of Directors shall proceed as follows:</p> <p>a) the directors to be elected shall be taken from the list which received the greatest number of votes from shareholders, in the sequential order in which they were included in the list itself, except for one director;</p> <p>b) the remaining director shall be the candidate listed in first place in the minority list who is not directly or indirectly connected in any way with the list referred to under subparagraph a) or with the shareholders that submitted or voted for the list referred to under subparagraph a), and that has obtained the second-largest number of votes from shareholders. To this end, lists that have not received a percentage of votes equal to at least half of that required for the submission of lists, as referred to in the</p>	<p>shareholders, hold shares with voting rights representing at least 2.5% of the share capital with voting rights in the ordinary meeting, or representing a smaller percentage that may be set forth in inviolable legal or regulatory provisions, <u>which shall also be stated in the notice calling the meeting.</u></p> <p>Together with each list, by the corresponding deadlines indicated above, <u>according to the provisions of prevailing legislation,</u> the following must be filed: (i) the appropriate certificate issued by an intermediary authorised pursuant to the law proving possession of the number of shares required for the submission of lists; (ii) the declarations with which individual candidates accept the nomination and certify, under their own responsibility, that there are no factors rendering them ineligible or incompatible, as well as the fulfilment of any specific requirements stipulated for the corresponding positions; (iii) a curriculum vitae describing the personal and professional characteristics of each candidate with a statement as to each candidate's suitability to describe himself as independent.</p> <p>Any lists submitted that do not comply with the above provisions shall not be taken into consideration.</p> <p>The election of members of the Board of Directors shall proceed as follows:</p> <p>a) the directors to be elected shall be taken from the list which received the greatest number of votes from shareholders, in the sequential order in which they were included in the list itself, except for one director;</p> <p>b) the remaining director shall be the candidate listed in first place in the minority list who is not directly or indirectly connected in any way with the list referred to under subparagraph a) or with the shareholders that submitted or voted for the list referred to under subparagraph a), and that has obtained the second-largest number of votes from shareholders. To this end, lists that have</p>
---	--

fourth paragraph of this article, shall not be taken into account. If the above procedure for electing members is not successful in appointing a number of directors meeting the independence requirements established for auditors by Article 148(3) of Legislative Decree no. 58 of 28 February 1998, equal to the minimum number established by law in relation to the total number of directors, the elected non-independent candidate at the lowest sequential position in the list which received the greatest number of votes, as referred to under subparagraph a) of the previous paragraph, shall be substituted by the first independent candidate according to the sequential order not elected from the same list, or else by the first independent candidate according to the sequential order from the other lists, according to the number of votes obtained by each. This substitution process shall be repeated until the board of directors is composed of a number of members possessing the requirements referred to in Article 148(3) of Legislative Decree no. 58/1998 which is at least equal to the minimum required by law. If this procedure does not produce the aforementioned result, the substitution shall take place by means of a resolution adopted by a relative majority vote taken by the meeting, through the submission of nominations of subjects meeting the aforementioned requirements.

If only one list is submitted, all directors to be elected shall be taken from the same list; if no lists are submitted, the meeting shall adopt a resolution with the legal majorities, without following the above procedure.

There shall be no prejudice to different and additional provisions provided for by inviolable laws or regulations.

not received a percentage of votes equal to at least half of that required for the submission of lists, as referred to in the fourth paragraph of this article, shall not be taken into account. For the purpose of appointing the auditors referred to under subparagraph b of this paragraph, in the event lists obtain an equal number of votes, precedence shall be given to the list submitted by shareholders in possession of the greatest proportion of share capital or else with the greatest number of shareholders.

If the above procedure for electing members is not successful in appointing a number of directors meeting the independence requirements established for auditors by Article 148(3) of Legislative Decree no. 58 of 28 February 1998, equal to the minimum number established by law in relation to the total number of directors, the elected non-independent candidate at the lowest sequential position in the list which received the greatest number of votes, as referred to under subparagraph a) of the previous paragraph, shall be substituted by the first independent candidate according to the sequential order not elected from the same list, or else by the first independent candidate according to the sequential order from the other lists, according to the number of votes obtained by each. This substitution process shall be repeated until the board of directors is composed of a number of members possessing the requirements referred to in Article 148(3) of Legislative Decree no. 58/1998 which is at least equal to the minimum required by law. If this procedure does not produce the aforementioned result, the substitution shall take place by means of a resolution adopted by a relative majority vote taken by the meeting, through the submission of nominations of subjects meeting the aforementioned requirements.

If only one list is submitted, all directors to be elected shall be taken from the same list; if no lists are submitted, the meeting

	shall adopt a resolution with the legal majorities, without following the above procedure. There shall be no prejudice to different and additional provisions provided for by inviolable laws or regulations.
--	--

Reasons for the proposed amendments:

This seeks to stipulate that the percentage required for the submission of lists is indicated in the notice calling the meeting called to decide on the appointment of the board of directors, in order to incorporate the contents of Article 144-septies(2) of the Issuers' Regulation.

Concerning the documents to be filed together with each list, this seeks to stipulate that reference be made, in addition to the provisions of the bylaws, to the provisions of prevailing legislation, namely, at present, the provisions of Article 144-octies(1)(b) of the Issuers' Regulation.

With reference to the procedures for electing the director from the minority list, the proposed elimination is intended to harmonise the provisions of the bylaws with the provisions of Article 147-ter(3) of the TUF, which makes reference solely to the fact that there should be no connection with shareholders that submitted or voted for the list that receives the greatest number of votes.

It also intends to regulate the hypothesis in which more than one minority list is submitted, and these lists obtain the same number of votes.

Article 27) – The meeting shall appoint the board of statutory auditors composed of three regular auditors and two alternate auditors, who may be re-elected, and shall determine their remuneration. The responsibilities, duties and duration shall be those established by law.

The auditors shall possess the requirements foreseen in prevailing legislation and regulations. With regard to the requirements of professional capacity, the topics and areas of activity strictly related to the company consist of research, production and sale of chemical and pharmaceutical products.

The minority shareholders shall elect one regular auditor and one alternate auditor.

Subject to other inviolable legal or regulatory provisions, the appointment of the board of statutory auditors shall take place in accordance with the procedures set forth in the following paragraphs, on the basis of lists submitted by shareholders, in which the candidates are listed sequentially.

The list shall specify if the individual candidate is being nominated for the position of regular auditor or alternate auditor.

Lists may only be submitted by shareholders that, independently or together with others, hold shares with voting rights representing at least 2.5% of the share capital with voting rights, or representing a smaller percentage that may be set forth in inviolable provisions of law or regulations.

Each shareholder, shareholders participating in a shareholders agreement as provided for in Article 122 of Legislative Decree no. 58/1998, the controlling company, controlled companies and those subject to control may not submit, or participate in submission of, not even through a third party or a trust company, more than one list, nor may they vote for more than one list, and candidates may only be present in one list on penalty of ineligibility.

Article 27) - The meeting shall appoint the board of statutory auditors composed of three regular auditors and two alternate auditors, who may be re-elected, and shall determine their remuneration. The responsibilities, duties and duration shall be those established by law.

The auditors shall possess the requirements foreseen in prevailing legislation and regulations. With regard to the requirements of professional capacity, the topics and areas of activity strictly related to the company consist of research, production and sale of chemical and pharmaceutical products.

The minority shareholders shall elect one regular auditor and one alternate auditor.

Subject to other inviolable legal or regulatory provisions, the appointment of the board of statutory auditors shall take place in accordance with the procedures set forth in the following paragraphs, on the basis of lists submitted by shareholders, in which the candidates are listed sequentially.

The list shall specify if the individual candidate is being nominated for the position of regular auditor or alternate auditor.

Lists may only be submitted by shareholders that, independently or together with others, hold shares with voting rights representing at least 2.5% of the share capital with voting rights, or representing a smaller percentage that may be set forth in inviolable provisions of law or regulations, which shall also be stated in the notice calling the meeting.

Each shareholder, shareholders participating in a shareholders agreement as provided for in Article 122 of Legislative Decree no. 58/1998, the controlling company, controlled companies and those subject to control may not submit, or participate in submission of, not even through a third party or a trust company, more than one list, nor may they vote for more than one list, and candidates may only be present in

<p>Participation and votes made in breach of this ban shall not be attributed to any list. The lists submitted shall be filed at the Company's registered office at least fifteen days prior to the date set for the meeting on first call, and shall be subject to the other methods for divulgation foreseen by rules and regulations prevailing at that time.</p> <p>Each list shall be supplemented, by the aforementioned deadline, with summary information concerning those shareholders submitting the lists (specifying the overall percentage shareholding held), detailed information on the personal traits and professional qualifications of the candidates, the declarations by which the individual candidates accept the nomination and certify, under their own responsibility, that there are no factors rendering them ineligible or incompatible, as well as the fulfilment of any legal and statutory requirements for the corresponding positions and a list of any directorial and control positions in other companies.</p> <p>Lists submitted that do not comply with the above provisions shall not be taken into consideration.</p> <p>The election of the auditors shall proceed as follows:</p> <ol style="list-style-type: none"> 1. two regular auditors and one alternate auditor shall be taken from the list that obtains the greatest number of votes in the meeting, based on the sequential order in which they are listed; 2. one regular auditor, which shall act as chairman of the board of statutory auditors, and one alternate auditor shall be taken from the list that obtains the second-largest number of votes in the meeting and which is not directly or indirectly connected with the shareholders that submitted or voted for the list that received the greatest number of votes. <p>For the purpose of appointing the auditors referred to under point 2 of the paragraph above, in the event lists obtain an equal number of votes, precedence shall be</p>	<p>one list on penalty of ineligibility. Participation and votes made in breach of this ban shall not be attributed to any list. The lists submitted shall be filed at the Company's registered office at least fifteen days prior to the date set for the meeting on first call, and shall be subject to the other methods for divulgation foreseen by rules and regulations prevailing at that time.</p> <p>Each list shall be supplemented, by the aforementioned deadline, <u>with the following information:</u></p> <ol style="list-style-type: none"> a) <u>the details of the identity of the shareholders who have submitted the lists, specifying the overall percentage shareholding held and a certification specifying the ownership of said shareholding;</u> b) <u>a declaration from the shareholders other than those who, jointly or otherwise, possess a controlling or relative majority shareholding, certifying the absence of any relationship of affiliation with the latter pursuant to prevailing laws and regulations;</u> c) <u>detailed information on the personal traits and professional qualifications of the candidates, together with a declaration from said candidates certifying their possession of the requirements under the law and their acceptance of the nomination.</u> <p>with summary information concerning those shareholders submitting the lists (specifying the overall percentage shareholding held), detailed information on the personal traits and professional qualifications of the candidates, the declarations by which the individual candidates accept the nomination and certify, under their own responsibility, that there are no factors rendering them ineligible or incompatible, as well as the fulfilment of any legal and statutory requirements for the corresponding positions and a list of any directorial and control positions in other companies.</p> <p>Lists submitted that do not comply with</p>
--	---

given to the list submitted by shareholders in possession of the greatest proportion of share capital or else with the greatest number of shareholders.

If only one list is submitted or if no lists are submitted, all the candidates for that position indicated in the list itself shall be elected as regular and alternate auditors, or those voted by the meeting, provided they achieve the relative majority of votes cast in the meeting.

If an Auditor no longer fulfils the legal or statutory requirements, he shall be withdrawn from the position.

In the event of the substitution of an auditor, the auditor shall be replaced by the alternate auditor belonging to the same list as the outgoing auditor, or otherwise, in the event of the departure of a minority auditor, by the next-placed candidate from the same list to which the outgoing auditor belonged or else the first candidate from the minority list which received the second-largest number of votes.

In any event the minority auditor shall be the chairman of the board of statutory auditors.

The following procedure shall be adopted when the meeting must appoint regular and/or alternate auditors necessary to complete the board of statutory auditors: if it is necessary to substitute auditors elected from the majority list, the appointment shall be made by a majority vote without being restricted to lists; if, however, it is necessary to substitute auditors elected from the minority list, the Meeting shall substitute them through a relative majority vote from among the candidates indicated in the list to which the outgoing auditor belonged, or from the majority list which received the second-largest number of votes.

If for any reason the application of such procedures does not permit the substitution of the minority auditors, the meeting shall hold a relative majority vote; however, in determining the results of this last vote, votes shall not be taken

the above provisions shall not be taken into consideration.

The election of the auditors shall proceed as follows:

1. two regular auditors and one alternate auditor shall be taken from the list that obtains the greatest number of votes in the meeting, based on the sequential order in which they are listed;

2. one regular auditor, which shall act as chairman of the board of statutory auditors, and one alternate auditor shall be taken from the list that obtains the second-largest number of votes in the meeting and which is not directly or indirectly connected with the shareholders that submitted or voted for the list that received the greatest number of votes.

For the purpose of appointing the auditors referred to under point 2 of the paragraph above, in the event lists obtain an equal number of votes, precedence shall be given to the list submitted by shareholders in possession of the greatest proportion of share capital or else with the greatest number of shareholders.

If only one list is submitted or if no lists are submitted, all the candidates for that position indicated in the list itself shall be elected as regular and alternate auditors, or those voted by the meeting, provided they achieve the relative majority of votes cast in the meeting.

If an Auditor no longer fulfils the legal or statutory requirements, he shall be withdrawn from the position.

In the event of the substitution of an auditor, the auditor shall be replaced by the alternate auditor belonging to the same list as the outgoing auditor, or otherwise, in the event of the departure of a minority auditor, by the next-placed candidate from the same list to which the outgoing auditor belonged or else the first candidate from the minority list which received the second-largest number of votes.

In any event the minority auditor shall be the chairman of the board of statutory auditors.

<p>into account when cast by shareholders that, according to communications made pursuant to prevailing rules, hold directly or indirectly or together with other shareholders participating in shareholders agreements as provided for in Article 122 of Legislative Decree no. 58/1998, the relative majority of votes that may be cast in the meeting, as well as shareholders that control, are controlled or are in any event subject to the control of such shareholders.</p> <p>Members of the board of statutory auditors may participate in meetings remotely using audio/visual, videoconferencing or telephone systems.</p> <p>In this case:</p> <ul style="list-style-type: none"> - it shall be necessary to ascertain: <ol style="list-style-type: none"> a) the identity of all participants at each point of connection; b) the possibility for each of the participants to intervene, to express their opinions orally, to review, receive or transmit any documents, as well as to examine and decide upon them simultaneously. - meetings of the board of statutory auditors shall be deemed to have been held at the place where both the chairman and the secretary are gathered. <p>The company's accounts shall be overseen by an auditing company on the basis of applicable legislation.</p>	<p>The following procedure shall be adopted when the meeting must appoint regular and/or alternate auditors necessary to complete the board of statutory auditors: if it is necessary to substitute auditors elected from the majority list, the appointment shall be made by a majority vote without being restricted to lists; if, however, it is necessary to substitute auditors elected from the minority list, the Meeting shall substitute them through a relative majority vote from among the candidates indicated in the list to which the outgoing auditor belonged, or from the majority list which received the second-largest number of votes.</p> <p>If for any reason the application of such procedures does not permit the substitution of the minority auditors, the meeting shall hold a relative majority vote, <u>through the submission of nominations of shareholders that, either individually or together with others, jointly hold shares with voting rights representing at least the percentage referred to above in relation to the procedure for the submission of lists;</u> however, in determining the results of this last vote, votes shall not be taken into account when cast by shareholders that, according to communications made pursuant to prevailing rules, hold directly or indirectly or together with other shareholders participating in shareholders agreements as provided for in Article 122 of Legislative Decree no. 58/1998, the relative majority of votes that may be cast in the meeting, as well as shareholders that control, are controlled or are in any event subject to the control of such shareholders.</p> <p>Members of the board of statutory auditors may participate in meetings remotely using audio/visual, videoconferencing or telephone systems.</p> <p>In this case:</p> <ul style="list-style-type: none"> - it shall be necessary to ascertain: <ol style="list-style-type: none"> a) the identity of all participants at each point of connection;
--	---

	<p>b) the possibility for each of the participants to intervene, to express their opinions orally, to review, receive or transmit any documents, as well as to examine and decide upon them simultaneously.</p> <p>- meetings of the board of statutory auditors shall be deemed to have been held at the place where both the chairman and the secretary are gathered.</p> <p>The company's accounts shall be overseen by an auditing company on the basis of applicable legislation.</p>
--	--

Reasons for the proposed amendments:

This seeks to stipulate that the percentage required for the submission of the lists is indicated in the notice for the meeting called to adopt resolutions on the appointment of the board of statutory auditors, in order to incorporate the provisions of Article 144-septies(2) of the Issuers' Regulation.

The amendment proposed concerning the documents to be filed together with each list is intended to incorporate the provisions of Article 144-sexies(4) of the Issuers' Regulation.

With reference to the procedure for the election of the minority auditor, this seeks to stipulate that the relationship of affiliation is that identified pursuant to prevailing laws, which at present is Article 144-quinquies(1) of the Issuers' Regulation.

This also seeks to stipulate that, in the hypothesis in which the application of the procedure described by the article of the bylaws in question for the substitution of auditors designated by minority shareholders does not permit this substitution for any reason and the meeting uses a relative majority vote, it shall nevertheless be necessary for a qualified holding in order to submit nominations, namely at least the same percentage required by the bylaws in relation to the procedure for the submission of lists.

Dear Shareholders,

in the light of the above, we ask you to make the following decisions:

“The Extraordinary Shareholders’ Meeting of RECORDATI S.p.A.,

- having acknowledged the Report of the Board of Directors

hereby decides

1.) to modify arts. 12, 16 and 27 of the Company By-Laws as follows:

Art. 12) - The Shareholder’s Meeting is chaired by the Chairman of the Board of Directors or, if he is absent or cannot take part for any reason, by the Vice-Chairman; if this cannot occur, the Shareholder’s Meeting elects its own Chairman. The Chairman is assisted by a Secretary appointed by the Shareholder’s Meeting or by a Notary and, when considered to be necessary, by two scrutineers, also elected by the Shareholder’s Meeting.

The Chairman of the Shareholder’s Meeting must verify the regularity of the Meeting, check the identity and right to take part of those present, regulate the Meeting and check the results of the voting.

Art. 16) The Board of Directors will be appointed on the basis of lists presented by the shareholders as per the methods specified below, in which the candidates must be listed using a progressive number.

The lists presented by the shareholders, signed by those who present them, must be filed at the headquarters of the Company, available to those who request them, at least fifteen days before the date set for the Shareholders’ Meeting, first call, and will be subject to the other forms of publication specified by the current pro tempore regulations.

Every shareholder, the shareholders involved in a significant shareholders voting pact in accordance with art. 122 of Italian Legislative Decree 58/1998, the controlling party, the subsidiary companies and the companies subject to common control in accordance with art. 93 of Italian Legislative Decree 58/1998, may not present or help to present, not even through another person or trustee company, more than one list nor vote for different lists, and every candidate may only be presented in just one list, or he is not eligible. The adhesions and the votes expressed as a breach of this ban will not be attributed to any list.

Only the shareholders who, alone or together with other presenting shareholders, own shares with voting rights representing at least 2.5% of the company capital with voting rights in the Ordinary Shareholders’ Meeting, or representing any lower percentage established by incontestable laws or regulations, which will also be referred to in the call notice, will have the right to present the lists.

Together with each list, within the respective terms indicated above, there must be filing, also in accordance with current regulations, of the following: (i) the special certification issued by an intermediary entitled to do as per Law proving the ownership of the number of shares required to present the lists; (ii) the declarations with which the individual candidates accept their candidacy and the declarations with which the candidates certify, at their own responsibility, the non-existence of causes of

ineligibility and incompatibility, as well as the existence of the specific requirements indicated for the respective positions; (iii) a curriculum vitae relating to the personal and professional characteristics of each candidate, with possible indication of suitability as an independent Director.

The lists presented without compliance with the above regulations are considered to be not presented.

The Board of Directors will be elected as follows:

a) the Directors to be elected, except one, will be taken from the list with most votes expressed by the shareholders, in the progressive order in which they are listed in that list;

b) the remaining Director will be the candidate listed at number 1 in the minority list which is not related in any way, not even indirectly, to the shareholders who presented or voted for the list in letter a) above, and which has obtained the second highest number of votes expressed by the shareholders. For these purposes, no account will be made, in any case, for the lists which have not received a percentage of votes at least equal to half the percentage required for the presentation of the lists, as specified in the fourth clause of this article.

For the purposes of the appointment of the Directors as per point b) above, in the event of parity between lists, the list presented by shareholders with a higher shareholding prevails or, then, the list with the higher number of shareholders.

If, with the candidates elected as per the methods indicated above, there has not been appointment of a number of Directors who meet the independence requirements set by article 148, third clause, of Italian Legislative Decree 58 of 28 February, 1998, corresponding to the minimum number set by the Law in relation to the overall number of Directors, the non-independent candidate elected last in progressive order in the list with most votes, as per letter a) above, will be replaced by the first independent candidate in progressive order not elected in the same list or, if that does not resolve the matter, by the first independent candidate in progressive order not elected in the other lists, according to the number of votes obtained by each. This replacement procedure will be applied until the Board of Directors consists of a number of members who meet the requirements specified by article 148, third clause, of Italian Legislative Decree 58/1998, corresponding to at least the minimum set by Law. Finally, if this procedure does not ensure this result indicated, the replacement will take place by means of a decision of the Shareholders' Meeting taken with a relative majority, after presentation of candidates who meet these requirements.

If just one list is presented, all the Directors to be elected will be taken from that list; if no list is presented, the Shareholders' Meeting decides with the majorities specified by Law, without observing the procedure specified above.

Notwithstanding, in any case, any different and further regulations in incontestable Laws or standards.

Art. 27) - The Shareholders' Meeting appoints the Board of Auditors, consisting of three Standing Auditors and two Replacement Auditors, who may be re-elected, and establishes their pay. The powers, duties and term are those set by the Law.

The Auditors must meet the requirements specified by current Laws and standards. With regard to the professional requirements, the subjects and sectors of activity strictly related to the business are research, production and trade of chemical and pharmaceutical products.

The minority may elect one Standing Auditor and one Replacement Auditor.

Unless otherwise required by Law or regulations, the Board of Auditors is appointed as per the procedures below, on the basis of lists presented by the Shareholders in which the candidates are listed using progressive numbers.

The list must specify if the individual candidate is being presented for the position of Standing Auditor or Replacement Auditor.

Only the shareholders who, alone or together with other shareholders, own shares with voting rights representing at least 2.5% of the company capital with voting rights, or representing any lower percentage established or referred to by incontestable laws or regulations, which will also be referred to in the call notice, have the right to present the lists.

Every shareholder, the shareholders involved in a significant shareholders voting pact in accordance with art. 122 of Italian Legislative Decree 58/1998, the controlling party, the subsidiary companies and the companies subject to common control may not present or help to present, not even through another person or trustee company, more than one list nor vote for different lists, and every candidate may only be presented in just one list, or he is not eligible. The adhesions and the votes expressed as a breach of this ban will not be attributed to any list.

The lists presented must be filed at the headquarters of the Company at least fifteen days before the date set for the Shareholders' Meeting, first call, notwithstanding any further forms of publication specified by the current pro tempore regulations and standards.

Together with each list, within the term indicated above, there must be filing of the following:

- a) information relative to the identity of the shareholders who presented the lists, with an indication of the overall shareholding percentage held and certification which proves ownership of this shareholding;
- b) a declaration by the shareholders other than those who hold, also jointly, a control or relative majority shareholding, certifying the absence of relations with these as specified by the current regulations and standards;
- c) exhaustive information about the personal characteristics of the candidates and a declaration by these candidates showing they meet the requirements specified by Law and that they accept their candidacy.

Lists not compliant with the above regulations are considered to be not presented.

The Board of Auditors will be elected as follows:

1. two Standing Auditors and one Replacement Auditor will be taken from the list with most votes expressed at the Shareholders' Meeting, in the progressive order in which they are listed in the sections of the list;
2. one Standing Auditor, who will be the Chairman of the Board of Auditors, and one Replacement Auditor will be taken from the second list with most votes expressed at the Shareholders' Meeting after the first list and which, in accordance with the current regulations, is not related, not even indirectly, to the shareholders who presented or voted for the list with most votes, in the progressive order in which they are listed in the list.

For the purposes of the appointment of the Auditors as per point 2 above, in the event of parity between lists, the list presented by shareholders with a higher shareholding prevails or, then, the list with the higher number of shareholders.

If just one list or no list is presented, all the candidates for these positions indicated in the list or those voted for by the Shareholders' Meeting are elected as Standing Auditors and Replacement Auditors, provided they obtain a relative majority of the votes

expressed at the Shareholders' Meeting.

If the standard-related and statutory requirements are no longer met, the Auditor loses his position as Auditor.

In the event of the replacement of an Auditor, the Replacement comes from the same list as the Auditor replaced or, if that is not possible, if a minority Auditor is being replaced, the candidate placed next in the same list as the Auditor replaced or, then, the first candidate in the minority list which got the second highest number of votes.

Notwithstanding the fact that the Board of Auditors is chaired by the minority Auditor.

If the Shareholders' Meeting has to appoint the Standing Auditors and/or Replacement Auditors required to complete the Board of Auditors, the procedure is as follows: of Auditors elected in the majority list have to be replaced, the appointment is by relative majority vote without any list constraint; if, on the other hand, Auditors elected in the minority list have to be replaced, the Shareholders' Meeting replaces them with a relative majority vote, selecting them from among the candidates indicated in the list to which the Auditor to be replaced belonged, or the minority list with the second highest number of votes.

If the application of these procedures does not permit, for any reason, the replacement of the Auditors selected by the minority, the Shareholders' Meeting will do this by relative majority vote, after presentation of candidates by shareholders who, alone or together with others, own shares with voting rights representing at least the percentage referred to above in relation to the procedure for the presentation of lists; however, the calculation of the results of this voting will not include the votes of the shareholders who, as per the communications provided in accordance with the current regulations, hold, also indirectly or even jointly with other shareholders involved in a significant shareholders voting pact in accordance with art. 122 of Italian Legislative Decree 58/1998, a relative majority of the votes which may be cast at the Shareholders' Meeting, as well as the shareholders who control, are controlled by or are subject to the common control of these.

The members of the Board of Auditors may take part remotely using audiovisual, videoconference or telephone link systems.

In this case:

- the following must be ensured, in any case:

a) the identification of all the participants at each link point;
b) the possibility for each of the participants to intervene, to express their opinion orally, to view, receive or send any documentation, and follow the context of the matters and discussions;

- the Meeting of the Board of Auditors is considered to be held in the location where the Chairman and the Secretary are at the same time.

The accounting audit is carried out by the Audit company as per the applicable standards.

2.) to grant a mandate to the Board of Directors and, on behalf of it, separately, for the pro tempore Chairman and Vice-Chairman, to carry out all actions and deeds required or opportune for the execution of this decision and to introduce to the text of the decision itself any modifications requested by the appropriate Authorities, also with regard to the registration in the Business Register.”

Milan, 5 March, 2008

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