

Shareholders' Agreement notification pursuant to Article 122 of Legislative Decree dated February 24th 1998, no. 58, as subsequently amended and integrated (“TUF”) – Essential Information (*Informazioni Essenziali*) pursuant to Article 130 of the Regulation adopted by Consob with resolution no. 11971 dated May 14th 1999, as subsequently amended and integrated (the “Regulation”).

Recordati S.p.A.

Pursuant to Article 122 TUF and Article 130 of the Regulation the following is disclosed, in so far as necessary.

Recitals

On June 29th 2018, Rossini Holdings S.à.r.l. (“**Rossini Holdings**”) executed two investment agreements with Andrea Recordati. On December 6th 2018, in the context of the completion of the acquisition (through the subsidiary Rossini Investimenti S.p.A.) by Rossini Luxembourg S.à.r.l. (“**Rossini Luxembourg**” or the “**Company**”) of the shares representing the entire share capital of FIMEI S.p.A. (“**FIMEI**”), which holds ordinary shares representing 51.791% of the subscribed share capital of Recordati S.p.A. (“**Recordati**”), Rossini Holdings and Andrea Recordati entered into an agreement in order to partially amend the above-mentioned agreements (such agreements, as amended on December 6th 2018, are hereinafter referred to as the “**AR Agreements**”).

On June 29th 2018, Rossini Holdings also executed an investment agreement with Fritz Squindo. On December 6th 2018, in the context of the completion of the acquisition (through the subsidiary Rossini Investimenti S.p.A.) by Rossini Luxembourg of the shares representing the entire share capital of FIMEI, Rossini Holdings and Fritz Squindo entered into an agreement in order to partially amend the above-mentioned agreement (such agreement, as amended on December 6th 2018, is hereinafter referred to as the “**FS Agreement**” and, together with the AR Agreements, the “**Agreements**”).

The Agreements regulate the terms and conditions of the possible investment by Andrea Recordati and Fritz Squindo in Rossini Luxembourg. The Agreements were executed also by Rossini Luxembourg for acknowledgment purposes. The Agreements include, amongst others, certain covenants (the “**Agreements' Covenants**”) aimed at the execution of the transaction regulated by the same Agreements, that may qualify as shareholders' agreements and as such are subject to the fulfilment of related publicity formalities.

In the context of the completion of the acquisition (through the subsidiary Rossini Investimenti S.p.A.) by Rossini Luxembourg, of the shares representing the entire share capital of FIMEI, a new By-laws of Rossini Luxembourg (the “**By-laws**”) has been adopted that includes, *inter alia*, certain

provisions relating to the transfer of shares of Rossini Luxembourg and to certain strengthened quorums required at the shareholders' meeting level (the “**By-laws Provisions**” and, together with the Agreements' Covenants, the “**Covenants**”), which may be deemed as shareholders' agreements for the purposes of complying with the relevant publicity formalities.

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1. Companies whose securities are covered by the Covenants

The Agreements' Covenants are set out in respect of:

- directly, Rossini Luxembourg S.à.r.l., a company incorporated under the laws of Luxembourg, having its registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 224498; and
- indirectly, Recordati S.p.A., with registered office at via M. Civitali 1, 20148 Milan (Italy), registered in the Milan Companies Register (*Registro delle Imprese di Milano*) with number 00748210150, tax code and VAT number 00748210150.

The By-laws Provisions are set out in respect of Rossini Luxembourg, as identified above.

2. Securities covered by the Covenants

The Agreements' Covenants are set out in respect of:

- directly, all the shares held by Rossini Holdings in Rossini Luxembourg, representing as of the date hereof the entire share capital of Rossini Luxembourg; and
- indirectly, all the ordinary shares of Recordati owned by FIMEI, equal to no. 108,308,905 ordinary shares of Recordati, representing approximately 51.791% of the subscribed share capital of Recordati.

The By-laws Provisions are set out in respect of all the shares of Rossini Luxembourg.

3. Parties to the Covenants

Parties to the Agreements' Covenants set out under the AR Agreements are:

Rossini Holdings S.à.r.l., a company incorporated under the laws of Luxembourg, having its registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the

Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 224480;

Andrea Recordati, Italian and British citizen, tax code RCR NDR 71S06 Z114F; and, limited to the purpose of acknowledging the provisions of the AR Agreements,

Rossini Luxembourg S.à.r.l., a company incorporated under the laws of Luxembourg, having its registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 224498.

Parties to the Agreements' Covenants set out in the FS Agreement are:

Rossini Holdings S.à.r.l., a company incorporated under the laws of Luxembourg, having its registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 224480;

Fritz Squindo, Italian citizen, tax code SQNFTZ56E19E168P; and, limited to the purpose of acknowledging the provisions of the FS Agreement,

Rossini Luxembourg S.à.r.l., a company incorporated under the laws of Luxembourg, having its registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B 224498.

The By-laws Provisions are binding for any current or future shareholder of Rossini Luxembourg.

4. Scope of the Covenants

4.1) Provisions relating to the management body of Recordati

It is provided under the AR Agreements that: (i) the effectiveness of the obligation assumed by Andrea Recordati to proceed with the investment in Rossini Luxembourg is subject to, among others, the condition precedent that Andrea Recordati is appointed, by no later than February 15th 2019, as CEO of Recordati, and that (ii) for so long as Rossini Holdings controls Recordati, Andrea Recordati shall continue to hold the office as non-executive director of Recordati also in the event of cessation for any reason whatsoever from the office as CEO of Recordati, unless such office is terminated upon the occurrence of so called 'bad leaver' events.

It is provided under the FS Agreement that the effectiveness of the obligation assumed by Fritz Squindo to proceed with the investment in Rossini Luxembourg is subject to, among others, the condition precedent that (i) Andrea Recordati is appointed in the office as Recordati's CEO by the shareholders' meeting of Recordati, and (ii) Fritz Squindo is appointed as Recordati's board member by the shareholders' meeting of Recordati.

4.2) Provisions prohibiting the purchase of Recordati shares

Under the Agreements, Andrea Recordati and Fritz Squindo have undertaken towards Rossini Holdings, for the period between June 29th 2018 and the end of the sixth month following the settlement date of the Mandatory Tender Offer (i.e. the mandatory tender offer to be launched upon completion of the acquisition of FIMEI by Rossini Luxembourg), not to purchase any Recordati shares except for, among other, the Purchase of Recordati shares carried out in the exercise of the stock options granted to Andrea Recordati and Fritz Squindo by Recordati different from those granted pursuant to the Stock Option Plan 2018-2022 with strike price of Euro 30.73.

4.3) Provisions concerning the exercise of voting rights in the shareholders' meeting of Rossini Luxembourg

It is provided under the Agreements that following the date of completion of the investment by Andrea Recordati and Fritz Squindo in Rossini Luxembourg, Rossini Holdings shall procure that, unless passed with the favorable vote of 75% of the holders of preferred shares issued by Rossini Luxembourg (among which holders are Andrea Recordati and Fritz Squindo), no resolutions limiting the powers, privileges or rights attached to such preferred shares, no resolutions increasing the number of authorized preferred shares, no resolutions concerning the winding-up of the company, are adopted by Rossini Luxembourg. The Agreements do not provide for any provision concerning the exercise of voting rights in the shareholders' meeting of Rossini Luxembourg which are set out in favour of or against, respectively, Andrea Recordati and Fritz Squindo.

The above-mentioned Agreements' Covenants are also included into the By-laws.

4.4) Provisions concerning the transfer of shares of Rossini Luxembourg

The By-laws provides that the shares of Rossini Luxembourg may be transferred *inter vivos* only (i) to Rossini Holdings or its affiliates; (ii) following the exercise of the tag-along and drag-along rights provided for by the By-laws; and (iii) to related parties of the transferor (provided that the transferee, upon completion of the transfer, enters, by executing in writing, to any investment agreement or shareholders' agreement relating to the Company and/or its subsidiaries of which the transferor is a party). In this respect, the Agreements expressly provide, *inter alia*, that any related

party of Andrea Recordati or Fritz Squindo shall, upon completion of the transfer, adhere in writing to, respectively, the AR Agreements and the FS Agreement.

In each of the above-mentioned cases, the prior authorization by the shareholders' meeting representing at least 50% of all outstanding shares will be required in order to proceed to a transfer in favour of a non-shareholder. In case the authorization is denied, the non-transferring shareholders may, within three months, purchase the shares of the transferor at a price equal to the lower between (i) the nominal value of the shares to be transferred/redeemed or (ii) the fair market value of the shares to be transferred. In this respect, pursuant to the Agreements, Rossini Holdings has undertaken to procure that the shareholders' meeting of Rossini Luxembourg approves the transfer, on the date of execution of the investments in Rossini Luxembourg by Andrea Recordati and Fritz Squindo, of the shares of Rossini Luxembourg held by them in favor of certain persons that have been previously identified in, respectively, the AR Agreements and the FS Agreement.

The By-laws also provides, in the case of transfer of shares by Rossini Holdings, for a tag-along right in favor of the other shareholders of Rossini Luxembourg, as well as a drag-along right in favor of Rossini Holdings.

4.5) Other provisions

For sake of completeness, although such provisions are not relevant for the purposes of Article 122 TUF, it is worth pointing out that under the Agreements (i) Rossini Holdings is granted with a call option to purchase the shares held by Andrea Recordati and Fritz Squindo in Rossini Luxembourg in the event each of them ceases to hold the office as, respectively, CEO and executive (*dirigente*) of Recordati; and (ii) Andrea Recordati and Fritz Squindo are granted with a put option to sell their shares held in Rossini Luxembourg in the event each of them ceases to hold the office as, respectively, CEO and executive (*dirigente*) of Recordati as a consequence of the occurrence of so called *good leaver* events.

5. Term and renewal of the Covenants

Covenants under item 4.1) are effective starting from the date of execution of the Agreements through the date of completion of, respectively by Andrea Recordati and by Fritz Squindo, the investment in Rossini Luxembourg, subject to the fulfilment of the conditions precedent set out in the Agreements.

Covenants under item 4.2) are effective starting from the date of execution of the Agreements through the end of the sixth month following the settlement date of the Mandatory Tender Offer (i.e. the mandatory tender offer to be launched upon completion of the acquisition of FIMEI by Rossini Luxembourg).

Covenants under item 4.3) will become effective following the date of completion of the investment by Andrea Recordati and Fritz Squindo in Rossini Luxembourg.

Covenants under 4.4) regulating the transfer of the shares of Rossini Luxembourg are effective for the entire duration of the Company.

No renewal clauses of the above-mentioned Covenants are provided for.

6. Type of agreement

The Covenants may be deemed as being related to covenants concerning the exercise of voting rights in a listed company and in a company controlling a listed company and to covenants limiting the transfer of shares of a company controlling a listed company or, however, may be deemed as shareholders' agreements, relevant for the purposes of Article 122, paragraphs 1 and 5, TUF.

7. Filing of the Covenants

The Covenants described in preceding paragraphs have been filed with the Milan Companies Register (*Ufficio del Registro delle Imprese di Milano*) on December 11th 2018.

8. Further information

The Covenants do not provide for the establishment of any body of the shareholders' agreement

This Essential Information document is available on the website www.recordati.it.

December 11th 2018