

Communication disseminated by Recordati S.p.A. on behalf of Respighi BidCo S.p.A.

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VOLUNTARY TOTALITARIAN TENDER OFFER

LAUNCHED BY RESPIGHI BIDCO S.P.A. ON THE ORDINARY SHARES OF RECORDATI S.P.A.

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Press Release

pursuant to Article 36 of the Regulation adopted by CONSOB by resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (“Issuers’ Regulation”)

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OBTAINMENT OF THE ANTITRUST CLEARANCES, FDI CLEARANCES AND FSR CLEARANCE IN CONNECTION WITH THE OFFER

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Milan, 7 October 2026 — With reference to the voluntary totalitarian tender offer (the “**Offer**”) launched by Respighi BidCo S.p.A. (the “**Offeror**”) pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**CFA**”), on the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”), the Offeror hereby announces the following.

Capitalised terms used in this press release, unless otherwise defined, shall have the meanings ascribed to them in the offer document relating to the Offer, approved by CONSOB on 8 July 2026 by resolution No. 24073 and published on 20 July 2026 (the “**Offer Document**”), together with the “*nota di sintesi*” in Italian prepared by the Offeror (the “***Nota di Sintesi***”).

Antitrust Condition, FDI Condition and FSR Condition

With reference to the clearances contemplated by the Antitrust Condition, the FDI Condition and the FSR Condition set forth in Section A, Paragraph A.1, items (ii), (iii) and (iv) of the Offer Document, as summarised in Section 1, Paragraph 1.1, items (ii), (iii) and (iv) of the *Nota di Sintesi*, the Offeror announces that it has obtained all clearances from the relevant competent authorities contemplated by the aforementioned Conditions to the Offer.

Specifically:

- (i) With reference to the Antitrust Condition, the following clearances have been granted, without conditions, limitations, prescriptions or other corrective measures and/or remediation measures, for the consummation of the acquisition of Recordati proposed by the Offeror with the Offer (the “**Antitrust Clearances**”):
 - on 12 June 2026 the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 expired in the United States of America (U.S. Department of Justice and Federal Trade Commission);

- on 12 June 2026 clearance from the Korea Fair Trade Commission of South Korea was obtained;
- on 22 June 2026 clearance from the General Authority for Competition of Saudi Arabia was obtained;
- on 25 June 2026 clearance from the Federal Cartel Office of Germany was obtained;
- on 30 June 2026 clearance from the Australian Competition and Consumer Commission of Australia was obtained;
- on 1 July 2026 clearance from the Administrative Council for Economic Defense (CADE) of Brazil was obtained;
- on 6 July 2026 clearance from the State Administration for Market Regulation of China was obtained;
- on 13 July 2026 clearance from the Federal Competition Authority of Austria was obtained;
- on 23 July 2026 clearance from the Competition Council of Morocco was obtained;
- on 24 July 2026 clearance from the Turkish Competition Authority of Turkey was obtained;
- on 30 July 2026 clearance from the Competition Protection Agency of Kuwait was obtained;
- on 30 July 2026 clearance from the Vietnam Competition and Consumer Protection Authority of Vietnam was obtained;
- on 31 July 2026 clearance from the COMESA Competition and Consumer Commission of the Common Market for Eastern and Southern Africa (COMESA) was obtained;
- on 7 August 2026 clearance from the European Commission of the European Union was obtained;
- on 7 August 2026 clearance from the Commission for Protection of Competition of Serbia was obtained;
- on 13 August 2026 clearance from the Competition Commission of Switzerland was obtained;
- on 3 September 2026 clearance from the Antimonopoly Committee of Ukraine was obtained.

(ii) With reference to the FDI Condition, the following clearances have been granted for the purposes of the consummation of the acquisition of Recordati proposed by the Offeror with the Offer (the “**FDI Clearances**”):

- on 29 June 2026 the Minister of Foreign Affairs and the Interministerial Committee for the Control of Foreign Direct Investments of Greece granted their clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 6 July 2026 the Interfederal Screening Commission of Belgium granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;

- on 14 July 2026 the Federal Ministry for Economy, Energy and Tourism of Austria granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 14 July 2026 the Inspectorate of Strategic Products of Sweden granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 20 July 2026 the FDI Screening Commission of Romania granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 21 July 2026 the Federal Ministry for Economic Affairs and Energy of Germany granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 27 July 2026 the applicable waiting period under the Investment Canada Act expired in Canada, without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 28 July 2026 the Presidency of the Council of Ministers of Italy granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 1 September 2026 the Ministry of Industry and Trade of Czechia granted its clearance without conditions, limitations, prescriptions or other corrective measures and/or remediation measures;
- on 30 September 2026 the Spanish Council of Ministers granted its clearance, subject to customary commitments that are consistent with the business of the Issuer as currently conducted;
- on 6 October 2026 the *Bureau du Contrôle des Investissements Étrangers en France* (“CIEF”) of the French Ministry of Economy’s Treasury Directorate granted its clearance, subject to customary commitments that are consistent with the business of the Issuer as currently conducted.

In light of the foregoing, the Offeror has thus obtained all the FDI Clearances. With reference to the FDI Clearances granted by the Spanish and French authorities, the Offeror considers the relevant commitments to be customary, non-material and not to have any significant impact on the Offeror and/or the Issuer and/or the Offer. Accordingly, the Offeror considers such FDI Clearances to be satisfactory for the purposes of the Offer and in any event, to the extent necessary, the Offeror hereby waives the FDI Condition with respect to the FDI Clearances of Spain and France.

- (iii) With reference to the FSR Condition, on 4 August 2026, the European Commission granted its clearance, without conditions, limitations, prescriptions or other corrective and/or remediation measures, pursuant to the Regulation on foreign subsidies distorting the internal market (FSR), for the consummation of the acquisition of Recordati proposed by the Offeror with the Offer (the “**FSR Clearance**”).

In light of the foregoing, the Antitrust Condition, the FDI Condition and the FSR Condition have therefore been satisfied or, as applicable, waived by the Offeror. It is therefore recalled that the

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effectiveness of the Offer remains subject to the satisfaction of the other Conditions to the Offer set forth in the Offer Document, as summarised in the *Nota di Sintesi*.

The Offer Document, together with the *Nota di Sintesi*, is available to the public for consultation at: (i) the registered office of Equita SIM S.p.A., in its capacity as Intermediary in Charge of the Collection of Acceptances, at Via Turati 9, Milan; (ii) the registered offices of the Designated Intermediaries; (iii) the registered office of the Offeror, at Via del Vecchio Politecnico 9, Milan; (iv) the Issuer's website at www.recordati.com; and (v) the website of the Global Information Agent at <https://transactions.sodali.com/>.

Finally, shareholders of the Issuer are reminded that, for any request or information concerning the Offer, they may use the following information channels made available by the Global Information Agent: the email address opa.recordati@investor.sodali.com, the toll-free number 800 126 352 (for calls from landlines within Italy), the direct line +39 0697628770 (for calls from mobile phones and from outside Italy) and the WhatsApp number +39 3393510757. The website of the Global Information Agent is <https://transactions.sodali.com/>.

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THIS COMMUNICATION MUST NOT BE DISSEMINATED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN ANY COUNTRY WHERE IT WOULD CONSTITUTE A VIOLATION OF THE RELEVANT APPLICABLE LAWS AND REGULATIONS, INCLUDING CANADA, JAPAN AND AUSTRALIA (AND OTHER EXCLUDED COUNTRIES, AS DEFINED BELOW).

The voluntary totalitarian tender offer pursuant to Articles 102 and 106, paragraph 4, of the CFA described in this communication (the “**Offer**”) is launched by Respighi BidCo S.p.A. (the “**Offeror**” or “**Respighi BidCo**”) on the ordinary shares of Recordati S.p.A. (the “**Issuer**” or “**Recordati**”).

This communication does not constitute an offer to buy or sell the ordinary shares of Recordati.

Before the beginning of the Acceptance Period, as required by applicable laws and regulations, the Offeror has published the Offer Document, which the shareholders of Recordati shall carefully examine.

The Offer is (i) being launched in Italy, as the Issuer’s Shares are listed exclusively on Euronext Milan, and (ii) directed, indiscriminately and on equal terms, to all holders of the ordinary shares of Recordati.

The Offer is extended to the holders of ordinary shares of Recordati located in the United States of America in compliance with Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the “Tier II” exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act, and in any event in accordance with the applicable laws of Italy.

As of the date of this communication, the Offer has not been and will not be launched nor disseminated, directly or indirectly, in Australia, Canada and Japan, nor in any other country where such an Offer is forbidden without authorisation from competent authorities or other fulfilments are required by the Offeror (all such countries, including Canada, Japan and Australia, collectively, the “**Excluded Countries**”), nor using national or international communication or trade tools of the Excluded Countries (including, by way of example, the postal system, telefax, e-mail, telephone and Internet), nor by way of any office of any of the financial intermediaries of such Excluded Countries, nor in any other manner.

Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above restrictions will not be accepted.

This communication, as well as any other document issued by the Offeror in connection with the Offer, does not constitute and shall not form part of any offer to purchase or invitation or solicitation of an offer to sell financial instruments in any of the Excluded Countries. No securities may be offered, sold or purchased in any of the Excluded Countries unless such offer, sale or purchase is made pursuant to an exemption from, or in accordance with, the relevant local laws and regulations of such countries.

This communication has been prepared in accordance with the laws of Italy and the information disclosed herein may be different from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy.

This communication and any other document relating to the Offer are accessible in or from the United Kingdom only: (i) by persons having professional experience in matters relating to investments who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (ii) by high-net-worth entities and other persons to whom this communication may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (iii) by qualified investors as defined under paragraph 15 of schedule 1 of the Public Offers and Admissions to Trading Regulations 2024 (all such persons together being referred to as “**Relevant Persons**”). The financial instruments referred to in this communication are available only to Relevant Persons, and any invitation, offer or agreement to subscribe for, purchase or otherwise acquire such instruments will be directed only at such persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Any acceptance of the Offer by parties which are resident in countries other than Italy may be subject to specific obligations or restrictions provided by applicable laws or regulations. Parties who wish to accept the Offer bear the exclusive responsibility to comply with those laws and therefore, prior to accepting the Offer, those parties are required to verify their possible existence and applicability, consulting their own advisors.