Recordati. Unlocking the full potential of life.



ANNUAL REPORT 2025

RECORDATI

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LETTER TO OUR SHAREHOLDERS

CHAIRMAN'S LETTER

Dear Shareholders,

The year 2025 confirmed both a positive development within the pharmaceutical sector and the enduring relevance of its role within society. While healthcare systems continue to evolve and expectations of our industry are rising, the fundamental drivers of long-term growth remain firmly in place. Throughout 2025, Recordati maintained a clear strategic direction, supported by strong governance and a long-term outlook, well positioning the Group to continue to navigate change and create long-term sustainable value.

Two structural trends that shaped our industry in 2025 are demographic change that drives rising healthcare demands across regions, and the persistent unmet needs of patients with rare and complex diseases. These forces are evident not only in mature markets but increasingly across emerging geographies, where access, affordability and system capacity present challenges as well as opportunities.

Together, these trends continue to define both the responsibilities and opportunities for Recordati. The Group is well positioned to respond through its diversified portfolio and broad international footprint. This footprint enables Recordati to adapt to local healthcare needs while maintaining focus on therapeutic areas where it has established expertise and scale.

In 2025, governance and long-term strategic stewardship remained important focus areas. In April, the Shareholders' Meeting appointed a new Board of Directors, which brings outstanding expertise in the pharmaceutical and financial sectors, both nationally and internationally, alongside solid managerial experience. Its composition reflects the guidelines set by the outgoing Board following a thorough self-assessment process, conducted in line with best governance practices and careful consideration of the Group's future strategic needs.

During the year, the Board also approved the 2025-2027 Three-Year Plan, which sets out the Group's strategic priorities and objectives for the coming years. Its development was the subject of an in-depth discussion process that, for the first time, also brought together the outgoing Board, the newly nominated Board candidates and the Executive Leadership Team. This strategic dialogue fostered continuity, alignment and a shared understanding of Recordati's next phase of development. The newly appointed Board of Directors and the Three-Year Plan together provide a solid foundation for sustainable and continued growth, fully consistent with Recordati's mission and values. They also reaffirm the Company's commitment to a balanced and responsible capital allocation approach, aimed at supporting future growth investments while ensuring appropriate remuneration for all our shareholders.



The new Board also had the opportunity to visit our main chemical-pharmaceutical manufacturing site in Campoverde di Aprilia (Rome), a historic facility operating since 1963 and now at the centre of a significant industrial transformation, aimed at strengthening the vertical integration of our production chain, optimising asset utilisation, and consolidating the site's regulatory and operational excellence. During the visit, the Board reviewed the key initiatives underway to support this direction, including the development of a photovoltaic plant of approximately 10 MWp which, once completed, will be among the largest industrial photovoltaic installations in Italy in terms of both scale and technology, and will contribute to reducing the Group's carbon footprint.

In 2025, the first phase was completed with the installation of 4 MWp (approximately 7,000 panels covering a total surface area of 40,000 square metres).

Beyond its financial and operational results, Recordati continues to place strong emphasis on governance, sustainability and scientific contribution, with ongoing initiatives reflecting the Group's long-standing commitment to responsible growth and to advancing research in areas of significant unmet medical need.
In 2025, the call for applications was launched for the 2025–2026 edition of the Arrigo Recordati Prize, now in its twelfth edition, dedicated to recognising and supporting researchers who have made a significant contribution to advancing research in the field of paediatric oncology, with a specific focus on sarcomas.

Looking ahead, 2026 will mark the 100th anniversary of Recordati. With roots dating back to a family-run pharmacy in Northern Italy in the 1920s, the Group has evolved over time into an international healthcare company. This milestone represents not only a source of personal pride, but above all a reminder of the responsibility we bear to steward Recordati with a long-term perspective and enduring commitment, consistent with the principles that have shaped its history.

I would like to thank all our employees for the continued commitment and dedication they have shown throughout the year, our CEO Rob Koremans and the Executive Leadership Team for their leadership, and finally the Board of Directors for their support and constant encouragement to ensure we are fully prepared to meet both present and future strategic challenges.

As Chairman of the Board of Directors, I remain committed to supporting Recordati's growth by fostering robust governance, encouraging thoughtful strategic debate, and maintaining a clear focus on the creation of sustainable value for our patients, shareholders and all our stakeholders.

Thank you for your continued trust and support.

Yours sincerely,

Andrea Recordati
Chairman



CEO'S LETTER

Dear Shareholders,

Throughout 2025, I have seen first-hand the dedication and care with which our people support patients around the world and the healthcare professionals who treat them. Across our businesses and geographies, teams remained focused on what matters most: ensuring that our medicines reach those who rely on them, guided at every step by integrity and a clear commitment to putting patients first. This reflects our purpose of *Unlocking the full potential of life*, and it continues to guide all that we do.

2025 was a challenging year, marked by foreign exchange headwinds, continued pressure on pricing and access, and rising expectations from healthcare systems. Against this backdrop, we delivered solid results, leading to continued robust growth and higher margins. Our positive performance was supported by disciplined execution and close collaboration across functions and regions.

In 2025, the number of patients we served increased across both our businesses. More than 100 million people benefited from our Specialty & Primary Care portfolio, while almost 20,000 patients living with rare diseases received dedicated treatments. This growth reflects the reach of our portfolio and our continued focus on patient access.

In **Rare Diseases**, we made further progress in identifying and treating patients who can benefit from our therapies, supported by enhanced medical engagement and closer collaboration with the healthcare community. A particular focus during the year was the continued global expansion of Isturisa® (osilodrostat) for the treatment of Cushing's syndrome. In the United States, the indication was expanded to include a broader population of patients with endogenous hypercortisolemia, while Isturisa® was launched in Brazil and Canada. These milestones reflect sustained efforts across our regulatory, medical and commercial teams, and reinforce Isturisa®'s role as a cornerstone of our Rare Diseases portfolio. In particular, the label extension in the US has allowed us to increase the estimated peak year sales of Isturisa® to more than € 1.2 billion.



In **Specialty & Primary Care**, our focus remained on delivering consistent performance across our therapeutic areas, while selectively strengthening the portfolio in areas where we have established expertise. A clear example was the exclusive licensing and supply agreement with Amarin to commercialise Vazkepa® (icosapent ethyl) across 59 countries, with a focus on Europe, strengthening our cardiovascular portfolio and allowing us to leverage our existing commercial infrastructure through a disciplined, partnership-driven approach.

During 2025, we also began bringing our 2025-2027 Three-Year Plan to life across Recordati, translating strategic priorities into clear focus areas. This work is further strengthening alignment across the organisation and providing greater clarity and discipline in how priorities are set and delivered.

We remain committed to disciplined execution, geographic expansion, and investing selectively and responsibly in research and development, with a strong emphasis on lifecycle management. In parallel, we continued to focus on the reliability, quality, and compliance of our manufacturing and supply network, recognising their importance in ensuring continuity of supply and maintaining trust.

From a financial perspective, we delivered double-digit revenue growth of 11.8%, with EBITDA increasing by 14.5% and adjusted net income by 14.5%. Reflecting this performance, we are proud to propose a full-year 2025 dividend of € 1.34 per share, demonstrating our continued commitment to sustainable shareholder returns.

Responsible growth is a cornerstone of our business. During 2025, we maintained our position across the main ESG indices and sustainability ratings, reflecting the consistency of our approach and the robustness of our practices. The company was again included in the FTSE4GOOD Index series and MIB ESG index, run by Euronext and Borsa Italiana. MSCI ESG Research confirmed Recordati's A rating, and the Group was rated B- with "Prime" status by ISS ESG, awarded to companies with a leading sustainability performance in their industry. Furthermore, Recordati received a "Gold" rating from EcoVadis. These external recognitions underline our commitment to operating responsibly while creating long-term value for all stakeholders.

At Recordati, we continue to place great emphasis on our culture. We know that our world-class management team and dedicated employees form the backbone of our success. We strive to ensure everyone feels welcome, respected, supported, and appreciated for their uniqueness and diverse talent. In 2025, we took an important step in articulating what makes Recordati distinctive by introducing refreshed values and the Recordati *Flame*. While these values have long been present in our culture, 2025 marked a deliberate shift to make them explicit, shared, and more actively lived across the organisation. The Recordati *Flame* symbolises the commitment and passion our people bring to their work and unites us in delivering value for patients, healthcare professionals and shareholders.

Recordati's 100th anniversary in 2026 is a landmark milestone, reaffirming the values and principles that have long guided the Group. Looking ahead, the focus is firmly on the next 100 years, strengthening our foundations that allow us to continue serving patients with purpose and responsibility.

I would like to thank the Board of Directors for their guidance and support, and our Chairman, Andrea Recordati, for his continued engagement and leadership. To our shareholders, thank you for your trust. We remain fully committed to delivering on our purpose of *Unlocking the full potential of life* and to shaping a healthier future, guided by the values that define who we are.

Together, we are well positioned to continue bringing value to all our stakeholders in the century ahead.

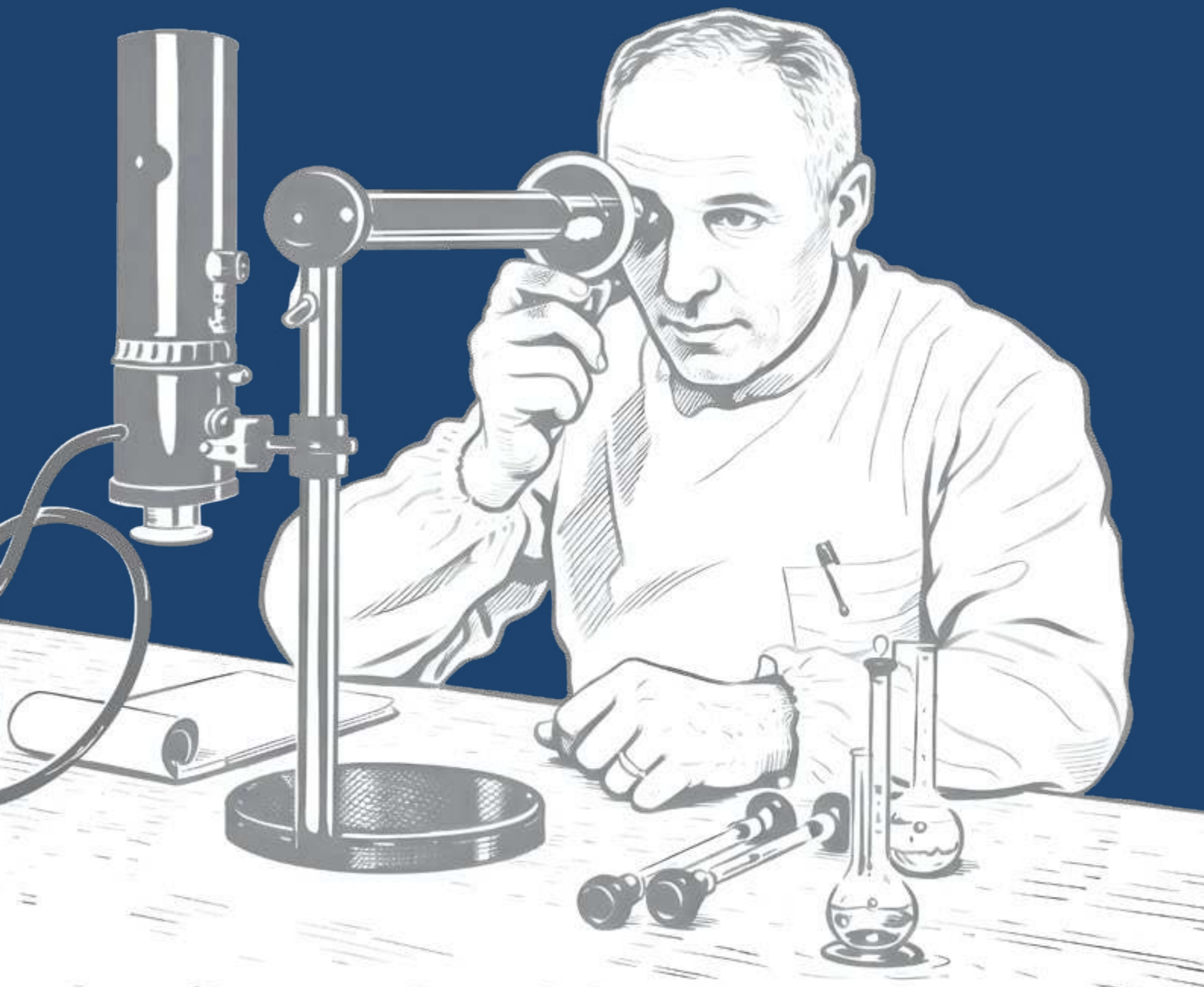
Yours sincerely,

Rob Koremans
Chief Executive Officer

DIVIDENDS

Based on the results obtained and consistent with the Company dividend policy, the Board of Directors has proposed a dividend to shareholders of € 0.71 per share, in full balance of the interim 2025 dividend of € 0.63, for all shares outstanding at the ex-dividend date of 18 May 2026, excluding treasury shares in the portfolio at that date, with payment on 20 May 2026 and record date 19 May 2026.
The proposed full 2025 dividend is therefore € 1.34 per share (€ 1.27 per share in 2024).

GROUP PROFILE



Giovanni Recordati at the polarimeter.
(Correggio, late 1920s.)

RECORDATI AT A GLANCE

2,618.4
REVENUE (million euros)

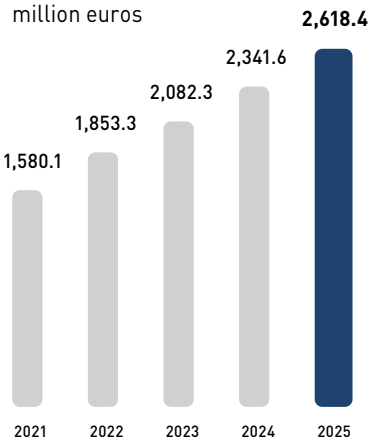
443.6
NET INCOME (million euros)

Approximately 4,700
EMPLOYEES

KEY FIGURES

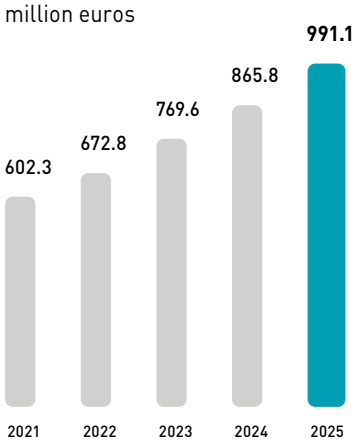
REVENUE

million euros

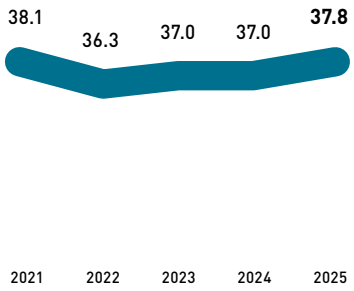


EBITDA*

million euros

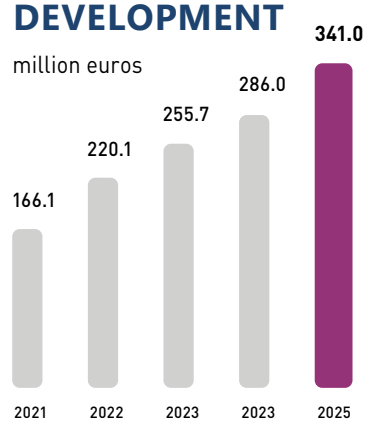


EBITDA* AS % OF REVENUE



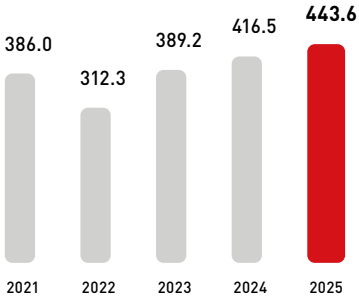
RESEARCH& DEVELOPMENT

million euros



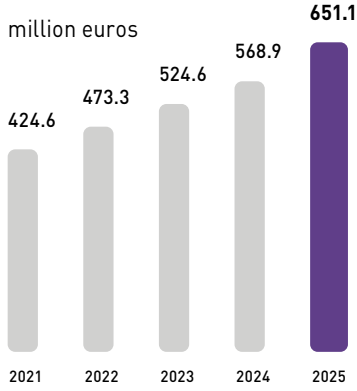
NET INCOME

million euros



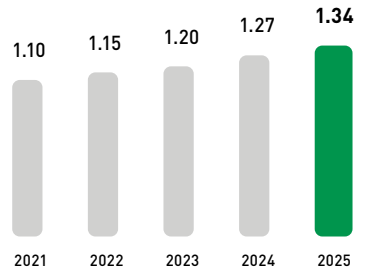
ADJUSTED NET INCOME**

million euros



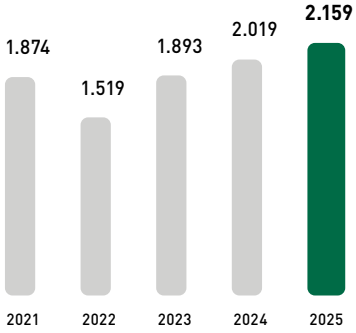
DIVIDEND PER SHARE

euro



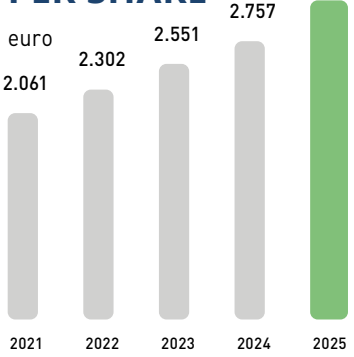
NET INCOME PER SHARE

euro



ADJUSTED NET INCOME PER SHARE

euro



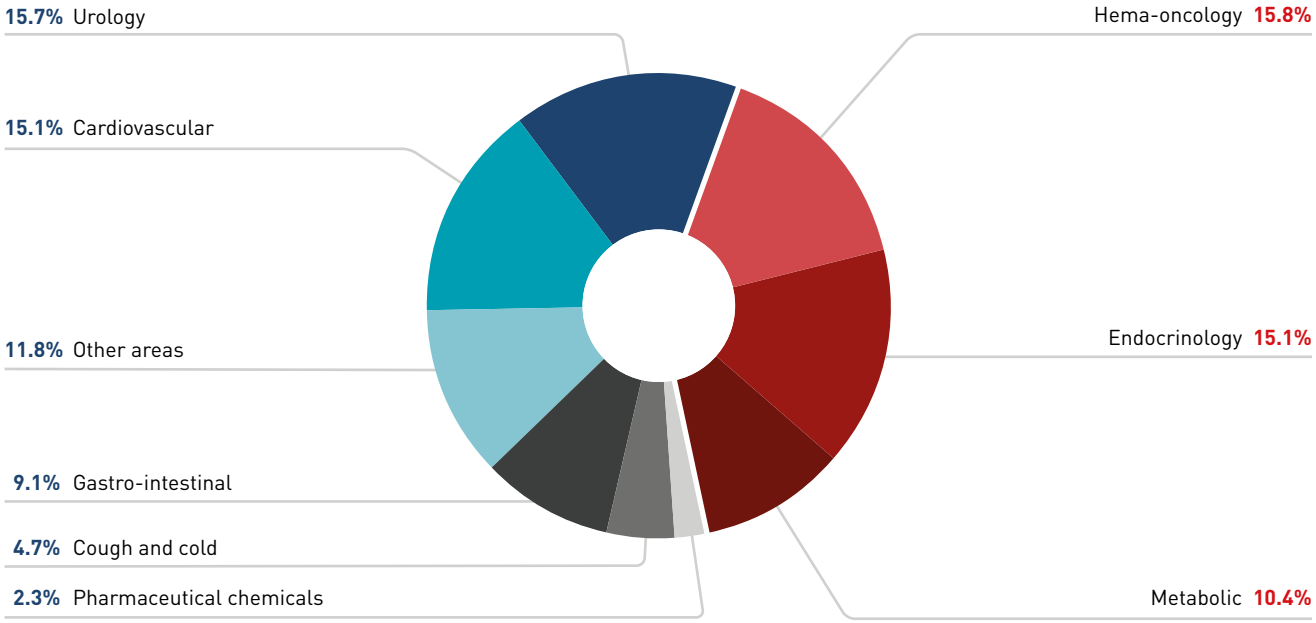
* *Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.*

** *Net income excluding the amortization and write-down of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory pursuant to IFRS 3, and monetary net gains/losses from hyperinflation (IAS 29), net of tax effects.*

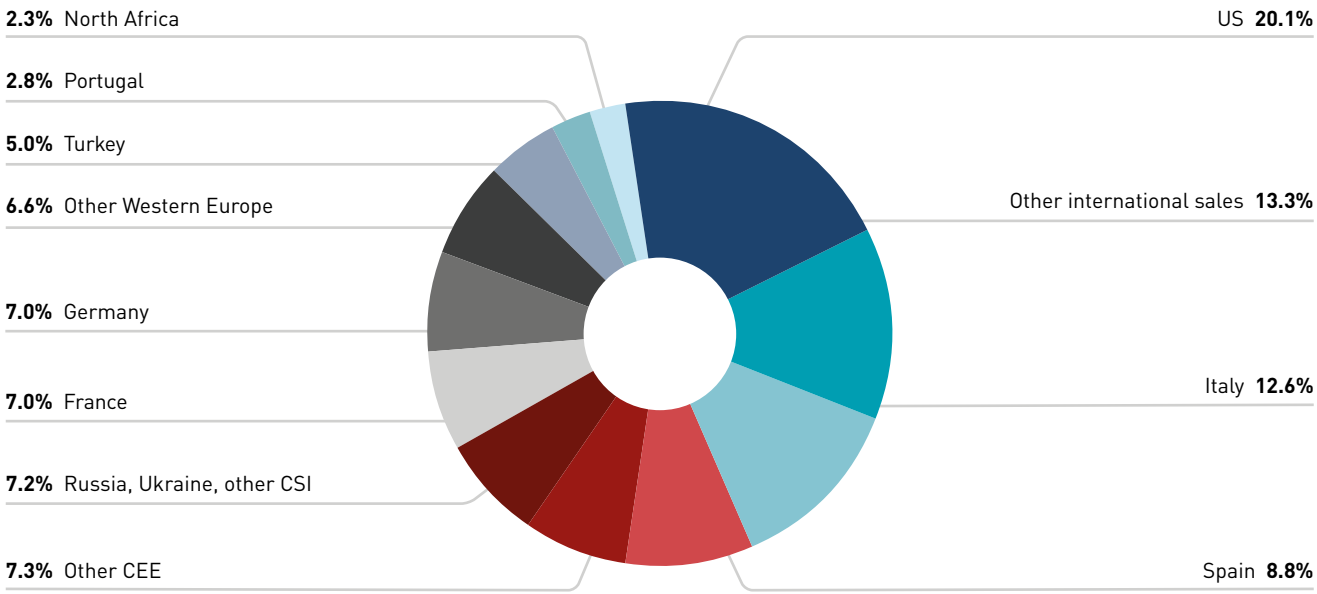
PHARMACEUTICAL REVENUE BY THERAPEUTIC AREA

58.7%
SPECIALTY & PRIMARY CARE

41.3%
RARE DISEASES



PHARMACEUTICAL REVENUE BY GEOGRAPHY



BALANCE SHEET

As of 31 December 2025



31.9%
Current assets

68.1%
Non-current assets



20.0%
Current liabilities

43.4%
Non-current liabilities

36.6%
Shareholder's equity

1,919.8
SHAREHOLDER'S EQUITY
(million euros)

(2,037.3)
NET FINANCIAL POSITION
(million euros)



THE RECORDATI SHARE

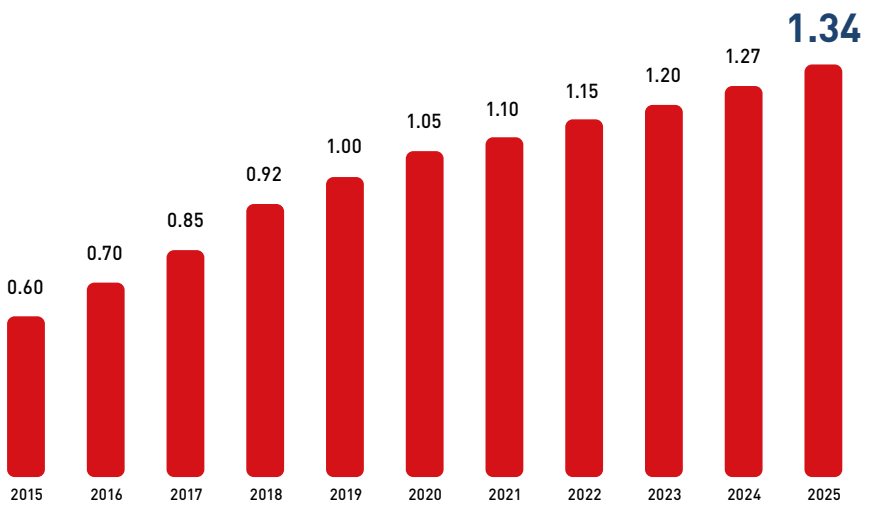
THE RECORDATI SHARE

as of 31 December 2025

Listing:	Borsa Italiana, Blue Chip segment, healthcare
ISIN Code:	It 0003828271
Ticker:	Bloomberg REC IM, Reuters RECI.MI
Index:	FTSE MIB, FTSE Italia All-Share Health Care Index, FTSE Italia All-Share Pharmaceuticals & Biotechnology Index, FTSE4Good Index Series, STOXX Europe 600, Euro STOXX Health Care, MSCI Indexes
Share Capital:	n. 209,125,156 common shares
Nominal value:	€ 0.125 per share
EPS (diluted):	€ 2.121
Dividend per share:	€ 1.34

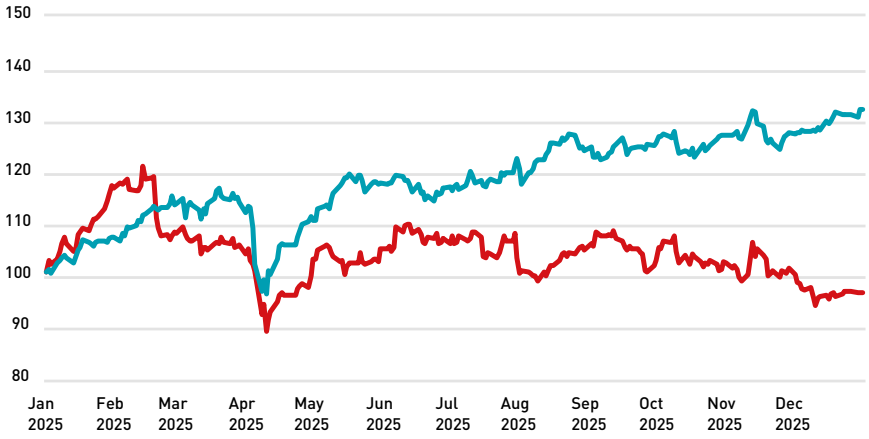
DIVIDEND

(Euro per Share)



COMPARED TO FTSE ITALIA ALL-SHARE

Source: FactSet

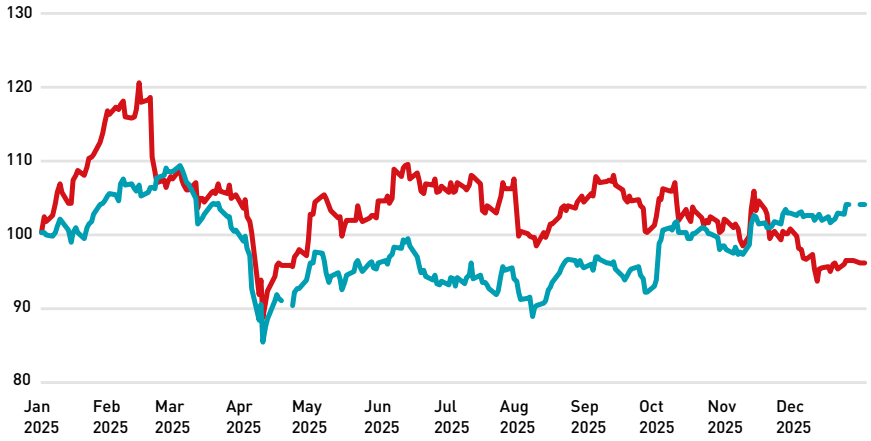


Recordati S.p.A.

FTSE MIB

COMPARED TO STOXX 600/HEALTHCARE

Source: FactSet



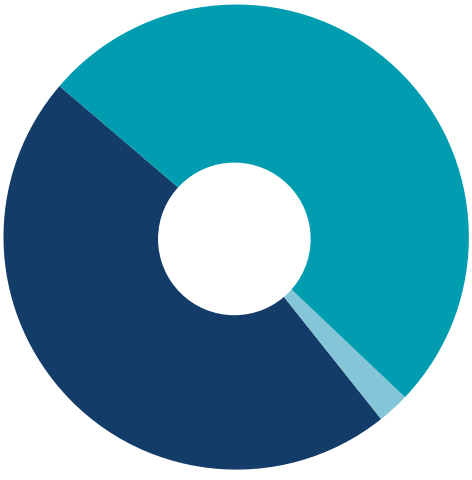
Recordati S.p.A.

STOXX Europe 600 Health Care

PRINCIPAL SHAREHOLDERS

as of 31 December 2025

46.8% Consortium of investment funds controlled by CVC Capital PartnersPartners



Free float **50.9%**

Treasury Stock **2.3%**

GEOGRAPHICAL PRESENCE

Present in around **150 countries**
with our Specialty & Primary Care products and our treatments for Rare Diseases in years 2024-2025

SPECIALTY & PRIMARY CARE (SPC)

Subsidiaries, branches, permanent establishment and direct promotion

Armenia, Austria, Belarus, Belgium, Bulgaria, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Iceland, Ireland, Italy, Kazakhstan, Latvia, Lithuania, Luxembourg, Mongolia, Netherlands, Norway, Poland, Portugal, Romania, Russian Federation, San Marino, Slovakia, Spain, Sweden, Switzerland, Tunisia, Türkiye, Turkmenistan, Ukraine, United Kingdom, Uzbekistan.

Licensees, distributors, commercial agreements

Albania, Algeria, Angola, Argentina, Australia, Azerbaijan, Belize, Benin, Bosnia and Herzegovina, Brazil, Burkina Faso, Cambodia, Cameroon, Cape Verde, Central African Republic, Chile, China, Colombia, Congo (Rep.), Costa Rica, Croatia, Cyprus, Djibouti, Dominican Republic, Ecuador, El Salvador, French Guiana, French Polynesia, Gabon, Guadeloupe, Guatemala, Guinea, Honduras, Hong Kong, Hungary, Indonesia, Iraq, Israel, Ivory Coast, Japan, Jordan, Kenya, Kosovo, Kyrgyzstan, Lebanon, Libya, Macedonia, Madagascar, Malaysia, Mali, Martinique, Mauritania, Mauritius, Mayotte, Mexico, Moldova, Morocco, New Caledonia, New Zealand, Nicaragua, Niger, Pakistan, Panama, Paraguay, Philippines, Qatar, Réunion, Saint-Pierre et Miquelon, Saudi Arabia, Senegal, Serbia, Singapore, Slovenia, South Africa, South Korea, Sri Lanka, Taiwan, Tajikistan, Tanzania, Thailand, Togo, Uganda, United Arab Emirates, Uruguay, Vatican City State, Venezuela, Vietnam, Wallis and Futuna.

RARE DISEASES (RD)

Subsidiaries, branches, permanent establishment and direct promotion

Algeria, Andorra, Argentina, Australia, Austria, Bahrain, Belgium, Brazil, Canada, China, Colombia, Cyprus, Czech Republic, Denmark, Egypt, Estonia, Finland, France, Germany, Greece, Hungary, Iceland, Iran, Iraq, Ireland, Italy, Japan, Jordan, Kuwait, Latvia, Lebanon, Libya, Lithuania, Luxembourg, Malta, Mexico, Morocco, Netherlands, New Zealand, Norway, Oman, Poland, Portugal, Qatar, Russian Federation, Saudi Arabia, Slovakia, Slovenia, South Korea, Spain, Sweden, Switzerland, Tunisia, Türkiye, United Arab Emirates, United Kingdom, United States of America.

Licensees, distributors, commercial agreements

Armenia, Azerbaijan, Belarus, Brunei Darussalam, Bulgaria, Chile, Costa Rica, Croatia, Ecuador, Georgia, Guatemala, Honduras, Hong Kong, India, Indonesia, Israel, Kazakhstan, Macao, Macedonia, Malaysia, Mongolia, Montenegro, Pakistan, Paraguay, Peru, Philippines, Romania, Rwanda, Serbia, Singapore, South Africa, Taiwan, Thailand, Trinidad and Tobago, Uruguay, Vietnam, Zambia.

COMPANY OVERVIEW

OUR PURPOSE, VALUES AND COMPANY CULTURE

OUR PURPOSE

With our beginnings in a family-run pharmacy in Correggio, Italy in the 1920s, Recordati is now a global pharmaceutical group, listed on the Italian Stock Exchange since 1984, with approximately 4,700 employees.

Recordati is a group of passionate individuals who go to extraordinary lengths for partners, customers, investors, and the patients across the globe that we serve. We care for our people and strive to give them the opportunity and support to develop themselves.

Driven by its purpose – *Unlocking the full potential of life* – Recordati is focused on improving people's health and quality of life. We develop and commercialise medicines to serve people living with common diseases, as well as those living with some of the rarest.

We've always believed that health, and the opportunity to live life to the fullest, is a right, not a privilege. We want to give everyone the opportunity to be the best version of themselves. This drive will never stop.

Recordati has a long history of entrepreneurial passion, a strong reputation and a desire to continue growing, innovating and creating value in an ethical, enduring and sustainable way. We do this by protecting people and the environment, and supplying safe, high-quality products.

We pursue a long-term sustainable growth model, integrating social and environmental aspects into the corporate strategy. This promotes a positive contribution to sustainable development in the areas in which we operate. All this, while also maintaining a commitment to generating value for stakeholders.



Recordati. Unlocking the full potential of life.

OUR VALUES

Our purpose ignites our passion. It gives us energy and fuels our commitment to help our patients, support one another, and grow our business. We call this energy the Recordati *Flame*. It symbolises the commitment and dedication our people have for their work and unites us all in delivering value for patients, healthcare professionals and our shareholders.

What sustains the Recordati *Flame* are the many positive behaviours demonstrated across our organisation every day. These behaviours form the foundation of our values, created to challenge each of us to be our best so that our Company can perform at its highest level.

Our values are underpinned by two non-negotiable principles that apply to everyone, at all times.
They must remain front of mind, without compromise:
A. The **patient** is fundamental — and must be at the heart of everything we do.
B. **Integrity** is fundamental — and represents more than honesty alone; it reflects strong ethical standards in all our actions.

Our values hold us to account and set a higher standard for how we work:

Better together

We believe that when we work together,
we are stronger and create magic.

Never settle

We believe that reaching our potential comes
through courage, innovation and hard work.

Always deliver

We believe that trust is built from doing what you say you will,
when you say you will.



OUR COMPANY CULTURE



The Recordati culture has been built on entrepreneurship, purpose and belonging. Execution and discipline have always been part of who Recordati is and will continue to drive the company's performance in an ever-changing, dynamic environment. We strive to ensure everyone feels welcome, respected, supported in their professional and intellectual growth, and appreciated for their uniqueness and diverse talent. The energy, commitment and dedication of people are celebrated and rewarded, fairly and transparently. To support the people who work across Recordati, we continue to promote and showcase our culture, to allow people to be their full selves at work, feel safe to speak up and empowered to make decisions, experiment and innovate.

In February 2025, Recordati launched its second cross-company Engagement Survey to gather employees' opinions and measure overall engagement and key drivers across all elements of the employee experience. With an excellent response rate of 84%, results demonstrated significant improvement across all categories compared to the last survey in 2023, with increases of up to 13% in the personal growth category.

Recordati continues to promote initiatives to foster a more diverse and inclusive working environment for all, also with the aim of increasing the percentage of women in Top and Senior Manager positions.

In 2025, work intensified on two networks already established within the company: the Culture Ambassadors and the Diversity & Inclusion Champions. The Culture Ambassadors' Three-Year Plan was completed, representing the first strategic document to guide this network.

Among the many initiatives that advanced our Diversity & Inclusion agenda, the D&I Network played a critical role in 2025 in training employees on diversity and inclusion topics, analysing the KPIs included in the D&I Dashboard launched in the year, and helping achieve a significant milestone: the signing of all EU Diversity Charters in every EU country where Recordati operates with at least 10 employees. The charters, as stated in the Code of Ethics, reinforce Recordati's commitment to fight all forms of discrimination in the workplace and promote diversity and inclusion within the company.

In June 2025, the first Recordati Group Culture Week was held. More than 70 colleagues representing both networks took part in the event, which featured training sessions, workshops, and meetings with external partners. Key topics included corporate culture, gender equality, and sharing of best practices.

In September 2025, we hosted the Senior Leadership Meeting, bringing together around 180 senior leaders to discuss and further advance the strategic priorities set out in our 2025–2027 Three-Year Plan. A key element of this is the role leaders play in nurturing and role modelling our purpose and values, building trust and psychological safety, and shaping the company's culture in a way that enables every employee to contribute their best.

OUR GROWTH JOURNEY

We aspire to be a high-growth entrepreneurial force championing the essential, yet overlooked and under-served, rare, specialty and self-care needs of patients worldwide.
In a constantly changing environment, we are committed to seeking opportunities, with a focus on developing new treatments and investing in medical innovations, while maintaining the strong financial performance Recordati is known for.

Our business model is unique and resilient and, in today's volatile macro environment, provides a robust foundation which, combined with our proven track record of execution, positions us optimally for the next phase of our growth.

UNIQUE AND RESILIENT BUSINESS MODEL DELIVERING CONSISTENT PROFITABLE GROWTH



DIVERSIFIED

Unique combination of **resilient, cash flow generative Specialty & Primary Care** and **high growth global Rare Diseases** with broad geographical footprint.



FINANCIALLY-FOCUSED

Strong focus on financial performance, driving **robust revenue growth, sector-leading margins and high Return on Invested Capital (ROIC).**



DISCIPLINED

Proven M&A and **integration capabilities** to complement organic growth and **disciplined cost management**.



EXPERIENCED

World class management team with **strong track record** of delivering **consistent performance** and **creating value** for all stakeholders.



DE-RISKED

Established franchises with **no material loss of exclusivity** and **R&D** investments **focused on lifecycle management** and **geographic expansion** in Rare Diseases.

Our global business is well-diversified across Specialty & Primary Care (SPC) and Rare Diseases (RD) and fully integrated across Research & Development (R&D), chemical and finished product manufacturing, as well as commercialisation and licensing

With our strong financial focus, we have consistently delivered attractive revenue growth, sector-leading profitability and a high return on invested capital.

We are committed to continuing to grow our SPC and RD businesses, complementing organic growth with business development (BD). We have a long-standing track record of successful execution of M&A and the right capabilities to successfully bring products to our patients.

Our R&D and Medical investments are de-risked and focused on new indications and geo-expansion for the RD business, life-cycle management of growth brands in SPC, and support in acquisitions and licensing supply continuity, protecting our licence to operate and generating Intellectual Property.

Together, we are a world-class management team of professionals in the industry, driven by performance and a mindset that never settles.

In SPC we are the European partner of choice, focusing on commercial excellence and on opportunities to bring improved therapies in our legacy therapeutical areas of urology, cardiovascular, gastroenterology and Consumer Healthcare.

SPC focuses on diversification across geographies, portfolios and therapeutic areas to lower the risk profile, while continuing to deliver stable and resilient organic growth.

This is supported by:
- Strategic markets: growing products with strong brand equity in less competitive market segments, requiring fewer investments to stay competitive and provide long-term growth prospects.
- Tailored commercial approach: focus promotional resources on selected promotionally sensitive brands in promotionally sensitive markets while optimising the rest of the portfolio.
- Commercial excellence: consistently outperforming the competition by building on solid brand equity, efficient cost base and with targeted promotional efforts.

SPC continues to deliver value for patients, payers and physicians with well-known pharmaceutical brands trusted by millions and with its offering of new products that bring accessible innovation in both the prescription drug and self-medication markets.

RD, our global business growth engine, will continue its geographic expansion and focus on identifying new patients, while educating healthcare professionals and guaranteeing our products and services offer optimal outcomes and experiences.

In RD, the objective is to maximise growth of the endocrinology and hema-oncology franchises, while sustaining our legacy metabolic franchise, focusing on products with strong clinical profiles and in markets with favourable underlying dynamics and significant unmet needs.

This is done through a focus on:
- Patient centricity: improve patient identification and treatment and maximise the number of patients benefiting from the Group's therapies, with increased awareness, diagnosis and treatment rates / duration.
- Executional excellence: enhance commercial and medical excellence to demonstrate value to regulators, Healthcare Professionals (HCPs) and patients.
- Life-cycle management opportunities: optimise the potential of assets with targeted de-risked lifecycle management programmes for new indications and geographic expansion for existing products and bringing the products to new geographies.

RD continues to create a truly unique global business focused on the few, leveraging strong momentum and attractive market dynamics.

OUR THREE-YEAR PLAN 2025-2027

In April 2025, Recordati approved the 2025-2027 Three-Year Plan. The strong momentum of our highly-diversified business is expected to continue over the coming years, leading to double-digit growth of both top and bottom lines in 2027, including the projected contribution of acquisitions and new licenses that could be finalised over the plan period.

For SPC, key growth drivers continue to be promotionally sensitive brands in markets with positive underlying fundamentals across Southern Europe, Central and Eastern Europe, and Türkiye, such as Vazkepa® and Eligard® in prescription and Magnesio Supremo® and Procto-Glyvenol® in Consumer Healthcare (CHC).

For RD, continued growth of key assets will be led by Isturisa® and the broader Cushing's syndrome potential market in the US. The expanded label received in April last year represents a significant opportunity to reach more patients, thanks to our differentiated clinical profile and a robust data set.

To support the next phase of our growth, Recordati will continue to build on the significant achievements of the last few years by fostering a one company culture, further strengthening collaboration, simplification, digitalisation and harmonised ways of working.



OUR CORE THERAPEUTIC AREAS

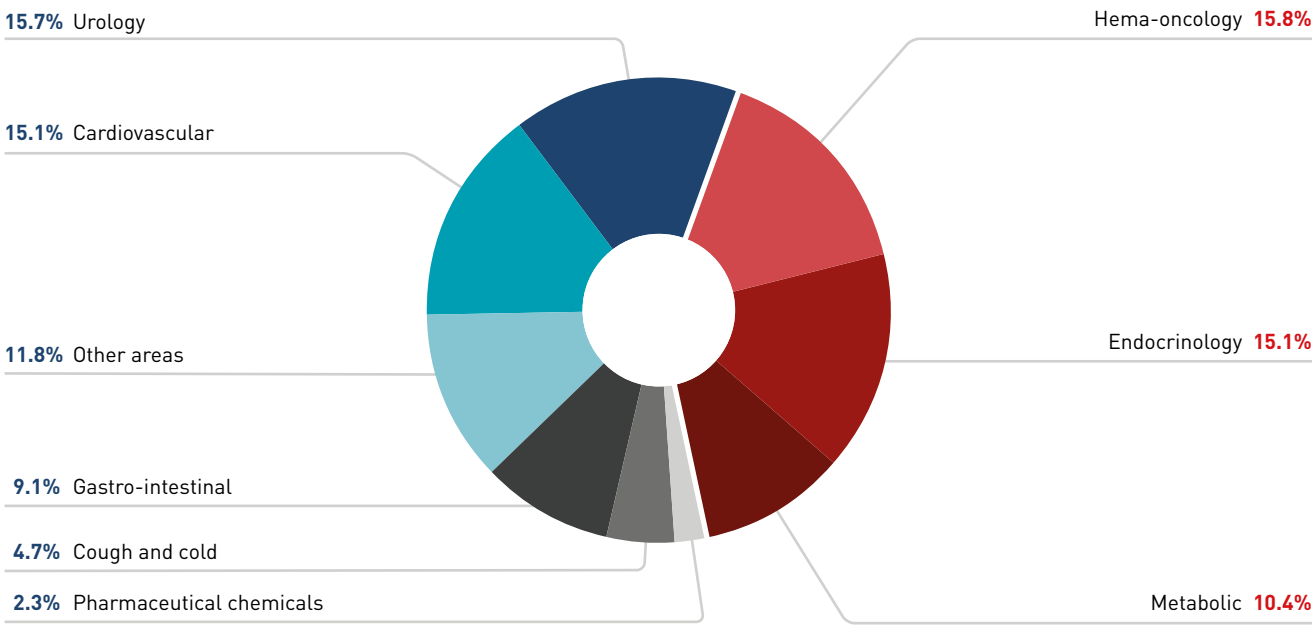
Recordati is continually growing, with a focus on developing new specialties, new treatments and investing in medical innovations that bring a brighter future to patients across the world.

We have a diversified portfolio operating in around 150 countries worldwide, manufacturing medicines and pharmaceutical ingredients to support our supply-chain, while also providing them to customers worldwide.

REVENUE

58.7%
SPECIALTY & PRIMARY CARE

41.3%
RARE DISEASES



THE MARKETS IN WHICH WE OPERATE



Specialty & Primary Care - The European prescription pharmaceutical market is one of the largest and most mature in the world, driven by advanced healthcare infrastructure, strong regulatory frameworks, and a growing demand for chronic medications as well as innovative therapies. In recent years, medicine spending in the top five European markets (Germany, France, United Kingdom, Spain, and Italy) has shown robust growth and is expected to increase by US$ 85 billion by 2029. This expansion is driven by both new and existing brands, but is also shaped by heightened pricing pressures resulting from loss of exclusivity and the growing impact of biosimilars. As a result, specialty medicines are projected to account for 46% of global spending medicine in 2029 and 54% of total spending in developed markets, reflecting a continued shift toward advanced therapies for chronic, complex, and rare diseases[1].

The Consumer Healthcare (CHC) market remains a dynamic and fast-evolving sector, centered on empowering individuals to manage their health proactively and independently. In Europe, CHC retail sales are forecast to reach approximately US$ 44 billion in 2025, up 3.8% vs PY, with a steady and resilient outlook toward 2030[2].
Across Europe, demand continues to be fuelled by both acute-condition treatments (such as pain, cough, cold and flu—despite lower incidence in recent years—gastrointestinal and dermatological) and structurally expanding preventive-health categories, notably vitamins, minerals & supplements (VMS), including immunity, lifestyle and probiotic supplements, which continue to accelerate in line with evolving consumer behaviour. These trends are reinforced by Europe's aging population, a growing focus on wellbeing, and a rising preference for self-managed care of minor conditions, including gut and mental health.

Across both prescription medicines and CHC, we operate in some of the world's largest and most prevalent therapeutic areas, including cardiovascular disease, urology and uro-oncology, gastrointestinal disease, and treatments for cough and cold.

Cardiovascular disease (CVD) remains a leading cause of mortality and morbidity in Europe, accounting for a substantial share of healthcare expenditure. The cardiovascular market is expected to grow at a 5-year compound annual growth rate (CAGR) of 5% over 2025–2030[1]. Within this area, lipid regulators — which have been declining steadily since leading product expiries a decade ago — are expected to return to growth, supported by the introduction of new therapies for selected patient populations.

Urological conditions, including benign prostatic hyperplasia (BPH) and overactive bladder (OAB), as well as sexual dysfunction, are prevalent across Europe. Within uro-oncology, prostate cancer is one of the major contributors to global oncology spending. Global spending on prostate cancer therapies is expected to grow at a 5-year CAGR of 13–16% over 2025–2029, driven by increased uptake of innovative modalities such as radioligand therapies and targeted treatments for advanced disease[3]. These advances are improving outcomes in later-stage prostate cancer and support sustained growth of this segment within the global oncology market.

The European gastroenterology market is also dynamic and growing, fuelled by the increasing prevalence of gastrointestinal (GI) disorders such as inflammatory bowel diseases (IBD), irritable bowel syndrome (IBS), and liver diseases. Aging populations, alongside lifestyle factors like poor diet and stress, and an increasing awareness of gut health, are contributing to a higher demand for both treatments and preventive healthcare solutions with a growing adoption of probiotics.

Looking ahead, global medicine spending is expected to reach US$ 2.4 trillion by 2029, with a CAGR of 5–8%. Innovative therapies—particularly in oncology and obesity—are set to drive absolute spending growth, with double-digit growth rates forecast through to 2029[3]. The adoption of biotech and specialty medicines will continue to expand, while biosimilars will play an increasingly important role in cost containment, especially in immunology. In 2024, global oncology medicine spending reached US$ 252 billion, with growth projected to US$ 441 billion by 2029. Diabetes spending growth has accelerated due to GLP-1 adoption but is expected to slow in the coming years. The European market will continue to be characterised by strong innovation, but also by increasing scrutiny of the value of new therapies through Health Technology Assessment (HTA)[3].

Cough and cold is one of the largest segments of the European pharmaceutical market, spanning both prescription medicines and CHC products, and is primarily driven by seasonal illnesses, with demand fluctuating according to the severity of each season.

The market includes decongestants, cough suppressants, antihistamines, expectorants, and increasingly popular multi-symptom combination products offering broader relief. While CHC products manage most day-to-day symptoms, prescription treatments support more persistent or clinically managed conditions, contributing to the overall structure and scale of the European respiratory market.

Together, all these therapeutic areas highlight a dynamic and growing European prescription and CHC market, with significant opportunities for growth driven by innovation, aging demographics, and evolving healthcare needs.

1 *Source: IQVIA Forecast Link 2025-2030.*
2 *Source: Nicholas Hall's CHC Dashboard, 2025.*
3 *Source: The Global Use of Medicines Outlook through 2029.*

Rare Diseases - Rare diseases bring great suffering to millions of affected people worldwide. These diseases are chronic, fatal or severely debilitating, strongly impacting patients, their families and society as a whole. In most cases, they affect newborns, children and young adults.

Due to the extensive range of existing diseases and scarce information available, a specialist or general practitioner may never come across a patient affected by a rare disease in their entire career. This always poses the risk that if a baby is born with a rare disease, it may not be correctly diagnosed and provided with timely and appropriate treatment. The limited number of patients and scarce relevant knowledge and expertise are specific characteristics of rare diseases.

The global market for rare diseases is experiencing significant growth, driven by advances in biotechnology and personalised medicine. Rare or orphan diseases are conditions that affect a small portion of the population, typically impacting fewer than 200,000 people in the US or fewer than one in 2,000 in the European Union. Although each rare disease affects only a limited number of patients, collectively these conditions represent a major public health challenge, with over 7,000 known rare diseases impacting millions of people worldwide.

The rare disease market recorded sales of approximately US$ 190 billion in 2024 and is expected to continue expanding at a compound annual growth rate (CAGR) of 10%, reaching US$ 330 billion in 2030[4]. Advances in biotechnology and precision medicine are the most significant drivers: breakthroughs in gene therapies, cell-based treatments, and targeted biologics are revolutionising the treatment landscape for rare diseases. Technologies like CRISPR and advancements in monoclonal antibodies are allowing for the development of more effective, personalised treatments, offering hope for patients who have long lacked viable options.

Regulatory incentives have also played a pivotal role in stimulating growth in this sector. Governments have in fact introduced legal and financial incentives to provide treatment to people affected by rare diseases and encourage pharmaceutical and biotechnology companies to invest in these treatments. In the US, the Orphan Drug Act, approved in 1983, provides essential support by offering market exclusivity, tax credits and grants to companies developing rare disease therapies. Similarly, Europe has established the Orphan Medicinal Products Regulation to foster the development of orphan drugs. Since April 2000, when the EU orphan drug regulation came into effect, many hundreds of drugs have been designated as orphan drugs by the European Medicines Agency (EMA). Of these designated drugs, over 150 have received marketing authorisation (MA). Of those, 40% have been authorised for the treatment of oncological and hematological conditions and about 30% for the treatment of rare genetic metabolic disorders.

Increasing diagnosis rates and growing awareness are further contributing to market growth. This has expanded the number of patients who benefit from existing treatments and has created new opportunities for targeted therapies. Patient advocacy groups have been instrumental in raising awareness, organising research efforts, and advocating for greater investment in rare disease research.

Looking ahead, the outlook for the rare disease market remains positive, and the continued expansion of gene and cell therapies offers exciting possibilities for patients with genetic disorders. As our understanding of the genetic causes of rare diseases deepens, tailored therapies will become increasingly effective, providing more precise and targeted options for patients. While artificial intelligence and digital health technologies have a role to play in improving drug discovery and patient diagnostics, the most significant impact is likely to come from advances in gene therapies and personalised treatments.

Within the rare diseases market, we operate in endocrinology, hema-oncology and metabolic disorders.

The rare endocrinology market focuses on developing treatments for uncommon conditions affecting the endocrine system, which includes glands like the thyroid, adrenal glands, and pituitary gland. These disorders can significantly impact patients' health and quality of life. This market is expected to achieve a growth rate of +8% worldwide over the next 5 years, driven by the increasing awareness both among the public and healthcare professionals, and by the advancements in diagnostic tools, which will allow to improve patient identification.

The rare hematology and oncology market focuses on developing treatments for uncommon blood disorders, blood-related cancers and solid tumors. This sector has experienced significant growth due to advancements in research, increased cancer incidence, and the introduction of innovative therapies. In particular, while the rare hematology disorders market is expected to grow for the next 5 years at a 6% compounded annual growth rate (CAGR), the rare oncology market is predicted to grow beyond 12% year on year in the same period.

The inborn errors of metabolism definition encompasses a diverse group of rare genetic disorders resulting from mutations that lead to the deficiency or malfunction of specific enzymes, proteins, or pathways involved in metabolism. They can disrupt the body's normal function, leading to the accumulation of toxic substances, or the inability to produce vital compounds. Many of these disorders are life-threatening or cause severe, lifelong disabilities. This market is quite dynamic, with the rising recognition and diagnosis of rare metabolic disorders expanding the patient population, thereby increasing the demand for specialised pharmaceutical treatments, and leading to an expected growth beyond 7% worldwide over the next 5 years.

4 *Source: Evaluate Pharma Orphan Drugs Report 2025.*

RECORDATI
Focused on You

SPECIALTY & PRIMARY CARE

The Specialty & Primary Care (SPC) business unit has a strong and proven heritage of supporting people living with a wide range of common illnesses that affect large populations day to day. It takes pride in discovering added value in some of the world's most trusted pharmaceutical brands, relied on by millions of patients worldwide and creates value for patients, payers, and physicians with its offering of new products bringing affordable innovation in both prescription and self-medication markets. The business has a direct presence in Europe, North Africa and Türkiye, and makes its products available in other international markets through distribution partners. The product portfolio includes medicines developed historically internally and several that have been in-licensed from other pharmaceutical companies for commercialisation in specific territories.

SPC's best-known products are focused in the following **areas**:

- **Cardiovascular**, where, for over 20 years Recordati has been at the forefront of supporting patients with cardiovascular disease with a wide portfolio of products and services in primary and secondary care including lercanidipine, a latest-generation calcium channel blocker indicated for the treatment of hypertension, discovered and developed entirely at Recordati's research laboratories, and its combination with enalapril, a widely prescribed ACE inhibitor. SPC also offers well-established metoprolol-based products, a beta-blocker mainly indicated to control a range of conditions including hypertension, angina pectoris, cardiac rhythm disorders, maintenance treatment after a myocardial infarction, and functional heart disorders with palpitations. Pitavastatin, a latest-generation statin for controlling hypercholesterolemia, is also marketed in several countries. In 2025, the cardiovascular portfolio expanded with the addition of Vazkepa® (icosapent ethyl), a medicine that helps lower the risk of heart attacks, strokes, and other problems caused by blocked blood flow circulation.
- **Urology** and **uro-oncology**, with well-recognised drugs for the treatment of benign prostatic hyperplasia (BPH) such as silodosin, and of urinary incontinence, such as flavoxate. Its portfolio also includes Eligard® a leuprorelin acetate depot formulation for subcutaneous injection indicated for palliative care in hormone-dependent prostate cancer (PCa). A new pre-connected syringe system, developed by Tolmar, has been widely launched since 2023, further enhancing the differentiated position of the brand. In 2023, a long-term, commercialisation agreement was finalised with GSK for the sales and distribution of two drugs, Avodart® (dutasteride) and Combodart®/ Duodart® (dutasteride/tamsulosin)[5]. These drugs have helped support millions of men worldwide who experience moderate to severe symptoms relating to benign prostatic hyperplasia (BPH) and are at risk of suffering complications.
- **Gastroenterology**, including well-established brands like Citrafleet® (sodium picosulfate + magnesium citrate) for bowel cleansing prior to diagnostic procedures, Casenlax® (macrogol) for adult and pediatric constipation, and a line of probiotics based on lactobacillus reuteri protectis for supporting gut microbiota balance, widely used across Western Europe. Procto-Glyvenol® (tribenoside + lidocaine) is a leading Consumer Healthcare (CHC) treatment for internal and external hemorrhoids, especially strong in Central and Eastern Europe.
- **Cough and Cold** ranging from byclotymol-based antiseptics for sore throats, to combination products for cough, cold and ear, nose and throat infections, successfully marketed in Italy, France, Russia and the CIS (Commonwealth of Independent States) countries.
- Beyond these categories, Recordati operates in additional therapeutic areas, including **Central Nervous System** (CNS), with Reagila® (cariprazine) a third-generation antipsychotic indicated for schizophrenia and marketed in several European countries. The portfolio also includes a wide range of prescription and CHC brands arising from Recordati's original research, the acquisition of product rights and licensing agreements. Notable products include Lomexin® (fenticonazole) for the treatment of gynaecological and dermatological infections, and Magnesio Supremo®, a leading magnesium supplement.

SPC's best-known products are:

Zanidip® (lercanidipine)

An anti-hypertensive calcium channel blocker discovered and developed entirely in the Recordati research laboratories and currently available in more than 60 countries. Lercanidipine is effective in gradually lowering blood pressure values to optimal levels, preventing episodes of reflex tachycardia and reducing the risk of cardiovascular events and their related mortality. Its lipophilicity and high selectivity are properties that make lercanidipine effective with a superior tolerability profile. It protects the kidneys and the endothelium of blood vessels. Thanks to this organ protection characteristic and its metabolic neutrality, lercanidipine is well tolerated by patients suffering from other diseases such as diabetes and nephropathy.
The lercanidipine based products are sold directly by marketing organisations in Western, Central and Eastern Europe, Türkiye and North Africa and through licenses and co-marketing agreements in other countries.



5 *Trademarks are owned by or licensed to the GSK group of companies. Transition to Recordati of commercialization of Avodart® and Combodart® / Duodart® has been effected in the following markets: Austria, Belgium, Czech Republic, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Poland, Portugal, Spain, Sweden, Switzerland, UK.*

Zanipress® (lercanidipine + enalapril)

A drug developed by Recordati to treat hypertension. It associates lercanidipine, a latest-generation calcium channel blocker, with enalapril, a widely prescribed ACE inhibitor, allowing the simultaneous administration of two active ingredients and increasing treatment compliance by the patient. Combination therapy is considered a first-line treatment for hypertensive patients at high risk for cardiovascular events. The benefits of the combination of these two active ingredients have been confirmed by the results of a number of clinical trials which have shown its significant antihypertensive efficacy, excellent tolerability in addition to renal and vascular protection from the damage caused by hypertension. This product is successfully marketed directly by Recordati or by its licensees in more than 54 countries.

Vazkepa® (icosapent ethyl)

Vazkepa® (icosapent ethyl) is a medicine for reducing the risk of cardiovascular events such as heart attack, stroke and other problems caused by blocked blood circulation. It is an add-on treatment in adults with high cardiovascular risk and are being treated with a statin to lower their cholesterol and have high levels of triglycerides (≥ 150 mg/dL [≥ 1.7 mmol/L]) in their blood. It is indicated for patients with established cardiovascular disease as well as patients with diabetes and at least one other cardiovascular risk factor.
In June 2025, Recordati entered an exclusive licensing and supply agreement with Amarin to commercialise Vazkepa® across 59 countries, with a primary focus on Europe where it has been available since 2021. It is currently approved and sold in Europe in Sweden, Finland, United Kingdom, Spain, Netherlands, Scotland, Greece, Portugal, Italy, Denmark and Austria whilst expansion in other markets is under assessment. Vazkepa® is a best-in-class treatment option that complements our existing Cardiovascular portfolio, is supported by a robust clinical data package and which makes a meaningful impact for cardiovascular patients with residual cardiovascular risk.

Livazo® (pitavastatin)

A latest-generation statin indicated for the treatment of dyslipidemia, a condition characterised by altered levels of blood cholesterol and other lipids and associated with an increased risk for heart disease and strokes. Controlled clinical trials have shown that pitavastatin induces a reduction in LDL-cholesterol (the "bad" cholesterol that contributes to formation of atherosclerotic plaques) and an increase in HDL-cholesterol (the "good" cholesterol that is removed from the arterial walls). This dual effect is highly significant because it has shown that the risk for cardiovascular complications can be reduced further in this way. Furthermore, pitavastatin presents an excellent safety profile due to the lower risk of drug-drug interactions compared to most other statins. Based on these findings, pitavastatin is regarded as an effective and safe treatment for dyslipidemia. Pitavastatin was licensed by Recordati from the Japanese pharmaceutical company Kowa for the European market, Russia and the other CIS countries and Türkiye. The drug is sold by its marketing organisations in Spain, Portugal, Switzerland, Greece, Russia, Ukraine, other CIS countries and Türkiye.

Seloken®, Seloken® ZOK (metoprolol) and Logimax® (metoprolol + felodipine)

Metoprolol-based medicines belonging to the beta blocker class of drugs that are widely used in the treatment of angina pectoris, myocardial infarction and cardiac rhythm disorders, as well as hypertension and functional heart disorders. Logimax® is a fixed association of metoprolol with felodipine which, over the years, has shown high antihypertensive efficacy. The use of metoprolol together with felodipine reduces possible episodes of reflex tachycardia induced by the calcium channel blocker, while felodipine associated with metoprolol facilitates vasodilation by reducing peripheral vascular resistance. These drugs have been widely studied in large and important clinical trials and are frequently used in primary care and by cardiologists to treat cardiac disorders and hypertension. Long-term mortality studies (Seloken®/Seloken® ZOK Core Data Sheet) have shown that the use of metoprolol reduces the rates of general mortality, cardiovascular mortality, sudden death and the progression of heart failure.
The European marketing rights for Seloken®/ Seloken® ZOK (metoprolol) and Logimax® (metoprolol + felodipine) were acquired from AstraZeneca in 2017. The products are sold directly in 36 countries and through distribution agreements in other European countries.

Eligard® (leuprorelin acetate)

A depot formulation for subcutaneous injection, indicated for palliative treatment of advanced hormone-dependent prostate cancer (PCa) and localised hormone-dependent prostate cancer, and locally advanced high risk, combined with radiotherapy. It combines the active ingredient leuprorelin acetate with a biodegradable polymer matrix release system (Atrigel®) and is available in a one-month (7.5 mg), three-month (22.5 mg) and six-month (45 mg) formulations. Eligard® provides a standard and consistent administration of leuprorelin over time, with significant and long-lasting testosterone suppression (≤ 20 ng/Dl), thus improving patient outcomes, such as response time and survival rate free of any progression, with a favorable tolerability profile. The extended interval between injections, the low volume of the injection and the short needle are additional advantages to the leuprorelin depot formulation.
Developed by the American pharmaceutical company Tolmar and previously licensed to Astellas, Eligard® now represents a consolidated product, distributed by Recordati since January 2021 in 30 countries in Europe, North Africa and the CIS countries.
A new device, consisting of two pre-connected syringes, developed by Tolmar International Ltd, has been extensively launched throughout 2023, 2024 and 2025, further improving the positioning of Eligard®.



Avodart® (dutasteride) and Combodart®/ Duodart® (dutasteride/tamsulosin)

Marketed products, presented as oral form (capsules), indicated for the treatment of moderate to severe symptoms of benign prostatic hyperplasia (BPH) and for the reduction in the risk of acute urinary retention (AUR) and surgery in patients with moderate to severe symptoms of BPH.
In July 2023, Recordati announced an agreement with GSK for the commercialisation of Combodart® /Duodart® as well as Avodart® across 21 countries, mainly in Europe, excluding only those where GSK already has a distribution agreement in place. Avodart® and Combodart®/Duodart® are leading and well-established brands, post loss of exclusivity, that enhance Recordati's proven presence in the urology space, significantly reinforcing the competitiveness of its offer.

Urorec® (silodosin)

A drug indicated for the treatment of the symptoms of benign prostatic hyperplasia (BPH, enlargement of the prostate). BPH manifests with problems linked to urination. It frequently occurs in men over the age of 50, and its symptoms significantly reduce quality of life. This disorder is becoming more prevalent with the aging of the population. A recent study (Fusco et al, 2020) found that silodosin improves symptoms and quality of life in patients with severe lower urinary tract symptoms related to benign prostatic obstruction.
Symptom improvement is maintained during long-term treatment.
The safety and tolerability of silodosin has been widely assessed with positive results. The low incidence of orthostatic and vasodilatory side effects makes it a well-tolerated treatment, even in patients taking antihypertensive medication. Silodosin was originally developed by Kissei Pharmaceutical Co. (Japan) and was obtained under licence by Recordati for development and marketing in Europe and a further five countries in the Middle East and Africa. Currently, the product is successfully marketed in 47 countries, including France, Germany, Italy, Spain, Portugal, CIS countries, Tunisia, Türkiye and Switzerland. Silodosin-based products are sold directly by our subsidiaries under the Urorec® brand and by our licensees under the Silodyx™ brand.

The SPC portfolio also includes the following products:

- **Reagila® (cariprazine)** is a drug for the treatment of schizophrenia, a third-generation antipsychotic, which, thanks to its specific pharmacological nature, can be considered unique in the panorama of this therapeutic class. It not only acts on the "positive" symptoms of the disease, such as delirium, hallucinations, thought dissociation, etc., but also on the "negative" component such as apathy, anhedonia and antisocial behaviour. Cariprazine has the added advantage of reducing neurological and metabolic side effects and has a low cardiovascular impact. Extending the treatment spectrum for schizophrenia has a positive effect on the functional recovery of patients. It comes in a once daily administration form, with a long half-life. Its clinical efficacy has been demonstrated in numerous clinical studies involving more than 2,000 patients, and testing is currently underway in the adolescent population. Reagila® was originated by Gedeon Richter and is under licence to and launched by Recordati in certain countries of Western Europe.
- **Polydexa®**, **Isofra®** and **Otofa®** are combination products for the treatment of ear, nose and throat infections, sold in North Africa, sub-Saharan Africa, Russia and the CIS countries.
- **Tergynan®** is a fixed combination of different active ingredients with antimicrobial, anti-inflammatory, antiprotozoal and antimycotic activity for the treatment and prevention of gynecological infections. Tergynan® is a leading brand in the class of anti-infective and antiseptic gynecological medicines in the countries where it is marketed, in particular in Russia, in other countries in the Commonwealth of Independent States, in Ukraine, Mongolia, Romania and Vietnam.
- **CitraFleet®** and **Phosphosoda®** are bowel cleansers indicated for use prior to diagnostic procedures, such as colonoscopy or X-ray examinations. Phosphosoda® is an effective osmotic bowel cleanser with over 20 years of clinical experience, available in 39 countries. CitraFleet®, marketed since 2004, combines osmotic and stimulant action and is one of the best tolerated products in its class, improving patient compliance thanks to its lower volume and good taste. It is available in 34 countries and holds leading positions in various countries, including Spain.



- **Procto-Glyvenol® (tribenoside + lidocaine)**, a leading OTC treatment for internal and external hemorrhoids, driving category growth across several markets: Russia, Poland, Türkiye, Romania, Ukraine, the Czech Republic, Slovakia, Portugal, the Baltic countries, and Cyprus.
- **Magnesio Supremo®**, developed by Natural Point, is a magnesium-based supplement known for its high bioavailability, rapid absorption, and excellent tolerability. It is marketed in Italy and Portugal, where it holds a leading position and contributes strongly to category growth. The Magnesio Supremo® range addresses a wide variety of consumer needs, with formulations for general supplementation, women's wellbeing, sleep support, and intestinal regularity, alongside stick packs and other convenient formats. This broad portfolio has made Magnesio Supremo® one of the most recognised and trusted magnesium supplement lines in its markets.
- **Lomexin® (fenticonazole)**, an original Recordati product, is an internationally and widely used broad-spectrum antimycotic indicated for gynecological and dermatological infections caused by fungi, moulds, yeasts and gram-positive bacteria. The brand has recently obtained OTC status and has been successfully relaunched in several EU countries, offering patients a more accessible self-medication option.
- The **Hexa** line includes biclotymol-based antibacterial treatments for the oral cavity, with strong demand in France, North Africa, Russia, the Community of Independent States (CIS), Ukraine and Mongolia. Its main brand is **Hexaspray®**, is a market-leading throat spray in France.
- Recordati also markets a range of probiotics based on lactobacillus reuteri protectis under BioGaia licensing. Products are marketed as **Reuflor®** in Italy, and as **Reuteri®**, **Casenbiotic®**, **Gastrus®** and **Bioralsuero®** in Spain and Portugal.



FOCUSING ON YOU

Empowering Lives: SPC's 2025 Patient Support Initiatives

At SPC, we are committed to empowering patients with the knowledge and support they need to navigate their diagnosis and maximise the benefits of their treatments, all while promoting overall wellbeing. In 2025, we launched several initiatives to enhance patient care and education.

GO BEYOND (for men with prostate cancer)

A prostate cancer diagnosis can leave many men unsure of what lies ahead and disconnected from their sense of self. The journey beyond diagnosis often raises new questions - how to adapt and how to continue living fully beyond the disease?
GO BEYOND embodies SPC's ongoing commitment to support men through this transition, offering clear guidance, practical tools and reassurance to help them regain confidence and purpose. Over the past year, the programme has continued to develop, with materials now available in several countries and through international partners, being adapted into a variety of practical resources containing exercise, nutrition and lifestyle advice for men with prostate cancer.
GO BEYOND will continue to evolve. New elements, including online platforms and resources for the partners of men with prostate cancer, will further strengthen the support available in the years ahead. Patient support remains a core part of our mission, ensuring men and their families feel empowered and supported as they move forward with life beyond cancer.



Breaking the Taboo: Polish #IHadItToo education initiative targeting young generation

At #IHadItToo, we are committed to empowering young women with the knowledge and support they need to understand intimate infections, recognise symptoms early, and make informed treatment choices - while promoting overall wellbeing. In 2025, we continued targeted initiatives to elevate education, normalise conversation, and encourage confident, responsible self-care.
#IHadItToo embodies our ongoing commitment to break the taboo and offer clear, practical guidance. The programme provides accessible explanations of common causes, easy-to-follow symptom checklists, and evidence-based treatment pathways - all designed to help young women feel informed and supported.

Que Alivio (Portugal)

'Que Alivio' is a four-episode web series breaking the taboo around haemorrhoids through real, relatable conversations with postpartum mothers, athletes and a nurse. With empathy and humor, it demystifies the condition and encourages people not to suffer in silence rather to look for help.

Health Caravan (Tunisia)

During 2025, the Health Caravans project continued in Tunisia, aiming to strengthen access to specialised medical care in the country's most underserved rural areas. Through the dedication of a multidisciplinary team of healthcare professionals, including cardiologists and pulmonologists, the initiative delivered over 1,000 specialised medical consultations, providing tangible support to communities that face persistent barriers to accessing healthcare.
In a context where the availability of medical services remains a significant challenge—particularly in remote regions—the medical caravans represent a concrete expression of Recordati's commitment to reducing healthcare inequalities and promoting more equitable and inclusive access to care. The initiative forms part of a long-term vision focused on improving the well-being and quality of life of vulnerable communities through prevention and early diagnosis.
Building on the positive results achieved and the strong impact generated at local level, the Health Caravans project will be further expanded in 2026, extending its activities to new areas of Tunisia with the objective of reaching an even greater number of people.

RECORDATI RARE DISEASES
Focused on the Few

RARE DISEASES

The Rare Diseases (RD) business unit develops, produces and markets drugs for the treatment of rare diseases, operating globally and dedicated entirely to serving patients suffering from these diseases.

An orphan drug is a medicinal product specifically developed to treat a rare disease. According to the European definition, a rare disease is defined as one that affects fewer than one in 2,000 people or, based on the American definition, fewer than 200,000 people in the US. Over 30 million people are affected in Europe alone. There are currently over 7,000 known rare diseases, but approved treatment only exists today for fewer than 10% of them.

Recordati operates in this segment worldwide through Rare Diseases, a entirely dedicated business unit to the research, development and marketing of medicines for the treatment of rare diseases, which share the conviction that every person with a rare disease has the right to the best possible treatment. Its business is mainly in three treatment areas: metabolic (estabilished with the acquisition of Orphan Europe and the portfolio of Lundbeck products in the US), endocrinology (following the 2019 acquisition of the products Signifor® and Isturisa® from Novartis) and hema-oncology (following the 2022 acquisition of EUSA Pharma and the November 2024 acquisition of Enjaymo®).

RD works closely with specialists, health care professionals, patients, their families and associations to spread knowledge, improve diagnosis and treatment, enable access to treatment by supporting patients. Rare Diseases has developed a global presence through its network of subsidiaries and highly qualified distributors. It operates directly in Europe, the US – which, in 2023, became the largest overall business for the Recordati Group - Russia, Middle East, Türkiye, and North Africa, Canada, Mexico, Colombia, Brazil, Japan, Australia, New Zealand, China and South Korea, as well as through selected partners in a number of other geographies, covering 94 countries worldwide. Recordati also has a facility in Nanterre (Paris, France) dedicated to packaging, storing and shipping these drugs. This direct distribution and packaging system effectively guarantees the rapid availability of these specialties around the world, in ad hoc quantities and packaging.

A significant commitment is continually being made to enhance and extend the product portfolio for rare diseases, both with molecule development programmes in the pipeline, and by acquiring late-stage-development or already-marketed compounds. Work is also ongoing in the life-cycle management of the compounds currently sold and on formulation improvement projects.

Historically focused on rare genetic metabolic illnesses, acquired through the acquisitions of Orphan Europe in 2007 and Lundbeck product portfolio in US in 2012, the Rare Diseases portfolio was expanded with the acquisition of additional important specialties in rare endocrine diseases through the acquisition of Signifor®, Signifor LAR® (pasireotide) and Isturisa® (osilodrostat) from Novartis in 2019, and further expanded with the acquisition of EUSA Pharma that was completed in March 2022, adding four drugs for the treatment of rare and niche oncological/hematological diseases. In November 2024, Enjaymo® (sutimlimab) was acquired from Sanofi, thus complementing the oncology/hematological portfolio.

RD provides medicines across three **main therapeutic areas**:

- **Endocrinology** – Recordati expanded into important endocrine specialty treatment areas in 2019, which included conditions such as Cushing's disease (CD)/ Cushing's syndrome (CS) and acromegaly, both rare conditions that can have a significant impact on quality of life. The expansion was part of the acquisition of Signifor®, Signifor LAR® and Isturisa® from Novartis. Access to Isturisa® treatment continues to expand globally with the approval of the expansion of label to endogenous hypercortisolemia in CS for Isturisa® in US in April 2025.
- **Hema-oncology** – The business expanded into rare oncological conditions through the acquisition of EUSA Pharma in March 2022, adding important treatments that cover rare and niche oncological diseases, the main ones being Qarziba® (dinutuximab beta) for high-risk neuroblastoma, Sylvant® (siltuximab) for idiopathic multicentric Castleman disease and Fotivda® (tivozanib), indicated in advanced renal cell carcinoma. Access to these treatments continues to expand internationally; for example, in 2025 discussions progressed with the FDA in the US regarding the potential regulator path for the Biologics Licence Application for Qarziba®, a product already available in Europe and other countries. In November 2024, Recordati reinforced the presence in the hematology space with the acquisition from Sanofi of Enjaymo® (sutimlimab), the only approved targeted product to treat cold agglutinin disease (CAD), a rare auto immune complement mediated hemolytic disorder, and in 2025 the business has been fully integrated into Recordati operations.
- **Metabolic** – The activity on rare genetic metabolic illnesses, with an initial presence in 2007 mostly in Europe and the MENA region, expanded its scope into the US in 2012. Cystadrops® (cysteamine hydrochloride), Carbaglu® (carglumic acid) and Panhematin® (human hemin) form the core of the business's legacy metabolic products, to which Ledaga® (chlormethine hydrochloride) was added in 2018. Recordati continues to expand access to these treatments, with Carbaglu® launched in 2023 in China for the treatment of hyperammonia associated with NAGS deficiency and organic acidemias, a set of rare metabolic conditions characterised by raised levels of ammonia in the blood which can be extremely toxic to the brain in infants, children and adults.



Rare Diseases continually develops new specialties and new indications within its portfolio originating either internally or acquired through development agreements with other pharmaceutical companies and research institutes across its three focus areas.

The **main products** for rare **endocrine conditions** are listed in the table below:

Name	Active Ingredient	Indication
SIGNIFOR® and SIGNIFOR® LAR	pasireotide	Treatment of Cushing's disease and acromegaly
ISTURISA®	osilodrostat	Treatment of Cushing's syndrome (US, European Union, Japan, Switzerland).

Within Cushing's syndrome (CS), Cushing's disease (CD) is a severe endocrine disease caused by a pituitary adenoma, an enlargement in the pituitary gland that results in over-production of cortisol by the adrenal glands. Other causes of endogenous Cushing's syndrome include rarer conditions such as adrenal adenoma, ectopic corticotropin syndrome and ACTH independent macronodular adrenal hyperplasia. This condition is associated with increased morbidity and mortality. Acromegaly is caused by an overexposure to growth hormone, which leads to the production of insulin-like growth factor-1. The most common cause of acromegaly is pituitary adenoma.
Signifor® contains the active substance pasireotide, a somatostatin analogue. The human body naturally produces somatostatin, which blocks the production and release of certain hormones, including ACTH. Pasireotide works in a very similar way to somatostatin. Signifor® is thus able to block the production of ACTH, helping to control the overproduction of cortisol and improve the symptoms of Cushing's disease.
Isturisa® is an innovative drug for the oral treatment of endogenous Cushing's syndrome (CS). The relevant marketing authorisation was granted by the European Commission in January 2020 and approval was obtained in the US in March 2020.
The active substance in Isturisa® is osilodrostat, a cortisol synthesis inhibitor. Osilodrostat works by inhibiting 11-beta-hydroxylase, an enzyme responsible for the final step of cortisol biosynthesis in the adrenal gland. The benefits of Isturisa® are its ability to control or normalise cortisol levels in adult CS patients with a manageable safety profile, making this product a valuable treatment option for patients with Cushing's syndrome. Isturisa® was launched in the US, France and Germany in 2020. Geographic expansion continued into other European markets in 2021. In March 2021, the Japanese Ministry of Health, Labour and Welfare approved Isturisa® for the treatment of patients with endogenous Cushing's syndrome, when pituitary surgery is not an option or has not been curative. The product was also successfully launched in Japan where it is reimbursed for Cushing's disease patients.
To manage this new and promising endocrinology product range, Recordati established the Recordati AG Rare Diseases Branch in Basel (Switzerland), which is also responsible for the marketing of the product Ledaga®.

The main products in the **rare hema-oncological segment** are shown in the table below:

Name	Active Ingredient	Indication
ENJAYMO®	sutimlimab, c1s complement inhibitor monoclonal antibody	Treatment of hemolysis in adults with cold agglutinin disease (CAD)
QARZIBA®	dinutuximab beta, anti-GD2 monoclonal antibody	Treatment for high-risk neuroblastoma in patients aged 12 months or older, with at least partial response to chemotherapy induction, followed by myeloablative therapy and stem cell transplant
SYLVANT®	siltuximab, anti-IL-6 monoclonal antibody	Treatment for idiopathic multicentric Castleman's disease (iMCD) in the adult population
FOTIVDA®	tivozanib, highly selective oral inhibitor of tyrosine kinase (TKI) for vascular endothelial growth factor (VEGF) receptors 1, 2 and 3	First-line treatment for advanced renal cell carcinoma (RCC).
CAPHOSOL®	mouthwash with supersaturated electrolytic solution of phosphate and calcium ions	Prescription medical device for treatment of oral mucositis due to chemo and radiation therapy

Enjaymo® (sutimlimab) is a humanised monoclonal antibody designed to selectively target and inhibit C1s in the classical complement pathway, which is part of the innate immune system. By blocking C1s, Enjaymo® inhibits the activation of the complement cascade and inhibits the hemolysis in CAD preventing the abnormal destruction of healthy red blood cells. Enjaymo® was approved by the US Food and Drug Administration (FDA) in February 2022 as the first and only treatment indicated to decrease the need for red blood cell transfusion due to hemolysis in adults with CAD. The Japanese Ministry of Health, Labour and Welfare approved Enjaymo® in June 2022, and the European Medicines Agency (EMA) approved the product in November 2022.

Qarziba® (dinutuximab beta) is an anti-ganglioside-D2 (GD2) monoclonal antibody approved and sold for the treatment of high-risk neuroblastoma in patients aged 12 months or older who have undergone chemotherapy induction, with at least partial response, followed by myeloablative therapy and stem cell transplant and in patients with a clinical history of recurrent or refractory neuroblastoma. Qarziba® is approved in the European Union, United Kingdom, Australia, Switzerland, Brazil, China, Hong Kong, Israel, Russia, South Korea and Taiwan and distributed in other areas globally through managed access programmes. Neuroblastoma is a rare type of cancer originating in the nervous system. It is the most common form of solid extra-cranial tumours diagnosed in patients under 15, representing around 7% of pediatric tumours. Approximately 50% of these patients receive a diagnosis of high-risk neuroblastoma, the type with the worst prognosis. Used as maintenance therapy, Qarziba® has shown a significant increase in total survival at five years. A solid plan to validate efficacy and safety in combination with chemotherapy is undergoing.

Sylvant® (siltuximab) is a mAb anti-interleukin-6 (IL-6) authorized for the treatment of idiopathic multicentric Castleman's disease (iMCD). Supplied globally, it is approved in over 40 countries, including the European Union, US and China. Castleman's disease is a rare disease that affects the lymphatic system. Idiopathic multicentric Castleman's disease (iMCD) is a type of multicentric Castleman's disease for which the cause is unknown. Only three or four people out of every million in the general population are diagnosed with iMCD each year. It can affect anyone, male, female, adult or child, but most people with iMCD are 45 or older. Sylvant® is the only IL-6 targeted therapy approved and recommended for iMCD, with the aim to support a durable tumour and symptomatic response.

Fotivda® (tivozanib) is a VEFG 1, 2 and 3 (small TKI molecule) blocker authorised for first-line treatment of advanced renal cell carcinoma (aRCC). Fotivda® is distributed by Recordati in Europe.

Renal cell cancer (also known as kidney cancer and renal cell adenocarcinoma) is a disease in which malignant cells (cancer) are found in the lining of tubules (very small tubes) in the kidney. Renal cancer represents, 5% and 3% of all newly diagnosed tumours in men and women, respectively. Over 90% of renal tumours are renal cell carcinoma (RRC). RCC is one of the 10 most common tumours globally. Fotivda® is intended to support survival in patients free of progression.

Caphosol® (electrolytic calcium phosphate solution) is available in sachet form. It is licensed and marketed by Recordati for the treatment and prevention of oral mucositis, a complication due to cancer treatments (including radiation and chemotherapy). It is approved in China, European Union, United Kingdom and the US. Oral mucositis is diagnosed when the mouth is painful and inflamed. It is a common side effect of chemotherapy and radiation for cancer.

The **main products** in the rare **metabolic and other disease treatment areas** (excluding endocrinology and oncology), are shown in the following table:

Name	Active Ingredient	Indication
CARBAGLU®	carglumic acid	Treatment of hyperammonemia due to N-acetylglutamate synthase deficiency (NAGS deficiency) and some organic acidaemias (isovaleric acidaemia, methylmalonic acidaemia and propionic acidaemia)
NORMOSANG® PANHEMATIN®	human hemin	Treatment of acute attacks of hepatic porphyria
CYSTADANE®	betaine anhydrous	Treatment of homocystinuria
CYSTADROPS®	cysteamine hydrochloride	Treatment of the ocular manifestations of cystinosis
JUXTAPID®	lomitapide	Treatment of homozygous familial hypercholesterolemia (HoFH)
CYSTAGON®	cysteamine bitartrate	Treatment of nephropathic cystinosis
LEDAGA®	chlormethine hydrochloride	Treatment of mycosis fungoides (MF), T-cell cutaneous lymphoma (CTCL)
PEDEA® NEOPROFEN	IV ibuprofene	Treatment of patent ductus arteriosus (PDA)
MAAPLIV®	branch-chain aminoacids-free aminoacids	Treatment of acute decompensation episodes of maple-syrup urine disease (MSUD)



Carbaglu® (carglumic acid) is an orphan drug approved in the European Union by the European Commission and in the US by the Food and Drug Administration (FDA) for the treatment of hyperammonemia due to N-Acetyl glutamate synthase (NAGS) deficiency. NAGS deficiency is an extremely rare inherited metabolic disorder affecting the urea cycle which leads to accumulation of ammonia in the blood.
If not adequately and quickly treated, NAGS-D can cause irreversible brain damage, coma, and eventually death. Carbaglu® provides specific treatment for this genetic disorder, treating the patient's lifelong disorder. In 2011, Carbaglu® obtained approval in the European Union to extend its indications to treat hyperammonemia due to the three main organic acidemias (OAs): isovaleric acidemia, methylmalonic acidemia and propionic acidemia. In 2014, Carbaglu® was granted Orphan Drug Designation (ODD) by the FDA for its use in the treatment of OA. Regulatory approval was obtained in Canada in 2020, and in January 2021, the FDA in the US gave its approval for propionic and methylmalonic acidemia. In June 2023, Regulatory approval for Carbaglu® was obtained in China.
Panhematin®/Normosang® (human hemin) is a drug for the treatment of acute attacks of hepatic porphyria. Porphyria are rare genetic diseases, which present with acute and often painful crises, requiring immediate medical attention. Panhematin®/ Normosang® is therefore an emergency treatment drug and is recognised as the treatment of choice to reduce the crisis and prevent possible neuropathic complications. The product was approved under the Normosang® brand in Europe, and Panhematin® brand in the US.
Cystadrops® are the first cysteamine-based eye drops, administered four times a day. These were approved in the European Union in 2017 and in the US in 2020 for the treatment of the ocular manifestations of cystinosis in adults and children from two years of age. Cystadrops® was designated an orphan drug by the European Commission with effect from November 2008. Cystinosis® is a rare and very serious congenital condition that could be fatal. Cystinosis is characterised by a cystine crystal build-up, causing damage to all the organs in the body, especially the kidneys and eyes. Cystine crystal deposits begin in the cornea, progressively causing hypersensitivity to the light (photophobia), a deterioration to the surface of the cornea (keratopathy) and blindness. Systematic treatment with orally-administered cysteamine benefits patients suffering from cystinosis. Nonetheless, orally-administered cysteamine does not adequately resolve ocular manifestations of cystinosis due to the absence of corneal vascularisation. If adequate and ongoing topical ocular treatment is not received, the cystine crystals build up in the cornea with serious ophthalmic consequences, which could lead to blindness over time.
Juxtapid® (lomitapide) is a microsomial protein inhibitor for transferring N-triglycerides. It was approved by the Japanese Ministry of Health, Labour and Welfare in September 2016 on an exclusive marketing basis because it is an orphan product, to treat patients affects by homozygous familial hypercholestero-lemia. Homozygous familial hypercholesterolemia is a serious genetic disease that inhibits the functioning of the receptor responsible for removing LDL ("bad") cholesterol from the body. This failed functioning of the LDL receptor causes a sharp rise in blood cholesterol levels. Patients affected by this condition tend to develop premature and progressive atherosclerosis (narrowing and blockage of the arteries).
Maapliv® (branched-chain amino acids -free amino-acids) received EMA Marketing Authorisation in July 2025, for treating acute decompensation episodes in maple syrup urine disease (MSUD) patients not eligible for oral or enteral formulations. Maapliv® is an I.V. mixture designed to address the needs of expert centers treating MSUD patients, by offering a faster, more effective and ready-to-use solution for managing severe decompensations in emergency settings. MSUD disrupts the metabolism of branched-chain amino acids (BCAAs), leading to elevated levels of neurotoxic BCAAs α-ketoacids and severe long-term health irreversible complications. MSUD patients face life-threatening metabolic decompensation episodes at any age, with no approved drugs or devices for treatment and a significant unmet need for patients who cannot be treated by oral or nasogastric route.

FOCUSING ON THE FEW

RD's commitment to the patient community

In 2025, Recordati established a Patient Partnership function at the Group level, marking a pivotal step in our transformation journey. This initiative reflects our commitment to change management—not only in how we work for patients, but in how we actively and intentionally collaborate with them.

The Company then committed to embark on a journey to shape a culture where patients are genuinely recognised as partners in care.
Recordati is indeed dedicated to being a truly patient-focused healthcare company, placing patients at the heart of every decision. We believe that every individual deserves equitable access to the best possible treatment. This principle guides our planning, decision-making, and actions across the organisation.

We established and nurtured meaningful and sustainable relationships with relevant Patient Organisations. The intention is to foster genuine partnerships grounded in shared values and mutual respect. By nurturing these connections, we created a collaborative environment where Patient Organisations are valued as equal partners, not external stakeholders. These partnerships have enriched our work, ensuring that initiatives are more inclusive and representative of the communities we serve.
We commit to engage with patients, their families, caregivers, and Patient Organisations to better understand their needs, goals, and aspirations. Collaboration built on mutual respect, shared objectives, openness, and transparency enables us to achieve outcomes that no stakeholder could realise alone. Together, we strive to deliver meaningful improvements in health and quality of life.

We deeply value the richness of patient insights and lived experiences. These perspectives are essential in shaping how we develop and deliver medicines. Patient Organisations play a vital role in amplifying voices globally, ensuring that patients are not only heard but actively involved in reshaping the healthcare landscape.

One of the most rewarding achievements in 2025 was coordinating patient input into the protocol development for one of Recordati's most important clinical trials. This engagement provided an opportunity for the very first time at Recordati to gather patient insights that shaped the trial design in ways that are truly meaningful to patients. The process strengthened trust with patient communities and demonstrated our ability to translate patient perspectives into practical study elements.

Recordati highly values feedback, insights, and lived experiences, recognising that these factors actively contribute to the development and distribution of medicines designed to address their unmet needs. Patient associations play a key role in amplifying patient voices globally, ensuring that patients are not only heard but actively involved in reshaping the healthcare landscape.

At Recordati, Patient partnership represents a powerful opportunity to co-create therapies and innovations that truly address outcomes that matter. Our integrated strategy aims to help us move beyond ad hoc involvement to systematic engagement across the entire drug development lifecycle and patient journey. By embedding lived experiences into trial design, regulatory dialogue, and strategic decision-making, we strive to ensure that outcomes most important to patients are reflected in every stage of medicines development and beyond.

Raising Awareness of Rare Diseases – Recordati Rare Diseases Fondation d'entreprise

Working in rare diseases carries a significant responsibility to patients and healthcare professionals – a commitment at the core of Recordati's mission. The Recordati Rare Diseases Foundation was established to independently support training programmes for the scientific community, guided by an external scientific committee. These high-level courses aim to share expertise in diagnosing and managing rare disorders, where knowledge is often limited. Each year, the Foundation's live events bring together clinicians and scientists worldwide to exchange ideas and discuss the latest advances in the field.

In 2025, the Recordati Rare Diseases Foundation continued to demonstrate its dedication to advancing medical education and improving patient outcomes. The Foundation organised three high-impact CME-accredited courses which addressed critical topics in rare disease diagnosis and management. The first one focused on liver and liver-kidney transplantation for inherited metabolic disorders, the second on leukodystrophies, and the third on neuroendocrine tumour syndromes.

All events were delivered in person, facilitating dynamic interaction, networking, and the sharing of clinical experiences. The Foundation's educational initiatives in 2025 reached a diverse audience, including adult and pediatric metabolic specialists, hepatologists, geneticists, neurologists, endocrinologists, oncologists, and other healthcare professionals. These efforts not only reinforced the Foundation's role as a leader in rare disease education but also contributed to increased awareness, earlier diagnosis, and improved care pathways for patients worldwide.
The Foundation's ongoing commitment to collaboration and innovation ensures it remains a valued partner to the scientific community, empowering healthcare professionals and advancing the field of rare diseases.

Recordati Rare Diseases 2025 Patient Support Initiatives

Rare Diseases is involved in several initiatives aimed at supporting patients and patient associations for people affected by rare diseases, which help to facilitate access to orphan drugs and treatment centres, as well as raising awareness and education about rare conditions. Recordati's orphan drug specialists actively collaborate with the medical community to facilitate dialogue between hospitals with limited expertise in rare diseases and specialist medical centres able to diagnose and treat rare conditions in an appropriate manner. Also, in the context of facilitating access to treatments, in 2025 Rare Diseases continued to support two programmes to provide assistance to patients eligible to receive support for the costs related to its products: the **Patient Assistance Program** and the **Co-Pay Assistance Program**.

In 2025, Rare Diseases continued to work closely with rare disease patient communities to increase awareness of rare diseases, leading to improved diagnosis, and expanding availability of treatments for those affected. It pursued this goal, for example, through meetings with healthcare professionals, providing disease education to raise awareness (e.g. printed and digital brochures, websites and videos, but also through the Patient =Liaison programmes in different geographies for patients who are taking our products) and actively participating in scientific conferences. The business was also involved in various collaborations with patient groups and associations (such as the American Porphyria Foundation, HCU Network America, the Cushing Syndrome Research Foundation, the Acromegaly Community, the CAD Foundation and Castleman Disease Collaborative Network) to provide disease education to patients and sponsor awareness-raising initiatives. In countries with a lack of infrastructure and with a considerable level of poverty, Rare Diseases covered for the diagnostic exams required to identify some of the conditions affecting patients, thus implementing a key initiative to accelerate diagnosis of rare and complex diseases.

Q-bag for children undergoing high risk neuroblastoma treatment (Gold Patient Partnership Index Award, PPI)

Rare Diseases' partnership with the Dutch Childhood Cancer Association (VKKN), as well as the patient community at Princess Maxima Paediatric Oncology Center, The Netherlands, achieved some outstanding real-world results. This partnership began informally as a result of children and their families reporting their experiences undergoing continuous IV immunotherapy for high-risk neuroblastoma (HRNB). Infusion pumps are normally attached to IV-polls or carried in a shoulder bag. However, both of these options can be restrictive for children. Inspired by one parent of a child undergoing continuous IV immunotherapy, Rare Diseases worked with Princess Maxima Hospital and a specialist design agency to develop a safe and robust backpack for IV pumps, the Q-bag.

Throughout development, children and families were continuously consulted, to ensure the bags were both user-friendly and appealing to the children for whom they were designed, with user feedback prompting multiple revisions. All children with HRNB in the Netherlands now receive a Q-bag for immunotherapy, which has numerous bespoke safety features and personalised design options. Moreover the Q-bag has now been rolled out in more than 15 countries across the EU, Latin America and Asia.

We are proud and privileged to be part of the Q-Bag Project. It was truly a collaborative effort from start to finish from a diverse range of stakeholders, all of which had a simple focus in mind: improving the quality of care for young people undergoing treatment for neuroblastoma.
Entering the PPI was an opportunity for us to inform, refine and benchmark our various patient community partnerships against best practice. Thus, further enabling us to commit to strong collaborative relationships with the rare disease patient community and continue our efforts to co-create sustainable solutions that have a meaningful impact on people living with rare conditions.
We continue our commitment to innovation, and we are currently working to improve the bag further to accommodate any type of pumps used in the hospitals. By doing so, we give children the freedom to move, play, and explore—something that matters deeply during treatment—so they can continue to feel like children, even in the midst of care.

Relevant patient support initiatives in other countries

In **Colombia** and in **Brazil**, our efforts to reach patients have been made since the beginning of our business. We have evolved to provide two significant programmes to serve our community:

1. **Diagnostic Support Program (DSP)** for physicians to reach us when they suspect a patient may have one of our orphan diseases and need diagnostic confirmation.
2. **Patient Support Program (PSP)** where we commit to following up with our patients and educate them and their caregivers in disease, treatment, importance of adherence. We also design annual activities such as workshops and meetings where patients connect with each other to make a stronger network.

In **Italy**, for the first time our colleagues brought together all the Italian Patient Organisations working in our relevant therapeutic areas under a meeting called **ECO, Diamo voce alle associazioni per i pazienti** (ECO, let's give voice to the patient associations), including A.I.NET (Associazione Italiana Tumori Neuroendocrini), AMICA (Castleman Disease Association), AIPACUS (Cushing Disease Association) and OPEN (Neuroblastoma Association), CISTINOSI ITALIA ODV (Cystinosis Association), ASSOCIAZIONE ITALIANA LOTTA AL NEUROBLASTOMA (Neuroblastoma Association) in Montefalco, Perugia, Italy in the AINET "headquarters".
The objective of this meeting was to give the opportunity to these patient representatives to share their experiences and spread their patient voice, including some challenges that the patient community is facing in the country, as well as some success stories and needs for the future.
This was a great opportunity to learn from each other, to deepen the relationships with these Patient Organisations, as well as to facilitate networking and best practices sharing among them. Moving forward, the insights gathered through this meeting will be leveraged to build a dedicated patient engagement plan in 2026.

OUR PRODUCT PIPELINE AND FUTURE DEVELOPMENTS

Recordati is committed to continue bringing innovation forward for the benefit of patients. We are, in parallel, focused on ensuring the safety of the patients that are relying on our products and pursuing targeted de-risked programmes for new indications and geographic expansion for existing products where we can make a difference.

We continue to evolve and develop our organisation to be able to fulfil the requirements of today and into the future and are notably increasing our utilisation of Artificial Intelligence (AI), adding capabilities within real-world evidence generation, and in clinical development within our core therapeutic areas.

The evidence we are generating is being shared at scientific meetings and published in scientific literature as evidenced by multiple publications in peer-reviewed journals. Moreover, the outcome of the "Paediatric Strategy Forum for medicinal product development of agents targeting GD2 ganglioside in children and adolescents with cancer" was published in 2025. This was a meeting with participants from academia, regulators and industry including Recordati (DOI: 10.1016/j.ejca.2025.116093).

RARE DISEASES

Within Rare Diseases we are focused on progressing our pipeline forward. Below are key highlights of achievements in 2025.

Endocrinology

osilodrostat [Isturisa®]

On April 15, 2025, the US Food and Drug Administration (FDA) approved the supplemental new drug application (sNDA) for Isturisa® (osilodrostat) for the treatment of endogenous hypercortisolemia in adults with Cushing's syndrome for whom surgery is not an option or has not been curative. This was an expansion of the previous indication for the treatment of patients with Cushing's disease, which is a sub-type of Cushing's syndrome. In addition, during the second quarter of 2025, Isturisa® was granted regulatory approval in both Canada and Russia. The scientific understanding of Cushing's syndrome has been evolving, and it's increasingly shown that elevated cortisol levels, even milder forms, have an impact on co-morbidities such as hypertension, diabetes, and body weight. Therefore, to augment the understanding of this, we are investing into generating data – both in a real-world setting and through the Phase IV LINC-CARE trial in patients with mild CS and hypertension, that we expect will start during 2026.



pasireotide

The disease impact and incidence of obesity is increasing worldwide. One of the most important and sustainable long term therapeutic options is bariatric surgery. One important side effect of this is that patients may develop severe forms of low glucose levels. To address this unmet need, we are exploring pasireotide for the treatment of post bariatric hypoglycemia (PBH) in an ongoing Phase 2 study. The Company completed enrollment of the pasireotide Phase 2 trial for the treatment of PBH in August 2025. Top-line results are expected in the second quarter of 2026.

Hema-oncology

dinutuximab beta

Neuroblastoma (US): Following the meeting with the US Food and Drug Administration (FDA) in early September, a potential US biologics license application (BLA) pathway was established with the FDA for Qarziba® requiring an additional set of clinical data from the ongoing BEACON-2 trial. Results of the interim analysis are expected in the first half of 2028 and are expected to form the basis, together with existing clinical data, for a potential regulatory filing.

Ewing sarcoma. There are several tumours that express the GD2 antigen, and that may therefore be of interest with dinutuximab beta. Based in particular on encouraging individual clinical case reports of Ewing sarcoma treated with with dinutuximab beta, we initiated a collaboration with GPOH (Gesellschaft für Pädiatrische Onkologie und Hämatologie; German Pediatric Haematology and Oncology Society) and during the second quarter of 2025, an investigator-sponsored clinical trial (IST) was initiated to investigate the safety, dose and early signs of effect for dinutuximab beta (Qarziba®) in combination with chemotherapy for the treatment of patients with GD2-positive Ewing sarcoma. We expect topline results in mid-2026.

sutimlimab

We are exploring the opportunity of sutimlimab in chronic ITP (immune thrombocytopenia), which is an immune mediated destruction of platelet cells leading to an increased risk of bleeding, which may be associated with an increased morbidity and mortality. Our interest was informed by a clinical trial in difficult to treat patients who had failed previous lines of therapy, where an encouraging effect was seen with sutimlimab. This also suggests that there may be a complement mediated pathogenesis to the disease that is not addressed by existing therapies. We had an encouraging meeting with the FDA at the end of 2025, and we are finalising the investment case on potentially progressing this programme into Phase 3 development and expect this decision to be taken in the first quarter of 2026.

Metabolic

Maapliv® (branched-chain amino acids -free amino-acids)

Maple syrup urine disease (MSUD) is a rare inherited disorder where patients cannot metabolise certain key nutrient building blocks (amino acids). The disease is associated with significant morbidity and mortality, and the patients can experience acute decompensation episodes. On July 28, 2025, the European Commission issued a positive decision and granted marketing authorisation, under exceptional circumstances, for Maapliv®, a solution of amino acids intended for the treatment of maple syrup urine disease (MSUD) presenting with an acute decompensation episode in patients from birth who are not eligible for an oral and enteral branched-chain amino acids (BCAA)-free formulation mRNA-3927.

mRNA-3927

Propionic acidemia is a rare inherited metabolic disorder which is caused by defective mitochondrial enzymes (PCC) leading to abnormal toxic metabolite build up and organic acidemia. The disease often presents in early childhood with general symptoms of malaise but can progress with brain and cardiac damage and is associated with significant mortality. On January 29, 2026, Recordati announced a collaboration and license agreement with Moderna to develop and commercialize worldwide mRNA-3927, an investigational product for the treatment of propionic acidemia (PA). Under the terms of the agreement, Moderna will continue to lead the development of mRNA-3927, in collaboration with Recordati, and if approved, Recordati will lead global commercialisation. mRNA-3927 is a post proof-of-concept, investigational product aimed to restore propionyl-CoA carboxylase (PCC) enzyme activity in patients with propionic acidemia. If approved, this could be the first disease-modifying treatment option on the market for this severe disease. mRNA-3927 is currently being evaluated in a potential registrational clinical study. The target patient enrollment has been reached, with a potential data readout expected by the end of 2026.

SPECIALTY & PRIMARY CARE

Eligard® (leuprorelin acetate)

Eligard 7.5mg, 22.5mg and 45mg marketing authorisation application in UK received positive opinion in December 2025, and was approved by MHRA in Jan 2026. The New Device received approval in Russia in May 2025.

Vazkepa® (icosapent etile)

An agreement with Amarin was signed in June 2025 for the acquisition of Vazkepa and successful Marketing Authorization Transfer in UK and CH was completed in the fourth quarter of 2025. The EMA positive opinion for EU renewal was obtained in November.

Zanidip® (lercanidipine)

The re-registration of Zanidip-Recordati in Russia, in accordance with the new Eurasian Economic Union regulation, was successfully concluded in May 2025 and the subsequent mutual recognition procedure was initiated in Armenia, Belarus and Kazakhstan.
In April 2025, the marketing authorisation for Zanidip 20 mg was granted in Taiwan.

Zanipress® (lercanidipine/ lercanidipine-enalapril)

A new marketing authorisation was granted in Moldova in May 2025.
The re-registration in accordance with the new Eurasian Economic Union regulation for Lerkamen Duo was successfully concluded in Russia in March 2025.

Lomexin® (fenticonazole)

The re-registration of Lomexin 600mg, 1000mg vaginal capsules and 2% cream in Russia, in accordance with the new Eurasian Economic Union regulation, was successfully concluded in February 2025 and July 2025 respectively, and the subsequent mutual recognition procedure was submitted in Armenia and Kazakhstan.
The change from prescription-only to over-the-counter status for the 2% vaginal cream and the 200 mg and 600 mg vaginal capsules was authorised in Belgium in September 2025. New registrations for Lomexin 1000 mg and 600 mg vaginal capsules were authorised in Gabon and Madagascar.

Livazo® (pitavastatin)

The re-registration in accordance with the new Eurasian Economic Union regulation was successfully concluded for all three strengths of Livazo in Russia in July 2025.

Urorec®, Silodyx® and Silodosin Recordati (silodosin)

The mutual recognition procedure in accordance with the new Eurasian Economic Union regulation was successfully concluded in Armenia and Belarus.

OUR INDUSTRIAL OPERATIONS

We operate several state-of-the-art production sites where the manufacturing of finished products and active ingredients has been closely linked with pharmaceutical activities since the beginning of the company's history.

In 1926, Giovanni Recordati transformed the family-run pharmacy and adjoining chemical laboratory into the "Laboratorio Farmacologico Reggiano", resulting in the birth of Recordati as a Chemical Pharmaceutical Industrial Company. In 1952, the pharmaceutical production and research activities moved from Correggio to Milan. Since then, innovation and internationalisation have been core to Recordati's growth. In 1963, the new pharmaceutical chemicals plant in Campoverde di Aprilia was born, replacing the chemical plant in Correggio.
Recordati currently has 10 manufacturing sites across the world, producing various pharmaceutical forms.
The company also operates a global network that includes over 150 contract manufacturing organisations (CMOs) and 40 logistics providers, delivering more than 330 million units of medicines and therapies worldwide.

RECORDATI INDUSTRIAL OPERATIONS GLOBAL INFRASTRUCTURE

7
PHARMA MANUFACTURING SITES

1
PACKAGING & DISTRIBUTION CENTRE FOR RRD

2
ACTIVE PHARMACEUTICAL INGREDIENTS (API) SITES

150+
CONTRACT MANUFACTURING ORGANISATIONS (CMO)

40+
LOGISTICS PROVIDERS

150+
COUNTRIES REACHED

ABOUT 330 MILLION UNITS DELIVERED ACROSS THE GLOBE

PRODUCTION SITES

Recordati's production sites are equipped with state-of-the-art installations and their research laboratories are fitted with the latest equipment. All plants operate in full compliance with environmental protection regulations and cGMP (current Good Manufacturing Practices).



Recordati has **seven pharmaceutical production facilities**, all of which operate in full compliance with environmental protection regulations and current Good Manufacturing Practice (cGMP). Recordati also has **one packaging and distribution centre** dedicated to rare disease products in Nanterre (near Paris), France. The site delivers, at short notice, more than 27,000 orders annually to more than 60 countries worldwide.

The Group also produces several active ingredients and intermediates for the pharmaceutical industry at **two pharmaceutical chemical plants**: one in Campoverde di Aprilia and the other in Cork, Ireland. The key focus of Recordati's pharmaceutical chemicals business is providing quality active pharmaceutical ingredients (API) for some of the company's key drugs across both business units, with residual capacity made available to manufacture and commercialise APIs to third party customers worldwide

The pharmaceutical chemicals business focuses on:

- Striving for maximum product quality, safety of production processes, protection of the environment, health and safety in the workplace.
- Meeting the requirements of the Recordati pharmaceuticals business.
- Strengthening the company's presence in highly regulated markets, like the US, Europe and Japan.

PHARMACEUTICAL MANUFACTURING PLANTS

Italy

The Milan site occupies a surface area of around 5,000 sq. m., built vertically over a number of floors for a total of 21,000 sq. m. and produces more than 70 million units per year. It is specialised in the manufacturing and packaging of solid oral forms, liquids and semisolids for topical use. Recordati has undertaken a restructuring project in certain production areas, including the installation of a new blister packaging line, which has been added to the five already in place with potential additional free capacity.
Certain products are manufactured at the Milan site (lercanidipine, enalapril + lercanidipine, silodosin, tribenoside, pitavastatin and metoprolol – in the case of these two latter, only packaging is done) for all the markets in which they are sold.
To drive continuous improvement and foster an increasingly safe working environment, we have launched a comprehensive safety engagement programme. This initiative is designed to enhance safety awareness through a structured leadership programme that involves all organisational levels, from shop-floor operators to senior management.

France

The plant at Saint Victor covers 6,750 sq. m. and produces more than 25 million units per year. It is specialised in the production and packaging of liquid, solid oral and spray formulations. Certain products are manufactured at the French site (Abufene®, Hexaspray® and Hexalise®) for all the markets in which they are sold.

Spain

The Spanish plant is located near Zaragoza covering a surface area of 7,100 sq. m. and produces around 25 million units a year. It is specialised in the production and packaging of solid, liquid oral and topical formulations. In particular, the plant manufactures a line of gastroenterological products; furthermore, a packaging line was installed and approved a few years ago for the packaging of tablets in bottles.
Recordati continues to strengthen its environmental commitment: following the successful launch of a 185 kWp photovoltaic system, we have significantly expanded our 2023 upgrade plans. By increasing the number of panels with respect to the original project (of 480 Kwp) we are now targeting a total cumulative capacity of 750 kWp installed.

Türkiye

The Turkish site is in Çerkezköy, Türkiye, built on 45,000 sq. m. of land, and covers approximately 11,300 sq. m. It currently produces up to around 70 million units per year of solid oral and liquid formulations and products for topical use, of which 25% are for other pharmaceutical companies. The project for the installation of a new liquid line started in 2023 and was completed in 2025, allowing a significant increase of the production capacity and increasing internalisation of some liquid forms. Additionally, an investment of a new blister line is ongoing to insource other two products and support organic growth.
The Çerkezköy plant is authorized to produce medicines for the European Union, Azerbaijan, Libya, Kenya, the Russian Federation, Kyrgyzstan and Kazakhstan, as well as the Turkish market.
In relation to Recordati's environmental commitment, the project to install a photovoltaic solar panel system with the capacity to generate around 480 kWp of electricity for self-consumption was completed in 2024.
Cerkezkoy is ISO 50001 certified (January 2026) and continues to strengthen its energy efficiency and governance practices.

Tunisia

The plant is situated in Ariana, near Tunis. It covers an area of around 9,100 sq. m. and produces around 19 million units a year of liquid, semi-solid and oral solid forms for the local market and for some of the countries in the Arabian Peninsula. Certified GMP compliant, the manufacturing site is approved by the Gulf Health Council and the Saudi Food and Drug Authority.
In 2023, a project to expand the existing warehouse to cover up to 2,000 sq. m. was approved; in 2024 all the detailed engineering was developed and the permit for construction was obtained. The project is ongoing and planned to be completed by the end of 2026.
Additionally, the investment for a new automatic blister and cartoner machine was approved and the line has been successfully installed in 2025 and other investments in automation are planned for 2026.
In relation to Recordati's environmental commitment, in 2025 Recordati completed the installation of a photovoltaic solar panel system covering 70% of the roof surface and with the capacity to generate up to around 850 kWp of electricity for self-consumption.
Moreover, in 2025, the plant obtained ISO 50001 certification for energy management, complementing the previously achieved ISO 45001 (safety) and ISO 14001 (environment). Ariana is now the first Recordati site to hold all three major ISO certifications.

Switzerland

The plant is situated in the northwestern region of Switzerland, within the city of Basel and located on the Novartis Campus. Spanning approximately 1,500 sq. m., the facility operates under an advanced automated process control system, ensuring high reproducibility and consistent product quality.
Since its successful qualification and GMP certification by Swissmedic in 2012, the plant has been regularly inspected by national and international regulatory authorities, including Swissmedic (Swiss Agency for Therapeutic Products), the FDA (US Food and Drug Administration), and ANVISA (Brazilian Health Regulatory Agency).
Designed with sustainability in mind, the facility minimises energy consumption and prevents process-related emissions, safeguarding environmental protection. This state-of-the-art site specialises in the technologically advanced manufacturing of microparticles—an innovative long-acting pharmaceutical dosage form that delivers medication for 28 days with a single injection.
The plant produces a critical step for Signifor®LAR (pasireotide), an orphan drug indicated for the treatment of rare conditions such as Cushing's disease and acromegaly.

Czech Republic

The plant located in Pardubice produced creams, gels and ointments for a total of around two million units per year. It ceased its production activities on 31 December 2025.

Our commercial office remains fully operational, continuing all distribution activities, while quality control and supply chain operations will continue to be managed from our other existing facilities in Pardubice.

PACKAGING AND DISTRIBUTION CENTRE DEDICATED TO PRODUCTS FOR RARE DISEASES

A packaging and distribution site in Nanterre, near Paris, is entirely dedicated to secondary packaging, storage and shipping of rare disease products. It occupies a surface area of 1,600 sq. m. The site delivers, upon short notice, more than 27,000 orders annually to more than 60 countries worldwide thanks to its highly qualified staff and a modern GDP (Good Distribution Practices) certified logistics platform.

PHARMACEUTICAL CHEMICAL PLANTS

Italy

The Campoverde di Aprilia plant in Italy mainly supplies the active ingredients used in the preparation of the various pharmaceutical specialties produced by Recordati but it is also a well-established independent producer of a number of active and intermediate ingredients for the international pharmaceutical industry. It is one of the first European facilities to undergo inspections by the U.S. Food and Drug Administration (FDA). The U.S. has become, and continues to be, the primary outlet market for its production. The Campoverde site extends over approximately 375,000 sq. m., with an operational area of 75,000 sq. m., and produces approximately 600 MT/year of finished goods with approximately 4,000 MT/year of semi-finished goods handled internally.



High-tech systems are employed to manage particularly delicate processes and investments are continuously made to enhance the technological and production capacity of the plant.

The Research & Development laboratories are fitted with the latest equipment providing high containment and innovative synthetic technologies. The extremely versatile pilot plant is equipped for the small-scale production of active ingredients, in accordance with cGMP, significant investments were made to expand the range of technologies and operating conditions.

The plant operates in compliance with current Good Manufacturing Practice (cGMP) and is regularly inspected or surveilled by national and international authorities such as AIFA (Agenzia Italiana del Farmaco), the FDA (Food and Drug Administration), ANVISA (the Brazilian agency), PMDA (the Japanese Ministry of Health, Labour and Welfare), and the KFDA (Korean Food and Drug Administration). The environmental management system is certified according to the UNI EN ISO 14001:2015 standards, and is inspected on an annual basis.

In 2022, the technology transfer of osilodrostat, Isturisa's API, manufacturing process was completed, and the manufacturing licence was granted in 2023 by the Italian Ministry of Health. In 2025, the site achieved a major milestone by securing both FDA and EMA approvals — a significant recognition of our quality standards and operational excellence.

Various initiatives to recover and re-use chemical raw materials used in production processes are in place. At the site, Recordati has also started a three-year project aimed to the installation of a 10 MWp photovoltaic power generation facility and to the downsizing of the methane-based cogeneration unit currently operated. Once completed, this will rank among the largest industrial photovoltaic plants in Italy, in terms of both scale and technology. In 2025, the first phase was successfully completed with the installation of the 4 MWp section (7,000 solar panel on 40,000 sq. m of surface).

These measures will provide a significant reduction of the Recordati carbon footprint, also triggered by an increasingly efficient use of electric power.

Ireland

To guarantee adequate and continuous supply of active ingredient lercanidipine HCl, in 2005, a new dedicated plant was built in Cork, Ireland. This facility has an automated process control system which ensures constant high-quality production. The plant is certified to cGMP (current Good Manufacturing Practice) standards and covers a surface area of around 43,000 sq. m., with an installed area of 8,300 sq. m. The continuous commitment to reduce and improve the use of energy was recognised in 2012 with the National Energy Efficiency Award, which is promoted by the Sustainable Energy Authority of Ireland (SEAI), and in 2013 by the European Energy Efficiency Award, promoted by the Chemical European Federation Industry Council (CEFIC). In 2016, the site was extended, enlarging the two buildings housing the administration and quality control laboratories. Photovoltaic panels for the generation of electricity were installed in 2022 for a total area of 1,100 sq. m. providing 10% of the site electricity

demand. In January 2026 the site achieved ISO14001 certification for its Environmental System. This certification marks another important milestone in the company's journey and further solidifies its commitment to sustainability and responsible environmental stewardship. Additionally, in 2024, a digital manufacturing project using Artificial Intelligence was initiated to enhance efficiencies and optimise chemical processes by leveraging the plant's high level of automation.



OPERATIONAL EXCELLENCE AND DIGITISATION PROGRAM

Operational excellence underpins every aspect of Recordati's Industrial Operations strategy. By fostering a culture of continuous improvement, in 2025 it:

- Continued the implementation of Lean and Six Sigma methodologies across our manufacturing sites, resulting in measurable improvements in efficiency and waste reduction.
- Standardised training and tools designed to guarantee a robust approach in the projects active in all sites.
- Standardised key operational processes globally, enhancing consistency, compliance, and performance.
- Conducted regular cross-functional reviews to identify and act on opportunities for process optimisation.

These initiatives contributed to the improvement in overall equipment effectiveness (OEE) and a significant reduction in operational downtime.

Digital innovation remains a cornerstone of Recordati's Industrial Operations, and a digitisation programme is ongoing in all industrial areas. A first pilot version of a digitalised dashboard for industrial performance monitoring was already activated during 2025 with the goal to achieve one digitalised dashboard for all Industrial Operations in 2026.

The way forward is to expand digital integration across the supply chain, leveraging advanced analytics and AI-driven insights to further enhance decision-making and operational efficiency.

QUALITY AND SAFETY

A permanent effort is made to keep production lines and areas at the forefront of technology, with relevant investments aimed at continuously improving QHSE management and developing production capacity, efficiency and flexibility in order to offer the highest possible levels of patient health and safety.

All medicinal products are produced in accordance with the provisions of Good Manufacturing Practices (GMPs) in plants authorised by the relative local and non-European regulatory bodies. The Group's plants periodically undergo inspections and audits to ascertain compliance with current legislation and applicable procedures. Furthermore, all third-party production facilities used by Recordati are subject to periodic audits, verifying the existence of the necessary regulatory authorisations required and ascertaining that all manufacturing and control activities are conducted in compliance with GMPs.

Manufacturing processes at Recordati's sites involve rigorous and complete preliminary controls of the batches of raw materials and packaging materials received. This occurs before their use in the established manufacturing and packaging processes. In almost all cases, these controls are conducted at the Quality Control laboratories located within our plants. If external laboratories are used, these are selected and monitored according to the same rigorous procedure adopted by Recordati for third-party manufacturing facilities. In both cases, the Quality Control laboratories must be expressly authorised and certified to perform these control activities, with inspections performed by national and international regulatory agencies. Each batch of medicines is subject to a preliminary quality control procedure prior to its release onto the market, with the approval for distribution granted only in the event that the batches comply completely with the specifications authorised by the relevant Regulatory Authorities.

TECH TRANSFER AND LIFE-CYCLE MANAGEMENT

Thanks to a systematic process of transferring knowledge, skills, technologies and of managing the entire life cycle of a product from its conception, through design and manufacture to service, a rich portfolio of Technology Transfer projects are in place with great ambitions.
The projects range across RD and SPC business units, both on traditional technologies and biotechnologies. They focus on manufacturing and control processes by ensuring the supply quality and continuity, improving batch losses, yield and enabling increasing production.

Furthermore, small molecules and biotech are two main categories of on-going TT projects. The first category focuses primarily on process scale-up, analytical and manufacturing methods transfer as they may involve modifying reaction conditions or integrating continuous manufacturing technologies. On the other hand, Technology Transfer in biotech, on top of the classical analytical and manufacturing methods transfer, focuses heavily on ensuring product consistency, as even slight variations can impact safety and efficacy, covering, for example, cell line and culture process transfer, upstream and downstream process transfer biosafety and contamination control.

OUR RESPONSIBLE GROWTH

Recordati has a long history of entrepreneurial passion, a strong reputation and a desire to continue growing and creating value in an ethical, enduring and sustainable way. It pursues these goals in accordance with the laws and regulations in each of the countries in which it operates, protecting people and the environment and supplying safe, high-quality products.

To pursue a sustainable growth model in the long term, Recordati integrates ethical, social and environmental aspects into its corporate strategy and has produced a Group Sustainability Plan that sets out its commitment and qualitative and quantitative targets for five key areas: patient care, people care, environmental protection, responsible sourcing, ethics and integrity.

Based on these strategic pillars, in 2025, Recordati continued to generate value for all stakeholders, achieving impressive results.

At Recordati, patients remain at the heart of everything we do. Every day the Group focuses on *Unlocking the full potential of life* for people living with common diseases, as well as those



living with rare diseases. In 2025, Recordati provided support to around 1,450 patients living with rare diseases through dedicated care and access to care programmes. The Group also continued to work closely with the rare disease community to raise awareness, promote faster diagnoses and expand the availability of treatment. In Specialty & Primary Care, "Health Caravans" continued in 2025 in Tunisia. The project aims to facilitate access to healthcare for populations in various rural and underserved areas of the country. The initiative involved a team of specialist doctors, including cardiologists and pulmonologists, with over 1,000 patient visits conducted.

At the same time, the Group continued to promote initiatives that would foster an increasingly more inclusive working environment. In this area, a structured training plan was implemented in 2025, involving approximately 95% of employees. The activities of the two internal networks, Culture Ambassadors and Diversity & Inclusion (D&I) Champions, also continued during the year. Their goal is to reinforce and deploy the company culture at Group level, with a particular focus on the topics of diversity and inclusion and new company values.

For the purpose of collecting structured feedback from employees and encouraging open, transparent dialogue, the second People Engagement Survey was conducted in 2025. Aimed at the entire company workforce, it recorded an excellent participation rate of 84%.

The Human Rights Policy was also formalised and distributed to all employees during the year, further reinforcing the Group's commitment to ensure respect for the highest standards of human rights and working conditions.

Recordati continued to employ the maximum care in protecting occupational health and safety and the environment, two of its fundamental priorities. A clear definition of roles and responsibilities, combined with a systemic approach to the management of these areas, allows the Group to implement a company policy grounded in sustainability and the continuous improvement of its processes, with the aim of constantly preventing and reducing work-related and environmental risks. To further strengthen this commitment, in addition to the Group Policy on Environment, Health and Safety formalised in the previous year, in 2025 Recordati launched the EHS Engagement & Leadership Programme, intended to promote and consolidate a widespread culture of protection of health and safety, as well as to identify areas for improvement and the corrective actions to be taken. Following on from its success at the plants in Milan and Campoverde, the programme will be rolled out to all Group manufacturing sites.

As part of its commitment to the continuous improvement of occupational health and safety performance and the management of environmental impacts, within the Group's Sustainability Plan, Recordati has defined a road map for the progressive extension of certification in accordance with ISO 45001 (occupational health and safety management systems), ISO 50001 (energy management systems) and ISO 14001 (environmental management systems) to its main production plants. In line with the targets and commitments set, in January 2026 the plant in Tunisia achieved ISO 50001 certification, while the chemical-pharmaceutical plant in Cork (Ireland) achieved ISO 14001 certification. By achieving ISO 14001 certification for the Irish site, which joins the existing certification of the Italian chemical-pharmaceutical site in Campoverde, the Group has reached the important milestone of having certified all its chemical-pharmaceutical plants in accordance with ISO 14001.

Furthermore, in line with established goals, in 2025 Recordati continued to install solar panels at its various production plants. Installation of solar panels in Tunisia and Italy (at Campoverde – first wave) and the expansion of the system in Spain were also completed during the year. Together with the systems already in operation, these measures allowed the Group to reach an installed power of approximately 6,200 kWp. By 2026 Recordati plans to complete the expansion of the photovoltaic system at the Campoverde site, with the goal of achieving total installed power of 11,000 kWp.

As the electricity purchased from the grid for the Group's plants is concerned, Recordati continues to purchase 100% renewable energy in countries where this is possible. Lastly, our commitment to the fight against climate change is also confirmed by the goal of a 20% reduction in Scope 1 and Scope 2 emissions by 2030.

Integrating sustainability into the Group's activities also means promoting ethical values and principles along the entire supply chain. In this context, several years ago Recordati launched a structured monitoring process for the ESG performance of its suppliers, through assessments (desk audits) conducted by an independent third party. A total of 82 audits were performed in 2025, including follow-up audits. At the same time, with the aim of increasing awareness around ESG issues along its supply chain, in 2025 Recordati once again held engagement initiatives for the suppliers that had received the lowest scores in the previous year's assessment. To further strengthen its commitment, in 2025 the Group also formalised the Supplier Code of Conduct, which defines clearly and extensively the ethical, social and environmental standards and conduct expected of the suppliers with whom Recordati has a relationship.

Lastly, we upheld our commitment to society once again this year through donations and initiatives with the active involvement of employees.

Recordati's focus and efforts in driving the Group's ESG strategy continued to be recognised by main ESG indices and ratings. The company was again included in the FTSE4GOOD Index series and MIB ESG index, run by Euronext and Borsa Italiana. MSCI ESG Research confirmed Recordati's A rating and, in January 2026, the Group was rated B- with "Prime" status by ISS ESG, awarded to companies with a leading sustainability performance in their industry. Recordati also retained its "Gold" rating from EcoVadis and B rating in the CDP's Climate Change questionnaire.

MANAGEMENT REPORT



Researcher using a microscope
(Milan, 1950s).

REVIEW OF OPERATIONS

FINANCIAL HIGHLIGHTS

NET REVENUE

€ (thousands)	2025	%	2024	%	Changes 2025/2024	%
TOTAL	**2,618,383**	**100.0**	**2,341,559**	**100.0**	**276,824**	**11.8**
Italy	329,190	12.6	336,264	14.4	(7,074)	(2.1)
International	2,289,193	87.4	2,005,295	85.6	283,898	14.2

KEY CONSOLIDATED P&L DATA

€ (thousands)	2025	% of revenue	2024	% of revenue	Changes 2025/2024	%
Net revenue	2,618,383	100.0	2,341,559	100.0	276,824	11.8
EBITDA[1]	991,053	37.8	865,771	37.0	125,282	14.5
Operating income	670,808	25.6	638,857	27.3	31,951	5.0
Adjusted operating income[2]	774,887	29.6	684,416	29.2	90,471	13.2
Net income	443,624	16.9	416,508	17.8	27,116	6.5
Adjusted net income[3]	651,130	24.9	568,893	24.3	82,237	14.5

(1) Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.
(2) Net income before income taxes, financial income and expenses and non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.
(3) Net income excluding the amortization and write-downs of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory pursuant to IFRS 3, and monetary net gains/losses from hyperinflation (IAS 29), net of tax effects.

KEY CONSOLIDATED BALANCE SHEET DATA

€ (thousands)	31 December 2025	31 December 2024	Changes 2025/2024	%
Net financial position[4]	(2,037,293)	(2,154,334)	117,041	(5.4)
Shareholders' equity	1,919,772	1,876,809	42,963	2.3

(4) Cash and cash equivalents, less bank debts and loans, which include the measurement at fair value of hedging derivatives.

PER SHARE DATA

€	2025	2024	Changes 2025/2024	%
Net income[5]	2.159	2.019	0.140	6.9
Shareholders' equity	9.394	9.098	0.296	3.3
Dividends	1.34	1.27	0.07	5.5
SHARES OUTSTANDING:				
Year average	205,483,735	206,316,241		
As of 31 December	204,355,889	206,296,235		

(5) Net income per share is based on average shares outstanding during the year net of average treasury shares. Shareholders' equity per share is based on total shares outstanding at year end. Shares outstanding are net of treasury shares, amounting to 4,769,267 shares as of 31 December 2025 and 2,828,921 shares as of 31 December 2024. Average treasury shares amounted to 3,641,421 shares in 2024 and 2,808,915 shares in 2024.

Consolidated net revenue for FY 2025 was € 2,618.4 million, up 11.8% versus FY 2024 or 8.3% on a like-for-like[6] basis at constant exchange rates, driven by solid contribution from both Specialty & Primary Care and Rare Diseases. The adverse FX impact for FY 2025 was € 64.2 million (-2.7%), affecting both businesses and mainly driven by the devaluation of the Turkish Lira (only partly compensated by price inflation) and of the US dollar. Net revenue for 2025 includes € 146.3 million sales contribution from Enjaymo® and an initial € 9.1 million in revenue from Vazkepa®, which primarily reflects margin sharing transferred by Amarin during the transition period, following the completion of an exclusive licensing and supply agreement to commercialize Vazkepa® in several countries as announced on June 24th, 2025. By the end of December, transition activities were completed in eight markets, while four remain ongoing (including Slovenia, a new market).

Specialty & Primary Care revenue totalled € 1,477.9 million for FY 2025, growing 2.0% or 3.8% excluding revenue contribution from Vazkepa® and at constant exchange rates (+1.6% excluding Türkiye). This reflects the continued robust performance of all core therapeutic areas (promoted product evolution index of 103), despite a slight slowdown in relevant market growth. In particular, the Urology and Cardiovascular franchises grew mid-single digit rates by 2.5% and 2.8% respectively, while the Gastrointestinal franchise achieved high single digit growth of 9.9%, driven by the strong in-market performance of several products in the portfolio, both prescription and OTC.

Rare Diseases revenue totalled € 1,081.4 million for FY 2025, up 29.7% as compared to FY 2024, or 16.6% excluding revenue contribution from Enjaymo® and at constant exchange rates, driven by strong volume growth across all three franchises. The Endocrinology franchise achieved net revenue of € 394.1 million, growing by 22.5%, reflecting an acceleration of new patient uptake of Isturisa® in the US in the second half of 2025 with approximately 1,400 net active patients at the end of the year, as well as double-digit growth of Signifor®. The Hema-Oncology franchise achieved net revenue of € 414.9 million, growing by 63.8%, reflecting the contribution of Enjaymo® of € 146.3 million (+26.7% vs FY 2024 on a pro-forma basis[7]) and driven by strong growth of Sylvant® and Qarziba®. The Metabolic franchise achieved net revenue of € 272.5 million, sustaining mid-single digit growth of 5.2%, mainly driven by Carbaglu®, with positive one-offs in France and in North Africa, and by Panhematin®.

EBITDA for FY 2025 amounted to €991.1 million, up 14.5% compared to FY 2024, with margin on net revenue of 37.8%. The improvement over the prior year was driven by a positive product mix effect and strong operating performance across both business units, despite the significant foreign-exchange headwinds and higher investments to support the US launch of the expanded Isturisa® label, the development of Enjaymo® and ongoing geographic expansion in Rare Diseases.

Adjusted operating income was € 774.9 million for FY 2025, up 13.2% over FY 2024, and 29.6% of net revenue versus 29.2% in the previous year. Operating income was € 670.8 million in FY 2025, up 5.0% over FY 2024, absorbing gross margin-related non-cash charges of € 66.8 million as compared to € 37.5 million in FY 2024, arising from the unwind of the fair value step up of acquired Rare Diseases inventory including € 62.5 million for Enjaymo®. Non-recurring costs were € 37.3 million for FY 2025, versus € 8.0 million for FY 2024. These costs reflect primarily the continued optimization of the Specialty & Primary Care commercial organization, mainly in Italy and Spain, which led to the exit of approximately 90 employees and attributable to a continuous effort to focus the commercial strategy on pharmacists and specialist doctors in the key Therapeutic Areas. The non-recurring costs also include € 12.8 million related to the settlement of a litigation case with AIFA concerning prior years payback for Urorec®. Additionally, non-recurring items include the impact of the ongoing voluntary liquidation of the Chinese Rare Diseases subsidiary, following the rejection of the National Reimbursement Drug List approval for Isturisa®. The availability of Qarziba® and Sylvant® in the territory continues to be provided through a local distributor.

Financial expenses were € 89.5 million for full year 2025, down by € 2.1 million as compared to the previous year. New loans obtained in 2024, related to the acquisition of Enjaymo®, and in 2025 led to an increase in interest expenses of € 17.4 million. Net exchange gains over the period amounted to € 15.0 million (mainly unrealized and driven by the devaluation of the US dollar), against net FX losses of € 9.3 million in FY 2024, partly offset by € 5.3 million of net monetary losses from hyperinflation accounting (compared to a loss of € 6.7 million in FY 2024) mainly driven by the net effect of the revaluation of Turkish balance sheet items.

Adjusted Net Income was € 651.1 million, 24.9% of revenue, up by 14.5% compared to FY 2024. This growth reflects improvements in adjusted operating income as well as lower financial expenses partially offset by higher income taxes.

Net income was € 443.6 million, 16.9% of revenue, increasing by 6.5% versus FY 2024, mainly driven by higher operating income, lower financial expenses and slightly lower tax rate, also reflecting a positive one-off effect related to a tax reimbursement in Ireland, partially offset by higher tax rate in Türkiye.

Free cash flow, operating cash flow excluding financing items, milestones, dividends, and purchases of treasury shares net of proceeds from the exercise of stock options, was € 558.8 million for FY 2025, an increase of € 23.7 million versus FY 2024, with strong EBITDA performance slightly offset by higher working capital absorption (mainly driven by higher US inventory levels), higher interests and income tax paid.

Net financial position as of 31st December 2025 was € 2,037.3 million, or leverage of just below 2.1x EBITDA, compared to net debt of € 2,154.3 million on December 31, 2024, following dividend payments of € 267.6 million, treasury shares purchased for € 112.5 million (net of proceeds from exercising stock options), the upfront payment for Vazkepa® rights of US$ 25 million and the upfront payment for Inrebic® rights of US$ 11 million.

Shareholders' equity was € 1,919.8 million.

6 *Pro-forma growth calculated excluding revenue of Vazkepa® for 2025 (Specialty & Primary Care) and Enjaymo® for both 2025 and 2024 (Rare Diseases).*

7 *Comparing FY 2025 revenue (which considers also the margin retained by Sanofi's on in market sales for those countries where it was still holding the MA) with pro forma FY 2024 revenue also including sales totally realized by Sanofi.*

CORPORATE DEVELOPMENT NEWS AND OTHER KEY EVENTS

PIPELINE UPDATE

On April 15, 2025, the US Food and Drug Administration (FDA) approved the supplemental new drug application (sNDA) for Isturisa® (osilodrostat) for the treatment of endogenous hypercortisolemia in adults with Cushing's syndrome for whom surgery is not an option or has not been curative. This was an expansion of the previous indication for the treatment of patients with Cushing's disease, which is a sub-type of Cushing's syndrome. The Isturisa® indication expansion was supported by the extensive Isturisa® clinical development program, which included over 350 patients. In addition, during the second quarter of 2025, Isturisa® was granted regulatory approval in both Canada and Russia. A Phase IV study to assess the efficacy and safety of osilodrostat in adults with mild hypercortisolemia and uncontrolled hypertension (HTN) due to Cushing's Syndrome is expected to start in 2026.

During the second quarter of 2025, an investigator-sponsored clinical trial (IST) was initiated to investigate the safety, dose and early signs of effect for dinutuximab beta (Qarziba®) in combination with chemotherapy for the treatment of patients with GD2-positive Ewing sarcoma.
On July 28, 2025, the European Commission issued a positive decision and granted marketing authorization, under exceptional circumstances, for Maapliv®, a solution of amino acids intended for the treatment of maple syrup urine disease (MSUD) presenting with an acute decompensation episode in patients from birth who are not eligible for an oral and enteral branched-chain amino acids (BCAA)-free formulation.

The Company completed enrollment of the pasireotide Phase 2 trial for the treatment of post-bariatric hypoglycemia in August 2025. Top-line results are expected in the second quarter of 2026.

Following the meeting with the US Food and Drug Administration (FDA) in early September, a potential US biologics license application (BLA) pathway was established with the FDA for Qarziba® requiring an additional set of clinical data from the ongoing BEACON-2 investigator-sponsored trial. Results of the interim analysis are expected in the first half of 2028 and are expected to form the basis, together with existing clinical data, for a potential regulatory filing.

On January 5, 2026, the UK Medicines and Healthcare products Regulatory Agency (MHRA) granted marketing authorization for Eligard® for the treatment of hormone dependent advanced prostate cancer and for the treatment of high-risk localized and locally advanced hormone dependent prostate cancer in combination with radiotherapy.

The other lifecycle management programs are progressing in line with plans.

CORPORATE DEVELOPMENT

On June 24, 2025, Recordati announced a licensing and supply agreement with Amarin to commercialize the marketed cardiovascular medicine, Vazkepa® (icosapent ethyl) across 59 countries, focused on Europe. Vazkepa® is indicated to reduce the risk of cardiovascular events in statin-treated adult patients at high cardiovascular risk with elevated triglycerides and either established cardiovascular disease or diabetes with at least one other cardiovascular risk factor. Vazkepa® is expected to achieve over € 40 million in revenues in 2027 and to be EBITDA positive from 2026. Under the terms of the agreement, Recordati paid Amarin an upfront cash payment of US$ 25 million.

On December 17, 2025, Recordati announced the exclusive license agreement with Impact Biomedicines, Inc., a Bristol Myers Squibb subsidiary, and the related supply agreement with Celgene Logistics Sàrl to commercialize Inrebic® (fedratinib dihydrochloride monohydrate) in Japan. Impact Biomedicines, Inc. will retain exclusive rights to develop and commercialize Inrebic® in the rest of the world. Inrebic® is an oral kinase inhibitor with activity against wild-type and mutationally activated JAK2 to suppress the pathological features of myelofibrosis patients. Inrebic® received regulatory approval from the Ministry of Health, Labour and Welfare (MHLW) in Japan in June 2025 for the treatment of myelofibrosis and is expected to launch in mid-2026. Under the terms of the agreement, Recordati paid Impact Biomedicines, Inc. an upfront payment of US$ 11 million.

On January 29, 2026, Recordati announced a collaboration and license agreement with Moderna to develop and commercialize worldwide mRNA-3927, an investigational product for the treatment of propionic acidemia (PA). Under the terms of the agreement, Moderna will continue to lead the development of mRNA-3927, in collaboration with Recordati, and if approved, Recordati will lead global commercialization. mRNA-3927 is a post proof-of-concept, investigational product aimed to restore propionyl-CoA carboxylase (PCC) enzyme activity in patients with propionic acidemia. If approved, this could be the first disease-modifying treatment option on the market for this severe disease. mRNA-3927 is currently being evaluated in a potential registrational clinical study. The target patient enrollment has been reached, with a potential data readout expected by the end of 2026.

Under the terms of the agreement, Recordati will pay Moderna an upfront payment of US$ 50 million and up to an additional US$ 110 million in near-term development and regulatory milestones. Moderna is also eligible to receive commercial and sales milestones, as well as tiered royalties on annual net sales. Recordati does not expect any significant impact on its EBITDA prior to a potential launch.

REVIEW OF OPERATIONS

SALES OVERVIEW

SALES BY THERAPEUTIC AREA

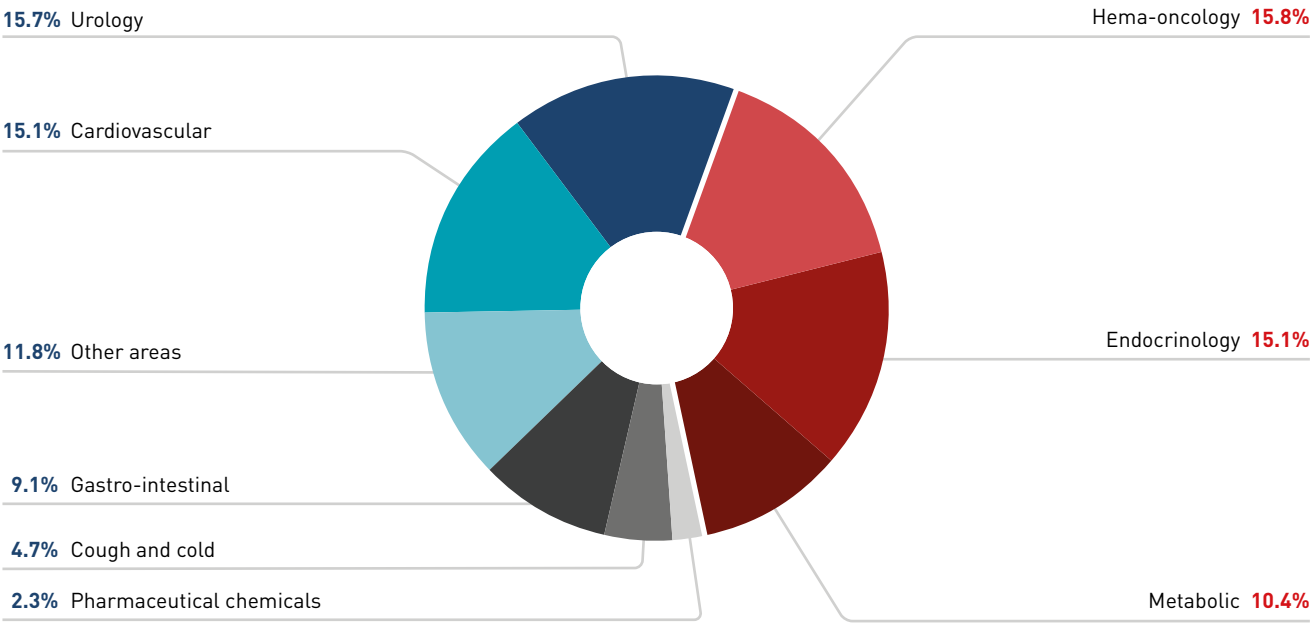
The Group's pharmaceutical business includes two segments: Specialty & Primary Care and Rare Diseases. Business is conducted through subsidiaries in Europe, Russia, Türkiye, North Africa, the United States of America, Canada, Mexico, certain South American countries, Japan, Australia, New Zealand, China and South Korea and, in the rest of the world, through licensing agreements with leading pharmaceutical companies. Sales of Specialty & Primary Care and Rare Diseases medicines represent 97.7% of the Group's total revenues.

Recordati also produces several active ingredients and intermediates in its two pharmaceutical chemical production plants. These are mainly used in the production of some of the key products in the portfolio, but in part are also sold externally to other pharmaceutical companies. The chemical plants focus on maintaining maximum product quality, strengthening our presence in highly regulated markets (the United States, Europe and Japan) and on constantly guaranteeing maximum safety standards, protecting the environment and securing health and safety in the workplace. Sales of the Pharmaceutical Chemicals business represent 2.3% of the Group's total revenues and are classified in the Specialty & Primary Care segment.

BREAKDOWN OF SALES BY THERAPEUTIC AREA

58.7%
SPECIALTY & PRIMARY CARE

41.3%
RARE DISEASES



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SPECIALTY & PRIMARY CARE

The table below shows Specialty & Primary Care revenue in 2025, broken down by therapeutic area, compared to the previous year. The segment shows revenue increase of 2.0% or 3.8% on a like-for-like basis at constant exchange rates (+1.6% excluding Türkiye), driven by both volume growth and price increase, mainly in Russia and Türkiye, with the latter more than offset by the significant impact of the devaluation of the Turkish Lira (reflected retrospectively from 1st January 2025 as required by IAS 21 for hyperinflationary economies in conjunction with the application of IAS 29). Main promoted products continued to show positive Evolution Index of 103, outgrowing the relevant markets.

The growth is mainly driven by the robust performance of the Gastro-Intestinal franchise, increasing by 9.9% over prior year, mainly thanks to the growth of Procto-Glyvenol®, Salaza® (local brand in Poland) Casenlax® and Citrafleet®. The mature Cardiovascular franchise also showed a growth of 2.8% thanks to the commercialization of Vazkepa®, started in July, and to the continued growth of Livazo®. The Urology franchise grew thanks to positive performance of Tergynan® in Russia, Urorec® and Eligard®, while Avodart® and Combodart®/Duodart® has continued to be impacted by GX competition although the competitive dynamic has been stabilizing toward the end of 2025. The Cough and Cold business were below the results of the previous year, due to a milder cough and cold season in most of the relevant markets compared to the previous year.

€ (thousands)	2025	2024	Changes 2025/2024	%
Urology and Uro-oncology	410,047	399,941	10,106	2.5
Cardiovascular	396,022	385,208	10,814	2.8
Gastro-Intestinal	238,935	217,498	21,437	9.9
Cough and Cold	124,295	137,280	(12,985)	(9.5)
Other treatment areas	308,581	309,309	(728)	(0.2)
Total (excluding Pharmaceutical Chemicals)	**1,477,880**	**1,449,236**	**28.644**	**2.0**
Pharmaceutical Chemicals	59,054	58,468	586	1.0
Total	**1,536,934**	**1,507,704**	**29,230**	**1.9**



8 Pro-forma growth calculated excluding revenue of Vazkepa® for 2025.

UROLOGY and URO-ONCOLOGY

In 2025, Urology sales reached € 410.0 million, 2.5% higher than the previous year, mainly thanks to the good performance of Tergynan® (recovery from out of stock issues) and Urorec® in Russia. Eligard grew by 1.3% over previous year but ~8.1% in-market sales[9] with ex-factory sales impacted by the stock up in 2024 following the launch of the new device, (mainly in Germany). Good performance of local products as well, mainly driven by Mictonorm® in Turkey (+51% in local currency). Avodart® and Combodart®/Duodart® slowdown is impacted by GX competition in Spain and softer sales in Italy due to higher sell-in in 2024, with signs of sales stabilisation in both countries.

CARDIOVASCULAR

In 2025, Cardiovascular revenue reached € 396.0 million, showing growth of 2.8% compared to the previous year, driven by Vazkepa® revenue (€ 9.1 million, which primarily reflects margin sharing transferred by Amarin during the transition period), mainly in Spain and United Kingdom. Livazo® grew by 5.7% over previous year, mainly driven by Russia, while Seloken® (metoprolol) sales decreased (-1.6%) mainly in Poland after a competitor out of stock in 2024.

GASTRO-INTESTINAL

In 2025, sales reached € 238.9 million, showing an increase of 9.9% compared to the previous year, mainly thanks to the strong growth (+14.9%) of Procto-Glyvenol® in Poland, Romania and Russia. Casenlax® and Citrafleet® continued to grow compared to 2024, mainly in Spain. Local products performed well in 2025, especially thanks to Salaza® (mesalazine) in Poland which has benefitted from the withdrawal of a key competitor from the market.

COUGH AND COLD

In 2025, the Cough and Cold therapeutic area sales reached € 124.3 million, showing a decrease of 9.5% compared to previous year. This was mainly driven by the negative impact of a milder cough and cold season in Italy, affecting Aircort® sales, and Russia, impacting Polydexa®.

OTHER TREATMENT AREAS

In 2025, Other Treatment Areas reached € 308.6 million with a slight reduction of 0.2% compared to previous year, due to the decrease of some local products (mainly FX headwinds in Türkiye, Ortoton® in Germany due to exit from the low-margin tender business and Transact Lat® in Italy due to licensing termination in 2025) offset by continued strong growth of Magnesio Supremo® up by 24.2%, reaching € 42.4 million sales also thanks to continued market share gain.

PHARMACEUTICAL CHEMICALS

Sales of Pharmaceutical Chemicals, which comprise active substances produced in the Campoverde di Aprilia plant (Italy), other than the ones marketed by the Other International Sales organization to its licensees, were € 59.1 million, up by 1.0%, mainly driven by higher prices, representing 2.3% of total Group revenue.

KEY PRODUCTS PERFORMANCE

The main products for Specialty & Primary Care are listed in the paragraph below. They include specialties from Recordati's original research, as well as those acquired through the acquisition of product rights for various markets and license agreements for multiple territories.

€ (thousands)	2025	2024	Changes 2025/2024	%
Zanidip® (lercanidipine) and Zanipress® (lercanidipine+enalapril)	180,468	179,260	1,208	0.7
Eligard® (leuprorelin acetate)	129,353	127,678	1,675	1.3
Seloken®/Seloken® ZOK/Logimax® (metoprolol/metoprolol + felodipine)	106,965	108,757	(1,792)	(1.6)
Avodart® (dutasteride) and Combodart®/ Duodart® (dutasteride/tamsulosin)	104,394	111,586	(7,192)	(6.4)
Urorec® (silodosin)	80,068	77,940	2,128	2.7
Livazo® (pitavastatin)	55,139	52,186	2,953	5.7
Vazkepa® (icosapent etile)	9,124	-	9,124	n.s.
Other corporate*	381,970	360,011	21,958	6.1

** Of which OTC products for a total of € 147.4 million in 2025 and 141.0 million in 2024 (+4.6%).*

9 *IQVIA December 2025 MAT (Moving Annual Total).*

Zanidip® (lercanidipine) and Zanipress® (lercanidipine+enalapril). 2025 sales reached € 180.5 million, 0.7% higher than the previous year. The positive performance was primarily driven by higher sales in China and Thailand, partially offset by lower sales in Italy, due to reduced volumes, and in France, following the decision to exit low margin sales.

Eligard® (leuprorelin acetate). Revenue in 2025 was € 129.4 million, delivering a growth of 1.3% compared to the same period of the previous year. However, in-market sales grew by 8.1%[10], with ex-factory sales impacted by the stock up in 2024 following the launch of the new device (mainly in Germany).

Seloken®, Seloken® ZOK (metoprolol) and Logimax® (metoprolol+felodipine). Sales in 2025 totalled € 107.0 million, decreasing by 1.6% compared to previous year, mainly for lower sales in Poland after a competitor out of stock in 2024.

Avodart® (dutasteride) and Combodart®/Duodart® (dutasteride/tamsulosin). Sales in 2025 were € 104.4 million, decreasing by 6.4% due to competition from generics in Spain and softer sales in Italy due to higher sell-in in 2024, with signs of sales stabilisation in both countries.

Urorec® (silodosin). Sales in 2025 were € 80.1 million, increasing by 2.7% compared to the previous year, mainly thanks to the strong performance in Russia driven by volume and price increases in addition to favourable FX impact.

Livazo® (pitavastatin). Sales in 2025 were € 55.1 million, up by 5.7% compared to the previous year, thanks to the positive performance in Russia and in Türkiye, partially offset by the strong Turkish Lira devaluation.

OTHER PRODUCTS

Reagila® (cariprazine). Sales in 2025 totalled € 33.2 million, with 8.5% growth compared to 2025, mainly thanks to higher volumes in Spain, Portugal, Italy and Greece.

Procto-Glyvenol® (tribenoside). Sales reported in 2025 were € 50.6 million, increasing by 14.9%, mainly due to higher sales volumes in Poland, Russia and Romania.

Polydexa® (neomycin), Isofra® (framycetin) and Otofa® (rifamycin). In 2025, Sales of Polydexa® were € 37.5 million, down by 8.8% compared to previous year, mainly due to lower sales volume in Russia due to a milder cough and cold season. In 2025 sales of Isofra® were € 18.2 million, (+9.7% compared to 2024) mainly reflecting price increase and FX tailwind in Russia. Sales of Otofa® were € 2.6 million (+48.7% compared to previous year) reflecting higher sales volume in several countries.

CitraFleet® (sodium picosulfate). In 2025 sales totalled € 40.9 million, up by 4.6% compared to 2024, mainly due to price increase in Spain.

Lomexin® (fenticonazole). Sales in 2025 were at € 25.2 million, in line versus the previous year (+0.3%).

Magnesio Supremo® achieved sales of € 42.4 million in 2025, up by 24.2% driven by the strong and continued performance of the lead products and effective life-cycle management.



Tergynan® (ternidazole). Sales for 2025 were € 29.0 million, with an increase of 52.3% compared to the previous year which was affected by supply shortages in Russia.

The **Hexa** line **(biclotymol)** reported sales of € 17.7 million in 2025, with an increase of 1.1%, mainly thanks to sales in Russia and Algeria.

The most significant other self-medication and supplements include the product lines under license from BioGaia (which include lactobacillus reuteri protectis supplements, the **Reuflor®** brand in Italy and the **Casenbiotic®**, **Bioralsuero®**, **Reuteri®** brands in Spain and Portugal), which decreased by 1.6% compared to the previous year, with sales at € 29.4 million.

10 IQVIA December 2025 MAT.

RECORDATI RARE DISEASES
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RARE DISEASES

In 2025, sales of products for the treatment of Rare Diseases reached € 1,081.4 million, marking a 29.7% increase compared to the previous year. This growth reflects full-year sales of Enjaymo of € 146.3 million in 2025 compared to 2024 sales for the single month of December (€ 10.9 million), following the execution of the Asset Purchase Agreement with Sanofi at the end of November 2024. The like-for-like[11] growth at constant exchange rates of 16.6% is driven by a robust volume growth of both franchises Endocrinology and Oncology thanks also to the greater awareness and improvement in diagnosis and treatment of these diseases.

€ (thousands)	2025	2024	Changes 2025/2024	%
Hemo-oncology	414,855	253,228	161,627	63.8
Endocrinology*	394,081	321,686	72,395	22.5
Metabolic and other areas	272,513	258,941	13,572	5.2
Total Rare Diseases	**1,081,449**	**833,855**	**247,594**	**29.7**

** Isturisa® € 262.8 million and Signifor® € 131.3 million in 2025, compared to € 203.6 million and € 118.0 million, respectively, in 2024.*

The main products in the **Hema-oncology franchise** contributed € 414.9 million to revenue in 2025, an increase of 63.8% compared to 2024 (+10.8% like-for-like[6]). This growth was driven by a strong performance of both Qarziba® and Sylvant®. Qarziba® continued showing strong performance in CEE, Italy, France, Russia, Brazil and China. Sylvant® increase was driven mainly by the continuous expansion in US, CEE, Iberia, Germany, UK and China, partially offset by Brazil. Following the meeting with the US Food and Drug Administration (FDA) in early September, a potential US biologics license application (BLA) pathway was established with the FDA for Qarziba® requiring an additional set of clinical data from the ongoing BEACON-2 investigator-sponsored trial. Results of the interim analysis are expected in the first half of 2028 and are expected to form the basis, together with existing clinical data, for a potential regulatory filing.

Following the closing of the acquisition for the global rights to Enjaymo® from Sanofi in late November 2024, the Hema oncology therapeutic area has incorporated Enjaymo®, a biologic product which is the only approved targeted product for the treatment of cold agglutinin disease (CAD), a rare B-cell lymphoproliferative disorder. The transaction has been immediately accretive at the EBITDA level, with margin above the current Rare Diseases average as of 2025. FY 2025 sales were € 146.3 million, while considering last year's sales, in December 2024 they were € 10.9 million and € 116 million for FY 2024 (of which first eleven months booked by Sanofi).

On 17th December 2025 Recordati announced the exclusive license with Impact Biomedicines, Inc. and the related supply agreement with Celgene Logistics Sàrl to commercialize



11 Pro-forma calculated excluding revenue of Enjaymo® in both 2025 and 2024.

Inrebic® (fedratinib dihydrochloride monohydrate) in Japan, with expected commercial launch in the mid of 2026. Inrebic® is an oral kinase inhibitor with activity against wild-type and mutationally activated JAK2 to suppress the pathological features of myelofibrosis patients.

The main products for the **Endocrinology franchise** contributed € 394.1 million to revenue in 2025, representing a 22.5% increase compared to the previous year. This growth was driven by Isturisa® which generated € 262.8 million in revenue in 2025. It is the main growth driver with continued strong patient uptake in the US, in Germany, Iberia, MENA, Colombia, Russia, Japan and the new launches (Australia, Brazil, China, Russia, South Korea). Signifor® with revenue reaching € 131.2 million also continued to grow at a double-digit rate with the LAR formulation driving the expansion in most territories. Strong performance was recorded in Iberia, Argentina and Colombia and in US thanks to higher volume. On April 15th, 2025, the US Food and Drug Administration (FDA) approved the supplemental new drug application (sNDA) for Isturisa® (osilodrostat) for the treatment of endogenous hypercortisolemia in adults with Cushing's syndrome for whom surgery is not an option or has not been curative. This was an expansion of the previous indication for the treatment of patients with Cushing's disease, which is a sub-type of Cushing's syndrome. The Isturisa® indication expansion was supported by the extensive Isturisa® clinical development program, which included over 350 patients. In addition, during the second quarter of 2025, Isturisa® was granted regulatory approval in both Canada and Russia. A Phase IV study to assess the efficacy and safety of osilodrostat in adults with mild hypercortisolemia and uncontrolled hypertension (HTN) due to Cushing's Syndrome is expected to start in 2026.

The key products in the **Metabolic franchise and other treatment areas** (excluding endocrinology and oncology), contributed a total of € 272.5 million to revenue in 2025, compared to € 258.9 million in 2024. The increase mainly driven by Carbaglu®, also benefitting from one-offs in France and in North Africa. Strong performance of Panhematin® in US and Brazil, as well as robust sales of Cystadrops® in Germany, Iberia and Türkiye. Positive contribution also from Ledaga® mostly in Germany.



SALES BY GEOGRAPHIC AREA

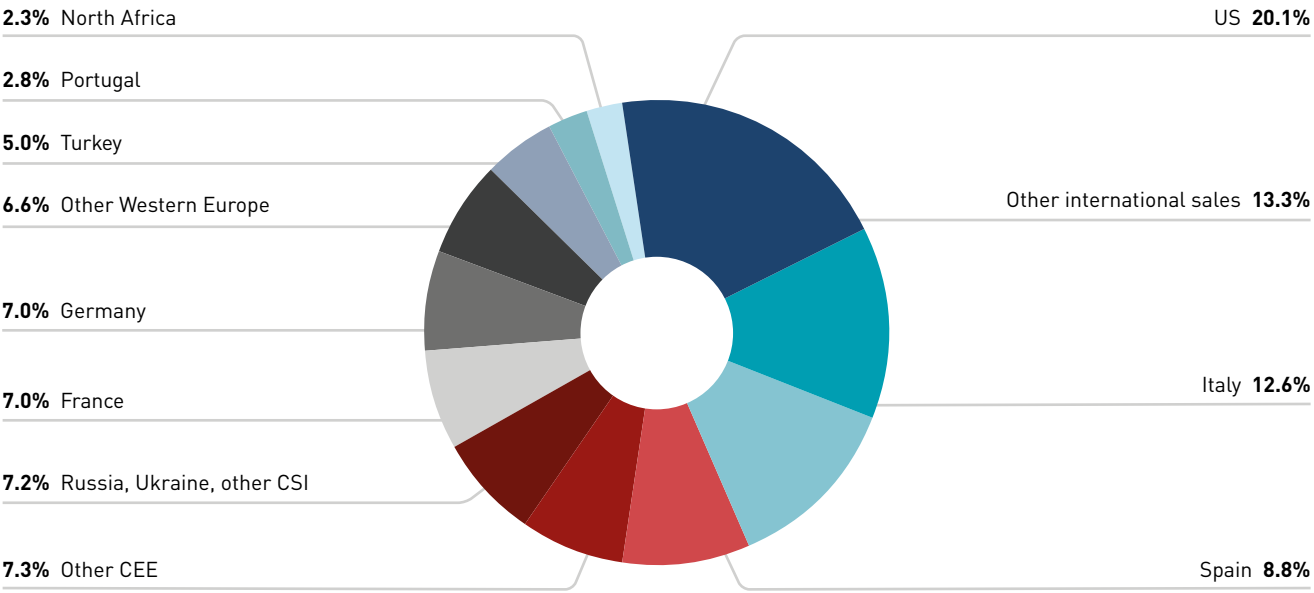
PHARMACEUTICAL SALES BY GEOGRAPHIC AREA

Pharmaceutical sales by geographic area for the different Recordati Group subsidiaries are listed in the table and graph below:

€ (thousands)	2025	2024	Changes 2025/2024	%
US	515,167	391,487	123,680	31.6
Italy	322,864	330,487	(7,623)	(2.3)
Spain	225,655	214,026	11,629	5.4
Russia, other CIS countries and Ukraine	183,454	150,502	32,952	21.9
France	179,358	174,760	4,598	2.6
Germany	176,456	161,441	15,015	9.3
Türkiye	126,548	132,784	(6,236)	(4.7)
Portugal	72,527	67,180	5,347	8.0
Other Central and Eastern European countries	187,634	167,962	19,672	11.7
Other Western European countries	169,692	163,704	5,988	3.7
North Africa	58,930	45,739	13,191	28.8
Other international sales	341,044	283,019	58,025	20.5
Total pharmaceutical revenue	**2,559,329**	**2,283,091**	**276,238**	**12.1**

Net revenue includes the sales of products and various revenue excluding Pharmaceutical Chemicals.

BREAKDOWN OF PHARMACEUTICAL SALES BY GEOGRAPHIC AREA



** Excluding sales of pharmaceutical chemicals, which were at € 59.1 million, up by 1.0%, representing 2.3% of total revenue.*

Sales in the main countries affected by currency exchange fluctuations are shown below in their relative local currencies.

local currency (thousands)	2025	2024	Changes 2025/2024	%
Russia (RUB)	11,813,834	9,996,593	1,817,241	18.2
Türkiye (TRY)	5,807,039	4,522,471	1,284,588	28.4
United States of America (USD)	582,133	423,738	158,395	37.4

Net revenue in Russia excludes sales of rare disease products which are sold via international and local distributors.
Net revenue in United States for 2024 has been restated to include only revenue from US and exclude revenue from Canada as previously reported.

UNITED STATES OF AMERICA

The Group's pharmaceutical business in the US is dedicated to marketing products for the treatment of rare diseases through its subsidiary Recordati Rare Diseases Inc. The portfolio is focused on three rare disease areas: metabolic disorders, endocrinology and hema-oncology (from December 2024 the latter also includes Enjaymo®).

The metabolic portfolio includes products for the treatment of various rare metabolic disorders, including Panhematin®, Carbaglu®, Cystadane® and Cystadrops®.

The endocrinology portfolio focused on pituitary disorders include Signifor® and Signifor® LAR and Isturisa®. The hema-oncology portfolio in US includes Sylvant® and Enjaymo®.

Sales in the US reached € 515.2 million in 2025, up by 31.6% - or 37.4% in local currency - compared to 2024. This growth reflects the contribution from sales of Enjaymo® as well as the strong organic growth of major brands such as Isturisa®, driven by the continued strong patient uptake, and Signifor® in the endocrinology therapeutic area; Sylvant® in the oncology therapeutic area, supported by the continuous expansion; Panhematin® in the metabolic therapeutic area, driven by the stronger demand and the improved pricing.



ITALY

The Recordati Group offers a wide range of treatment options in Italy through Recordati S.p.A., Innova Pharma S.p.A., Recordati Rare Diseases Italy S.r.l., Italchimici S.p.A. and Natural Point S.r.l.. It has an established presence in the cardiovascular field with Zanedip®/Lercadip® and Zanipril®/Lercaprel®, Cardicor® and Seloken®and following the licensing and supply agreement with Amarin, with Vazkepa®, which began contributing from June 2025. Recordati has relevant presence in urology and uro-oncology, with brands such as Eligard®, Avodart® Urorec® and Telefil®. The company also has a wide portfolio in gastroenterology, with Peptazol®, Peridon® and, in the range of the self-medication with Reuflor®, Casenlax®, Lacdigest®, Clismafleet® and Proctolyn®.

In the ENT area (Ear, Nose Throat), Recordati offers Aircort® and Rupafin®.

The pain and inflammation segment includes a non-steroidal anti-inflammatory drug Tora-Dol®, while Reagila®, is marketed for psychiatric use.

In Italy Recordati has also a broad range of food supplements and products for oral hygiene, eye and nose. The historic brands include Alovex®, Eumill®, Dentosan® and Imidazyl®. In the natural food supplements market, the main product is Magnesio Supremo®.

Italian sales of pharmaceutical specialties totalled € 322.9 million, with a decrease of 2.3% compared to the previous year. Sales of specialty and primary care products were € 284.9 million, decreasing by 4.9% compared to the previous year, mainly due to milder cough and cold season (Aircort®), Transact Lat® licensing termination in 2025 and softer sales of Avodart® due to higher sell-in in 2024. This reduction is partially offset by continued growth in OTC products, particularly Magnesio Supremo®.

Sales for products for the treatment of rare diseases amounted to € 38.0 million, up 23.2% compared to the prior year, driven by Qarziba® and Enjaymo® (hemo-oncology portfolio) as well as Isturisa® and Signifor® (endocrinology portfolio).

SPAIN

Casen Recordati S.L., with headquarters in Madrid and production and R&D facilities in Utebo (Zaragoza, Spain) markets an extensive and substantial portfolio of Specialty & Primary Care products in urology with Duodart®, Eligard®, Avodart® and Urorec®, in gastroenterology with Citrafleet® and Casenlax®, cardiology with Livazo®, Zanidip® and Zanipress® and the addition of Vazkepa® starting from June 2025, pediatrics, gynaecology and psychiatry.

Additionally, Recordati Rare Diseases Spain S.L., after the merger of EUSA Pharma Iberia S.L., markets the entire portfolio of products for the treatment of rare diseases.

In 2025, sales in Spain totalled € 225.7 million (+5.4%), increasing across both Specialty and Primary Care and Rare Diseases.

Sales in Specialty & Primary Care were € 189.1 million, with an increase of 4.6%, thanks to the contribution of Vazkepa® with margin sharing from June 2025 and the good performance of the gastro products Citrafleet® and Casenlax®, partially offset by lower performance of Duodart® affected by generics' competition.

Sales of rare disease products were € 36.5 million, up by 9.9% due to the significant growth of the endocrinology portfolio (both Signifor® and Isturisa®) and Sylvant®.

RUSSIA, OTHER CIS COUNTRIES AND UKRAINE

Rusfic LLC, FIC Médical S.à r.l. and Recordati Ukraine LLC, are the Recordati Group companies that operate in Russia and in other markets of the Commonwealth of Independent States (CIS), in Ukraine and in Central Asia. The business performance in these regions is driven by the main portfolio products, including Procto-Glyvenol®, Urorec®, Zanidip® and Livazo®, as well as the anti-infective products like Tergynan®, and Polydexa® and Isofra®, products indicated for the treatment of ENT (ear, nose throat) disorders.

The portfolio also includes popular self-medication products, including the vitamins Alfavit® and Qudesan® and OTC products like the oral cavity antibacterials in the Hexa line, Hexalyse® and Hexaspray®.

Following the outbreak of conflict between Russia and Ukraine, in 2022, the logistics chain and delivery of medicines in Ukraine was made secure to guarantee Ukrainian patients' permanent access to medicine. In Russia, the Group adopted an operating plan that ensures the continuity of its Russian branch in full compliance with all relevant laws and regulations, with special focus on international sanctions.

Revenue in Russia, Ukraine and in the countries within the Commonwealth of Independent States (CIS) through the different subsidiaries was € 183.5 million, up by 21.9%, and includes an estimated favourable exchange rate effect of € 5.5 million.

Revenue realized in Russia was RUB 11,813.8 million in local currency, up by 18.2% over the previous year.

The increase in sales in Russia was mainly due to Tergynan® (driven by supply shortages that affected part of last year in Russia) and Urorec® in the urology area and Livazo® in cardiovascular area that recorded strong volume growth, partially offset by lower sales volume of Polydexa® driven by milder cough and cold season.

Revenue in Ukraine and other countries in the CIS, mainly Belarus, Kazakhstan and Armenia, came to € 30.0 million, up by 3.2%, essentially due to higher sales in Ukraine, which came to UAH 810.0 million, with an increase of 14.1% in local currency.

In 2025, sales of rare disease products in Russia, Ukraine and in the countries within the Commonwealth of Independent States (CIS) came to € 28.3 million, up by 28.9% compared to the previous year, mainly due to the growth of oncology products (especially Qarziba®).



FRANCE

Laboratoires Bouchara Recordati S.a.s. is solidly established in the French pharmaceutical market thanks to several prescription drugs and a historical presence in the market for self-medication products. It markets products covering a wide range of treatment areas, such as the cardiovascular area with Reselip®, Logimax®, Zanextra® the urology area with Eligard®, Abufene® and Avodart® the gastroenterology area with Citrafleet® and Colopeg® and the central nervous system area with methadone.

Laboratoires Bouchara Recordati has a historical presence in the French OTC market including the Ginkor® line for haemorrhoids and heavy legs, the Hexa line (Hexaspray®, Hexalyse® and Hexaphyto), Exomuc® (mucolytic containing N-acetylcysteine) and the Alodont® line, an oral cavity product.

Recordati Rare Diseases S.a.r.l. is dedicated exclusively to treatments for rare diseases and is headquartered in Paris.

Sales in France totalled € 179.4 million, increasing by 2.6%.

Sales in the Specialty & Primary Care segment were € 130.9 million (-5.7%) mainly driven by lower volume of lercanidipine (due to the decision to exit low-margin sales), the volume and price decrease of Reselip® due to generics' competition and a softer methadone's market.

Sales of drugs for the treatment of rare diseases amounted to € 48.5 million, (+34.6%), mainly due to one-off benefit (VAT refund, NHS contribution adjustments and price litigation settlement) and strong performance of Qarziba®.

GERMANY

Recordati Pharma GmbH offers a wide range of therapeutic solutions to healthcare professionals and their patients.

In the field of cardiovascular diseases, the Group offers calcium channel blocker antihypertensives Corifeo®, Zanipress® and lercanidipine as well as the beta blocker Beloc®ZOK, and Beloc®.

Urology has long been a key focus area, supported by well recognised brands such as Urorec®, Eligard® and Avodart®/ Duodart®.

Recordati Pharma GmbH is also active in the field of orthopedics, offering Ortoton® /Ortoton Forte®, Recosyn® and Lipotalon®.

In the gastroenterology field, Recordati's portfolio includes Claversal® and Citrafleet® and in the pediatric segment is also well-positioned with two brands, Laxbene® and Mirfulan®.

Recordati Pharma GmbH has also a presence in the psychiatric therapeutic area with Reagila®.

Operations in the segment dedicated to rare diseases in this country are carried out by Recordati Rare Diseases Germany GmbH.

Overall sales in Germany were € 176.5 million, increasing by 9.3% compared to prior year.

The performance in the Specialty & Primary Care business totalled € 101.7 million, with a decrease of -6.3% compared to 2024, mainly due to Ortoton® (due to exit from the low-margin tender business) and Eligard® impacted by the stock up in 2024 following the launch of the new device.

Sales in the area of treatment of rare diseases, reached € 74.8 million (+41.2%), thanks to Enjaymo®, as well as the continued growth in all the franchises.

TÜRKIYE

Recordati Ilaç continues to strengthen its position in the Turkish pharmaceutical market and has a strong, consolidated presence in the fields of urology, uro-oncology, cardiology, surgery, gynaecology and in rehabilitation. The subsidiary markets the products Lercadip®, Zanipress®, Alipza®, Urorec®, Eligard®, Gyno-Lomexin®, Procto-Glyvenol®, together with the local brands Mictonorm® and Mictonorm SR® (propiverine hydrochloride), used for the treatment of hyperactive bladder and urinary incontinence, Cabral® (phenyramidol hydrochloride), a muscle relaxant, Kreval® (butamirate citrate), a cough suppressant, Aknetrent® (isotretinoin), used for the treatment of severe acne, Pankreoflat® (pancreatin), a treatment for dyspepsia, Prepagel® (escin, diethylamine salicylate), for use in cases of bruises, sprains, hematoma, Colchicum-Dispert® (colchicine) indicated in the treatment of gut, secondary prevention of cardiovascular diseases, pericarditis and the antibiotic Ciprasid® (ciprofloxacin).

Sales in Türkiye were € 126.5 million, decreasing by 4.7% with a negative currency exchange effect estimated at € 42.8 million compared to the prior year. The effect of applying IAS 29 "Financial Reporting in Hyperinflationary Economies" to activities in Türkiye caused a positive effect on net revenue of € 12.7 million, while the specific provisions of IAS 21 resulted in a negative effect of € 13.3 million (difference between translation at average FX vs end of period FX), with a net negative impact on revenues thus of approximately € 0,5 million. The Turkish subsidiary's sales in local currency were up by 28.4%.

Sales of products in the Specialty and Primary care business were € 114.3 million down by 6.6% compared to previous year. This decline was mainly due to unfavourable exchange rates, which were not fully compensated by price increases, as the Government did not approve any price adjustments in 2025. Volume growth remained strong, driven by robust performance of key brands such as Livazo®, Eligard® and local brands like Aknetrent®, and Mictonorm. Sales of products for the treatment of rare diseases amounted to € 12.3 million, with an increase of 18.3% compared to the previous year driven by Qarziba® and Cystadrops®.



PORTUGAL

Jaba Recordati S.A. maintains a solid position in the Portuguese pharmaceutical market, especially in the gastrointestinal (Citrafleet®, Ulcermin®, Microlax®), urological (Eligard®, Combodart®, Urorec®), cardiovascular (Carzap®, Livazo® and Zanipress®), pain control areas (TransAct® LAT and Seractil®), the central nervous system (Reagila®) as well as the self-medication products market (Guronsan®, Aloclair®, Biogaia®). Egostar®, a Vitamin D supplement, is one of the main local products.

Overall sales in Portugal were € 72.5 million, growing by 8.0% compared to 2024.

Specialty & Primary Care sales in Portugal were € 67.2 million (+8.5%), with double-digit growth for Reagila®, Ulcermin®, Combodart® and Carzap®.

Sales of rare disease treatments amounted to € 5.3 million, up by 1.3% compared to 2024, mainly driven by Signifor® partially offset by lower sales of oncology products, particularly Qarziba® and Caphosol®.

OTHER CENTRAL AND EASTERN EUROPEAN COUNTRIES

The Recordati Group has subsidiaries in Poland, the Czech Republic and Slovakia, Romania and Bulgaria and sells directly in the Baltic States. Sales in this area totalled € 187.6 million, up by 11.7% compared to 2024, of which € 36.4 million related to products for the treatment of rare diseases marketed by Recordati Rare Diseases, growing by 12.5% thanks to both oncology and endocrinology products' growth.

POLAND

The Group's subsidiary in Poland, Recordati Polska Sp z o.o., markets a diversified product portfolio that is well-positioned in the cardiovascular, gastroenterology, gynaecology and uro-oncology areas, as well as the self-medication segment. The main products include Betaloc® ZOK, Eligard®, Procto-Glyvenol, Gynoxin®, Uprox®, Lercan® and Lercaprel®. In 2021, Recordati Polska launched Salaza® to strengthen its position in the gastroenterology segment, where it successfully markets Citrafleet®, an established corporate product.

Overall sales in Poland for 2025 were € 82.6 million, increasing by 12.7%, driven by Specialty & Primary Care sector, which recorded sales of € 67.3 million (+19.4%), thanks to growth of Salaza®, which has benefitted from the withdrawal of a key competitor from the market, Procto-Glyvenol® and Eligard®. This increase is partially offset by softer performance in the Rare Diseases sector, with sales of € 15.2 million, mainly due to lower sales of Isturisa® and Qarziba®.

CZECH REPUBLIC AND SLOVAKIA

Herbacos Recordati s.r.o., the Group's subsidiary in the Czech Republic and in Slovakia, successfully markets pharmaceutical Specialty & Primary Care products belonging to several therapeutic areas, including cardiology, urology, gynaecology and self-medication products, such as analgesics, anti-inflammatories and dermatology medicines.

Sales in the Specialty & Primary Care business totalled € 41.4 million, up by 6.5%, thanks to the growth of Eligard®, Procto-glyvenol® and Betaloc®.

Sales of rare disease treatments amounted to € 6.2 million, more than doubling compared to the previous year, mainly due to strong performance of oncology portfolio, particularly Qarziba® and Sylvant®.

ROMANIA AND BULGARIA

Recordati Romania S.R.L. successfully promotes prescription and self-medication products.

Sales in Romania for Specialty & Primary Care products were € 28.9 million, up by 8.0%, thanks mainly to good performance of Procto-glyvenol® and Betaloc Zok®. Bulgaria's sales for specialty and primary care products amounted € 5.4 million, with a decrease of 5.4% mainly due to lower volume of Betaloc Zok®.

Sales of rare disease treatments in Bulgaria and Romania amounted to € 3.2 million, decreasing by 13.2% compared to 2024 mainly due to lower sales volume of oncology products in Bulgaria (Qarziba®).

BALTIC STATES

The Group established a direct presence in the Baltics in 2019, with the opening of the Recordati Polska Sp. Z o.o. representative office in Lithuania, directly supporting the Recordati specialty and primary care product portfolio not just in Lithuania but also in Latvia and Estonia.

Direct sales to the Baltic States of specialty and primary care products reached € 9.6 million in 2025, up by 19.5% compared to previous year mainly due to strong performance of Urorec® and Eligard® in all countries.

Sales of Recordati rare diseases products in the Baltics were € 2.1 million, decreasing by 1.1 million compared to the previous year mainly due to lower sales of Qarziba® in Latvia and Carbaglu® in Lithuania.

OTHER WESTERN EUROPEAN COUNTRIES

The Recordati Group is also present with its own subsidiaries in the United Kingdom with Recordati Pharmaceuticals Ltd, Recordati UK Limited and Recordati Rare Diseases United Kingdom Ltd, in Ireland through its subsidiary Recordati Ireland Ltd, in Greece with Recordati Hellas Pharmaceuticals S.A., in Switzerland through Recordati AG (also present in Austria through Recordati GmbH), in the Nordic countries with Recordati AB and in BeNelux with Recordati BV.

Sales in this area totalled € 169.7 million, up by 3.7% compared to 2024, of which € 100.8 million related to specialty and primary care products, up 2.2% and € 68.9 million related to products for the treatment of rare diseases marketed by Recordati Rare Diseases, up 5.8%. Sales include the contribution of Vazkepa® in Finland, Sweden, Norway and Netherlands.

SWITZERLAND AND AUSTRIA

The Recordati Group is present in Switzerland through Recordati AG, which is headquartered in Basel and also operates in Austria through Recordati GmbH. The portfolio mainly comprises consolidated metoprolol-based cardiovascular products (Beloc Zok®) in addition to Zanidip®, Zanipress®, the anti-cholesterol Livazo®, Eligard® and Urorec® in the urology field. Recordati AG has also a presence in the psychiatric therapeutic area with Reagila®.

In addition, following the agreement with GSK sales and distribution activities of Avodart® and Combodart®/Duodart® for the Swiss market were transitioned to Recordati AG. Furthermore, following the licensing and supply agreement with Amarin, Vazkepa® began contributing from June 2025.

In 2019, following the acquisition from Novartis of Signifor®, Signifor LAR® and Isturisa®, Recordati AG opened a branch office in Basel responsible for the Rare Diseases business at a global level. The activities of the branch include manufacturing, clinical development, regulatory affairs, medical affairs, marketing, sales and distribution.

Isturisa®, Signifor® and Signifor LAR®, which are indicated for Cushing syndrome, Cushing's disease, and acromegaly, respectively, are also commercialised in Switzerland.

Overall sales in Switzerland and Austria reached € 39.0 million, up by 1.9% compared to previous year mainly due to the Rare Diseases sector that amounted € 11.1 million, showing an



increase of 21.7% compared to 2024 mainly thanks to Qarziba®, Enjaymo®, Signifor® and Isturisa®.

Sales in Specialty & Primary Care sector were € 27.9 million, 4.2% lower than 2024, mainly due to price decrease of Reagila® in Switzerland due to the local authority price review, partially compensated by Avodart® and Urorec® better performance.

GREECE

Recordati Hellas Pharmaceuticals S.A. is the Recordati subsidiary operating in Greece offering products in different therapeutic areas such as cardiovascular, urology, gynaecology, psychiatry, dermatology and gastrointestinal. In the cardiovascular area, the main products are Livazo® and Lopresor®, a selective beta blocker indicated for the treatment of hypertension, Zanidip®/ Lercadip® and its fixed combination with enalapril Lercaprel®/ Zaneril®, and Logimax®. From 2021, with the launch of Reagila® the subsidiary is present in the psychiatric area. In the urology segment, the main product is Urorec®. The product portfolio is further completed by the antimycotic Lomexin® and Citrafleet®.

Recordati Hellas is also distributing some Recordati rare disease products.

Overall, 2025 sales in Greece totalled € 26.4 million, down by 0.1% with € 20.9 million of sales in Specialty & Primary Care segment, mainly due to Combodart® and partially offset by Livazo® and Reagila®.

Rare Diseases products totalled € 5.5 million of sales with good performance of the oncology and metabolic area.

UNITED KINGDOM

Recordati Pharmaceuticals Limited is the Group company marketing a wide array of Recordati brands in the United Kingdom for specialty and primary care products, including Cleen Enema®, Avodart®, Combodart® and lercanidipine products. Vazkepa® began contributing from June 2025, including the creation of a Specialty Care sales team to support Vazkepa® commercialisation and the future launch of Eligard®. In 2024, Recordati Pharmaceuticals Limited filed for a Marketing Authorisation for all three strengths of Eligard® in the UK.

Recordati UK Limited and Recordati Rare Diseases UK Limited are the Group companies that market the rare diseases products in the oncology and endocrinology/metabolic areas, respectively.

Overall, sales in the United Kingdom were € 30.2 million, up by 6.2% compared to 2024.

Sales in Specialty & Primary Care, reached € 14.4 million up by 29.5% compared to previous year. The increase that reflects the start for the commercialisation of the new product Vazkepa®, with margin sharing in Q3 and direct sales in Q4 2025, is partially offset by lower sales performance in Rare Diseases segment at € 15.8 million and which showed a decrease of 9.4% mainly driven by Qarziba® and the impact of UK-based clinical trials.

IRELAND

Recordati Ireland, the Group's Irish subsidiary, markets products in urology and uro-oncology (including Eligard®, Combodart® and Urorec®) as well as established products for cardiovascular disease (including Lercaril®, Zanidip®, and Betaloc®) and gastroenterology products (such as Cleen Enema®, Citrafleet® and Phosphosoda®).

Sales in Ireland were € 6.0 million in 2025, slightly down by 1.2% compared to previous year, out of which Specialty & Primary Care amounted to € 3.1 million, down by 6.8% compared to 2024 mainly due to lower sales volume of Combodart®. The softer performance of specialty and primary care products is partially compensated by the good result of products for the treatment of rare diseases at € 2.9 million with growth of 5.7%, particularly driven by the metabolic portfolio (Ledaga®, Carbaglu® and Cystagon®).

NORDIC AND BENELUX COUNTRIES

Starting in 2018, the organizational structure of subsidiaries Recordati AB in Sweden and Recordati BV in Belgium was reinforced to promote and market general medicine and specialty products, in addition to products for the treatment of rare diseases in the Nordic countries and in BeNeLux.

The Nordic countries are managed by the Swedish branch, with headquarters in Kista (Stockholm), which also operates directly in Denmark, Norway, Finland and Iceland.

Overall sales in 2025 totalled € 31.3 million, increasing by 6.6%, of which € 18.1 million was for specialty and primary

care products. The main contribution came from Combodart®, Reagila® and the new product Vazkepa®, partially offset by lower sales volume of Betaloc®. Rare Diseases sales in 2025 amounted to € 13.2 million and the growth was mainly driven by endocrinology products (Signifor® and Isturisa®) in Sweden and Norway and oncology products (particularly Qarziba®) in Norway.

Recordati BV, with headquarters in Brussels and a branch in Oss, Netherlands, manages direct distribution in Belgium, the Netherlands and Luxembourg. The promotion is primarily focused on urology and more specifically on Eligard® and Silodyx® as two of the main brands and in combination with the distribution of the cardiovascular (lercanidipine and metoprolol) and gastroenterology portfolio (Cleen Enema® and Citrafleet®).

Overall, sales in 2025 reached € 36.8 million, increasing by 1.3%, of which € 16.4 million is related to specialty and primary care products, mostly to Eligard® and the new product Vazkepa®, partially offset by Zanidip® and Combodart®. Rare diseases products in 2025 amounted to € 20.4 million. The main increase came from Signifor® and Qarziba® in Belgium and in Netherlands Enjaymo® and Carbaglu®.

NORTH AFRICA

Recordati is present in North Africa with Opalia Recordati S.r.l. and Opalia Pharma S.A. in Tunisia and through its export business from Laboratoires Bouchara in France, mainly towards Algeria.

Opalia Pharma is one of the most important Tunisian pharmaceutical companies. It markets originator and branded generic drugs with leading products in cardiology, dermatology, gastrointestinal and respiratory treatment areas.

Total sales in North Africa were € 58.9 million, up by 28.8%.

Sales in Specialty & Primary Care amounted to € 48.1 million, up by 10.1% compared to 2024 mainly due to local products (Emperial®, Apyrosis® and Xtiova®).

Sales in Rare Diseases totalled € 10.8 million mainly driven by the delivery of Carbaglu® in Libya (€ 8.0 million).

OTHER INTERNATIONAL SALES

Other international sales were at € 341.0 million, up by 20.5%, and comprise the sales and other revenue from licensees for our main products, Laboratoires Bouchara Recordati's and Casen Recordati's export sales and Recordati Rare Diseases' sales in all other countries not described above.

Revenue from foreign licensees, excluding those in North Africa, were € 113.6 million, up by 3.5% mainly thanks to higher sales of lercadinipine and pitavastatin with a strong performance in Germany, China and Thailand.

Foreign sales by the French subsidiary Laboratoires Bouchara Recordati, excluding those in North Africa, came to € 12.4 million, decreasing by 11.1%, while those of the Spanish subsidiary Casen Recordati came to € 2.5 million, with a decrease of 5.9% compared to previous year.

Revenue generated by products treating rare diseases in other countries, mainly in Canada and Australia, some countries in Latin America, the Middle East and Asia (mainly Japan) amounted to € 206.6 million, with an increase of 35.6% compared to the previous year, driven by the additional contribution of Enjaymo® (hema-oncology portfolio) in Japan and Isturisa® and Signifor® in Japan, Colombia and Argentina.



PHARMACEUTICAL CHEMICALS SALES BY GEOGRAPHIC AREA

Sales of pharmaceutical chemicals, which comprise active substances produced in the Campoverde di Aprilia plant for other international pharmaceutical companies, were at € 59.1 million, increasing by 1.0% compared to the previous year mainly thanks to price increases.

The sales of active ingredients by geographical area are shown below.

€ (thousands)	2025	%	2024	%	Changes 2025/2024	%
Italy	2,705	4.5	2,879	4.9	(174)	(6.0)
Europe (Italy excluded)	19,589	33.2	16,342	28.0	3.247	19.9
US	4,932	8.4	4,723	8.1	209	4.4
America (US excluded)	4,931	8.4	6,012	10.3	(1,081)	(18.0)
Asia and Oceania	26,042	44.1	27,911	47.7	(1,869)	(6.7)
Africa	855	1.4	601	1.0	254	42.3
Total	**59,054**	**100.0**	**58,468**	**100.0**	**586**	**1.0**



KEY FINANCIALS

INCOME STATEMENT

Income statement items are shown below, with the relative percentage of net revenue and changes compared to 2024:

€ (thousands)	2025	% of revenue	2024	% of revenue	Changes 2025/2024	%
Net revenue	**2,618,383**	**100.0**	**2,341,559**	**100.0**	**276,824**	**11.8**
Cost of sales	(830,704)	(31.7)	(741,287)	(31.7)	(89,417)	12.1
Gross profit	**1,787,679**	**68.3**	**1,600,271**	**68.3**	**187,407**	**11.7**
Selling expenses	(558,973)	(21.3)	(497,728)	(21.3)	(61,245)	12.3
Research and development expenses	(340,952)	(13.0)	(286,026)	(12.2)	(54,926)	19.2
General and administrative expenses	(168,015)	(6.4)	(156,648)	(6.7)	(11,367)	7.3
Other income/(expenses), net	(48,931)	(1.9)	(21,013)	(0.9)	(27.918)	n.s.
Operating income	**670,808**	**25.6**	**638,857**	**27.3**	**31,951**	**5.0**
Financial income/(expenses), net	(89,534)	(3.4)	(91,673)	(3.9)	2,139	(2.3)
Pre-tax income	**581,274**	**22.2**	**547,184**	**23.4**	**34,090**	**6.2**
Income taxes	(137,650)	(5.3)	(130,676)	(5.6)	(6,974)	5.3
Net income	**443,624**	**16.9**	**416,508**	**17.8**	**27,116**	**6.5**
Adjusted gross profit[1]	**1,854,445**	**70.8**	**1,637,783**	**69.9**	**216,662**	**13.2**
Adjusted operating income[2]	**774,887**	**29.6**	**684,416**	**29.2**	**90,471**	**13.2**
Adjusted net income[3]	**651,130**	**24.9**	**568,893**	**24.3**	**82,237**	**14.5**
EBITDA[4]	**991,053**	**37.8**	**865,771**	**37.0**	**125,282**	**14.5**
Net income attributable to:						
Equity holders of the Parent	443,624	16.9	416,508	17.8	27,116	6.5
Non-controlling interests	0	0.0	0	0.0	0	n.s.

(1) Gross profit adjusted by the impact of non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.
(2) Net income before income taxes, financial income and expenses and non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.
(3) Net income excluding the amortization and write-downs of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory pursuant to IFRS 3, and monetary net gains/losses from hyperinflation (IAS 29), net of tax effects.
(4) Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.

Net revenue amounted to € 2,618.4 million, increasing by € 276.8 million compared to 2024. For a detailed analysis, please refer to the previous chapter "Review of Operations".

Since 2022 following the acquisition of EUSA Pharma, two new indicators have been added: Adjusted gross profit and Adjusted operating income. Both are adjusted for the impact of applying standard IFRS 3 in relation to the acquired stock of EUSA Pharma and, in the last quarter of 2024, of Enjaymo® as well as, in the case of Adjusted operating income, for non-recurring items.

Gross profit was € 1,787.7 million, 68.3% of revenue, increasing by 11.7% compared to the previous year. Net of the impact of the € 66.8 million arising from the application of IFRS 3 on sales of residual inventory acquired with EUSA Pharma and on sales of inventory acquired in the context of the acquisition of rights of Enjaymo®, adjusted gross profit was € 1,854.4 million, up by 13.2%, with margin on sales at 70.8%, up 0.9pts versus the full year 2024 thanks to the positive mix contribution of Rare Diseases sales growth.

Selling expenses were € 559.0 million, an increase of 12.3% compared to the previous year, with a 21.3% ratio to revenue, aligned to that of 2024. They include the investments made both to support the launch of Cushing Syndrome Isturisa® indication approval in US (granted by FDA on April 15th, 2025) and to support Enjaymo® growth and the continued geographic expansion in Rare Diseases segment. They also reflect the 2025 positive effect of the SPC commercial optimization efforts mainly related to Italy and Spain.

Research and development expenses were € 341.0 million, an increase of 19.2% compared to those of the previous year and include amortization of the rights for Enjaymo® acquired in November 2024 from Sanofi (€ 35.0 million for the whole of 2025 compared to €2.9 million in 2024). Beside the latter, the year over year increase is related to the additional medical information activities to support Enjaymo® and Isturisa® expansion, Isturisa® new indication in US and for the ongoing clinical studies. R&D costs excluding amortization and write-downs of acquired or in-licensed intangible assets were 6.3% of revenue, versus 6.0% in the prior year.

General and administrative expenses increased by 7.3% with an incidence of 6.4% (versus 6.7% in 2024) owing to the strengthening of the general coordination structure and to new IT systems investments to support the Group's growth, as well as for the expansion of organizational structures in new markets (Brazil, Japan).

Labor costs in 2025 totalled € 523.6 million, up by 9.6% on 2024, with the per-capita cost rising by 5.9%,

The table below shows the main data relating to Group personnel for 2025 and 2024:

	2025	2024
Employees at year-end	**4,693**	**4,583**
Average age (years)	45	45
Average service (years)	8.1	8.3
Labor productivity:		
Labor cost on net sales	20.0%	20.4%
Net sales per employee (€ thousands)[a]	573.5	531,0
Value added per employee (€ thousands)[a]	309.0	296,6

(a) Data per employee is calculated on the average number of effective personnel: 4,565 in 2025 and 4,410 in 2024.
Labor costs include wages, related expenses and additional costs.

To support the Group's ongoing international expansion process, central structures continued to be strengthened to ensure the integration, monitoring and coordination of foreign subsidiaries. A focused commitment was also made to strengthening the specialized structures managing the endocrinology area. In general, personnel training and development was a substantial portion of the Group's efforts to ensure that the different work groups belonging to different business areas were effective, while at the same time, continuing to focus on the development of managerial skills distinctive to Recordati.

Other expenses, net of other income, amounted to € 48.9 million (compared to € 21.0 million of 2024). They mainly include non-recurring costs for € 37.3 million and write downs of € 9.7 million.

Adjusted operating income was € 774.9 million for FY 2025, up 13.2% over FY 2024, and 29.6% of net revenue versus 29.2% in the previous year. Operating income was € 670.8 million in FY 2025, up 5.0% over FY 2024, absorbing gross margin-related non-cash charges of € 66.8 million (versus € 37.5 million in FY 2024), arising from the unwind of the fair value step up of acquired Rare Diseases inventory including € 62.5 million for Enjaymo®. Non-recurring costs were € 37.3 million for FY 2025, versus € 8.0 million for FY 2024. These costs reflect primarily the continued optimization of the Specialty & Primary Care commercial organization, mainly in Italy and Spain, which led to the exit of approximately 90 employees and attributable to a continuous effort to focus the commercial strategy on pharmacists and specialist doctors in the key Therapeutic Areas. The non-recurring costs also include €12.8 million related to the settlement of a litigation case with AIFA concerning prior-years payback for Urorec®. Additionally, non-recurring items include the impact of the ongoing voluntary liquidation of the Chinese Rare Diseases subsidiary, following the denial of the National Reimbursement Drug List approval for Isturisa®. The availability of Qarziba® and Sylvant® in the territory continues to be ensured through the local distributor.

Total amortization amounted to € 206.4 million, of which € 170.0 million related to intangible assets, up by € 36.4 million over the previous year, attributable mostly to the acquisition of rights of Enjaymo® from Sanofi (€ 35.0 million for the entire 2025 compared to € 2.9 million in 2024), and € 36.4 million relating to property, plant, and equipment, up by € 3.0 million over the previous year.

Write downs amounted to € 9.7 million, versus € 14.3 million in FY 2024, of which € 9.5 million for intangible assets and € 0.2 million to property, plant and equipment. Intangible assets written down are Reagila® (€ 4.5 million), Caphosol® (€ 3.3 million) and Colopeg® (€ 1.7 million) and were determined based on specific analyses of the recoverability of the assets' value.

Thanks to the strong operating performance, EBITDA[1] was € 991.1 million, up 14.5% compared to 2024, and with a margin on revenue of 37.8% versus 37.0 in the previous year.

The reconciliation of net income and EBITDA[1] is reported below:

€ (thousands)	2025	2024
Net income	443,624	416,508
Income taxes	137,650	130,676
Financial (income)/expenses, net	89,534	91,673
Non-recurring operating expenses	37,313	8,048
Non-cash charges from inventory uplift	66,766	37,511
Adjusted operating income	**774,887**	**684,416**
Amortization and write-downs	216,166	181,355
EBITDA[1]	**991,053**	**865,771**

(1) Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.

The breakdown of EBITDA[1] by business segment is reported below:

€ (thousands)	2025	2024	Changes 2025/2024	%
Specialty & Primary Care segment	526,498	524,442	2,056	0.4
Rare diseases segment	464,555	341,329	123,226	36.1
Total EBITDA[1]	**991,053**	**865,771**	**125,282**	**14.5**

(1) Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory according to IFRS 3.

The ratio of EBITDA[1] to revenue for the Specialty & Primary Care segment was 34.3% of EBITDA, and 43.0% for the Rare Diseases segment.

Net Financial expenses were € 89.5 million, down by € 2.1 million compared to the previous year. New loans obtained in both 2024 - related to the acquisition of Enjaymo® - and in 2025 led to an increase in interest expenses of € 17.4 million, while net exchange gains over the period amounted to € 15.0 million (mainly unrealized and driven by the devaluation of the US dollar), against net FX losses of € 9.3 million in FY 2024, partly offset by € 5.3 million of net monetary losses from hyperinflation accounting (compared to a loss of € 6.7 million

in FY 2024) mainly driven by the net effect of the revaluation of Turkish balance sheet items.

Income taxes amounted to € 137.7 million, up by € 28.9 million compared to the previous year. The effective tax rate was 23.7%, slightly lower than the previous year (23.9%), also reflecting positive one-off effect related to the collection of a tax reimbursement in Ireland partially offset by higher tax rate in Türkiye.

Net income was € 443.6 million, 16.9% of revenue, increasing by 6.5% versus FY 2024, mainly driven by the higher operating income and lower financial expenses.

Adjusted Net Income was € 651.1 million, 24.9% of revenue, up by 14.5% compared to FY 2024. This growth reflects improvements in adjusted operating income as well as lower financial expenses partially offset by higher income taxes (net of the tax one-off). Adjusted net income excludes amortization and write-downs of intangible assets (except software) and goodwill for a total amount of € 174.9 million, charges from non-recurring items of € 37.3 million, non-cash charges arising from the revaluation at fair value of the inventory purchased in the operations EUSA Pharma and Enjaymo® of € 66.8 million, and net monetary loss from hyperinflation of € 5.3 million (IAS 29), net of tax effects, and non-recurring tax income of € 7.9 million mainly due to a positive one-off for a tax reimbursement in Ireland.

The reconciliation of net income with adjusted net income is reported below:

€ (thousands)	2025	2024
Net income	443,624	416,508
Amortization and write-downs of intangible assets (excluding software) and goodwill	174,922	145,076
Tax effect	(41,803)	(31,973)
Non-recurring operating expenses	37,313	8,048
Tax effect	(10,431)	(2,027)
Non-cash charges from inventory uplift	66,766	37,511
Tax effect	(16,692)	(9,378)
Monetary net (gains)/losses from hyperinflation	5,291	6,747
Tax effect	0	(1,619)
Non-recurring tax (income)/expenses	(7,860)	0
Adjusted net income[1]	**651,130**	**568,893**

(1) Net income excluding the amortization and write-downs of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of EUSA Pharma and Enjaymo® to the gross margin of acquired inventory pursuant to IFRS 3, and net gains/losses from hyperinflation (IAS 29), net of tax effects..

NET FINANCIAL POSITION

The net financial position as of 31 December 2025 recorded net debt of € 2,037.3 million, or just below 2.1x EBITDA, compared to net debt of € 2,154.3 million as of 31 December 2024, as detailed in the following table:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024	%
Cash and cash equivalents	428,824	322,423	106,401	33.0
Short-term debts to banks and other lenders	(23,849)	(22,845)	(1,004)	4.4
Loans - due within one year[1]	(301,701)	(274,251)	(27,450)	10.0
Leasing liabilities - due within one year	(11,298)	(10,696)	(602)	5.6
Short-term financial position	91,976	14,631	77,345	n.s.
Loans - due after one year[1]	(2,091,369)	(2,130,852)	39,483	(1.9)
Leasing liabilities – due after one year	(37,900)	(38,113)	213	(0.6)
Net financial position	**(2,037,293)**	**(2,154,334)**	**117,041**	**(5.4)**

(1) Includes the fair value measurement of the relative currency risk hedging instruments (cash flow hedge).

In 2025, the upfront payment for Vazkepa® rights of US$ 25 million and the upfront payment for Inrebic® rights of US$ 11 million were paid.

During the year, dividends of 267.6 million were paid to shareholders and treasury shares were purchased for € 112.5 million, net of proceeds from exercising stock options.

Free cash flow, operating cash flow excluding financing items, milestones, dividends, and purchases of treasury shares net of proceeds from the exercise of stock options, was € 558.8 million for FY 2025, an increase of € 23.7 million versus FY 2024, driven by higher EBITDA which was slightly offset by higher working capital absorption (mainly driven by higher US inventory levels), higher interests and income taxes paid.

About new loans, during the year the parent company entered the following operations:

- In September, it signed an agreement with PGIM Inc., Investment Manager of Prudential, for a Note Purchase and Private Shelf Agreement for US$ 220.0 million. In particular, the Shelf Facility Multiborrower and Multicurrency agreement grants the Group the right to issue, over the next 3 years, bonds up to a maximum total of US$ 220.0 million or the equivalent in €, with pricing to be defined at the time of the individual draft, with a maximum duration of 20 years and an average life of 15 years. On 30th September 2025, the Parent Company issued a bond loan for € 125.0 million with a duration of 10 years from this amount.
- In June, a new loan with a pool of domestic and international lenders led by Mediobanca was issued. Compared to the original value of € 315.0 million, in July another lender joined the consortium with an additional € 30.0 million, bringing the total value of the loan to € 345.0 million.

In 2025 the repayment of bank loans amounted to € 481.8 million.

Net working capital for operations as of 31 December 2025 was € 530.4 million and is broken down as follows:

€ (thousands)	31.12.2025	% of revenue	31.12.2024	% of revenue	Changes 2025/2024	%
Trade receivables	570,154	21.8	516,743	22.1	53,411	10.3
Inventories	539,804	20.6	506,447	21.6	33,357	6.6
Other current assets	131,049	5.0	130,411	5.6	638	4.9
Current assets	**1,241,007**	**47.4**	**1,153,601**	**49.3**	**87,406**	**7.6**
Trade payables	345,183	13.2	296,698	12.7	48,485	16.3
Tax liabilities	80,572	3.1	93,941	4.0	(13,369)	(14.2)
Other current liabilities	284,875	10.9	222,170	9.5	62,705	28.2
Current liabilities	**710,630**	**27.1**	**612,809**	**26.2**	**97,821**	**16.0**
Net working capital for operations	**530,377**	**20.3**	**540,792**	**23.1**	**(10,415)**	**(1.9)**
Trade receivables: days of exposure	67		63			
Inventories as % of cost of sales	65.0%*		68.3%			

Details and comments relating to the different components are available in the Notes to the consolidated financial statements.

**The remaining inventory revaluation as of 31 December 2024, associated with the treatment established under IFRS 3 for the acquired inventory, of which € 4.3 million for the EUSA Pharma deal and € 62.5 million for Enjaymo®, have been fully recognized in the 2025 income statement for a total amount of € 66.8 million. Net of this amount, the impact of inventories on the cost of sales is 70.7% (or around 254 days).*

RECONCILIATION BETWEEN THE PARENT COMPANY'S SHAREHOLDERS' EQUITY AND NET INCOME AND GROUP CONSOLIDATED SHAREHOLDERS' EQUITY AND NET INCOME

The reconciliation between the Parent Company's shareholders' equity and net income and the group consolidated shareholders' equity and net income is as follows:

€ (thousands)	Shareholders' equity		Net income	
	31.12.2025	31.12.2024	2025	2024
Recordati S.p.A.	359,071	405,246	317,587	320,830
Consolidation adjustments:				
- Elimination margins in inventories	(84,226)	(94,152)	9,926	(15,475)
- Related tax effect	24,966	27,654	(2,688)	5,040
- Other adjustments	(51,817)	(42,014)	(6,280)	(10,367)
Retained earnings of consolidated subsidiaries at the beginning of the year, net of amounts already recognized by Recordati S.p.A.	1,550,742	1,454,799		-
Net income for consolidated companies, net of amounts already recognized by Recordati S.p.A.	469,398	399,689	469,398	399,689
Dividends received from consolidated subsidiaries		-	(344,319)	(283,209)
Translation adjustments	(348,362)	(274,413)	-	-
Consolidated financial statements	**1,919,772**	**1,876,809**	**443,624**	**416,508**

RELATED-PARTY TRANSACTIONS

As of 31 December 2025, the Group's immediate parent is Rossini S.à r.l., with headquarters in Luxembourg, which is owned by a consortium of investment funds controlled by CVC Capital Partners.

As of 31 December 2025, the parent company held 4,769,267 in treasury shares equivalent to 2.28% of its share capital, with a nominal value of € 0.125 each.

To the Group's knowledge, any transactions and contracts that have been entered into with related parties have been made on an arm's length basis and at market conditions as well as in the ordinary course of business and are not deemed to in any way materially affect the Company's financial position or results.

In compliance with the requirements of Art. 4, paragraph 7 of the Italian Regulations on operations with related parties adopted with CONSOB Resolution No. 17221 of 12 March 2010 and subsequent amendments, as well as Art. 2391-bis, paragraph 1 of the Italian Civil Code, the Parent Company states that it has adopted the "Procedure governing transactions with related parties", available on the Company's website www.recordati.com (in the "Corporate Governance" section). For further information regarding corporate governance, please refer to the Corporate Governance and Proprietary Assets Report, prepared in compliance with Art. 123 bis of the Consolidated Law on Finance, approved by the Board of Directors together with the Annual Report. Information regarding paragraphs 1 and 2 of Art. 123 bis of Italian Legislative Decree 58/1998 can be found in the "Corporate Governance and Proprietary Assets Report" available, in its entirety on the Parent Company's website www.recordati.com (in the "Corporate Governance" section).

SUBSIDIARIES OUTSIDE THE EUROPEAN UNION

Pursuant to Articles 15 (ex 36) and 18 (ex 39) of the Financial Markets Regulation (as amended by CONSOB with Resolution no. 20249 of 28 December 2018) concerning the conditions for listing companies established and regulated under the laws of countries outside the European Union with significant relevance and for the purposes of the consolidated financial statements, we note that, as of 31 December 2025, the provisions of Art. 15 (ex 36) of the Financial Markets Regulation apply to the subsidiaries Recordati Ilaç, Recordati Rare Diseases Inc., Rusfic LLC., Recordati AG and Recordati UK Ltd., and that the conditions indicated in the above-mentioned Art. 15 (ex 36) regarding the administrative body's certification have been met.

SIGNIFICANT TRANSACTIONS, DISCLOSURE REQUIREMENTS DEROGATION

With effect from 20 December 2012, the Parent Company has decided to avail itself of the right to derogate from the requirements of disclosing the information documents prescribed in the event of significant transactions involving mergers, spin-offs, capital increases through contributions in kind, acquisitions and disposals, pursuant to Article 70, paragraph 8 and Article 71, paragraph 1-bis of the Issuers Regulation issued by CONSOB with Resolution 11971/1999 and subsequent amendments.

ATYPICAL AND/OR UNUSUAL TRANSACTIONS

In compliance with the CONSOB Communication dated 28 July 2006, it is noted that, during 2025, no atypical or unusual transactions, as defined by the Communication itself, were put in place.

INFORMATION ON "ESSENTIAL INTAGIBLES" PURSUANT TO ART. 15 OF ITALIAN LGS. DECREE 125/2024

Starting this year, we now report on our key intangible resources. We have identified the following intangible resources upon which our business model fundamentally depends. These resources constitute a source of value creation for our company but are not fully reflected in our financial statements.

Human capital: The value delivered by employees through the application of their skills, experience, and expertise is key to the long-term economic success of our company. Particularly relevant for Recordati are the area of Business Development which has been a key value creator with a significant positive track record in delivering value accretive deals over the years, the commercial teams both on SPC and RRD who are very effectively promoting our products and finally the R&D teams who is successfully leading key products life cycle management projects.

Knowledge and Culture: This refers to the value created by Recordati through its company culture and processes excellence. In particular, Recordati has demonstrated that thanks to its effective commercial excellence processes and significant vertical integration of its industrial operations, it has been able to have a sector leading margin. The Recordati culture is built on the pillars of entrepreneurship, purpose and belonging. Execution and discipline have always been part of who Recordati is and will continue to drive the company's performance in an ever-changing, dynamic environment.

Relational capital: The inherent value in a company's relationships with its patients, suppliers, business partners, investors, and other key actors. Recordati is a group of passionate individuals who go to extraordinary lengths for partners, customers, investors, and the patients across the globe that it serves. Every day we focus on unlocking the full potential of life for people living with common diseases as well as some of the rarest in around 150 countries across the globe. We do this thanks to our people tireless execution but also thanks to strong partnerships both upstream and downstream in the value chain to truly help the company to unlock the full potential of life of our patients.

Brands: While we do have more than € 2.5 billion intangible assets in our Financial Statements reflecting the book value of our key products, this is not fully reflecting the intrinsic value of some our historical products like Zanidip®, Urorec®, Livazo® which still account for a relevant contribution to our financial results. It is indeed the value of their brands which allows to continue to hold a significant market share and premium price despite having to compete with generic products.

RISK ASSESSMENT AND MANAGEMENT

RISK ASSESSMENT AND MANAGEMENT

The Group actively identifies, evaluates, and manages company risks using an Enterprise Risk Management (ERM) approach. This structured risk management process aligns with international best practices and complies with current rules and regulations.

The Group evaluates risks based on their probability of occurrence and potential impact. Risk evaluations consider various impact dimensions, including patients, economic, market, and reputational factors. The Group determines the level of risk by factoring in mitigation actions implemented to address each risk. These actions are integrated into the organization's management through established systems, procedures, and control frameworks. Additionally, new projects are launched to enhance existing safeguards. Consequently, the Group bases its risk ratings on residual risk—accounting for the impact of mitigation measures—rather than inherent risk.

The Group actively maintains a catalogue of company risks, which is reviewed multiple times a year, especially during significant periods like M&A projects or Business Plan approvals. This catalogue aims to classify potential risks from two vantage points:

- External focus (such as changes in regulations or competitive pressure)
- Internal focus (related to company processes like pharmacovigilance, production, patent expiry, and new product launches).

Amongst the risks considered, there are also risks related to Sustainability. For more information, refer to the Consolidated Sustainability statement 2025.

Results

The principal risk factors to which the Group is exposed are associated with the following macro-categories:

- Risks associated with the external environment
- Risks associated with strategy and operations
- Financial risks
- Legal and compliance risks

For each risk, we outline strategies and management policies to effectively protect against and mitigate the risk.

RISKS ASSOCIATED WITH THE EXTERNAL ENVIRONMENT

Risks associated with changes in legislation and regulations governing the pharmaceutical sector

The Group operates globally in a complex legal and regulatory environment. Non-compliance with laws, rules, and regulations can lead to civil or criminal proceedings, resulting in fines, damages, and other sanctions that could significantly impact the business, operations, and reputation.
Most of the Group's sales come from prescription products reimbursed by national healthcare services or public medical insurance schemes. This setup shields the Group from general economic trends but makes it vulnerable to changes in local healthcare spending laws. To reduce reliance on individual governments' decisions on pharmaceutical spending, the Group has long pursued a strategy of diversifying and expanding sales across various markets and non-reimbursed products, including over the counter (OTC) products.
Healthcare reforms, like the Inflation Reduction Act (IRA) in the United States of America, as well as public and social scrutiny could influence and impact on how prescription pharmaceuticals, including Recordati's products, are prescribed, purchased and reimbursed and thus affecting our business. The pharmaceutical sector is governed by national and international standards regulating research, development, production, distribution, and promotion. As part of routine compliance activities, the Group also continues to address evolving requirements related to assessing the presence of Nitrosamines across its product portfolio. The Group continuously monitors regulatory changes in all its markets, with dedicated units in the Parent Company and subsidiaries ensuring efficient coordination and rapid response to new regulations.

Risks associated with geopolitical and geoeconomic developments

The Group follows a strategy of expanding in regions and countries which offer the highest potential for development and strong growth rates), either with own operations, through intermediaries or a combination of both. Some of these territories are prone to country risk, which includes political, economic, regulatory, and social instability, major hostilities, or terrorism. It carefully assesses growth opportunities and prefers acquiring local companies with lower capital outlay to reduce exposure to country risk. The Group's export of medicinal products to countries under economic and trade sanctions is minimal and compliant with international programs. To further mitigate commercial and economic sanctions risk, the Group continues to refine its Export Management and Control model.



Geopolitical risk, arising from foreign political actions that disrupt internal politics in another country, economy, or social policy, is also a concern. The Group continues to monitor geopolitical developments, including the ongoing conflicts across the wider Middle East (such as in the Gaza Strip and the Gulf region), to assess any potential impact on its people, supply chain, and operations. Although the Group operates only in selected parts of the affected region, it remains vigilant to broader disruptions that could influence its activities.

Top Management, supported by all Corporate Departments, evaluates and monitors these risks. The two business units, Specialty & Primary Care and Rare Diseases, handle company-level monitoring, while Regional Directors oversee local monitoring and coordinate strategic activities in line with the Group's corporate functions.

Focus on: conflict in Ukraine

The company has commercial operations in both Russia and Ukraine through direct subsidiaries and has been actively monitoring the implications since the beginning of the conflict in 2022.
Early in the conflict, the group established a Crisis Committee to manage the emergency and ensure the safety of its Ukrainian employees. They activated local resources in neighbouring countries like Poland and Romania to provide assistance. The Group offered shelter, economic aid, and compensation to Ukrainian colleagues during the conflict and continues to ensure the availability of pharmaceutical products to the Ukrainian population. The Russian subsidiary is a sales and distribution company which prioritizes patient needs and ensures the availability of medicines in compliance with laws and regulations. Despite international sanctions, which exclude health, pharmaceutical, food, and agricultural products, operations in Russia and Ukraine have not faced significant disruptions. However, there remains a risk of disruption to product supply to patients if targeted or collateral damage is inflicted on pharmaceutical supply chains, including warehouses, logistics hubs, or transportation routes. The Group continues to monitor the situation to maintain business continuity and comply with sanctions and local laws.

Focus on: geopolitical shifts among longstanding partners

Beyond regions traditionally considered high-risk, the Group recognizes that geopolitical uncertainty can also arise among longstanding partners such as the United States, China, Colombia, Denmark, Greenland and others. Changes in trade policy, regulatory frameworks, or diplomatic priorities - even in historically stable environments - may occur unforeseen and with little or no prior notice, disrupting supply chains, market access, and compliance obligations. Moreover, friction or conflict in one part of the world can trigger cascading effects elsewhere; for example, heightened tensions involving the U.S. could influence geopolitical stability in Asia, including China, Taiwan, and the South China Sea, where disputes with countries may escalate. These developments could increase operational complexity, financial volatility, and reputational risk. The Group actively monitors global geopolitical trends (including any potential effects arising from any changes in the American legislation that could affect the pharmaceutical sector), engages in scenario planning and mitigates potential impacts, where possible.

Risks associated with market competition

The Group faces competition from new pharmaceuticals launched by competitors and generic versions of its products once patents expire. To manage this risk, the Group continuously monitors the market, diversifies its product portfolio, and actively manages the intellectual property rights and regulatory protection of its products. This strategy reduces dependency on a few strategic pharmaceuticals and increases the presence of the Group's products and treatments in the market.

Risk of climate change

The potential risk connected to climate change was qualitatively assessed by Recordati management considering the following aspects:

- Physical risk, e.g. air temperature, extreme heat, storms, intense rainfall, flooding and drought, with potential impacts, for example, on the cost of energy, protection of assets and business continuity.
- Transition risk, connected to e.g. potential and future regulatory changes linked to the ongoing transition to a decarbonised economy (e.g. legal and financial risks due to a failure to observe performance standards, etc.), with a potential impact, for example, on systems technologies, compliance/energy costs, etc.

Recordati recognises that climate change represents a complex challenge. Potential and future regulatory changes and an increase in ever-more extreme and unpredictable weather events have an impact on the planet and society with potential long-term repercussions on various sectors and companies. In this sense, Recordati acknowledges a potential long-term physical and transitional risk linked to climate change and will continue to monitor this potential risk over coming years.

Regarding short and medium-term risk, considering the sector in which the Group operates, Recordati has currently classified

climate change as a risk without concrete or material impacts on company operations and the Company has assessed it as having a low level of risk.

In relation to this potential risk, the Group, in coordination with the Head of Group ESG, monitors changes in laws and standards and sets environmental objectives within its sustainability strategy. Measures include the purchase of renewable energy, installation of systems for the generation of renewable energy and energy-efficiency projects. The Group has also upgraded "All-Risk Property" insurance policies to cover direct and indirect damage, guaranteeing protection against potential shutdowns or interruptions of the production cycle.



Risks caused by catastrophic events (biological events, epidemics and pandemics, etc.)

The Group monitors risks from biological events and potential new pandemics, such as COVID, which could impact business activities. These impacts range from delays in clinical trials, changes in the interaction with the medical community, alteration of production processes and schedules and extensive remote working.
The Recordati Group has defined and maintains dedicated operating plans to ensure business continuity and the safety of employees, clients, suppliers, and other stakeholders.

RISKS ASSOCIATED WITH STRATEGY AND OPERATIONS

Risks associated with the internationalization of the Group

The Group operates in an increasing number of countries, facing risks from the complexity of conducting operations in diverse locations. To manage this, the Group has established a management system with central units that integrate, monitor, and coordinate local operations. These units exercise operational and marketing powers within the guidelines and limits set by the Group. Formalized policies and procedures provide guidance for managing key company processes, which all subsidiaries must follow.

Risks associated with the expiry of patents

Pharmaceutical companies invest heavily in research and development, obtaining strong protection for their intellectual property rights, especially patents. However, third parties may challenge these patents or develop non-infringing products, potentially selling them even during ongoing patent litigation. The invalidity or expiry of patents for key pharmaceuticals and the introduction of generic versions can significantly reduce revenues. To counter this, the Group actively manages and optimizes its intellectual property rights and patent portfolio, diversifies its pipeline, launches new products in key therapeutic areas, and expands into high-growth markets.

Risks associated with investments in research and development

The Group's competitive position relies also on continuously optimizing its product portfolio through investments in research and development. There are inherent risks related to any R&D activity; to mitigate these risks, the Group monitors intermediate results at various stages of the research and development process, advancing only the most promising ideas. The Company also integrates early scientific advice with both regulatory as well as health technology appraisal agencies during the R&D process, to support the appropriate evidence generation for decision-making authorities.

Risks associated with the launch of new products

Delays in the development process or regulatory approvals can impact the profitability and growth targets of new products. To mitigate this risk, Recordati broadens and balances its product pipeline and portfolio by acquiring pharmaceuticals at various stages of the development and commercialization cycle and diversifying geographically to reduce dependence on a single country's regulatory authorities.

Risks associated with pharmacovigilance

As a holder of drug marketing authorizations, the Group must comply with pharmacovigilance regulations, reporting drug safety information to regulatory bodies within clearly defined timeframes and manner. Serious adverse drug reactions can lead to restrictions or revocation of marketing authorization. To manage this risk, Recordati has assigned specific pharmacovigilance responsibilities within its organization and implemented integrated systems to collect, assess, manage, and submit required information. The Group continuously strengthens its internal organization and commercial partners through mandatory training and optimized procedures to comply with stringent regulatory requirements as outlined by regulators and industry standards.

Risk associated with internal manufacturing

Recordati faces a multifaceted risk associated with internal manufacturing operations, encompassing both intrinsic and external factors that could disrupt production continuity, compromise product quality, or damage critical assets.

Intrinsic factors include risks arising from within the production process itself, such as operator error, equipment misuse, or inadequate maintenance. To mitigate these, the Group enforces strict adherence to Good Manufacturing Practices (GMPs), provides clear operational instructions, and conducts both ordinary and extraordinary maintenance. Production sites are staffed with qualified personnel and are regularly inspected by national and international regulatory authorities, including the FDA.

External factors include risks such as natural disasters, fires, equipment failure, geopolitical instability and, acts or war and terrorism, supply chain disruptions, or revocation of

permits. These events could lead to temporary shutdowns or delays in the production cycle. To address these, Recordati has implemented asset protection policies, maintains reliable supplier relationships, monitors raw material availability, and has developed insourcing and second-source strategies. The Group also holds comprehensive "All-Risk Property" insurance policies to cover direct and indirect damages.

Together, these risks underscore the importance of robust operational controls, strategic planning, and resilience measures to ensure uninterrupted manufacturing and regulatory compliance across all production sites.

Risks associated with external manufacturing and supply chain

Recordati faces a strategic and operational risk linked to its reliance on external manufacturing partners and global supply chains. This risk encompasses potential disruptions, quality assurance challenges, and regulatory compliance issues that may arise from third-party operations and international logistics.

Key risk drivers include:

- **Supply Chain Disruptions**: External events such as geopolitical instability, pandemics, natural disasters, or transportation bottlenecks may delay or interrupt the supply of raw materials, intermediates, or finished products.
- **Quality and Compliance Risks**: Outsourced manufacturing partners may fail to meet Recordati's quality standards or regulatory requirements, potentially leading to product recalls, reputational damage, or regulatory sanctions.
- **Contractual and Operational Dependencies**: Over-reliance on single-source suppliers or limited geographic diversification may expose the Group to concentration risks and reduced flexibility in responding to market or operational changes.
- **Regulatory and Legal Exposure**: Changes in international trade regulations, customs procedures, or local manufacturing laws may impact the cost, timing, or feasibility of outsourced production.

This risk underscores the importance of robust supplier management, quality oversight, and strategic or dual sourcing, where feasible, to ensure continuity, compliance, and resilience across Recordati's external manufacturing and supply chain network.

Risks associated with health, safety and the environment

The Group must comply with laws and regulations on the environment, health and safety. These requirements include regulation of the handling, manufacture, transportation, storage, use and disposal of materials, including the discharge of pollutants and pharmaceutical residues into the environment. Non-compliance can result in fines and penalties. To ensure compliance, the Group has dedicated units for prevention, verification, and continuous monitoring in regard to compliance with the structural technical standards (related to equipment, plant, the workplace, chemical, physical and biological agents) in addition to activities regarding health surveillance, security vigilance, workers training and information and the procurement of the documents and certificates required by law. The environmental management system of the main production plant in Campoverde di Aprilia in Italy has maintained ISO 14001 certification since 2003. Opalia Pharma's plant in Tunisia has ISO 14001 and ISO 45001 certifications, and the Turkish Çerkezköy plant obtained ISO 50001 certification for its energy management system in December 2023.

Risks associated with product contamination

In the context of a complex global supply chain that includes both internal manufacturing sites and external partners, there is a potential risk of product quality deviations due to factors such as raw material variability, equipment hygiene, or procedural inconsistencies. While such occurrences are rare and tightly managed, they may, under certain circumstances, lead to product contamination. This could result in non-compliance with regulatory standards and require corrective actions such as product recalls or enhanced oversight. Recordati mitigates this risk through rigorous quality assurance protocols, supplier qualification processes, and strict adherence to Good Manufacturing Practices (GMPs), ensuring the integrity and safety of its products across all stages of the production and supply chain.

Risk of counterfeit products in circulation

As with many pharmaceutical companies operating in global markets, Recordati acknowledges the hypothetical risk that counterfeit versions of its products may enter circulation through unauthorized channels. These counterfeit products, which are produced and distributed outside of the Group's controlled supply chain, may not meet the required safety, quality, or efficacy standards. Although Recordati maintains strict oversight of its authorized distribution network and has not experienced significant issues in this area, the potential presence of counterfeit medicines in the broader market could pose reputational and regulatory challenges, as well as risks to patient trust and safety.

Risks associated with the management of information technology resources and Cyber Security

The Group extensively uses information technology systems to conduct business, including systems managed by third-party service providers. These systems handle internal and external communications, order and manage materials from suppliers, convert materials to finished products, ship products to customers, process transactions, summarize and report operational results, and comply with regulatory, legal, or tax requirements. These information technology systems could suffer damage or malfunction due to poor performance or failure of third-party service providers, catastrophic events, power outages, network outages, failed upgrades, or similar events. If the Group's business continuity plans do not resolve such issues promptly, it may experience significant business interruptions, adversely impacting its business, financial condition, and operational results.

Globally, cyber-attacks continue to rise, with ransomware attacks becoming more sophisticated and targeted. To ensure effective operational continuity, the Group has implemented a disaster recovery and business continuity system that immediately replicates the principal legacy systems' workstations. Additionally, the company's data and software are actively protected by multiple physical and logical security layers at both server and client levels.

The risk catalogue includes and monitors the risk of cyber-attacks and cyber fraud. To combat these risks, the Group has introduced technological and organizational control measures. The Company continuously subjects its infrastructure to Vulnerability Assessment and Penetration Testing (VAPT) and additional IT security audits by independent technicians. These analyses have consistently shown the Company's information systems to be adequately protected.

Regarding fraud using information technology resources by external individuals, the Company provides ongoing training and information to employees to raise awareness about the correct use of resources and applications assigned to them. Security events are managed according to a dedicated Cyber Security Incident Management policy. The Company also commissioned a leading IT consultancy firm to assess the security of remote connections, and the report found the protection to be adequate according to international standards.

Risks associated with partnerships and third parties

The Group, as customary in the pharmaceutical industry, collaborates with partner companies and third parties in multiple areas along its value chain including contract research, contract manufacturing, regulatory services, distribution and promotion, managed IT services and general business process outsourcing.
These suppliers are independent entities over which the Group has no or very limited control and are subject to their own set of risks. This could result in risk to the Group including but not limited to delays of research and development initiatives, supply disruption, IT service disruption or failure to meet regulatory or legal requirements. The Group has implemented policies and procedures to effectively vet, monitor and manage third parties throughout the lifecycle of their engagement with Recordati to mitigate any associated risk and ensure consistent service delivery.

Risk associated with attraction and retention of talent

The Group is facing risk related to attraction and retention of talent due to a high degree of competition between pharmaceutical employers, employer brand awareness and career development expectations of employees.
The Group has implemented strategies and policies which are continuously optimized including positioning itself as attractive employer with a proven employer value proposition, structured talent reviews and succession planning initiatives, engagement surveys with dedicated action plans, competitive compensation and benefits and quality of live initiatives for all employees.

Risks associated with reputation

Operating in a highly regulated and visible sector, the Group recognises that events affecting product quality, safety, supply continuity, data protection, ethical conduct or ESG performance may also have reputational implications. In addition, organisational changes, such as the consolidation or relocation of certain activities, also require careful management to ensure transparent communication and maintain trust among the people involved. These scenarios are not inherent risks in themselves, but are circumstances that – if not handled appropriately – may have an indirect reputational dimension.

Even when events occur outside the Company's direct control (for example, within external supply chains or the broader market), they may influence stakeholder confidence, affecting patient trust, healthcare professional engagement, regulatory relationships, employee morale, and investor sentiment.

Although these occurrences are infrequent and mitigated through structured processes, the Group monitors potential reputational impacts within its Enterprise Risk Management (ERM) framework, where reputation is considered a distinct dimension of impact across multiple risk categories. This integrated approach supports early identification of emerging issues and enables a coordinated response aimed at safeguarding stakeholder trust.

Risk associated with strategy execution

Differences in alignment, resource constraints, or communication gaps during the implementation of strategic initiatives, combined with challenges in managing organizational change, could lead to delays or difficulties in executing the intended strategy. This may result in slower adoption of new processes, reduced employee engagement, and potential inefficiencies, which could impact overall business performance, hinder achievement of strategic objectives, and create reputational or financial pressures.

Risk associated with business development activities

The Group grows organically and through targeted business development activities such as in-licensing of products, acquisitions of single products (asset deals) or outright purchase of whole businesses (share deals).
These transactions often have a high degree of complexity which carry a certain element of risk by its nature, including, but not limited to strategic fit, overvaluation, errors in due diligence or unsuccessful integration which could lead to the inability to unlock the full value of the asset. The Group has a highly rigid process in place to mitigate the risks associated including thorough cross-functional due diligence, use of reputable advisors to challenge and validate assumptions, a multi-tiered review and approval process and a holistic integration method with proven track record.

FINANCIAL RISKS

Credit Risk

Credit risk is exposure to potential losses resulting from commercial counterparties failing to meet their obligations. This risk is higher during long lasting periods of economic and financial hardship and as a result of exposure to geographical areas with specific dynamics and peculiarities (for example Russia and Tunisia). The Group closely controls its credit exposure through the allocation of credit limits to each single customer and an internal reporting system.

Interest Rate Risk

The Group raises funds using debt and invests excess cash in money market and other financial instruments. The fluctuation of market interest rates influences the cost and returns on debt and investment instruments therefore affecting the Group's net financial expenses.

The significant expansion of the Group into countries with different economic dynamics from the Euro (for example Turkey, Russia and Tunisia) leads to an increase in risk.

The Group's policy is to limit the risk arising from interest rate fluctuations by establishing medium/long-term fixed interest loans or variable interest loans. Variable interest loans are covered with derivative financial instruments (for example interest rate swaps) for the sole purpose of minimizing such fluctuations and are not for speculation.

This hedging policy limits the Group's exposure to the risk of fluctuations in interest rates.

Foreign Currency Risk

The Group operates in an international context and is affected by assets and transactions denominated in foreign currency other than euro. It is therefore exposed to risks of foreign currency fluctuations which can affect its operating results and the value of its equity. The diversification strategy enacted by the Group results in a progressive higher exposure to trade transactions in foreign currency with respect to the Group's business volume. Many of the Recordati Group companies are exposed to a limited level of exchange risk linked to operations because in each country most of cash flows generated both by sales and by expenses are denominated in the currency of the relative country. For the sole purpose of hedging and not for speculation, the Group engages in forward contracts for the purchase and sale of currencies to cover amounts at risk.

Liquidity Risk

The liquidity risk to which the Group may be exposed is represented by the inability to raise sufficient financial resources for its ongoing business and for the development of its industrial and commercial activities. The two main factors which determine the Group's liquidity are, on the one hand, the cash generated or absorbed by operations and by investments, and on the other, the expiry and renewal terms of debt or the degree of liquidity of financial investments and market conditions.

The Group has at its disposal readily available liquidity for its operations and plentiful lines of credit granted by a number of leading Italian and international financial institutions.

The terms and conditions of the Group's loans and its financial assets are set out in Notes 18, 21 and 31 which address, respectively, short-term financial investments, cash and cash equivalents, loans and bank overdrafts. The Group believes that the funds and credit lines currently available, in addition to those generated by operations and financing activities, are sufficient to meet investment needs, working capital requirements and the repayment of debts at their natural due dates.

LEGAL AND COMPLIANCE RISKS

Risks associated with product liability

Delivering high quality products to patients is of the upmost importance to the Group and Recordati has a comprehensive quality management system in place ensuring in line with industry best practices to ensure compliance with relevant quality standards. Recordati, like any company operating in the pharmaceutical industry, could face potential claims for injuries allegedly caused by its products, despite strict compliance with standards and regulations. As the Group's product portfolio grows, especially with new innovative medicines, the number of product liability claims may increase. In addition to our robust quality management system, the Group has insurance policies covering all marketed and developing products to address additional liabilities. These policies have adequate maximum liability limits, which are regularly monitored through analyses and market research by leading insurance brokers.

Risks associated with compliance

Every activity performed by the Group throughout the product's entire lifecycle, from research and development to production and to the provision of scientific information, carries an inherent non-compliance risk. To mitigate these non-compliance risks, the Group has implemented an internal control system that encompasses a series of procedures and structured, organic organizations. This system aims to minimize the risk of non-compliance with laws and regulations, ensure accurate and transparent market information, and prevent or limit the consequences of unforeseen outcomes while focusing on achieving the Company's objectives.

The structural aspects of internal control and risk management comprise: the Code of Ethics, that defines the Group's core values and principles, as well as the behavioral rules in respect of said principles; the Group's procedures and the corresponding system for the delegation of powers, based on general and



special powers of attorney and internal delegations; the Information systems supporting administration and production activities as well as the accounting and financial processes.

Regarding the risk of corruption, the Group has implemented dedicated Anti-Corruption program, which includes an Anti-Bribery Manual, a dedicated training program and specific procedures aimed at mitigating this kind of risk.

All operating and marketing activities performed by the Group, both in Italy and abroad, are performed in compliance with the legislation and regulations that apply in the geographical areas in which it operates, including national and international technical standards that apply to the pharmaceuticals sector which regulate pharmaceutical research and development, production, distribution, and promotion.

Regarding the regulation of drug promotion activities, the Group has formulated a set of ethical rules of conduct. All Group personnel are continuously informed of those rules and monitoring, both internally and by independent certifiers, is performed constantly to ensure that they are properly observed.

In compliance with Legislative Decree 231/2001 on the administrative liability of legal entities, the Italian companies in the Group have an "Organisation, Management and Control Model" that is continuously updated to comply with the latest amendments to the relevant legislation. Analogous models have been adopted by other foreign subsidiaries in compliance with local regulations, such as the Ley Organica in Spain.

Regarding anti-terrorism, the Group has implemented a Policy to monitor and handle transactions with counterparts residing in countries subject to sanctions or embargo.

The Group adheres to all applicable sanction programs. To achieve this, the Group undertakes continuous monitoring of the applicable sanction programs and implements specific controls described in a dedicated policy.

Risks associated with data governance including personally identifiable information

Recordati manages personal data as part of its operations, including those of employees, healthcare professionals, patients and other stakeholders. While the Group applies strict controls and complies with applicable data protection regulations, there is a hypothetical risk that unauthorized access, data breaches, or non-compliance with evolving privacy laws could occur. Such incidents could lead to regulatory penalties, reputational impact, and loss of stakeholder trust. Recordati recognizes the importance of safeguarding data integrity and confidentiality across all systems and processes.

The Group has implemented a comprehensive training program for all its employees to ensure they have a thorough understanding of and can effectively implement the principles outlined in the Code of Ethics, the Anti-Corruption program, and the Organization, Management, and Control Models.

Risks associated with legal action

The Group may become subject to administrative and civil investigations, proceedings and litigations which may be costly and develop over lengthy periods of time. These proceedings may lead to fines, damages and other sanctions and remedies that may materially affect the business and its operations. In these cases, the Group may be called upon to pay extraordinary costs with consequences for operating and financial results.

A detailed description of ongoing litigation is given in Notes 28 and 36 to the financial statements.

BUSINESS OUTLOOK

BUSINESS OUTLOOK

The financial targets for full year 2026 are as follows:

- Net revenue between € 2,730 and € 2,800 million with FX headwind of ~-3.5%
- EBITDA[12] between € 995 and € 1,030 million; margin of +/- 36.5%
- Adjusted net income[13] between € 655 and € 685 million; margin of +/- 24.0%

The full year 2027 targets[14] remain unchanged, with strong organic growth complemented by bolt-on BD and M&A.

Milan, 19 March 2026

for the Board of Directors
Chief Executive Officer
Robert Koremans

12 *Net income before income taxes, financial income and expenses, depreciation, amortization and write-downs of property, plant and equipment, intangible assets and goodwill, non-recurring items and non-cash charges arising from the allocation of the purchase price of acquisitions to the gross margin of acquired inventory as foreseen by IFRS.*
13 *Net income excluding amortization and write-downs of intangible assets (except software) and goodwill, non-recurring items, non-cash charges arising from the allocation of the purchase price of acquisitions to the gross margin of acquired inventory as foreseen by IFRS 3, monetary net gains/losses from hyperinflation (IAS 29), net of tax effects.*
14 *FY 2027 targets: Net Revenue € 3,000 - € 3,200 million, EBITDA € 1,140 - € 1,225 million, Adjusted Net Income € 770- € 820 million, excluding potential impact from tariffs and/or most favoured nation pricing policies in the US.*

CONSOLIDATED SUSTAINABILITY STATEMENT

GENERAL INFORMATION

BASIS FOR PREPARATION

BP-1 GENERAL BASIS FOR PREPARATION OF THE SUSTAINABILITY STATEMENT

This document represents the Consolidated Sustainability Statement ("Sustainability Statement") for the 2025 financial year (from 1 January 2025 to 31 December 2025) of the Companies belonging to the Group formed of Recordati S.p.A. and its subsidiaries, consolidated on a line-by-line basis (hereinafter also referred to as the "Group" or the "Recordati Group" or "Recordati"). The document has been prepared on a consolidated basis and in compliance with the provisions of Art. 4 of Italian Legislative Decree 125/2024 ("Decree"), with the Corporate Sustainability Reporting Directive ("CSRD") and with the European Sustainability Reporting Standards ("ESRS"), and represents a specific section of the Management Report, in turn part of the Integrated Consolidated Financial Statements. The Sustainability Statement also includes the information required under Art. 8 of Regulation (EU) 852/2020 concerning the EU Taxonomy for Sustainable Activities.

The Consolidated Sustainability Statement contains the data and information necessary to understand the Group's impact on sustainability matters, as well as the information needed to understand the ways in which such matters influence the Group's performance, results and position[15], as identified by the double materiality analysis. For more details, see the paragraph on "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities" within the "General information" part.
In the double materiality analysis, Recordati considered both its upstream value chain - specifically taking into account the activities of its suppliers of raw materials, finished goods and services - and downstream value chain, considering, for example, the logistics process and the activity of supplying products to customers and patients. For further details on the mapping of the value chain, see the paragraph on "SBM-1 Strategy, business model and value chain".

As provided for by Standard ESRS 1, Recordati's Sustainability Statement is structured into four main parts, as follows: 1) General information; 2) Environmental information (including disclosures in response to Regulation 852/2020); 3) Social information; and 4) Governance information. Each part is then divided into sections based on the material topics identified by the double materiality analysis, presenting the measures that have been developed or planned by the Group to manage the various topics in terms of: Policies, Actions, Targets and Metrics.
To enable the content in the document to be easily identified, a Content Index has been prepared which contains the list of Disclosure Requirements provided for by the ESRS associated with the sustainability matters identified as material for Recordati, the paragraph reference within the report where the relative information is located, details of any phase-in periods used by Recordati for the 2025 reporting and, finally, a reference to any disclosures required by other European laws and regulations, defined in Appendix B of ESRS 2. For further details, see "IRO 2 Disclosure requirements in ESRS covered by the undertaking's sustainability statement" in the "General Information" part. For the reporting period in question, no information has been omitted for reasons linked to intellectual property, know-how or sensitive information.

This Sustainability Statement was presented to the Risk, Control and CSR Committee on 11 March 2026 and was approved by the Board of Directors of Recordati S.p.A. on 19 March 2026.
The document has been subject to a limited assurance review by the Independent Auditing Company according to the procedures indicated in the "Auditor's Report" included in this document.

Reporting boundaries

The reporting boundary for this Sustainability Statement is the same as that of the Group Consolidated Financial Statements and includes the data of the parent company (Recordati S.p.A.) and its subsidiaries consolidated on a line-by-line basis. Furthermore, please note that there are no subsidiary undertakings within the Recordati Group subject to the regulatory obligation to prepare an individual Sustainability Statement for the 2025 financial year.
For more information on all the companies included within the boundary, see the "Subsidiaries Included in the Consolidated Accounts as of 31 December 2025" section, explanatory note no. 39 of the Integrated Consolidated Financial Statements.
Specifically, the boundary of the economic data contained in the Sustainability Reporting is the same as that of the 2025 Consolidated Financial Statements of the Recordati Group. The scope of the social and environmental data and information extends to Companies belonging to the Recordati Group as of 31 December 2025, consolidated on a line-by-line basis in the Group's Consolidated Financial Statement. However, it should be noted that:

- The reporting boundary and the data on water resources and waste only include the Group's production plants and the offices of the parent company with headquarters in Milan, as the information relating to other commercial sites is not deemed significant.
- The reporting boundary and the data on substances of concern and very high concern include the Group's pharmaceutical chemicals plants, as the use of such substances is exclusively attributable to activities conducted at those sites.
- The reporting boundary and the data on pollution include the Group's production plants, as the information is predominantly attributable to the activities conducted at those sites.
- The reporting boundary and the data on resource inflows refer to the primary resources used for production at the Group's plants.

In line with the adopted reporting standards and the provisions of Italian Legislative Decree 125/2024, these exceptions and any other minor limitations are expressly indicated in the report.

15 See Art. 4, paragraph 1 of Italian Legislative Decree 125/2024.

Correlation table with the provisions of Legislative Decree 125/2024

The correlation table below shows the content required by Italian Legislative Decree 125 of 6 September 2024 and the location in the report of the relative information provided by Recordati.

Scope of Legislative Decree 125/2024	Article of Legislative Decree 125/2024	Paragraph references in the 2025 Consolidated Sustainability Statement
Business model and strategy	Art. 4, paragraph 2, a, 3) 4) 5)	SBM-1
Sustainability targets and progress	Art. 4, paragraph 2, b	SBM-1 (Sustainability Plan)
The role of the administrative and supervisory bodies	Art. 4, paragraph 2, c	GOV-1
Policies	Art. 4, paragraph 2, d	E1-2, E2-1, E3-1, E5-1, S1-1, S2-1, S4-1, G1-1
Incentive schemes linked to sustainability matters	Art. 4, paragraph 2, e	GOV-3
Due diligence processes	Art. 4, paragraph 2, f, 1)	GOV-4
Impacts	Art. 4, paragraph 2, f, 2)	SBM-3
Actions	Art. 4, paragraph 2, f, 3)	E1-3, E2-2, E3-2, E5-2, S1-3, S1-4, S2-3, S2-4, S4-4, G1-2, G1-3
Risks and opportunities	Art. 4, paragraph 2, a, 1) 2) Art. 4, paragraph 2, g	SBM-3
Indicators and metrics	Art. 4, paragraph 2, h	E1-5, E1-6, E2-4, E2-5, E3-4, E5-4, E5-5, S1-6, S1-7, S1-8, S1-9, S1-10, S1-11, S1-12, S1-13, S1-14, S1-15, S1-16, S1-17, S2-Entity Specific Metrics, Local Communities - Entity Specific Metrics, S4-Entity Specific Metrics

BP-2 DISCLOSURES IN RELATION TO SPECIFIC CIRCUMSTANCES

Time horizons

The short, medium and long term time horizons considered by Recordati in its impact assessment align with those defined by the ESRS (short term <1 year, medium term 1-5 years, long term >5 years). However, as regards information on the risk assessment, the adopted time horizons differ from those specified in the reporting standards as it was deemed preferable to ensure alignment with those used in risk assessment activities: short term 0-5 years; medium term 5-10 years; long term >10 years.

Value chain estimation

As noted, the impact, risk and opportunities assessment took into account the activities of both the upstream and downstream value chain. The assessments were mainly qualitative in nature, based on internal analyses and knowledge or publicly available industry references, where available, predominantly considering the stakeholders with whom the Group has business relations.

In the reporting of metrics related to the value chain, if these were not already mapped by business processes, for 2025 the company took advantage of the phase-in provision under the ESRS that allows the omission of value chain data for the first three years of reporting.

In the reporting of Scope 3 greenhouse gas emissions, the calculation was conducted in compliance with the guidelines of the GHG Protocol, applying the Corporate Value Chain (Scope 3) Accounting and Reporting Standard. The data were mainly extracted from the Group's internal systems and multiplied by emission factors provided by internationally recognised databases. No specific data provided by external partners or suppliers were used, but structured methodologies were used to cover any gaps in the available data. For further details, see "E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions" in the "Environmental Information" part.

Furthermore, in order to provide a correct representation of performance and to guarantee the reliability of the data provided, any estimates are based on the best available methods and are duly indicated in the chapters dedicated to the metrics to which they refer. Any changes to data already released in previous years have been indicated in the text, including the reasons for any restatements.

List of estimates used in this Sustainability Statement:

- Electricity consumption in Group offices (E1-5 Energy consumption and mix): the Group does not generally manage energy supply contracts in its offices directly as utilities are often included in the lease fees. Therefore, for the two-year period 2024-2025 this data was estimated. In particular, with the exception of the offices of the parent company in Milan and the offices annexed to the plants, whose consumption is measured directly, the energy consumption at all of the Group's other administrative offices was estimated considering the energy consumption shown on the utility bills of one representative office. This data was then used to calculate the average energy consumption per employee, and the energy consumption of all of the Group's offices was then estimated based on the number of employees present at each site. In considering this factor, it was assumed that 100% of purchased energy came from non-renewable sources and that any natural gas consumption was negligible.
- Consumption by the vehicle fleet (E1-5 Energy consumption and mix): fuel consumption by the Group's vehicle fleet has been estimated using the related GHG emissions, considering an emission factor indexed per MWh (tCO_2eq/MWh). Though the fleet includes multiple hybrid vehicles, a diesel factor was still applied.
- GHG emissions of the company vehicle fleet (E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions" in the "Environmental Information" part): the GHG emissions attributable to the company vehicle fleet were estimated based on the distance travelled by the cars in the Group's fleet, considering an emission factor indexed per kilometre (tCO_2eq/km).
- Scope 3 Emissions (E1-6 Gross Scopes 1, 2, 3 and Total GHG emissions): Scope 3 greenhouse gas emissions were calculated in compliance with the guidelines of the GHG Protocol, applying the Corporate Value Chain (Scope 3) Accounting and Reporting Standard. The data were mainly extracted from the Group's internal systems and multiplied by emission factors provided by internationally recognised databases. No specific data provided by external partners or suppliers were used, but structured methodologies were used to cover any gaps in the available data.
- Pollutants (E2-4 Pollution of air, water and soil): the data on pollutants have been estimated based on periodic sampling. Specifically, these data were obtained by considering the average pollutant concentration detected at a specific time and then reparametrising the average on an annual basis, depending on the operating regime of the plant.
- Resource inflows (E5-4 Resource inflows): the total weight of inflowing products and technical and biological materials has been estimated considering the weight in kilograms of the main categories of materials purchased and used in production processes at the Group's plants. As for packaging, on the other hand, the weight has been estimated considering the kilograms of packaging used in production processes at the Group's sites.
- Hours worked by employees at the Group's offices used to calculate the rate of work-related accidents (S1-14 Health and safety metrics): where precise system data was not available, the number of hours worked by employees, used to calculate the recordable work-related injury rate, was estimated based on a normal or standard working timetable, considering any periods of paid leave (e.g., paid holidays, paid sick leave, national holidays).
- Estimated gross hourly wage to calculate the gender pay gap (S1-16 Remuneration metrics - pay gap and total remuneration): the data on gross hourly wage used to calculate the gender pay gap was determined by dividing the annual salary by the estimated number of working weeks in one year, excluding weekends and national holidays. This value was then divided by the number of standard weekly working hours established at local level to calculate the average gross hourly wage.

The perspective information has been prepared on the basis of assumptions about events that may occur in the future and possible future actions to be taken by the Group.

Changes in preparation or presentation of sustainability information

There have been no substantial changes compared to the 2024 Sustainability Report. In cases where new calculation methodologies have been used or metric definitions have been updated, further details are provided in the relevant chapters.

Disclosures stemming from other legislation or generally accepted sustainability reporting pronouncements

The Group also reports a selection of entity-specific indicators, representative of specific relevant IROs, including the indicators set out in the Sustainability Plan.

Incorporation by reference

Where references to other documents are present within the Sustainability Statement, they are duly signalled and comply with the provisions of standard ESRS1 - section 9.1 "Incorporation by reference".

GOVERNANCE

GOV-1 THE ROLE OF THE ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

The primary objective of Recordati's corporate governance system is the responsible and sustainable generation of value for shareholders, without losing sight of the social importance of the activity performed and of all the stakeholders involved. The Corporate Governance structure of the Company is based on a conventional organisational model and therefore consists of the following corporate bodies: the Shareholders' Meeting, the Board of Directors, and the Board of Statutory Auditors. Accounting control is delegated, in compliance with the relative legislation in force, to an independent auditor registered in the special roll maintained by Consob. A '231' (administrative liability) Supervisory Body (ODV) has also been appointed which oversees the proper functioning of the "231 Model" and is responsible for updating it. The Board of Directors has formed two committees from among its members with consultative and proposal-making functions: the Remuneration and Nominations Committee and the Risk, Control and CSR Committee, both consisting exclusively of non-executive and independent directors.

In order to guarantee the structured management of all aspects of sustainability, including material impacts, risks and opportunities, a system of responsibilities has been defined both at the level of governance bodies and of the organisational structure.

Specifically, in line with the Corporate Governance Code for Listed Companies promoted by Borsa Italiana[16], which Recordati has resolved to adopt, the Board of Directors has the role of pursuing sustainable business success, defined as the goal of generating value in the long term to the benefit of shareholders, taking into account the interests of stakeholders which are relevant for its business. This also translates into the integration and pursuit of ESG targets (defined in line with the material topics), which are periodically monitored and updated annually, taking into account the related risk profiles and the resulting organisational needs and approving, on an annual basis, the results of the double materiality analysis conducted prior to the approval of the Sustainability Plan.

The list of material impacts, risks and opportunities identified by the double materiality analysis was shared with the administrative, management and supervisory bodies, including the relative internal committees, during the reference period and according to the frequencies indicated above. See paragraph "SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model" for the list of impacts, risks and opportunities identified by the 2025 analysis.

As of 31 December 2025 the Recordati Board of Directors is composed of 10 members (including seven non-executive members, of which four are independent, equating to 40% of the governing body, thus in compliance with the requirement provided by law and by the Corporate Governance Code). Furthermore, 60% of the B.o.D. is composed of male directors and the remaining 40% by female directors. The gender diversity of the Board of Directors, calculated as an average ratio of female to male Board members, is 0.67. Furthermore, 60% of B.o.D. members are under 60 years of age, while the remaining 40% are over 60. Five nationalities are represented within the Board.



16 *Available to the public at the following link: https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf*

Table showing the Composition and Structure of the Board of Directors[17]

Role	Members (surname and name)	Year of birth	In office until	Date of first appointment	Nationality	Exec.	Non-exec.	Indep. CG Code	Indep. TUF	CCRS	RNC
Chair	*RECORDATI Andrea*	1971	Budget approval 2027	Shareholders' Meeting 29.04.1998	Italy		X				
Chief Executive Officer	*KOREMANS Robert*	1962	Budget approval 2027	B.o.D. 01.12.2021	Netherlands	X					
Director	*LA CORTE Luigi*	1969	Budget approval 2027	Shareholders' Meeting 29.04.2022	Italy		X				
Director	*LE COUILLIARD Joanna*	1963	Budget approval 2027	Shareholders' Meeting 05.02.2019	United Kingdom		X	X	X		P
Director	*MAZZA Giampiero*	1969	Budget approval 2027	B.o.D. 06.12.2018	Italy	X‡					
Director	*MORIANI Diva*	1968	Budget approval 2027	Shareholders' Meeting 29.04.2025	Italy		X	X	X	P	X
Director	*PELUSO Piergiorgio*	1968	Budget approval 2027	Shareholders' Meeting 29.04.2020	Italy		X	X	X	X	
Director	*PETTY Cathrin*	1973	Budget approval 2027	B.o.D. 06.12.2018	United Kingdom	X‡					
Director	*SANDS Stephen*	1957	Budget approval 2027	Shareholders' Meeting 29.04.2025	United States		X	X	X	X	X
Director	*STRATTON Kim*	1962	Budget approval 2027	B.o.D. 16.12.2021	Australia		X				

‡ *This symbol indicates an executive director identified as such in accordance with the provisions of the Corporate Governance Code of the Italian Stock Exchange (the "CG Code"), in that he/she holds management positions in companies of the Group of the majority shareholder which also affect the Company, but does not have individual operating powers in the latter.*

In terms of its control activities and pursuant to current legislation, the Board of Statutory Auditors oversees, among other things, that the Sustainability Statement is prepared and published in compliance with the applicable regulations, and also monitors the adequacy of the organisational, administrative, accounting and supervisory systems adopted to ensure the complete and accurate representation in the consolidated Sustainability Statement of the information necessary to understand it, including information on the business' impact on sustainability matters, and the ways in which such sustainability matters influence the Company's performance and results.

To this end, the Board of Statutory Auditors acquires an understanding of the Sustainability Statement from the relevant departments and verifies (taking into account the nature and size of the Company) the existence:

- Of an organisational department responsible for sustainability reporting that is adequate in terms of human resources, economic and information systems.
- Of operating directives, procedures and practices adopted by the Company such to ensure that the Consolidated Sustainability Statement is timely, complete and reliable, it being understood that the governing body remains responsible for structuring the process of preparing the Sustainability Statement. The Board of Statutory Auditors monitors the adequacy of the administrative and accounting system also for the purposes of sustainability reporting, and oversees the implementation and receipt of adequate periodic information flows, both of a quantitative and qualitative nature, instrumental to the definition of the Sustainability Statement.

The Board of Statutory Auditors also verifies that the Consolidated Sustainability Statement is prepared by the Directors in compliance with the provisions of Legislative Decree 125/2024. Moreover, it provides oversight on the completeness, adequacy and effectiveness of the procedures, processes and structures responsible for preparing the Sustainability Statement, and verifies compliance with the relevant regulations and the subjective and objective scope of application of the legislative framework, it being the auditor's responsibility to promptly verify the compliance of such statement with the relevant regulations and ESRS standards.
Finally, it monitors the directors' compliance with the applicable procedural regulations on the preparation, filing and publication of the Sustainability Statement.
As such, the Board of Statutory Auditors conducts a comprehensive audit to verify the correctness of the process according to which the Consolidated Sustainability Statement is prepared, and acquires appropriate certification from the executive body and the Financial Reporting Officer.
Recordati's Board of Statutory Auditors is composed of three standing members, all of whom meet the requirements of independence, as this is a legal requirement for appointment (two members, including the Chairman, are male while one is female: 66% vs 33%) and one alternate member[18]. Furthermore, two standing auditors are under 60 years of age, while the remaining standing auditor is over 60.

17 *The aforesaid composition of the governing body has been effective since 29 April 2025, when the Shareholders' Meeting appointed the new Board of Directors following the expiry of the previous Board's mandate. Following resignation from the role of Group CFO, Luigi La Corte is currently a non-executive director as of 22nd December 2025. More details are available in the Corporate Governance Report and Ownership Structure for the 2025 financial year, available on the Company's website.*

18 *The current composition of the Board of Statutory Auditors has been effective since 4 August 2025, when Alternate Auditor Silvia Mina replaced Livia Amidani Aliberti as Standing Auditor, who resigned as announced to the market on the same date. The mandate of the current Board of Statutory Auditors will expire when the Shareholders' Meeting approves the financial statements for 2025. That same Shareholders' Meeting will also appoint the new Board of Statutory Auditors.*

Role	Members (surname and name)	Year of birth	In office until	Date of first appointment	Nationality	Indep. under Code	Indep. under TUF
Chair	*SANTI Antonio*	1977	Budget approval 2025	11.04.2017	Italy	X	X
Standing Auditor	*MINA Silvia*	1988	Budget approval 2025	04.08.2025	Italy	X	X
Standing Auditor	*SIMONELLI Ezio*	1958	Budget approval 2025	29.04.2020	Italy	X	X

There are no elected representatives of employees and/or other workers on the administrative or supervisory boards (including the internal committees).

The personal and professional characteristics of each Director and each Statutory Auditor in office as of 31 December 2025 range from economic, financial and managerial matters, which for some of them also include significant international experience in the business sectors in which the Company and the Group operate, to corporate governance and sustainability matters (also in light of experience gained through serving as a Director or Statutory Auditor of Recordati, as well as of other companies, including listed ones, in Italy and/or internationally, also considering that sustainability matters are an intrinsic and integrated part of the business in Recordati, with reference for example to the pillar of patient care). In particular, the Chair of the Risks, Control and CSR Committee, Diva Moriani - a new Board member appointed on 29 April 2025 - has held a great interest in sustainability topics for many years. This awareness led her to be directly engaged in important initiatives, such as the creation of Dynamo Camp, a philanthropic organisation dedicated to children affected by serious or chronic diseases, and to hold the role of Chair of Credit Access India B.V., the sponsor of a microcredit platform aimed at women and SMEs in India, the Philippines and Indonesia. For more information on the personal and professional characteristics of directors and auditors, see the "Report on Corporate Governance and Ownership Structure", which includes an annex with a summary of the personal and professional characteristics of each director and auditor.

The Company regularly organises specific induction sessions for the Board of Directors and the Board of Statutory Auditors. Following the activities carried out in 2024 on the legislative framework introduced by the CSRD and the ESRS and on Recordati's governance and organisational structure, in July 2025 a specific session was held for the new Board of Directors centred around the presentation of the Group's sustainability strategy, the organisational structure of the ESG function, the key projects in progress and activities related to the preparation of the sustainability reporting, including the double materiality analysis and the legislative framework. In order to guarantee structured management of sustainability matters, a system of responsibilities has been defined both at the level of governance bodies and of the organisational structure. In line with the Corporate Governance Code for Listed Companies which Recordati has resolved to adopt, the Board of Directors has the role of pursuing sustainable business success, defined as the goal of generating value in the long term to the benefit of shareholders, taking into account the interests of stakeholders which are relevant for its business. For more details, see the paragraph below.

The Board of Directors is also responsible for ensuring that the Sustainability Statement is drafted and published in accordance with the provisions of Legislative Decree 125/2024. For this reason, the Board is charged with approving the analysis and list of material Impacts, Risks and Opportunities (IRO) and with approving the Sustainability Statement within the same deadlines as for the submission of the draft financial statements and making them available to the duly appointed Independent Auditing Company and to the control body, in line with the applicable legislation in force.

The Board of Directors has formed a Risk, Control and CSR Committee, consisting exclusively of non-executive and independent directors. In fact, it relies on the investigative support of this Committee (which as of 2020 has been carrying out sustainability tasks related to the company's business operations and the dynamics of its interaction with all stakeholders in compliance with the principle of sustainable success), as well as the relevant corporate functions (e.g., primarily the Group ESG function and the Financial Reporting Officer) who report periodically to the Board, the Risk, Control and CSR Committee and the Board of Statutory Auditors, each to the extent of their respective competencies, generally at least twice a year, regarding the materiality analysis, the preparation and monitoring of the Sustainability Plan and the process of preparing and approving the aforementioned Sustainability Statement. Likewise, the competent functions report specifically to the Remuneration and Nominations Committee and to the Board of Directors on the adoption and measurement of ESG targets within and for the purposes of incentive schemes for the Chief Executive Officer and other Executive Officers.

In general, the role of the Committee is to make proposals and advise the Board of Directors. The Committee also provides appropriate investigative support on the evaluations of the competence of the Board of Directors, also in terms of sustainability, i.e., the processes, initiatives and activities aimed at safeguarding the Company's commitment to sustainable development throughout the value chain. Furthermore, in its work to support the Board of Directors, the Risk, Control and CSR Committee:

- Analyses the material topics for the generation of value in the long term prior to approval by the Board of the business plan for the Group companies.
- Examines and evaluates, at least once a year, the results of the Risk Assessment carried out by the Company and reported in the Company Risk Catalogue and, based on this analysis, defines the nature and level of risk compatible with the Company's strategic goals, including in its assessments all elements that may be of significance in the context of the sustainable success of the Company.
- Monitors sustainability topics connected to business activity and the dynamics of interaction of the latter with all stakeholders in accordance with the principle of sustainable success.

- Reviews the Sustainability Plan guidelines and how sustainability policies are implemented, and supervises the adoption of measures to ensure equal treatment and opportunities for all genders within the entire company organisation and at Group level, monitoring their implementation.
- Examines the general composition of the Sustainability Statement and the structure of its content, as well as the completeness and transparency of information provided in this document.
- Expresses, on request of the Board, an opinion on sustainability matters.

At the start of 2025 and 2026, and prior to presentation and approval by the Board of Directors, the Risk, Control and CSR Committee reviewed the Sustainability Plan and the relative ESG targets of the respective years. Subsequently, during each year and as an overview at the end of each year, the Committee receives a report from the competent company functions on the progressive achievement of the respective targets adopted.

Finally, following the implementation in Italy of the CSRD, the Financial Reporting Officer responsible for preparing the corporate accounting documents pursuant to Art. 154-bis of the TUF and to Art. 25 of the Bylaws is also assigned sustainability reporting duties. The Financial Reporting Officer is therefore required to certify, jointly with the executive body and according to the appropriate template approved by CONSOB, that the Sustainability Statement included within the management report has been prepared in accordance with the reporting standards applied under Directive 2013/34/EU and the Legislative Decree adopted in implementation of Article 13 of Law 15/2024, as well as with the specifications adopted pursuant to Article 8, paragraph 4 of Regulation 2020/852/EU. The Board of Directors or, in any case, the Chief Executive Officer, makes available to the Financial Reporting Officer the appropriate economic, technical, human and IT resources such to allow, with specific reference to Recordati and the Group as a whole, for the formation of a specific team tasked with the preparation, revision and implementation of the administrative and accounting procedures necessary to produce the corporate accounting documents, as well as with the preparation of anything else required to certify the Sustainability Statement.

Recordati also promotes dialogue with stakeholders and disseminates a culture of sustainability within the Group. See the paragraph "SBM - 2 Interests and views of stakeholders", for more information. As regards dialogue with shareholders and stakeholders on this matter, as of 2022 the Board of Directors has adopted a specific "Policy for managing dialogue with all investors" in line with the recommendations of the current Corporate Governance Code, which is in force and available on the Company's website. The Board of Directors is regularly informed of the engagement activities conducted from time to time with investors and proxy advisors.

GOV-2 INFORMATION PROVIDED TO AND SUSTAINABILITY MATTERS ADDRESSED BY THE UNDERTAKING'S ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

As noted in the previous paragraph, the Board of Directors, the Risk, Control and CSR Committee and the Board of Statutory Auditors receive, each according to their respective competence, regular updates, generally at least twice a year, from the competent company functions, primarily the Group ESG function and the Financial Reporting Officer, on:

- The process and results of the double materiality analysis, including the impacts, risks and opportunities identified
- The definition and monitoring of the targets of the Sustainability Plan
- The process to prepare the Sustainability Statement and the relative content, including the policies, actions and metrics, and the targets adopted to tackle them.

Likewise, the competent functions report specifically to the Remuneration and Nominations Committee and to the Board of Directors on the adoption and measurement of ESG targets within and for the purposes of incentive schemes for the Chief Executive Officer and other Executive Officers.

See paragraph "GOV-1 The role of the administrative, management and supervisory bodies" for information on how the administrative, management and supervisory bodies are informed about sustainability matters.

The list of material impacts, risks and opportunities identified by the double materiality analysis was shared with the administrative, management and supervisory bodies, including the relative internal committees, during the reference period and according to the frequencies indicated above. See paragraph "SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model" for the list of impacts, risks and opportunities identified by the 2025 analysis.

GOV-3 INTEGRATION OF SUSTAINABILITY-RELATED PERFORMANCE IN INCENTIVE SCHEMES

Recordati's Remuneration Policy is aimed at attracting, retaining and motivating managers with the professional qualifications and experience needed to manage and develop the Group successfully, ensuring that the interests of management and those of the shareholders and the other stakeholders are aligned and promoting the constant creation of sustainable value in the medium and long term.
The Remuneration Policy is also defined in coherence with the corporate and business strategy, providing that each of the remuneration components offered to management is linked to precise goals for the pursuit of the Group's strategic vision.

The objectives of the short-term and long-term incentive schemes are designed to focus the management on the following objectives: economic and financial results, value creation for shareholders, growth through strategic acquisitions, environmental, social and governance (ESG).

The CEO remuneration consists of fixed, short-term variable (Group STI incentive Plan), and long-term variable components. The CEO remuneration is benchmarked annually against that of other comparable companies. The fixed component of the remuneration of the Chief Executive Officer is commensurate with the duties and responsibilities assigned. The short-term variable component of the remuneration package for the Chief Executive Officer is linked to an incentive scheme by objectives (Group STI). On the basis of this scheme, a bonus is paid in cash on the achievement of the annual results defined by the Board of Directors, on the proposal of the Remuneration and Nominations Committee, and measured according to pre-established management parameters and weights. A significant portion of the CEO's variable remuneration is provided through a long-term compensation vehicle, focusing on sustainable value creation for shareholders and stakeholders through performance shares. The interests of management are aligned with those of the shareholders through one of the LTI targets focused on the growth of total shareholder return (TSR) in relation to comparable companies and the objectives of the strategic plan.

Among the objectives of the CEO's Group STI system, there are the main social and environmental objectives of the Sustainability Plan related to patient care, people care, environmental protection (including climate change), ethics & integrity and responsible sourcing. In addition, social and environmental objectives (including climate change), linked to the implementation of the Plan itself, are also attributed to other Managers of the Group, among the objectives of the Group STI system.

As described in the Policy on Remuneration and remuneration paid, a percentage of 5% of the short-term variable component (STI) was defined for the CEO for completion of the ESG initiatives in the Sustainability Plan.

With reference to climate change, the initiatives of the Sustainability Plan linked to the CEO's STI include the implementation of the roadmap for the installation of solar panels at the Group's production plants, as this project represents an essential lever to achieve the target of reducing CO_2eq emissions by 2030. The installation of solar panels in line with the defined roadmap is one of the initiatives relevant to allowing the ESG targets set for the CEO to be achieved.

The Group's remuneration policy has been approved by the Remuneration and Nominations Committee.

GOV-4 STATEMENT ON DUE DILIGENCE

In line with the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises, Recordati adopts due diligence processes from a social, environmental and governance perspective to ensure that its business operations are conducted responsibly. The due diligence processes are realised through the system of policies, procedures and management systems, as well as through the actions and targets and related monitoring processes conducted by the Group on the topics in question. Specifically, the adopted due diligence processes enable any actual or potential negative impacts deriving from the Group's direct activities or in the upstream or downstream value chain, or relative to other commercial relationships, to be effectively identified and managed. Furthermore, these processes are also integrated into corporate governance and the business strategy in order to ensure that Recordati's business is conducted in compliance with domestic and international legislation, while also promoting responsible practices within its business development. The figure below shows the mapping of the information provided in the Sustainability Statement on due diligence processes, with reference to the current financial year.



Core elements of Due Diligence

a) Embedding due diligence in governance, strategy and business model
b) Engaging with affected stakeholders in all key steps of the due diligence
c) Identifying and assessing adverse impacts
d) Taking actions to address those adverse impacts
e) Tracking the effectiveness of these efforts and communicating

a)	b)	c)	d)	e)	Paragraphs in the Sustainability Statement
x					GOV - 1 The role of the administrative, management and supervisory bodies
x					GOV - 3 Integration of sustainability-related performance in incentive schemes
	x				SBM - 2 Interests and views of stakeholders
	x				S1-2 Processes for engaging with own workforce and workers' representatives about impacts
	x				S2-2 Processes for engaging with value chain workers about impacts
	x				S4-2 Processes for engaging with patients about impacts
x		x			SMB - 3 Material impacts, risks and opportunities and their interaction with strategy and business model (thematic information provided in the relevant sections of General information; Environmental information - E1 - Social information - S1, S2, S4, entity-specific: Support for communities - Governance information - G1)
	x	x			IRO -1 Description of the processes to identify and assess material impacts, risks and opportunities (thematic information provided in the relevant sections of General information, Environmental information - E1, E2, E3, E5 - Social information - S1, S2, S4, entity-specific: Support for communities - Governance information - G1)
x					Policies on sustainability matters (thematic information provided in the relevant sections of Environmental information - E1-2, E2-1, E3-1, E5-1 - Social information - S1-1, S2-1, S4-1, entity-specific: Support for communities - Governance information - G1)
			x	x	Actions undertaken on material impacts, risks and opportunities (thematic information provided in the relevant sections of Environmental information - E1-3, E2-2, E3-2, E5-2 - Social information - S1-3, S1-4, S2-3, S2-4, S4-3, S4-4, entity-specific: Support for communities - Governance information - G1-2, G1-3)
				x	SBM - 1 Strategy, business model and value chain
				x	Targets and commitments (thematic information provided in the relevant sections of Environmental information - E1-4, E2-3, E3-3, E5-3 - Social information - S1-5, S2-5, S4-5, entity-specific: Support for communities - Governance information - G1)
				x	Metrics (thematic information provided in the relevant sections of Environmental information - E1-5, E1-6, E3-4, E5-4, E5-5 - Social information - S1-6, S1-7, S1-8, S1-9, S1-10, S1-11, S1-12, S1-13, S1-14, S1-15, S1-16, S1-17, entity-specific: Support for communities - S4 - entity-specific - Governance information - G1-4)

Due diligence is a continuous and adaptive process that may influence changes to the strategy, business model, business activities, operating contexts, and stakeholder relations. The actions reported in the paragraphs referenced in the table describe the approach that is currently being pursued and that the Group will continue to consolidate in the future.

GOV-5 RISK MANAGEMENT AND INTERNAL AUDITING OF SUSTAINABILITY REPORTING

The Internal Control System (ICS) for Sustainability Reporting is aligned with the Company's internal control system. Its primary aim is to guarantee with reasonably certainty that the sustainability reporting process is performed in accordance with applicable regulations and that information provided is accurate.

The ICS is based on the COSO Report (Committee of Sponsoring Organisations) framework, ensuring an organic and integrated approach to risk management and internal control. The ICS for the Sustainability Statement, like the wider Recordati Group ICS, has three levels of control:

- Operational control, performed on a daily basis by the heads of operational functions (e.g. process and data owners, the ESG function, the Financial Reporting Officer, etc.) to manage risks and ensure that activity is compliant with company directives.
- Compliance control, performed by the Compliance function to monitor alignment with applicable reporting regulations and company sustainability guidelines.
- Independent control, performed by the Group Internal Audit Department, working objectively outside the influence of daily operations to check first and second-level controls, identifying critical issues and suggesting improvements to sustainability reporting processes and the robustness and reliability of data gathered.

The structured combination of the different control levels and components of the COSO create a complete and integrated Internal Control System, which promotes continuous monitoring of the robustness of the sustainability reporting process, enabling the swift identification of critical issues in preparatory reporting phases and constant improvement of corporate governance. The risk analysis at the process level was carried out consistently with the approach used for financial reporting. A Control Matrix (RCM) was prepared, which included the key risks identified and the related controls designed to mitigate these risks. Among the main risks identified are incorrect, incomplete or improper disclosure and failure to comply with the main objectives relative to the preparation, reporting and publication of the Sustainability Statement.
With reference to the topics handled, as well as the data and information presented through the Sustainability Statement, the ICS is composed of different corporate management and control parties and functions, with clearly defined aims and responsibilities. Below is a non-exhaustive list of the main parties involved and a general indication of the activities performed for reporting purposes:

- The data owners of the departments/functions involved in the reporting process are responsible for the accuracy and completeness of the data and information transmitted and the timeliness of the information flows.
- The managers of the departments/functions involved in the reporting process support the reporting of the Group's environmental, social, governance and economic performance, identifying the data owners involved in the reporting process and supervising their activities.
- The Group Environmental, Social & Governance (ESG) Function has an overall coordination role in the Sustainability Statement preparation process.
- The Financial Reporting Officer certifies that the Sustainability Statement has been prepared in accordance with applicable regulations and the ESRS reporting standards.
- The Board of Directors guarantees that the Sustainability Statement is drafted and published in accordance with the provisions of Legislative Decree 125/2024 and the ESRS reporting standards.
- The Risk, Control and CSR Committee has propositional, advisory and guidance functions within the B.o.D. on the Recordati Group's sustainability strategy, policies and activities; it examines the general format of the document, including the structuring of the relative content, and reviews the level of completeness and transparency.
- The Board of Statutory Auditors monitors compliance with the provisions established by the applicable legislation.
- The Group Corporate Law Function undertakes to make the Sustainability Statement available to the corporate bodies involved, after the document has been prepared and approved internally, and after completion of the fulfilments regarding the subsequent public release and filing with the Companies Register using the method and within the time frame provided by Italian Legislative Decree 125/2024 and applicable legislation.
- The Group Internal Audit Department monitors compliance with the CSRD and ESRS, ensuring that sustainability reporting processes are aligned with the standards and working with the independent auditing company appointed to conduct the limited assurance of the Sustainability Statement.

In 2025, a structured risk assessment model was implemented for sustainability KPIs. The Internal Audit function prepared a KPI assessment model, making it possible to analyse the indicators included in the 2025 Sustainability Report on the basis of 11 risk drivers. Each indicator was defined in line with the ESRS to cover the mandatory data-points set out in European legislation, as well as optional data-points where deemed important for reporting purposes. The existence of specific reporting risks and the presence of second-level controls was also assessed for each KPI. The risk assessment will be repeated annually.
Using this analysis, KPIs were classified into three risk categories: high, medium and low. The assigned priority level formed the foundations for defining the subsequent control and testing activities carried out by the Internal Audit Department for the 2025 Sustainability Report, which focused on the highest risk indicators.

As regards the activities performed by the Group Internal Audit Function with reference to the 2025 Sustainability Statement, these enabled continuous monitoring, on the basis of a detailed programme, which had the purpose of:

- Verifying the consistency and compliance of company processes involved in the Sustainability Statement process in relation to CSRD and ESRS requirements, by sample-monitoring the completeness and quality of the sustainability data collected and reported
- Evaluating internal control activities related to reporting, also identifying and reporting any gaps or weaknesses.

The Group Internal Audit Department, within the areas considered sustainability priority areas - on the basis of the aforementioned Risk Assessment Model - independently selected a sample of KPIs and processes for monitoring. This analysis made it possible to identify and test the controls established by the functions in question, identifying their mitigation capabilities and verifying their effectiveness and efficacy. Furthermore, to ensure alignment with strategic and regulatory goals, the Group Internal Audit Department coordinated with the Financial Reporting Officer and the ESG Function. The monitoring activities specifically considered KPIs whose calculation and reporting methodologies have involved successive aggregations, reviews and reprocessing of data obtained from various company departments.

The monitoring strategy was aimed at monitoring the actual verification activities carried out during the collection, analysis, aggregation and final disclosure of the data, as well as the recalculation, in order to confirm the accuracy of the data presented in the statement. The findings of Group Internal Audit Department activities are shared through an audit report to the Chairman of the Board of Directors, the Chief Executive Officer, the Group CFO, the Financial Reporting Officer, the Head of the ESG Function and the Group Risk Director and, through its periodic report, to the Risk, Control and CSR Committee and the Board of Statutory Auditors. The Audit Report includes any areas for improvement identified and action plans, shared with the heads of the relevant functions, to be implemented in order to mitigate the residual risks identified and guide activity in pursuit of continuous improvement.

STRATEGY

SBM-1 STRATEGY, BUSINESS MODEL AND VALUE CHAIN

With our beginnings in a family-run pharmacy in Correggio, Italy in the 1920s, Recordati is now a global pharmaceutical group, listed on the Italian Stock Exchange since 1984, with approximately 4,700 employees.

Recordati is a group of passionate individuals who go to extraordinary lengths for partners, customers, investors, and the patients across the globe that we serve. We care for our people and strive to give them the opportunity and support to develop themselves.

Driven by its purpose - *Unlocking the full potential of life* - Recordati is focused on improving people's health and quality of life. We develop and commercialise medicines to serve people living with common diseases, as well as those living with some of the rarest.

We've always believed that health, and the opportunity to live life to the fullest, is a right, not a privilege. We want to give everyone the opportunity to be the best version of themselves. This drive will never stop.

Recordati has a long history of entrepreneurial passion, a strong reputation and a desire to continue growing, innovating and creating value in an ethical, enduring and sustainable way. We do this by protecting people and the environment, and supplying safe, high-quality products.

We pursue a long-term sustainable growth model, integrating social and environmental aspects into the corporate strategy. This promotes a positive contribution to sustainable development in the areas in which we operate. All this, while also maintaining a commitment to generating value for stakeholders.



REVENUE

2,618.4 million euros

EMPLOYEES[19]

Approximately **4,700**

GEOGRAPHICAL PRESENCE

Approximately
150 Countries
(with Specialty & Primary Care and Rare Diseases)

PLANTS

2
pharmaceutical chemicals plants
(Italy, Ireland)

7
pharmaceutical production plants
(Italy, France, Türkiye, Spain, Tunisia, Czech Republic[21], Switzerland)

1
packaging and distribution plant handling drugs for Rare Diseases
(France)

REVENUE BY SECTOR[20]

SPECIALTY & PRIMARY CARE (including Chemicals)

1,536.9 million euros
(equal to 58.7%)

RARE DISEASES

1,081.4 million euros
(equal to 41.3%)

19 For a breakdown of employees by geographical area, please refer to the "Own workforce" section.
20 Refer to the corresponding figures reported in the Consolidated Financial Statements, note no. 33 Operating segment.
21 The plant in the Czech Republic ceased production on 31 December 2025.

BUSINESS AND PORTFOLIO

Specialty & Primary Care

The Specialty & Primary Care (SPC) business unit has a strong and proven heritage of supporting people living with a wide range of common illnesses that affect large populations day to day. It takes pride in discovering added value in some of the world's most trusted pharmaceutical brands, relied on by millions of patients worldwide and creates value for patients, payers, and physicians with its offering of new products bringing affordable innovation in both prescription and self-medication markets. The business has a direct presence in Europe, North Africa and Türkiye, and makes its products available in other international markets through distribution partners. The product portfolio includes medicines developed historically internally and several that have been in-licensed from other pharmaceutical companies for commercialisation in specific territories.

SPC's best-known products are focused in the following **areas**:

- **Cardiovascular**, where, for over 20 years Recordati has been at the forefront of supporting patients with cardiovascular disease with a wide portfolio of products and services in primary and secondary care including lercanidipine, a latest-generation calcium channel blocker indicated for the treatment of hypertension, discovered and developed entirely at Recordati's research laboratories, and its combination with enalapril, a widely prescribed ACE inhibitor. SPC also offers well-established metoprolol-based products, a beta-blocker mainly indicated to control a range of conditions including hypertension, angina pectoris, cardiac rhythm disorders, maintenance treatment after a myocardial infarction, and functional heart disorders with palpitations. Pitavastatin, a latest-generation statin for controlling hypercholesterolemia, is also marketed in several countries. In 2025, the cardiovascular portfolio expanded with the addition of Vazkepa® (icosapent ethyl), a medicine that helps lower the risk of heart attacks, strokes, and other problems caused by blocked blood flow circulation.
- **Urology** and **uro-oncology**, with well-recognised drugs for the treatment of benign prostatic hyperplasia (BPH) such as silodosin, and of urinary incontinence, such as flavoxate. Its portfolio also includes Eligard® a leuprorelin acetate depot formulation for subcutaneous injection indicated for palliative care in hormone-dependent prostate cancer (PCa). A new pre-connected syringe system, developed by Tolmar, has been widely launched since 2023, further enhancing the differentiated position of the brand. In 2023, a long-term, commercialisation agreement was finalised with GSK for the sales and distribution of two drugs, Avodart® (dutasteride) and Combodart®/ Duodart® (dutasteride/tamsulosin)[22]. These drugs have helped support millions of men worldwide who experience moderate to severe symptoms relating to benign prostatic hyperplasia (BPH) and are at risk of suffering complications.
- **Gastroenterology**, including well-established brands like Citrafleet® (sodium picosulfate + magnesium citrate) for bowel cleansing prior to diagnostic procedures, Casenlax® (macrogol) for adult and pediatric constipation, and a line of probiotics based on lactobacillus reuteri protectis for supporting gut microbiota balance, widely used across Western Europe. Procto-Glyvenol® (tribenoside + lidocaine) is a leading Consumer Healthcare (CHC) treatment for internal and external hemorrhoids, especially strong in Central and Eastern Europe.
- **Cough and cold**, ranging from byclotymol-based antiseptics for sore throats, to combination products for cough, cold and ear, nose and throat infections, successfully marketed in Italy, France, Russia and the CIS countries.
- Beyond these categories, Recordati operates in additional therapeutic areas, including **Central Nervous System (CNS)**, with Reagila® (cariprazine) a third-generation antipsychotic indicated for schizophrenia and marketed in several European countries. The portfolio also includes a wide range of prescription and CHC brands arising from Recordati's original research, the acquisition of product rights and licensing agreements. Notable products include Lomexin® (fenticonazole) for the treatment of gynaecological and dermatological infections, and Magnesio Supremo®, a leading magnesium supplement.

Rare Diseases

The Rare Diseases (RD) business unit develops, produces and markets drugs for the treatment of rare diseases, operating globally and dedicated entirely to serving patients suffering from these diseases.

Historically focused on rare genetic metabolic illnesses, acquired through the acquisitions of Orphan Europe in 2007 and Lundbeck product portfolio in US in 2012, the Rare Diseases portfolio was expanded with the acquisition of additional important specialties in rare endocrine diseases through the acquisition of Signifor®, Signifor LAR® (pasireotide) and Isturisa® (osilodrostat) from Novartis in 2019, and further expanded with the acquisition of EUSA Pharma that was completed in March 2022, adding four drugs for the treatment of rare and niche oncological/hematological diseases. In November 2024, Enjaymo® (sutimlimab) was acquired from Sanofi, thus complementing the oncology/hematological portfolio.

RD provides medicines across three **main therapeutic areas**:

- **Endocrinology** - Recordati expanded into important endocrine specialty treatment areas in 2019, which included conditions such as Cushing's disease (CD)/ Cushing's syndrome (CS) and acromegaly, both rare conditions that can have a significant impact on quality of life. The expansion was part of the acquisition of Signifor®, Signifor LAR® and Isturisa® from Novartis. Access to Isturisa® treatment continues to expand globally with the approval of the expansion of label to endogenous hypercortisolemia in CS for Isturisa® in US in April 2025.
- **Hema-oncology** - The business expanded into rare oncological conditions through the acquisition of EUSA Pharma in March 2022, adding important treatments that cover rare and niche oncological diseases, the main ones being Qarziba® (dinutuximab beta) for high-risk neuroblastoma, Sylvant® (siltuximab) for idiopathic multicentric Castleman disease and Fotivda® (tivozanib), indicated in advanced renal cell carcinoma. Access to these treatments continues to expand internationally; for example, in 2025 discussions progressed with the FDA in the US regarding the potential regulator path for the Biologics Licence Application for Qarziba®, a product already available in Europe and other countries. In November 2024, Recordati reinforced the presence in the hematology space with the acquisition from Sanofi of Enjaymo® (sutimlimab), the only approved targeted product to treat cold agglutinin disease (CAD), a rare auto immune complement mediated hemolytic disorder, and in 2025 the business has been fully integrated into Recordati operations.

22 *Trademarks are owned by or licensed to the GSK group of companies. Transition to Recordati of commercialization of Avodart® and Combodart® / Duodart® has been effected in the following markets: Austria, Belgium, Czech Republic, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Poland, Portugal, Spain, Sweden, Switzerland, UK.*



- **Metabolic** - The activity on rare genetic metabolic illnesses, with an initial presence in 2007 mostly in Europe and the MENA region, expanded its scope into the US in 2012. Cystadrops® (cysteamine hydrochloride), Carbaglu® (carglumic acid) and Panhematin® (human hemin) form the core of the business's legacy metabolic products, to which Ledaga® (chlormethine hydrochloride) was added in 2018. Recordati continues to expand access to these treatments, with Carbaglu® launched in 2023 in China for the treatment of hyperammonia associated with NAGS deficiency and organic acidemias, a set of rare metabolic conditions characterised by raised levels of ammonia in the blood which can be extremely toxic to the brain in infants, children and adults.

Rare Diseases continually develops new specialties and new indications within its portfolio originating either internally or acquired through development agreements with other pharmaceutical companies and research institutes across its three focus areas.

PRODUCTION SITES

Recordati has seven pharmaceutical production facilities, located in the France, Italy, Czech Republic[23], Spain, Switzerland, Tunisia and Türkiye all of which operate in full compliance with environmental protection regulations and current Good Manufacturing Practice (cGMP).

Recordati also has one packaging and distribution centre dedicated to rare disease products in Nanterre (near Paris), France.

The Group also produces a number of active ingredients and intermediates for the pharmaceutical industry at two pharmaceutical chemical plants, one of which is in Campoverde di Aprilia, Italy, and the other in Cork, Ireland.

23 The plant in the Czech Republic ceased production on 31 December 2025.

BUSINESS MODEL AND VALUE CHAIN

The Recordati Group has always focused on developing and offering innovative products aimed at improving human health and quality of life, and aspires to be a top-tier value creator for patients, investors and employees alike. It invests continuously in research and development and is committed to maintaining the highest product quality and safety standards throughout the product life cycle.

In the performance of its activities, the Group uses all of the material and non-material resources (inputs) to offer safe, high quality products (outputs). Recordati uses only reliable suppliers, approved as complying with the relevant technical standards. It also constantly monitors the availability of raw materials and strategic excipients, in order to guarantee production continuity.

Through its business activities, the company is able to contribute to sustainable development, generating value for stakeholders, including shareholders, investors, employees, patients and partners, as well as for the regions in which it operates and local communities (outcome).

In particular, the specialist technical expertise and experience of the Group's personnel, as well as partnerships and relations with operators in the value chain, are essential[24] to the functioning of its business.

The business model is also supported by the governance system based on the principles of ethics and integrity and the Group strategy, both of which are important drivers of business continuity. The Risk Management system, on the other hand, guarantees the presence of an informed decision-making process through the assessment and analysis of risks and opportunities, while the internal regulatory and management system ensures that the Group's activities are in compliance with the company's principles and guidelines.

As regards the value chain, upstream Recordati acquires raw materials (e.g. active ingredients, packaging materials and excipients) from approved suppliers, finished products (Contract Manufacturing Organisations-CMOs) and services (including CROs). Commercial relationships with other parties (suppliers, consultants and partners) are founded on respect for the principles of fairness, professionalism, efficiency, loyalty and transparency. The Group establishes written agreements outlining the responsibilities of each party and requiring that the principles of the Code of Ethics and Supplier Code of Conduct be respected. Incoming logistics is also positioned upstream in the value chain.

At the heart of the value chain, Recordati is engaged in research and development of new drugs, with a particular focus in the field of rare diseases and, for the production of pharmaceutical and chemical products, the Group also has its own facilities that observe the strictest quality and safety standards and use cutting-edge environmental protection technology.

Lastly, downstream in the value chain is the logistics, marketing and distribution of products (also on license), for example to wholesalers, distributors, pharmacies and hospitals, before reaching the end user or patient.

To summarise, Recordati's value chain includes all crucial phases from start to finish and sustainability permeates each of these, ensuring that company practices are socially and environmentally responsible, in line with the Group's long-term goals.

For more information on the Recordati business model, see the relevant chapters of the Sustainability Statement. For details of stakeholder relations and engagement, see paragraph "SBM-2 Interests and views of stakeholders".



24 As defined by Italian Legislative Decree 125/2024, key intangible resources are resources without physical form on which the undertaking's business model fundamentally depends, and which are a source of value creation for the undertaking.

THE RECORDATI GROUP'S COMMITMENT TO SUSTAINABILITY

Recordati has a long history of entrepreneurial passion, a strong reputation and a desire to continue growing and creating value in an ethical, enduring, and sustainable way, all while respecting the laws and regulations that apply in the countries where we operate, protecting people and the environment, and supplying safe, high-quality products for patients. Over the years, the Group has launched various initiatives focused on sustainability, aligned with its strategic, organisational and operational characteristics.

In fact, when defining the Group's management strategies and policies, Recordati's priorities include, in addition to improving patient health and quality of life, paying attention to the interests of all stakeholders, monitoring and managing the economic, social and environmental impacts of its work.

Improving people's health and quality of life is the basis of the Group's purpose. Recordati's People have always given their utmost every day to pursue this goal.

As emphasised by the World Health Organisation (WHO), health is not merely the absence of disease or infirmity, but a state of complete physical, mental and social well-being. To improve health, it is therefore necessary to intervene on a number of determining factors, such as the social, physical and economic conditions under which people are born, live and work, including healthcare systems. In this context, in addition to institutions and governments, pharmaceutical companies must also develop strategies for the improvement of the healthcare system, in terms of availability, accessibility and quality of healthcare structures and the goods and services provided.

We are living in a rapidly changing world that often raises concerns about sustainability for future generations. The current scenario in which we live has led us to reflect deeply on the relationship between humanity and nature and on the importance of an overall balance: the well-being and health of people and the health of the planet are closely connected. We cannot be healthy in an unhealthy environment and with no health there is no wealth and no social equity.

In light of these aspects and the priorities defined in the Agenda 2030 for Sustainable Development, Recordati strives to support responsible development, by promoting people's well-being and actively contributing to the protection of the environment, in line with the principles of economic, social and environmental sustainability.



The Recordati Group's values

Our purpose ignites our passion. It gives us energy and fuels our commitment to help our patients, support one another, and grow our business. We call this energy the Recordati *Flame*. It symbolises the commitment and dedication our people have for their work and unites us all in delivering value for patients, healthcare professionals and our shareholders.

What sustains the Recordati *Flame* are the many positive behaviours demonstrated across our organisation every day. These behaviours form the foundation of our values, created to challenge each of us to be our best so that our Company can perform at its highest level.

Our values are underpinned by two non-negotiable principles that apply to everyone, at all times. They must remain front of mind, without compromise:
A. The **patient** is fundamental - and must be at the heart of everything we do.
B. **Integrity** is fundamental - and represents more than honesty alone; it reflects strong ethical standards in all our actions.

Our values hold us to account and set a higher standard for how we work:

Better together

We believe that when we work together,
we are stronger and create magic.

Never settle

We believe that reaching our potential comes
through courage, innovation and hard work.

Always deliver

We believe that trust is built from doing what you say you will,
when you say you will.



OUR SUSTAINABILITY PLAN

The Sustainability Plan is the tool used to share the Group's future trajectory with its stakeholders: it represents an expression of the ambitions of the Recordati Group and the commitments it wishes to prioritise in order to promote sustainable and responsible growth.

The Sustainability Plan focuses on five priority areas:

- Patient care
- People care
- Environmental protection
- Responsible sourcing
- Ethics and integrity



Patient care

Driven by its purpose, Recordati is focused on improving people's health and quality of life. At Recordati, we've always believed that health, and the opportunity to live life to the fullest, is a right, not a privilege.

Whether for common diseases or the rarest, we want to give everyone the opportunity to be the best version of themselves by having access to affordable and innovative healthcare.



People care

We are committed to creating a safe and inclusive working environment where everyone can express their talents. Our Employees are our most important asset and, therefore, we recognise and value the role that each person plays in the success of our business.

We aim to create shared value and positively contribute to sustainable development where we operate, aware of the importance of dialogue, collaboration and respect for the community.

The Sustainability Plan, defined in accordance with the double materiality analysis, also highlights the contribution to the achievement of 10 of the 17 Sustainable Development Goals (SDGs) of the 2030 Agenda, the set of shared goals signed by UN member states that outline a path of collaboration and responsibility to confront today's complex challenges.

Environmental protection

Improving human health is the cornerstone of Recordati's purpose, but we are aware that the health and well-being of present and future generations and the health of our planet are closely interlinked.

With this in mind, we want to take conscious action by working to preserve natural resources and contribute to the fight against climate change by minimising our environmental impact.

Responsible sourcing

We want to build relationships based on transparency and trust with suppliers and strategic partners. We are committed to constantly promoting respect for ethical, environmental and social aspects along the entire value chain.

Ethics and integrity

Integrity is non-negotiable for us. We demonstrate our leadership by setting a good example and our daily actions are driven by the principles of fairness and transparency.



SUSTAINABILITY HIGHLIGHTS 2025

Installation of **solar panels** in **Tunisia** and **Italy** (at Campoverde - first wave) and the expansion of the system in **Spain** were completed, reaching a total installed power of approximately 6,200 kWp (together with the systems already in operation)

100% of the electricity purchased by the Group's plants comes from **renewable sources**, in countries where this is possible[25]

In January 2026, the plant in **Ireland** achieved **ISO 14001** certification and the plant in **Tunisia** achieved **ISO 50001**

Approximately **3.2 million euros in donations** in support of the community[26]

The **second People Engagement Survey** completed with an excellent participation rate of 84%

Approximately **95% of employees** received **D&I training**



25 This figure excludes Tunisia, where renewable energy is not available. Including Tunisian consumption in fiscal year 2025, electricity from renewables purchased at the Group's production plants is approximately 91%.
26 Including monetary and product donations measured at market value. The data also includes awareness-raising activities, support for patient associations and scientific events.

Achieved an excellent **inclusion index**, measured as part of the Employee Engagement Survey 2025, **equal to 83%**

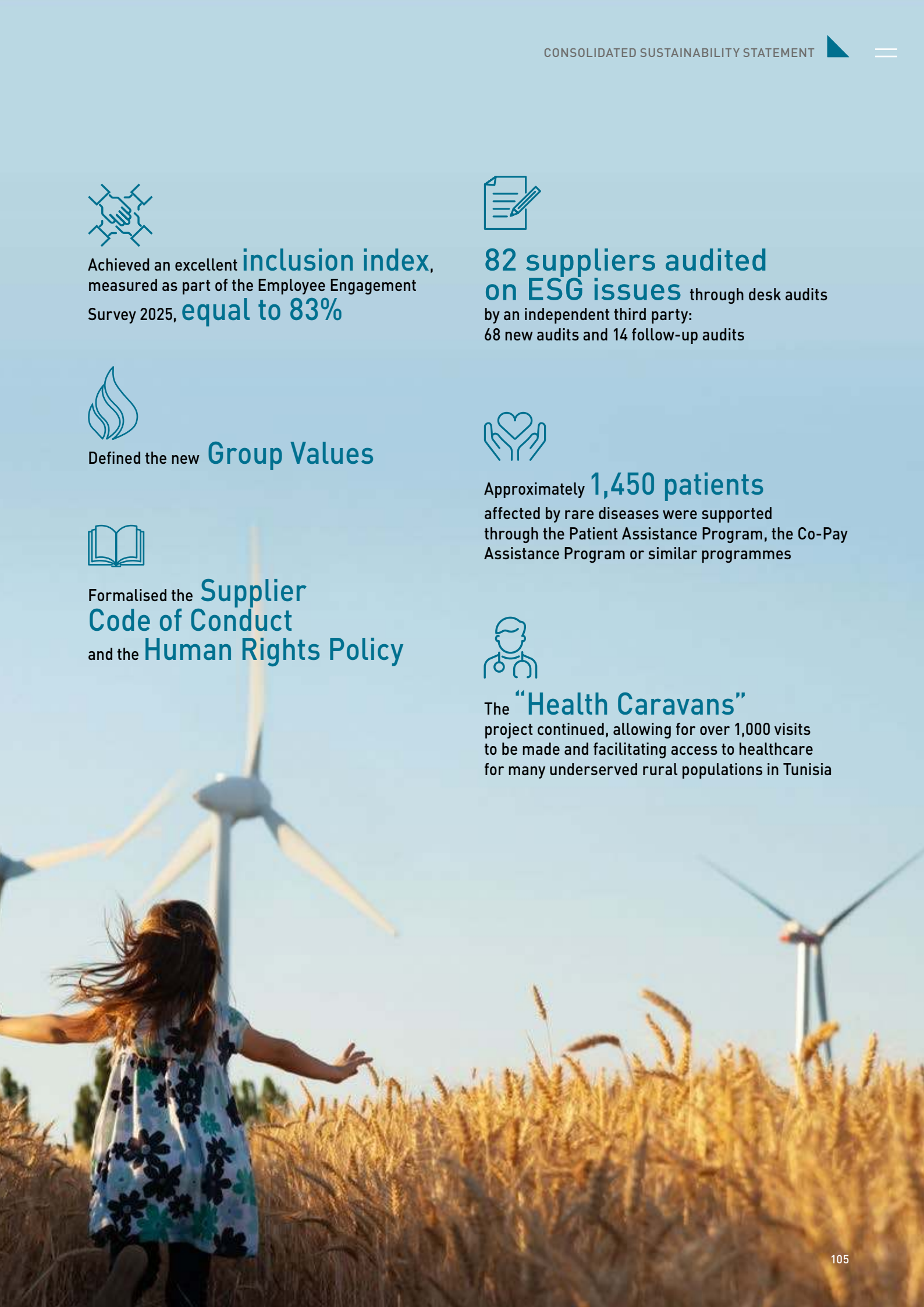
Defined the new **Group Values**

Formalised the **Supplier Code of Conduct** and the **Human Rights Policy**

82 suppliers audited on ESG issues through desk audits by an independent third party:
68 new audits and 14 follow-up audits

Approximately **1,450 patients** affected by rare diseases were supported through the Patient Assistance Program, the Co-Pay Assistance Program or similar programmes

The **"Health Caravans"** project continued, allowing for over 1,000 visits to be made and facilitating access to healthcare for many underserved rural populations in Tunisia



Process for the definition of the Sustainability Plan

The sustainability goals, both quantitative and qualitative, were identified by the Environmental, Social & Governance department in close collaboration with the heads of other company departments[27]. The Plan and the goals are shared with the Executive Leadership Team, the CEO, the Risk, Control and CSR Committee, and the Board of Directors. With a view to continuous improvement, the Plan defines a structured monitoring and periodic updating process. In particular:

- In order to monitor compliance with the commitments undertaken by the Group, the Environmental, Social and Governance department requests status reports on the objectives from the functions involved and informs the Risks, Control and CSR Committee.
- The Plan is updated annually to report on the implementation status of ongoing projects and to define new targets.

For each target, be it qualitative or quantitative, the following tables highlight the status in relation to the envisaged time frames, on the basis of the monitoring activities, as well as the targets that the Group intends to pursue in future. Details of the actions taken to achieve the targets are given in the individual chapters.

RECORDATI SUSTAINABILITY-LINKED LOAN

At the end of 2023, Recordati has agreed key sustainability milestones as part of its 400 million euros credit facility finalised in May 2023 with a pool of international relationship banks. As of December 2023, the credit facility is linked to two ESG KPIs from the Sustainability Plan: environmental protection (Renewable Energy Installed Power Capacity) and responsible sourcing (Suppliers' Sustainability Audit). This represents another step forward in the Group's commitment to pursue a sustainable growth model by integrating social and environmental aspects into its corporate strategy. Reaching the target is not part of a "financial covenant", but it does have an impact on the interest rate applied from 2024 onwards. The goals refer to the three-year period 2024-2026.
Both KPIs adopted for 2025 were achieved by the Group and have been presented in the specific sections of the Sustainability Statement: for the renewable energy installed power capacity, see the "Climate Change" chapter, and for supplier sustainability audits, see the "Workers in the Value Chain" chapter. The KPI are also included in the tables of the Sustainability Plan.



27 External stakeholders were not directly involved in definition of the goals. Nevertheless, the Sustainability Plan, prepared on the basis of the topics found to be material for the company and sector in terms of impacts, risks and opportunities, indirectly takes into account the main stakeholder expectations. Internally, the Group collaborates closely with the company departments that hold in-depth knowledge of the processes involved.

ETHICS AND INTEGRITY

TARGETS DEFINED AND TIME FRAMES	RESULTS IN 2025	FUTURE TARGETS AND TIME FRAMES
Business ethics, integrity and anti-corruption		
Updating of the Group Code of Ethics and start of dissemination of the new Code amongst Group employees in 2025, reaching at least 90% of Group employees trained by 2026[28].	✔ ONGOING In 2025 the Group's Code of Ethics was updated to include the new Values, among other changes. The new version is currently at the review and approval stage, with publication expected in 2026. Furthermore, the training programme is being updated and will be launched in 2026.	Publication of the new Group Code of Ethics and related training delivered to at least 90% of Group employees by 2026. Update the Anti-Bribery Manual and roll-out in 2026, with a target of at least 90% of Group employees to receive training by 2027[29].
Privacy[30]		
At least 90% of Group employees trained on the Global Privacy Policy.	✔ ACHIEVED In 2025, approximately 90% of Group employees received training on the Global Privacy Policy.	Continue to deliver training to Group employees on data protection by 2026: • Extend training on the Global Privacy Policy to all new employees. • Launch three micro-learning initiatives to allow employees to expand on their understanding and knowledge of relevant topics.

PATIENT CARE[31]

TARGETS DEFINED AND TIME FRAMES	RESULTS IN 2025	FUTURE TARGETS AND TIME FRAMES
Access to medicine and healthcare, research and development		
In the field of rare diseases, the Group is committed to: • Continuing with Patient Assistance Program (PAP), Co-Pay Assistance Program (CAP) or similar programs aimed at providing assistance to patients who are eligible to receive financial support for products (2025).	✔ ACHIEVED The Group continued to offer the Patient Assistance Program (PAP) and the Co-Pay Assistance Program (CAP). In 2025, these two programmes were active in the USA and China, and focused on the endocrinology, oncology and metabolic therapeutic areas. During 2025, Recordati supported around 1,450 rare-disease patients with the Patient Assistance Program (PAP), Co-Pay Assistance Program (CAP) and similar programmes.	**In the field of rare diseases, the Group is committed to:** • Continuing with Patient Assistance Program (PAP), Co-Pay Assistance Program (CAP) or similar programs aimed at providing assistance to patients who are eligible to receive financial support for products (2026).

28 The Code of Ethics also includes aspects related to responsible marketing. Consequently, this topic is also covered in the employee training course on the main content of the Code.
29 Group employees with access to digital devices.
30 The training plans refer to Group employees with access to digital devices.
31 The table relating to the Group's commitments to its patients shows only some of the targets. Commitments regarding quality, product safety, research and development, etc. are intrinsically related to the business and are thus ongoing.

• Continuing to work closely with rare-disease communities (including doctors, healthcare professionals, patient groups and families) to increase awareness, facilitate improved diagnosis and expand availability of treatments for people with rare diseases (2025).	✔ **ACHIEVED** Awareness: the Group continued to work closely with rare-disease communities to increase awareness regarding these conditions, leading to improved diagnosis, and expansion of the availability of treatments for those with rare diseases. Examples: • Collaborations with groups and associations (such as the American Porphyria Foundation, HCU Network America and Castleman Disease Collaborative Network) to provide disease education to patients and sponsor awareness-raising days. • Meetings with healthcare professionals (e.g. Cushing syndrome and acromegaly, acute intermittent porphyria and ocular manifestation of cystinosis). • Educational materials to raise awareness of rare diseases (e.g. brochures, websites and videos, but also through the Patient Advocacy Liaison programme for patients who take the products).	• Continuing to work closely with rare-disease communities (including doctors, healthcare professionals, patient groups and families) to increase awareness, facilitate improved diagnosis and expand availability of treatments for people with rare diseases (2026).
• Continuing to expand rare disease and orphan drugs innovation pipeline and R&D of new therapies (2025). Main activities: – Isturisa US label extension for the treatment of Cushing's syndrome – Pasireotide Phase 2 trial in Post Bariatric Hypoglycemia (PBH) – Dinutuximab beta for the treatment of high-risk relapsed/ refractory neuroblastoma in the US – Dinutuximab beta for the treatment of Ewing sarcoma – MAAPLIV for the treatment of MSUD (Maple Syrup Urine Disease) patients in EU.	✔ **ACHIEVED** • Isturisa US label extension for the treatment of Cushing's Syndrome granted in April 2025. • Post Bariatric Hypoglycemia (PBH) Pasireotide Phase 2 enrolment target achieved August 2025. • Meeting with FDA held in September 2025 with an agreement on path forward to supplement Biologics License Application (BLA) submission. • Ewing sarcoma: First Patient In enrolled in the first trimester of 2025. • MAAPLIV has been approved by EMA in July 2025.	• Continuing to expand rare disease and orphan drugs innovation pipeline and R&D of new therapies (2026). Main activities: **Endocrinology:** – Clinical trial initiation (starting enrolment) to test Isturisa efficacy in treating less severe Cushing patients with hypertension with a lower starting dose. – Post-Bariatric Hypoglycaemia (PBH) Phase 2 top line results by the second trimester and go/no go decision after meeting with the Regulatory authority. **Hema-oncology:** – Dinutuximab beta for the treatment of high-risk relapsed/ refractory neuroblastoma in the US: to enrol patients needed to submit BLA. – Dinutuximab beta for the treatment of Ewing sarcoma: to continue Phase 1 study and taking a decision on the program after regulatory feedback and Phase 1 results. – Enjamo in immune thrombocytopenic purpura (ITP): go/no go decision expected Q1 2026, following FDA Phase 3 feedback. **Partnering with the patient community:** actively involving patients at every stage of a medicine's journey to ensure treatments reflect real patient needs, experiences, and outcomes.

In the context of the Specialty & Primary Care Division, the Group is committed to: • Continuing to organise health caravans in Tunisia's underserved regions to improve access to essential medical care and screening (2025). • Continuing to invest in our plant in Tunisia to be able to continue providing high-quality and affordable products servicing a broad range of therapeutic areas including low- and middle-income Countries (Tunisia, Sub-Saharan Africa) (2025).	✔ **ACHIEVED** In 2025, Recordati continued its commitment to expand access to healthcare in Tunisia. Through the "Health Caravans" project, a team of specialist doctors, including cardiologists and pulmonologists, made over 1,000 patient visits and facilitated access to healthcare for many underserved rural populations in the country. Recordati continued to invest in the Tunisian plant. The expansion of the warehouse launched in 2025 and covering approximately 2,200 square metres is ongoing and is expected to be completed by 2026. Furthermore, the installation of solar panels covering over 70% of the roof is now complete and fully operational.	**In the context of the Specialty & Primary Care Division, the Group is committed to:** • Continuing to organise health caravans in Tunisia's underserved regions to improve access to essential medical care and screening (2026).

Product quality and safety

Continuing to guarantee the highest product quality and safety standards throughout the product life cycle to ensure patient safety, which is the fundamental priority in all of Recordati's operations. In terms of specific projects, Recordati is working on the further digitalisation of our quality processes, with the following aims: • Completion of the roll-out of a digital management system for Quality events in 2025-2026 after the successful introduction of the digital management system for Standard Operating Procedures in 2024). • Implementation of an electronic Laboratory Information Management System, used in Quality Control laboratories of the sites of the Group for the integrated management of analytical product characteristics.	✔ **ONGOING** In line with the plan, the eQMS (electronic Quality Management System) was introduced in 2025 for the following Quality events: Change Control, Audits and Findings, which were added to those already implemented in 2024. As a further implementation, the Supplier Qualification process will be digitalised in 2026. Regarding the Global LIMS initiatives, internal selection of the supplier took place in 2025. The project will begin in 2026 with roll-out at one manufacturing plant and will continue in 2027.	Continuing to guarantee the highest product quality and safety standards throughout the product life cycle to ensure patient safety, which is the fundamental priority in all of Recordati's operations. In terms of specific projects, Recordati is working on the further digitalisation of the quality processes, with the following aims: • Complete the introduction of a digital system to manage quality-related events (Veeva QMS) in 2025-2026. • Expand the document management digital system of the Recordati commercial subsidiaries in 2026. • Adopt an electronic LIMS (Laboratory Information Management System) for quality control at the Group's manufacturing sites that makes it possible to digitally control and approve the results of analytical testing.

PEOPLE CARE

TARGETS DEFINED AND TIME FRAMES	RESULTS IN 2025	FUTURE TARGETS AND TIME FRAMES
Diversity and equal opportunities		
Increase the percentage of women in Top and Senior Manager positions to 38% by 2028 (base year: 31% in 2023).	✔ ONGOING At the end of 2025, the percentage of women in Top and Senior Manager positions was 36%[32].	Increase the percentage of women in Top and Senior Manager positions to 38% by 2028 (base year: 31% in 2023)[33].
D&I training: at least 90% of Group employees trained in D&I (Group D&I Policy or other D&I topics) (2025)	✔ ACHIEVED In 2025, approximately 95% of employees received some form of D&I training (on the Group D&I Policy or other D&I topics).	Completion of the first three D&I training modules (Introduction to D&I at Recordati, Our 5-step approach, and Unconscious bias) by at least 80% of Top and Senior Managers by 2026 (base year 2025, 69%).
D&I Metrics: implement an Inclusion Index as a part of the second People Engagement Survey to measure the perception of inclusion at Recordati amongst all our employees (2025).	✔ ACHIEVED In 2025, an inclusion index was implemented as part of the People Engagement Survey. Based on the aggregation of 6 questions, this index achieved an excellent result of 83%.	Maintain an inclusion index score of at least 80% in the next People Engagement Survey, to take place in 2027.
Signing of EU Diversity Charters in the main countries where the Group operates[34] (extension to Belgium and Netherlands) (2025).	✔ ACHIEVED Its most recent signatories - the branches in Belgium and the Netherlands - mean that all Europe countries where Recordati operates have signed the EU Diversity Charter.	
Engagement		
Continue to seek employee feedback: launch the second People Engagement Survey) to all employees[35] (2025).	✔ ACHIEVED The People Engagement Survey was held in February 2025, involving all Group employees and reaching an excellent participation rate of 84%.	Continue to conduct the People Engagement Survey every two years, involving all Group employees and maintaining a participation rate of at least 80% (next survey in 2027). Hold a pulse survey to gather insight and feedback from employees on the progress made with reference to the action plans of the full survey (the next pulse survey is planned in 2026).
Talent attraction and development		
Continue to support Recordati's global learning culture, developing our people through our international e-learning platform available to all employees[36] (2025).	✔ ACHIEVED Numerous training initiatives were promoted in 2025: through access to an international e-learning platform with optional/non-mandatory courses, and through the internal portal containing all the mandatory courses (such as those on health and safety, pharmacovigilance, ethics, etc.). See paragraph "S1-4 Actions" for more details.	Continue to support the global learning culture by promoting training initiatives: through access to an international e-learning platform, which contains a library of approximately 25,000 optional/non-mandatory courses; through the internal portal, which contains all the mandatory courses (such as those on health and safety, pharmacovigilance, ethics, etc.) (2026).

32 All initiatives aimed at achieving this target were implemented in full compliance with applicable laws and regulations.
33 "Top & Senior Management" cluster includes all employees holding senior executive roles, such as members of the ELT, Vice Presidents, Heads of Group Functions, General Managers, Plant Managers, and other roles with comparable strategic scope and impact, consistently identified using a job architecture methodology.
34 Countries with at least 10 employees.
35 The first People Engagement Survey was carried out in 2023.
36 All employees provided with a company email address.

Nurturing growth aspirations of employees through individual development plans: by 2025 reaching at least 70%[37] of employees with identified professional growth goals through an individual development plan (IDP). (2024 base year: 45.8%).	✔ ACHIEVED 80% of employees identified professional growth targets through an individual development plan (IDP).	Reach at least 85% of employees in 2026 who identified professional growth targets through an individual development plan (IDP)[38] (base year 2024: 45.8%; 80% in 2025).
Health and Safety		
Obtaining ISO 45001 certification for Group plants covering about 80% of plant employees by 2030 (calculated based on plant employee data for 2023)[39]. In 2025, preliminary Gap Analysis for ISO 45001 certification is planned for the Milan plant.	✔ ACHIEVED - ONGOING Completed the gap analysis at the Milan plant.	Obtaining ISO 45001 certification for Group Plants covering about 80% of plant employees by 2030 (calculated based on plant employee data for 2023). In 2026, obtaining ISO 45001 certification at the Turkish plant (covering approximately 35% of employees who work at the Group's plants)[40].
Launch of the EHS Engagement & Leadership programme to further strengthen health and safety culture. This is planned for launch in 2025 in Italy and in 2027 at all other Group plants.	✔ ACHIEVED - ONGOING Completed the EHS Engagement & Leadership Program in Milan and Campoverde. Approximately 170 employees participated in the programme, mainly from production, human resources and the research and development laboratories. Interviews and focus groups were conducted to assess the culture of health and safety and identify areas for improvement, as well as develop dedicated action plans.	Continue the EHS Engagement & Leadership Program to further reinforce the health and safety culture at all Group plants (2027).
Work-life integration		
Mapping of remote working practices across countries and definition of guiding principles across the organization (2025).	✔ ACHIEVED Remote work practices in different countries were mapped. The Group established the guiding principles to be implemented in 2026. See chapter "Own workforce", "S1-4 Actions" (Work-life integration).	-
Human Rights and working conditions		
Distribution of the Human Rights Policy to all Group employees and commitment to maintaining the highest standards in terms of human rights and working conditions (2025).	✔ ACHIEVED The Human Rights Policy was distributed to all Group employees through the Intranet. Furthermore, for employees without access to electronic devices, the key concepts have been summarised in a flyer posted to company notice boards. The flyer also contained a QR code to download the full version of the document.	-
Support for local communities		
Continue to support communities in areas where the Group operates through donations (monetary and/or product donations) and other initiatives (including employee volunteer activities) (2025).	✔ ACHIEVED In 2025, the Recordati Group gave around 3.2 million euros[41] in cash and product donations. The Group primarily offers support in the context of humanitarian emergencies, patient support, scientific research and education, and environmental and community initiatives. In the area of support for patients, scientific research and education, work on the treatment of rare diseases is of particular importance. This includes information and awareness initiatives, support for patient associations and scientific events.	Continue to support for communities in areas where the Group operates through donations (monetary and/or product donations) and other initiatives (including employee volunteer activities) (2026)[42].

37 Of the eligible population (employees with a company email address).
38 Of the eligible population (employees with a company email address).
39 The Tunisian plant already holds ISO 45001 certification (which covers 18% of employees working in Group plants, calculated based on plant employee data for 2023). The target is to reach around 80% of plant employees by 2030.
40 KPIs calculated using data from FY2023, the base year used to define the roadmap.
41 Product donations are measured at market value.
42 When selecting which donations to make and which initiatives to support, all Group branches consider the context and local needs for which there will be an impact on the community, in full compliance with the guidelines and principles set out in the Group policy.

ENVIRONMENTAL PROTECTION

TARGETS DEFINED AND TIME FRAMES	RESULTS IN 2025	FUTURE TARGETS AND TIME FRAMES
Fight against climate change		
Increase of renewable energy installed power capacity to 11,000 kWp by 2026 (386 kWp in 2022). – In addition to the solar panels installed at the Spanish and Irish plants in 2022 (installed power capacity of 386 kWp), the Group aims to install new renewable energy production systems at the Italian (Campoverde), Spanish (extension), Tunisian and Turkish plants reaching 11,000 kWp by 2026 (800 kWp in 2024; 5,600 kWp in 2025; 11,000 kWp in 2026).	✔ ACHIEVED - ONGOING In 2025 Recordati continued to install solar panels at its various production plants. Installation of solar panels in Tunisia and Italy (at Campoverde - initial stages) and the expansion of the system in Spain were also completed during the year. Together with the systems already in operation, these measures allowed the Group to reach an installed power of approximately 6,200 kWp. Analysing electricity purchased from the grid for the Group's plants, Recordati continues to purchase 100% renewable energy in countries where this is possible[43].	Increase of renewable energy installed power capacity to 11,000 kWp by 2026 (386 kWp in 2022). (target: 800 kWp in 2024; 5,600 kWp in 2025; 11,000 kWp in 2026)[44]. Continue to purchase 100% renewable electricity for plants located in countries where this is possible[45].
Reduce Scope 1 and Scope 2 market-based CO_2eq emissions by 20%[46] by 2030, using 2022 as a baseline.	✔ ONGOING In 2025, total emissions (Scope 1 and Scope 2 market-based) decreased by approximately 5% compared to 2022 (base year)[47]. For further details on the target, see the "Climate Change" chapter.	Reduce Scope 1 and Scope 2 market-based CO_2eq emissions by 20% by 2030, using 2022 as a baseline.
Obtaining ISO 50001 certification for various Group plants accounting for at least 90% of energy consumption by 2029 (base year for energy consumption data: 2023). Obtaining ISO 50001 certification for the Tunisian plant (covering around 13% of energy consumption by all Group plants) in 2025[48].	✔ ACHIEVED - ONGOING Recordati continued the certification process of its plants. In January 2026, the Tunisian plant achieved ISO 50001 certification. By obtaining certification at the Tunisian site, in addition to the Turkish site already certified in 2023, the Group now covers 13% of its energy consumption[49] with this certification.	Obtaining ISO 50001 certification for various Group plants accounting for at least 90% of energy consumption by 2029 (base year for energy consumption data: 2023).

43 It is noted that 100% of the renewable electricity purchased is for Group manufacturing sites located in countries where it is available, and therefore with the exception of the Tunisian site. Including Tunisian consumption in FY25, electricity from renewables purchased at the Group's production plants is approximately 91%. For full disclosure, it is noted that as regards the annexed offices of the plant, this excludes the purchase made for the offices in the Czech Republic, as the electricity contract for this specific area is included in the lease and thus is not regulated or managed directly by the Group. In any case, the impact on total electricity is negligible.

44 Corresponding to a theoretical generation capacity of approximately 15.1 GWh (about 26% of the total electricity consumption of the Group in the 2022 financial year, including that self-produced by the cogenerator in Campoverde and consumed internally). The indicator is linked to the credit line signed in 2023 with a pool of banks.

45 Excluding Tunisia, where renewable electricity is not available.

46 In terms of the production plants, the goal is to reduce Scope 1 and 2 CO_2eq emissions by 20% by 2030, using 2022 as the base year and taking a market-based approach. Specifically, the Group aims to decrease Scope 1 and Scope 2 market-based emissions by 2030 by 21% and 15% respectively, by means of specific actions on the production plants. Positive effects of the implementation of projects will begin to be seen from 2027, with the resizing of the co-generator turbine. Until the turbine at Campoverde is downsized, the reduction of emissions will be minimal and may be offset by changes in production, fluctuations in economic activity, and other energy efficiency initiatives that did not emerge during the target-setting phase.

47 The calculation of the reduction in emissions compared to the target set include the portion of emissions arising from the energy consumed by the offices. Excluding this component, in line with the scope of the base year, the decrease amounts to approximately 6%.

48 In 2023, the Turkish plant had already gained ISO 50001 certification for its energy management system, covering around 11% of the energy consumption of all Group plants, calculated based on data for FY 2023. With the extension of the certification to the Tunisian plant in 2025, it is estimated that 13% of all the Group's plants is now covered in terms of energy consumption.

49 The KPIs are calculated using data from FY 2023, the base year used to define the roadmap. This percentage is also confirmed when considering the 2025 data.

All environmental aspects (water, waste, pollution)		
Obtaining ISO 14001 certification for various Group plants accounting for at least 90% of the waste produced by 2027 (base year for waste production data: 2023)[50]. The target for 2025 is to reach 100% of API chemical plants holding ISO 14001 certification.	✔ **ACHIEVED - ONGOING** Recordati continued the certification process of its plants. In January 2026, the Irish chemical-pharmaceutical plant in Cork achieved ISO 14001 certification. By obtaining this certification at the Irish plant, in addition to the certifications already achieved in previous years at the chemical-pharmaceutical plant in Campoverde (Italy) and the pharmaceutical plant in Tunisia, the Group: • Reached 100% of API chemical plants that hold ISO 14001 certification. • Now covers, with this certification, approximately 67% of waste generated by all Group plants[51].	Obtaining ISO 14001 certification for various Group plants accounting for at least 90% of the waste produced by 2027 (base year for waste production data: 2023). In 2026, achievement of ISO 14001 certification at the plants in Spain and Türkiye, covering approximately 80% of waste produced by all Group plants[52].
Responsible waste management and circular economy initiatives		
Continue with the analysis of possible packaging solutions with lower environmental impact (2025-2027).	✔ **ONGOING** The use of FSC-certified paper was gradually expanded: • The majority of the Procto-Glyvenol & Lomexin products have used FSC-certified paper since 2025[53]. • All the paper purchased for boxes and package leaflets used at the Milan plant has been FSC certified since the third quarter of 2025. • The use of FSC-certified paper has also been gradually extended to other products[54].	Continue with the analysis of possible packaging solutions with lower environmental impact (2025-2027).
Continue with the analysis of possible new initiatives for the recovery and reuse of chemical raw materials used in production pro-cesses (2025-2027)[55].	✔ **ONGOING** • Benzaldehyde: in 2025 approximately 28% of the benzaldehyde used in production processes was derived from recovery. • Palladium: during 2025, through a partnership with third-party companies, 10.2 kg of palladium were recovered, to be reused in the production cycle (12.6 kg in 2024). • Additional feasibility studies were launched on other chemicals.	Continue with the analysis of possible new initiatives for the recovery and reuse of chemical raw materials used in production processes (2025-2027)[56].

50 In 2024 certification was already in place for the Campoverde (Italy) chemical-pharmaceutical plant and the pharmaceutical plant in Tunisia, which account for around 51% of waste generated by Group plants (calculated based on data for FY 2023). Choosing to use the quantity of waste generated as proxy for all environmental aspects covered by the certification is due to the fact that waste is the most relevant environmental issue for the Group's plant.
51 The KPIs are calculated using data from FY 2023, the base year used to define the roadmap. This percentage is 69% when considering the 2025 data.
52 The KPIs are calculated using data from FY 2023, the base year used to define the roadmap.
53 Products made at our own plants or through CMOs, with the exception of production at the plant in Türkiye.
54 Products made through CMOs - Italian market. Progressive roll-out, for example, to Reulflor, Lactò and Alovex.
55 The recovered raw materials may be reintroduced into internal production processes or through partnership agreements with third-party companies.
56 The recovered raw materials may be reintroduced into internal production processes or through partnership agreements with third-party companies.

RESPONSIBLE SOURCING

TARGETS DEFINED AND TIME FRAMES	RESULTS IN 2025	FUTURE TARGETS AND TIME FRAMES
Management of relationships with suppliers and promotion of a responsible supply chain		
Continue to expand the monitoring of suppliers on ESG aspects through assessments (desk audits) by an independent third party. Carry out 150 sustainability audits by 2026, conducting 50 ESG audits during the year (2024-2026).	✔ ACHIEVED - ONGOING Recordati works with EcoVadis to assess the sustainability performance of its suppliers. Main results for 2025: • 82 audits conducted (desk audits) on ESG topics: of these, 68 new audits and 14 follow-up audits. The suppliers audited belong to the main and most strategic product categories: suppliers of finished products (CMOs), raw materials, packaging, industrial services, logistics, and other services. • 98% of suppliers hold a "Good" or higher overall rating. Only 2% received a "partial" performance rating and, as in 2024, no suppliers were found to be insufficient or critical[57]. 141 audits were conducted in the 2024-2025 two-year period, considering both new and follow-up audits. Over 250 audits have been held since 2022, since the start of the programme, again considering both new and follow-up audits.	Continue to expand the monitoring of suppliers on ESG aspects through assessments (desk audits) by an independent third party. Carry out 150 sustainability audits by 2026, conducting 50 ESG audits during the year (2024-2026)[58].
Continue with engagement initiatives for suppliers that received lower scores in the previous year's assessment to promote and increase awareness of the ESG aspects (2025)[59].	✔ ACHIEVED In 2025, dedicated meetings were held with suppliers that received low scores in the 2024 audit (11 suppliers), in order to promote improvement in their ESG performance.	Continue with engagement initiatives for suppliers that received lower scores in the previous year's assessment to promote and increase awareness of the ESG aspects (2026)[60].
Supplier Code of Conduct formalization and dissemination to all strategic suppliers (launch of distribution of the Code to new suppliers in 2025, reaching all strategic suppliers by 2027).	✔ ACHIEVED - ONGOING The Supplier Code of Conduct was formalised and published on the Recordati website, the intranet and the e-procurement platform.	Distribution of the new Code of Conduct to all critical suppliers by 2027[61].

57 *Considering audits on new suppliers as well as follow-up audits. 5% of suppliers included in the 2025 audits received an "Outstanding" overall rating, while 40% were "Advanced" and 53% were "Good". Only 2% received a "partial" performance score.*

58 *The target for annual audits includes max 30% follow-up audits vs the previous year. The audits include suppliers from the main and most strategic product categories, including suppliers of finished products (Contract Manufacturing Organisations - CMOs), raw materials, packaging, industrial services, logistics, and other services. The mix of new suppliers and follow-up audits also enables monitoring of the progressive improvement in supplier performance over time. The indicator for the number of audits is tied to the credit facility finalised in 2023 with a pool of banks. The EcoVadis assessment consists of four key areas for sustainability: Environment, Labour and Human Rights, Ethics, and Sustainable Procurement. More specifically, it requires information on health and safety; human rights (including child and forced labour); working conditions (including working hours, wages, equal opportunities, training and development and union relations); business ethics; and privacy management, for example. In relation to the environment, the questionnaire analyses, for example, issues related to the management of water, waste, hazardous chemical substances, energy and emissions into the atmosphere.*

59 *The decision to concentrate engagement efforts on suppliers with lower performance enables a focus on the situations which demand greater attention and encourage improvement.*

60 *The decision to concentrate engagement efforts on suppliers with lower performance enables a focus on the situations which demand greater attention and encourage improvement.*

61 *Suppliers that, by nature of the product or service provided, could have a significant impact on business continuity, safety, legal compliance or quality. To further strengthen the responsible sourcing strategy, the Group worked to formalise a Supplier Code of Conduct to establish clear and transparent guidelines regarding its expectations of commercial partners. It has defined a roadmap for implementation of the Code via its distribution to suppliers.*

SBM-2 INTERESTS AND VIEWS OF STAKEHOLDERS

The Group believes that it is fundamental to build and maintain solid and lasting relationships with stakeholders. A relationship based on regular dialogue and active engagement represents an essential element for the creation of long-term value.

The Recordati Group's stakeholders[62]



Aware that dialogue with all stakeholders represents an important opportunity for mutual growth and development, below is an indication of some of the main stakeholder-engagement activities carried out, detailing methods, aims and management of expectations. Dialogue with each stakeholder category involves the corporate functions with specific roles most closely aligned with the relevant stakeholders.
For further details of the specific engagement initiatives and the actions implemented, please see the individual chapters.

Employees:

- Periodic People Engagement Surveys, aimed at gathering feedback from personnel, giving everyone the chance to express their opinions transparently. The results of the survey contribute to identification of strengths and opportunities for improvement on which to focus the action plans[63].
- Creation of a network of employees, serving as Culture Ambassadors and D&I Champions, with the goal of involving a group of colleagues selected on a voluntary basis from across the Group in the promotion and dissemination of the corporate culture and the principles of diversity & inclusion.
- Meetings with trade union representatives, aimed at understanding expectations, sharing and discussing various topics that are material for company employees.
- Internal communication initiatives (e.g. newsletters, intranet), aimed at sharing important developments and initiatives at Group level.

Associations of patients, caregivers/relatives, healthcare facilities and professionals:

- Dialogue and support for patient associations, caregivers, doctors and institutions to increase awareness, promote improved diagnosis, and expand the availability of treatments, especially for people with rare diseases. This is done, for example, by promoting meetings with healthcare professionals, providing information to raise awareness, and actively participating in scientific conferences. Recordati also engages in collaboration with groups and associations to promote correct information for patients and sponsors awareness-raising days in 2025, Recordati established the Patient Partnership function at Group level. The Group's integrated strategy strives to engage systematically with patients throughout the entire drug development cycle and the patient's journey.

Suppliers and strategic partners:

- Day-to-day and institutional relations with suppliers and strategic partners, aimed at ensuring the alignment of mutual expectations, sharing standards and contractual conditions, and promoting ongoing collaboration based on mutual support and effective management of any critical concerns.
- Engagement for specific ESG initiatives: for suppliers that received lower scores in the assessment to promote and increase awareness of ESG issues (environment, labour and human rights, ethics, and sustainable procurement). During this activity, comments and feedback are provided to suppliers to improve sustainability performance and promote continuous improvement. Furthermore, in 2025 the Group worked alongside a small representative and diversified sample of suppliers to prepare its Supplier Code of Conduct, in order to collect their observations and feedback.

Investors and analysts (including ESG analysts):

- Announcements, reports and periodic meetings aimed at providing economic and financial disclosure regarding the Group and to strengthen knowledge of the business model. Investor relations are specifically governed by the Policy for managing dialogue with investors, through which Recordati undertakes to manage dialogue with the financial community using proper, transparent and varied forms of engagement.
- Questionnaires aimed at assessment of sustainable performance. The score assigned helps in the identification of areas for improvement of strategy and ESG actions.

Local communities

- Meetings with representatives of associations, NGOs and local communities aimed at understanding local needs and identifying projects to support, e.g. through donation initiatives.

Industrial associations

- Membership of industrial associations, located in the countries where the Group operates, that coordinate, protect and promote the interests of the pharmaceutical sector and its associated companies.

The opinions and interests of key stakeholders are constantly discussed internally in the relevant departments and company divisions and legitimate stakeholder expectations are integrated in action plans, where applicable.

62 *Please note that the map of stakeholders presents the macrocategories of stakeholders. Within each of these there may be further sub-categories. For example: the "Employees" category also includes Trade Unions and Workers' Representatives, and the category "Healthcare structures and operators" also includes doctors, hospitals and pharmacies. The category "Government agencies, regulators, PA" also includes industry associations, non-governmental organisations and the national health service. "Customers" includes wholesalers, distributors and all other types of customers. In addition to suppliers, the category "Suppliers and strategic partners" also includes CROs, licensees and licensors, for example.*
63 *The first People Engagement Survey was launched in 2023 and was successfully repeated in 2025. The Group aims to repeat the survey in 2027.*

As for the update to the double materiality analysis, the Group regularly engages with several stakeholder categories. For 2025, the Group worked with a university professor and sustainability expert from Università Cattolica del Sacro Cuore in Milan, Farmindustria, Patient Focused Medicines Development (PFMD), and trade union representatives in Milan and Campoverde di Aprilia, and External Operating Personnel. During the presentation of the results of the double materiality analysis, the RCSC and the B.o.D. were informed on the dialogue activities undertaken in 2025 for the purpose of updating the analysis. For further details, please refer to paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities".

IMPACT, RISK AND OPPORTUNITY MANAGEMENT

IRO-1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

The double materiality analysis is intended for the identification of material sustainability issues for Recordati and its stakeholders. In 2025 the Group updated the analysis conducted in the previous year, further refining the process, with the aim of identifying the material impacts, risks and opportunities (IROs) associated with the sustainability issues subject to adequate disclosure in the Sustainability Report.
The double materiality analysis was conducted in line with the provisions introduced by the Corporate Sustainability Reporting Directive (CSRD), by Italian Legislative Decree no. 125/2024, and taking into consideration the European Sustainability Reporting Standards (ESRS). Both the potential materiality of impacts and their financial materiality were considered. The former led to identification of positive and negative impacts, both actual and potential, considered material for the Group in the short, medium or long-term. The latter enabled identification of sustainability-related material risks and opportunities, again over the short, medium and long term.

The process of defining and updating the material impacts, risks and opportunities for 2025 involved five main phases:

1. Analysis and understanding of organisational, sector and business context

This phase involved mapping of sustainability issues related to operations and value chain activities potentially relevant to Recordati, through:

- Benchmark analysis on a peer sample, with particular reference to sustainability topics identified as material and their disclosure in the sustainability documents.
- Analysis of the wider sustainability context in which the Group operates, specifically considering the aspects envisaged by the ESRS, the sustainability topics considered by the main ESG indices and ratings for Recordati's reference sector, as well as elements arising from industry studies.
- Analysis of internal documentation, including the Code of Ethics and Policies, the results of the double materiality analysis performed in the previous year and the Enterprise Risk Management activities on ESG risks, in addition to analyses of the elements included in the Group's Sustainability Plan.

Finally, on the basis of the experience, knowledge and professional judgement of management, the key phases and business relationships where sustainability-related impacts, risks and opportunities could be generated, both in the context of direct operations and upstream and downstream along the value chain were identified and characterised. This phase allowed the Group to identify the potentially material sustainability topics, considering the type of activity performed and the production processes, sites and related geographies where the Group operates, the specific features of the business sector and the Group's value chain. All regulatory requirements applicable to Recordati's activities were also considered.

2. Identification of Impacts, Risks and Opportunities

Identification of impacts: from the results of the context analysis, actual and potential, positive and negative impacts that are potentially material for the Group were identified, including those generated directly or indirectly by Recordati, through its own operations or business relationships throughout the value chain, in the short, medium and long term - considering the most relevant time horizon, i.e. that in which it is reasonable to expect the most significant impact. During the interviews held for the purposes of the double materiality analysis, led by the ESG function, the managers of the individual functions provided additional insight to confirm the completeness of the list of impacts, by virtue of their experience gained and considering any specific characteristics linked to the geographies and/or activities conducted.

Identification of risks and opportunities: in the context of the risk-assessment process, the main sustainability-related risks were identified which could occur in the context of direct activity or as a consequence of business relationships entered into by the company and/or operations throughout the value chain, in the short, medium and long term - assessing the most relevant time horizon, i.e. that in which it is reasonable to expect the most significant risk or opportunity. The process of identifying sustainability risks is integrated into the wider Enterprise Risk Management (ERM) process implemented by the Vice President, Group Risk Management who, with regard to ESG risks, worked alongside the ESG function. Various research and data techniques are employed in the ERM process for identifying the risks, including interviews with management, workshops, risk intelligence research data and horizon scanning. Moreover, the Group identified potential opportunities associated with sustainability topics using the Sustainability Plan and based on the results of the context analysis.
For the identification of risks, potential risks were also considered deriving from dependence on natural, human or social resources. In this respect, the Group did not identify significant dependence sufficient to generate risks for the company.
Lastly, there was also an analysis of the correlation between the main risks identified and the actual and potential impacts identified, to highlight any instances where some risks could derive and/or be closely tied to impacts associated with the related sustainability topics.

3. Assessment of the materiality of impacts, risks and opportunities (IRO)

Assessment of impacts: through dedicated interviews, the responsible business units assessed the previously identified impacts within their remit, considering their characteristics and/or unique features and applying the updated assessment scales. The metrics considered for the assessment of impacts were: level of significance, expressed as a combination of the parameters of scale, scope and irremediable character (only for negative impacts), and likelihood (only for potential impacts). Quali-quantitative scales from 1 (minimum) to 4 (maximum) were defined for these metrics. Specifically, in 2025 these assessment scales were updated to better intercept the unique features of the activities carried out by the Group and to further refine the assessment model. It is underlined that, as indicated by the ESRS, when assessing the materiality of a potential negative impact on human rights (e.g. child labour, forced labour), the significance of the impact took precedence over likelihood.

Assessment of risks and opportunities: The Group actively identifies, evaluates, and manages company risks using an Enterprise Risk Management (ERM) approach. The risk assessment is achieved by combining likelihood with the magnitude of the effects, measured on the basis of quantitative and qualitative metrics. The model provides an assessment scale for both perspectives, from 1 (low) to 4 (critical). The assessments consider various impact dimensions, including but not limited to patients, economic, market, legal and reputational factors. The risk assessment was performed by the relevant managers through dedicated interviews, in line with the parameters and indications of the assessment model prepared by the Vice President, Group Risk Management[64]. It should be noted that the assessment of the risks found to be material from a sustainability perspective, and therefore included in the double materiality analysis, was carried out without taking into consideration the mitigation measures implemented by the Group.
On the other hand, with regard to climate change risks and related opportunities, the assessment was based primarily on the professional judgement of management involved considering their strategic and economic materiality.

Stakeholder engagement: the outcomes of the impact assessment were analysed with several external stakeholders during dedicated meetings. In particular, during the 2025 update to the materiality analysis, Recordati conducted engagement activities with:

- Patient Focused Medicines Development (PFMD), with the aim of exploring perspectives on material topics related to patient communities and patient engagement.
- Farmindustria - Association of pharmaceutical companies that are members of Confindustria, the European Federation of Pharmaceutical Industries and Associations (EFPIA) and the International Federation of Pharmaceutical Manufacturers and Associations (IFPMA) - in order to intercept new elements and emerging trends in relation to the topics being assessed.
- A university professor and sustainability expert from the Università Cattolica del Sacro Cuore in Milan, with the aim of collecting observations about the material sustainability topics and, therefore, integrating the perspective of academia.

Lastly, it should be noted that the workers' representatives, especially for the sites in Milan and Campoverde, in addition to those of the medical representatives, were informed of the contents of the Sustainability Report, including the results of the double materiality exercise conducted in 2025.

It should be noted that communities were not involved in the assessment of the impacts and risks associated with the environmental topics "Pollution", "Water and marine resources" and "Resource use and circular economy".

4. Prioritisation and definition of material impacts, risks and opportunities

Downstream of the consolidation and review of the impacts, risks and opportunities by the ESG Group and the Group Risk Management functions, the assessments collected were aggregated so as to obtain the list of material impacts, risks and opportunities. The prioritisation was conducted on the basis of the materiality thresholds defined and the basis of the professional judgement of management involved in the analysis process.
In particular, in the double materiality analysis, the materiality threshold was determined by representing the assessments obtained in a two-dimensional probability/severity matrix (heatmap), which made it possible to identify four areas of materiality[65]. The materiality threshold was defined corresponding to the areas "high" and "very high".
Lastly, in relation to financial materiality, the analysis confirmed once again for 2025 that no material opportunities for Recordati had arisen.

5. Sharing results with relevant corporate bodies

The results of the double materiality analysis were submitted for the approval of the Financial Reporting Manager. The list of material IROs, along with the double materiality assessment, were also submitted for the approval of the Risk, Control and CSR Committee and subsequently the Board of Directors. Furthermore, the results and the findings of the double materiality process were shared with the Group's Internal Audit function.

Based on the outcome of the double materiality analysis, as described in more detail in paragraph "IRO - 2 Disclosure requirements in ESRS covered by the undertaking's sustainability statement", the information and indicators needed to describe the management methods of material impacts and sustainability risks were identified.

64 *The Group actively identifies, evaluates, and manages company risks using an Enterprise Risk Management (ERM) approach. This structured risk management process aligns with international best practices and complies with current rules and regulations. The Group actively maintains a catalogue of company risks, which is reviewed multiple times a year, especially during significant periods like M&A projects or Business Plan approvals. This catalogue aims to classify potential risks from two perspectives: external focus (e.g. regulatory changes or pressure from competition) and internal focus (linked to company processes such as pharmacovigilance, production, expiry of patents and new product launches).*
65 *"Very high", "high", "medium" and "low".*

SBM-3 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL

The outcomes of the double materiality analysis conducted for 2025 are in line with the findings of the previous year and confirm the validity of the principles and direction of the business model and the company's sustainability strategy. In particular, the material impacts and risks are aligned with the priority areas and targets included in Recordati's Sustainability Plan, which guides the ESG actions and measures adopted by the company. Specifically, the Plan is structured according to the five priority areas - Patient Care, People Care, Environmental Protection, Responsible Sourcing, and Ethics and Integrity - which Recordati has used for a number of years as the underlying structure for its sustainability strategy, investing resources and achieving significant results. For further details on Recordati's Sustainability Plan, please see paragraph "SBM-1 Strategy, business model and value chain".

The following table presents the material impacts and risks found by the double materiality analysis conducted in 2025.

Overview of double materiality results

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
CLIMATE CHANGE						
Climate change mitigation **Energy**	The generation of GHG emissions through own operations and along the value chain has a negative impact on the environment.	Negative actual impact	•	•	•	Short-term
Climate adaptation	Climate change risk due to future potential regulatory changes and extreme weather events over the long-term.	Risk	•	•	•	Long-term
POLLUTION						
Pollution of water	Potential release of pollutants into water bodies, due to lack of or inadequate wastewater treatment, can negatively affect their quality damaging the environment.	Negative potential impact	•	•		Short-term
Pollution of soil	Potential leaks or spillages of pollutants may lead to soil degradation damaging the environment.	Negative potential impact	•	•		Short-term
Substances of concern, and very high concern	Potential inefficient management of substances of concern and of very high concern, mainly in the chemical process, can be harmful to human health and the environment.	Negative potential impact	•	•		Short-term
All the above pollution topics, including air	Risks associated with health, safety, and the environment due to non-compliance with laws and regulations that may lead to fines and penalties and to reputational damage.	Risk		•		Short-term
RESOURCE USE AND CIRCULAR ECONOMY						
Waste **Resource outflows**	The generation of waste through Company's production activities or along the supply chain negatively impacts the environment, despite efforts to apply the principles of the circular economy[66].	Negative actual impact	•	•		Short-term
Resources inflows	Contribution to the depletion of natural resources used for the manufacturing of products and materials.	Negative actual impact	•	•		Short-term

66 *Circular economy initiatives are mainly associated with the chemical production process. In the context of pharmaceutical products, principles of circularity such as repairability, dismantlability, regeneration (remanufacturing), reconditioning (refurbishment), durability and reusability are not particularly applicable.*

All the above	Risks associated with health, safety, and the environment due to non-compliance with laws and regulations that may lead to fines and penalties and to reputational damage.	Risk		•	Short-term
WATER					
Water withdrawal **Water consumption**	Water intake and consumption, especially in water-stressed areas, contribute to water depletion.	Negative actual impact	•	•	Short-term
OWN WORKFORCE					
Equal treatment and opportunities for all	The promotion of diversity and inclusive practices positively impacts people's motivation, well-being and innovation capacity.	Positive actual impact		•	Medium-term
Training and skill development	The promotion of opportunities for growth, training and development positively impacts staff motivation, expertise, talent attraction and retention.	Positive actual impact		•	Medium-term
	Risks related to the attraction and retention of talent due to a high degree of competition between pharmaceutical employers, employer brand awareness, and the career development expectations of employees.	Risk		•	Short-term
Health and safety	Work-related injuries and ill health can contribute negatively to employees' lives.	Negative actual impact		•	Short-term
	Risks associated with health, safety, and the environment due to non-compliance with laws and regulations that may lead to fines and penalties and to reputational damage.	Risk		•	Short-term
Work-life balance	The promotion of work-life integration for employees, through practices such as remote working, enhances well-being and employee satisfaction.	Positive actual impact		•	Short-term
Working conditions	Potential violation of the human rights of employees (such as working hours, adequate wages, secure employment, social dialogue, freedom of association, collective bargaining) has a negative impact on people's well-being and quality of life.	Negative potential impact		•	Short-term
Privacy	Potential loss of sensitive and personal data of employees, suppliers, patients and any other third parties managed by Recordati may have a negative impact on stakeholders.	Negative potential impact	•	•	Short-term
	Compliance risk - possible non-compliance to international and national legislation related to privacy and data protection that may lead to fines and penalties and to reputational damage.	Risk	•	•	Short-term
ENTITY SPECIFIC					
Support for local communities	Support for local communities can encourage local development, strengthen relationships with stakeholders and have a positive impact on development in areas in which Recordati operates.	Positive actual impact		•	Short-term

WORKERS IN THE VALUE CHAIN						
Health and safety[67]	Work-related injuries and ill health can contribute negatively to workers in the value chain's lives.	Negative actual impact	•	•		Short-term
	Risks associated with health, safety, and the environment due to non-compliance with laws and regulations that may lead to fines and penalties and to reputational damage.	Risk	•	•		Short-term
Working conditions and other work-related rights	Potential violation of the human rights of workers in the value chain (such as working hours, adequate wages, social dialogue, freedom of association, collective bargaining, equal treatment, child labour and forced labour) has a negative impact on people's well-being and quality of life.	Negative potential impact	•			Short-term
Privacy	Potential loss of sensitive and personal data of employees, suppliers, patients and any other third parties managed by Recordati may have a negative impact on stakeholders.	Negative potential impact	•	•		Short-term
	Compliance risk - possible non-compliance to international and national legislation related to privacy and data protection that may lead to fines and penalties and to reputational damage.	Risk	•	•		Short-term
PATIENTS[68]						
Access to products and services	Promoting access to medicines and healthcare, for both common or rare diseases, enables people to receive the best possible treatments and improves the quality of life of patients and their families[69].	Positive actual impact		•	•	Short-term
	Promoting awareness initiatives, working closely with rare-disease communities to facilitate diagnosis and expand availability of treatments for patients.	Positive actual impact		•	•	Medium-term
Personal health and safety	Potential failure to comply with quality and safety standards along the entire life-cycle of pharmaceuticals contributes negatively to patient health and safety.	Negative potential impact	•	•	•	Short-term
	Quality-related risks - such as risks associated with pharmacovigilance, risks associated with the production process from intrinsic factors, product liability risks, risks associated with external manufacturing and supply chain.	Risk	•	•	•	Short-term
Research and development (entity specific)	The expansion of research and development activities, also integrating patients' perspectives, makes it possible to offer new therapies and respond to currently unmet medical needs, as well as patient outcomes that matter to the patient community.	Positive potential impact		•		Medium-term

67 With particular reference to employees of third parties who operate on behalf of Recordati at all sites owned, leased or rented where the Group has operational responsibilities (e.g. sites managed or controlled by Recordati).
68 Given the specific nature of the pharmaceutical sector, the term "Patient" is preferred to "Consumer" or "End User".
69 Through the Rare Diseases (RD) Division, innovative treatments are offered that meet serious unmet medical needs, alongside Patient Access Programmes (PAPs, CAPs) for people living with rare diseases. The Specialty & Primary Care (SPC) Division on the other hand contributes to the improvement of healthcare by making affordable products available in a broad spectrum of therapeutic areas, including in low- and middle-income countries.

Responsible marketing practices **Access to (high-quality) information**	Accurate, complete, and transparent sharing of information related to products - including with doctors and healthcare professionals in the promotion of medicinal products, in compliance with current regulations and ethical standards - helps ensure patients receive the best therapeutic assistance and prevents potential negative effects from misleading communications.	Positive actual impact		•	•	Short-term
	Compliance risk - possible non-compliance to international and national legislation related to marketing and drugs' promotion activities that may lead to fines and penalties and to reputational damage.	Risk		•	•	Short-term
Privacy	Potential loss of sensitive and personal data of employees, suppliers, patients and any other third parties managed by Recordati may have a negative impact on stakeholders.	Negative potential impact	•	•		Short-term
	Compliance risk - possible non-compliance to international and national legislation related to privacy and data protection that may lead to fines and penalties and to reputational damage.	Risk	•	•		Short-term
BUSINESS CONDUCT						
Corporate culture **Protection of whistleblowers** **Corruption and bribery**	Potential incidents of corruption and illicit con-duct with possible negative economic repercus-sions on markets and stakeholders.	Negative potential impact		•	•	Short-term
	Compliance risk due to potential unlawful activities put in place by employees and/ or third parties, in the interests or to the advantage of the company, also in respect of public administration, that may lead to fines and penalties and to reputational damage.	Risk	•	•	•	Short-term
Management of relationships with suppliers	Dissemination of environmental and social sustainability principles thanks to the monitoring and involvement of suppliers contributes positively to the promotion of ESG aspects along the value chain.	Positive actual impact	•	•		Medium-term

As mentioned previously, the results of the double materiality analysis for 2025 are aligned with the findings of the analysis conducted in 2024. In particular, all impacts and risks previously identified as material were confirmed, with some small changes to their description, with the exception of the negative impact related to respect for human rights (referring to forced labour and child labour), which was only considered material with reference to workers in the supply chain. The results of the analysis reflect the additional measures carried out by the Group and are in line with the unique features of Recordati's operating context.

Furthermore, some minor changes were introduced to the association of impacts with the ESRS topics and sub-topics and their level of aggregation, which, for the sake of completeness, are described below.

With reference to environmental topics, the impacts associated with the use of substances of concern and substances of very high concern have been aggregated into a single negative impact, whereas the impact related to waste has been associated with the sub-topic "Resource outflows related to products and services" as well as the sub-topic "Waste". As for social issues, and patient-related topics in particular, with the aim of developing aspects linked to the sub-topic "Access to products and services" with greater accuracy, in 2025 two positive material impacts were identified, associated respectively with the promotion of access to medicinal products and awareness initiatives. These aspects had previously been treated as though under one single impact. Furthermore, the positive impact linked to the entity specific topic "Research and development" has been reformulated to encompass the benefits arising from patient engagement activities, in line with the Group's strategy and focus on these aspects. Lastly, the positive impact related to responsible marketing practices has also been grouped under the sub-sub-topic "Access to high-quality information".

No substantial changes were made to the risks compared to 2024, however it should be noted that the description included in the table above has been expanded in order to provide more contextual information.

The following specific chapters detail the Group's resilient approach, highlighting the measures adopted to prevent, mitigate and respond to the potential effects of risks identified as being material.

For further analysis of the material risks, please see section "Risk assessment and management" in the Management Report.

It should be noted that the double materiality analysis conducted in 2025 confirmed the topics "Research and development" and "Support for local communities" as entity specific material topics for Recordati.

Finally, it is confirmed for the 2025 reporting year too no current financial effects on the Group's financial position, income statement or cash flows have been identified. For completeness of information, it should be noted that a provisions for risks and charges[70] amounting to 4.7 million euros was established in 2025 to cover the ongoing monitoring activities and the likely costs related to the remediation and safety measures to be carried out at the Campoverde site, following the approval of the remediation procedure by the competent Authorities. The amount was allocated in connection with an administrative procedure - governed by Article 242 of Legislative Decree 152/06 - that is still pending. For this reason, the pollution-related risk identified in the double materiality analysis ("Risks related to health, safety and the environment arising from non-compliance with laws and regulations, which may result in fines and penalties, as well as reputational damage") is not considered to have occurred, as this does not involve any non-compliance with laws and regulations attributable to Recordati. For further details, please refer to the "Environmental Information" section, chapter on "Pollution".

IRO-2 DISCLOSURE REQUIREMENTS IN ESRS COVERED BY THE UNDERTAKING'S SUSTAINABILITY STATEMENT

Having clarified - in paragraph IRO-1 "Description of the processes to identify and assess material impacts, risks and opportunities", the processes to identify and assess material impacts, risks and opportunities and how the Recordati Group determines which information to divulge regarding IROs recognised as being material, below is a presentation of the disclosure requirements which the Group has met in preparation of its Sustainability Statement, including datapoints deriving from other EU legislative documents listed in Appendix B of Annex 2 of the CSRD.

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS 2 - General disclosures		
ESRS 2 BP-1 General basis for preparation of the sustainability statement		BP1 - General basis for preparation of the sustainability statement
ESRS 2 BP-2 Disclosures in relation to specific circumstances		BP-2 - Disclosures in relation to specific circumstances
ESRS 2 GOV-1 The role of administrative, man-agement and supervisory bodies		GOV-1 The role of the administrative, man-agement and supervisory bodies
ESRS 2 GOV-1 Board's gender diversity, paragraph 21 (d)	SFDR: Annex 1, table 1, indicator no. 13 Benchmark regulation: Commission Delegated Regulation (EU) 2020/1816[75], annex 2	GOV-1 The role of the administrative, management and supervisory bodies
ESRS 2 GOV-1 Percentage of Board members who are independent, paragraph 21 (e)	Benchmark regulation: European Commission Delegated Regulation (EU) 2020/1816, annex 2	GOV-1 The role of the administrative, man-agement and supervisory bodies
ESRS 2 GOV-2 Information provided to and sus-tainability matters addressed by the undertak-ing's administrative, management and supervi-sory bodies		GOV-2 Information provided to and sustaina-bility matters addressed by the undertaking's administrative, management and supervisory bodies
ESRS 2 GOV-3 Integration of sustainability-related performance in incentive schemes		GOV-3 Integration of sustainability performance in incentive systems
ESRS 2 GOV-4 Statement on due diligence		GOV-4 Statement on due diligence
ESRS 2 GOV-4 Statement on due diligence	SFDR: Annex 1, table 3, indicator no. 10	GOV-4 Statement on due diligence
ESRS 2 GOV-5 Risk management and internal controls over sustainability reporting		GOV-5 Risk management and internal audit-ing of sustainability reporting
ESRS 2 SBM-1 Strategy, business model and value chain		SBM-1 Strategy, business model and value chain

70 *See the Consolidated Financial Statements, note no. 28 "Provisions for risks and charges".*
71 *Regulation (EU) No. 2019/2088 of the European Parliament and of the Council, of 27 November 2019, on sustainability‐related disclosures in the financial services sector (SFDR) (OJ L 317 of 09/12/2019, page 1).*
72 *Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012(capital requirements regulation) (OJ L 176 of 27/6/2013, page 1).*
73 *Regulation (EU) No. 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No. 596/2014 (OJ L 171 of 29/06/2016, page 1).*
74 *Regulation (EU) No. 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No. 401/2009 and (EU) 2018/1999 ('European Climate Law') (OJ L 243 of 09/07/2021, page 1).*
75 *Commission Delegated Regulation (EU) 2020/1816 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards the explanation in the benchmark statement of how environmental, social and governance factors are reflected in each benchmark provided and published (OJ L 406 of 03/12/2020, page 1).*

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities paragraph 40 (d) i	SFDR: Annex 1, table 1, indicator no. 4 Pillar 3: Article 449a of Regulation (EU) No. 575/2013; Implementing Regulation (EU) 2022/2453 of the Commission[76], Table 1 - Qualitative information on environmental risk and Table 2 - Qualitative information on social risk Benchmark regulation: European Commission Delegated Regulation (EU) 2020/1816, annex 2	Non-material because the Group is not involved in activities associated with those indicated.
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40 (d) ii	SFDR: Annex 1, table 2, indicator no. 9 Benchmark regulation: European Commission Delegated Regulation (EU) 2020/1816, annex 2	Non-material because the Group is not involved in activities associated with those indicated.
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40 (d) iii	SFDR: Annex 1, table 1, indicator no. 14 Benchmark regulation: Article 12, paragraph 1 of Commission Delegated Regulation (EU) 2020/1818[77] and Annex 2 of Commission Delegated Regulation (EU) 2020/1816	Non-material because the Group is not involved in activities associated with those indicated.
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco para-graph 40 (d) iv	Benchmark regulation: Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818 and Annex 2 of Delegated Regulation (EU) 2020/1816	Non-material because the Group is not in-volved in activities associated with those indicated.
ESRS 2 SBM-2 Interests and views of stakeholders		SBM-2 Interests and views of stakeholders
ESRS 2 SBM-3 Material impacts, risks and op-portunities and their interaction with the strategy and business model		SBM-3 Material impacts, risks and opportuni-ties and their interaction with strategy and business model
ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities		IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities
ESRS 2 IRO-2 Disclosure requirements in ESRS covered by the undertaking's sustainability statement		IRO-2 Disclosure requirements in ESRS cov-ered by the undertaking's sustainability statement
ESRS E1 - Climate change		
ESRS 2 GOV-3 Integration of sustainability-related performance in incentive schemes		ESRS 2 GOV-3 E1 - Integration of sustainability-related performance in incentive schemes
ESRS E1-1 Transition plan for climate change mitigation		E1-1 Transition plan for climate change mitigation
ESRS E1-1 Transition plan to reach climate neutrality by 2050, paragraph 14	European Climate Law: Article 2, paragraph 1 of Regulation (EU) 2021/1119	E1-1 Transition plan for climate change mitigation
ESRS E1-1 Undertakings excluded from Paris-aligned benchmarks, paragraph 16 (g)	Pillar 3: Article 449a of Regulation (EU) No. 575/2013; Implementing regulation (EU) 2022/2453 of the Commission, Template 1: Banking book - Indicators of potential climate-change transition risk: Credit quality of exposures by sector, emissions and residual maturity Article 12, paragraph 1, (d) to (g), and paragraph 2, of Delegated Regulation (EU) 2020/1818	Non-material because the Group does not fall within the companies excluded from Paris-aligned benchmarks.
ESRS 2 IRO-1 Description of the processes to identify and assess climate-related material impacts, risks and opportunities		ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		ESRS 2 SBM-3 - Material impacts, risks and opportunities and their interaction with the strategy and business model

76 Commission Implementing Regulation (EU) 2022/2453 of 30 November 2022 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/637 as regards the disclosure of environmental, social and governance risks (OJ L 324 of 19/12/2022, page 1).

77 Commission Delegated Regulation (EU) 2020/1818 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmarks (OJ L 406 of 03/12/2020, page 17).

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS E1-2 Policies related to climate change mitigation and adaptation		E1-2 Policies
ESRS E1-3 Actions and resources in relation to climate change policies		E1-3 Actions
ESRS E1-4 Targets related to climate change mitigation and adaptation		E1-4 Targets
ESRS E1-4 GHG emission reduction targets, paragraph 34	SFDR: Annex 1, table 2, indicator no. 4 Pillar 3: Article 449a of Regulation (EU) No. 575/2013; Implementing regulation (EU) 2022/2453 of the Commission, Template 3: Banking book - Indicators of potential climate-change transition risk: alignment metrics Benchmark regulation: Article 6 of Delegated Regulation (EU) 2020/1818	E1-4 Targets
ESRS E1-5 Energy consumption and mix		E1-5 Energy consumption and mix
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	SFDR: Annex 1, table 1, indicator no. 5 and annex 1, table 2, indicator no. 5	E1-5 Energy consumption and mix
ESRS E1-5 Energy consumption and mix, paragraph 37	SFDR: Annex 1, table 1, indicator no. 5	E1-5 Energy consumption and mix
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	SFDR: Annex 1, table 1, indicator no. 6	E1-5 Energy consumption and mix
ESRS E1-6 Gross Scopes 1, 2, 3 and total GHG emissions		E1-6 Gross Scopes 1, 2, 3 and total GHG emissions
ESRS E1-6 Gross Scopes 1, 2, 3 and total GHG emissions, paragraph 44	SFDR: Annex 1, table 1, indicators no. 1 and 2 Pillar 3: Article 449a of Regulation (EU) No. 575/2013; Implementing regulation (EU) 2022/2453 of the Commission, Template 1: Banking book - Indicators of potential climate-change transition risk: Credit quality of exposures by sector, emissions and residual maturity Benchmark regulation: Article 5, paragraph 1, article 6 and article 8, paragraph 1, of Delegated Regulation (EU) 2020/1818	E1-6 Gross Scopes 1, 2, 3 and total GHG emissions
ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	SFDR: Annex 1, table 1, indicator no. 3 Pillar 3: Article 449a of Regulation (EU) No. 575/2013; Implementing regulation (EU) 2022/2453 of the Commission, Template 3: Banking book - Indicators of potential climate-change transition risk: alignment metrics Benchmark regulation: Article 8, paragraph 1 of Delegated Regulation (EU) 2020/1818	E1-6 Gross Scopes 1, 2, 3 and total GHG emissions
ESRS E1-7 GHG removals and GHG mitigation projects financed through carbon credits		Identified as non-material by 2025 double materiality assessment.
ESRS E1-7 GHG removals and carbon credits, paragraph 56	European Climate Regulation: Article 2, paragraph 1 of Regulation (EU) 2021/1119	Identified as non-material by 2025 double materiality assessment.
ESRS E1-8 Internal carbon pricing		Identified as non-material by 2025 double materiality assessment.

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS E1-9 Anticipated financial effects from material physical and transition risks and potential climate-related opportunities		For FY 2025, the second year of publication of the Sustainability Report in accordance with the ESRS, the Recordati Group has decided to adopt the "phase-in" option in relation to the disclosure of the expected financial effects from material physical and transition risks and potential climate-related opportunities, as provided by the Stop-the-Clock Directive (Directive (EU) 2025/794).
ESRS E1-9 Degree of exposure of the portfolio to climate-related physical risks, paragraph 66	Benchmark regulation: Annex 2 of Delegated Regulation (EU) 2020/1818 and Annex 2 of Delegated Regulation (EU) 2020/1816	
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk, paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk, paragraph 66 (c)	Pillar 3: Article 449a, Regulation (EU) No. 575/2013; points 46 and 47 of Implementing regulation (EU) 2022/2453 of the Commission, Template 5: Banking book - Indicators of potential climate-change physical risk: exposures subject to physical risk	
ESRS E1-9 Breakdown of the carrying value of its real-estate assets by energy-efficiency classes, paragraph 67 (c)	Pillar 3: Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34;Template 2:Banking book - Climate change transition risk: Loans collateralised by immovable property - Energy efficiency of the collateral	
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69	European Climate Regulation: Article II of Delegated Regulation (EU) 2020/1818	
ESRS E2 - Pollution		
ESRS 2 IRO-1 Description of the processes to identify and assess material pollution-related impacts, risks and opportunities		ESRS 2 IRO-1 Description of the processes to identify and assess material pollution-related impacts, risks and opportunities
ESRS E2-1 Policies related to pollution		E2-1 Policies
ESRS E2-2 Actions and resources related to pollution		E2-2 Actions
ESRS E2-3 Targets related to pollution		E2-3 Targets
ESRS E2-4 Amount of each pollutant listed in Annex 2 of the EPRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	SFDR: Indicator number 8, Table 1 of Annex 1; Indicator number 2, Table 2 of Annex 1; Indicator number 1, Table 2 of Annex 1; Indicator number 3, Table 2 of Annex 1	E2-4 Pollution of air, water and soil
ESRS E2-5 Substances of concern and substances of very high concern		E2-5 Substances of concern and substances of very high concern
E2-6 Anticipated financial effects from material pollution-related impacts, risks and opportunities		For FY 2025, the second year of publication of the Sustainability Report in accordance with the ESRS, the Recordati Group has decided to adopt the "phase-in" option in relation to the disclosure of the expected financial effects of pollution-related impacts, risks and opportunities, as provided by the Stop-the-Clock Directive (Directive (EU) 2025/794).
ESRS E3 - Water and marine resources		
ESRS 2 IRO-1 Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities		ESRS 2 IRO-1 Description of the processes to identify and assess material water and marine resources-related impacts, risks and opportunities
ESRS E3-1 Policies related to water and marine resources		E3-1 Policies
ESRS E3-1 Water and marine resources, paragraph 9	SFDR: Annex 1, table 2, indicator no. 7	E3-1 Policies
ESRS E3-1 Dedicated policy, paragraph 13	SFDR: Annex 1, table 2, indicator no. 8	Not carried out within the Group

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS E3-1 Sustainable oceans and seas, paragraph 14	SFDR: Annex 1, table 2, indicator no. 12	Identified as non-material by 2025 double materiality assessment.
ESRS E3-2 Actions and resources related to water and marine resources		E3-2 Actions
ESRS E3-3 Targets related to water and marine resources		E3-3 Targets
ESRS E3-4 Water consumption		E3-4 Water consumption
ESRS E3-4 Total water recycled and reused, paragraph 28 (c)	SFDR: Annex 1, table 2, indicator no. 6.2	E3-4 Water consumption
ESRS E3-4 Total water consumption in m^3 per net revenue on own operations, paragraph 29	SFDR: Annex 1, table 2, indicator no. 6.1	E3-4 Water consumption
ESRS E3-5 Anticipated financial effects from material water and marine resources-related impacts, risks, and opportunities		For FY 2025, the second year of publication of the Sustainability Report in accordance with the ESRS, the Recordati Group has decided to adopt the "phase-in" option in relation to the disclosure of the expected financial effects of impacts, risks and opportunities related to water and marine resources, as provided by the Stop-the-Clock Directive (Directive (EU) 2025/794).
ESRS E4 - Biodiversity and ecosystems		
ESRS E4-1 Transition plan for biodiversity and ecosystems in strategy and business model		Identified as non-material by 2025 double materiality assessment.
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		
ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities related to biodiversity and ecosystems		
ESRS 2 IRO-1 paragraph 16, (a), i	SFDR: Annex 1, table 1, indicator no. 7	
ESRS 2 IRO-1 paragraph 16, (b)	SFDR: Annex 1, table 2, indicator no. 10	
ESRS 2 IRO-1 paragraph 16, (c)	SFDR: Annex 1, table 2, indicator no. 14	
ESRS E4-2 Policies related to biodiversity and ecosystems		
ESRS E4-2 Sustainable land/agriculture practices or policies, paragraph 24 (b)	SFDR: Annex 1, table 2, indicator no. 11	
ESRS E4-2 Sustainable oceans/seas practices or policies, paragraph 24 (c)	SFDR: Annex 1, table 2, indicator no. 12	
ESRS E4-2 Policies to address deforestation, paragraph 24 (d)	SFDR: Annex 1, table 2, indicator no. 15	
ESRS E4-3 Actions and resources related to biodiversity and ecosystems		
ESRS E4-4 Targets related to biodiversity and ecosystems		
ESRS E4-5 Impact metrics related to biodiversity and ecosystems change		
ESRS E3-6 Anticipated financial effects from material biodiversity and ecosystem-related risks and opportunities		

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS E5 - Circular Economy		
ESRS 2 IRO-1 Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities		ESRS 2 IRO-1 E5 Description of the processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities
ESRS E5-1 Policies implemented to manage resource use and circular economy		E5-1 Policies
ESRS E5-2 Actions and resources related to resource use and circular economy		E5-2 Actions
ESRS E5-3 Measurable targets for resource use and circular economy		E5-3 Targets
ESRS E5-4 Resource inflows		E5-4 Resource inflows
ESRS E5-5 Resource outflows		E5-5 Resource outflows
ESRS E5-5 Non-recycled waste, paragraph 37, (d)	SFDR: Annex 1, table 2, indicator no. 13	E5-5 Resource outflows
ESRS E5-5 Hazardous waste and radioactive waste, paragraph 39	SFDR: Annex 1, table 1, indicator no. 9	E5-5 Resource outflows
ESRS E3-6 Anticipated financial effects from resource use and circular economy-related impacts, risks, and opportunities		For FY 2025, the second year of publication of the Sustainability Report in accordance with the ESRS, the Recordati Group has decided to adopt the "phase-in" option in relation to the disclosure of the expected financial effects arising from impacts, risks and opportunities related to the use of resources and circular economy, as provided by the Stop-the-Clock Directive (Directive (EU) 2025/794).
ESRS S1 - Own workforce		
ESRS 2 SBM-2 Interests and views of stakeholders		SBM - 2 Interests and views of stakeholders
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		ESRS 2 SBM-3 S1 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS 2 SBM-3 Risk of incidents of forced labour, paragraph 14 (f)	SFDR: Annex 1, table 3, indicator no. 13	ESRS 2 SBM-3 S1 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS 2 SBM-3 Risk of incidents of child labour, paragraph 14 (g)	SFDR: Annex 1, table 3, indicator no. 12	ESRS 2 SBM-3 S1 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS S1-1 Policies related to own workforce		S1-1 Policies
ESRS S1-1 Human rights policy commitments, paragraph 20	SFDR: Annex 1, table 3, indicator no. 9 and annex 1, table 1, indicator no. 11	S1-1 Policies
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21	SFDR: Commission Delegated Regulation (EU) 2020/1816, annex 2	S1-1 Policies
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	SFDR: Annex 1, table 3, indicator no. 11	S1-1 Policies
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	SFDR: Annex 1, table 3, indicator no. 1	S1-1 Policies
ESRS S1-2 Processes for engaging with own workers and workers' representatives about impacts		S1-2 Processes for engaging with own workers and workers' representatives about impacts
ESRS S1-3 Processes to remediate negative impacts and channels for own workforce to raise concerns		S1-3 Processes to remediate negative impacts and channels for own workforce to raise concerns

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS S1-3 Grievance/complaints handling mechanisms, paragraph 32 (c)	SFDR: Annex 1, table 3, indicator no. 5	S1-3 Processes to remediate negative impacts and channels for own workforce to raise concerns
ESRS S1-4 Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions		S1-4 Actions
ESRS S1-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities		S1-5 Targets
ESRS S1-6 Characteristics of the company's employees		S1-6 Characteristics of the company's employees
ESRS S1-7 Characteristics of non-employee workers in the undertaking's own workforce		S1-7 Characteristics of non-employee workers in the undertaking's own workforce
ESRS S1-8 Collective bargaining coverage and social dialogue		S1-8 Collective bargaining coverage and social dialogue
ESRS S1-9 Diversity metrics		S1-9 Diversity metrics
ESRS S1-10 Adequate wages		S1-10 Adequate wages
ESRS S1-11 Social protection		S1-11 Social protection
ESRS S1-12 Persons with disabilities		S1-12 Persons with disabilities
ESRS S1-13 Training and skills development metrics		S1-13 Training and skills development metrics
ESRS S1-14 Health and safety metrics		S1-14 Health and safety metrics
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88 (b) and (c)	SFDR: Annex 1, table 3, indicator no. 2 Benchmark regulation: European Commission Delegated Regulation (EU) 2020/1816, annex 2	S1-14 Health and safety metrics
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness, paragraph 88 (e)	SFDR: Annex 1, table 3, indicator no. 3	S1-14 Health and safety metrics
ESRS S1-15 Work-life balance metrics		S1-15 Work-life balance metrics
ESRS S1-16 Remuneration metrics (pay gap and total remuneration)		S1-16 Remuneration metrics (pay gap and total remuneration)
ESRS S1-16 Unadjusted gender pay gap, paragraph 97 (a)	SFDR: Annex 1, table 1, indicator no. 12 Benchmark regulation: European Commission Delegated Regulation (EU) 2020/1816, annex 2	S1-16 Remuneration metrics (pay gap and total remuneration)
ESRS S1-16 Excessive CEO pay ratio paragraph 97 (b)	SFDR: Annex 1, table 3, indicator no. 8	S1-16 Remuneration metrics (pay gap and total remuneration)
ESRS S1-17 Incidents, complaints and severe human rights impacts		S1-17 Incidents, complaints and severe human rights impacts
ESRS S1-17 Incidents of discrimination, paragraph 103 (a)	SFDR: Annex 1, table 3, indicator no. 7	S1-17 Incidents, complaints and severe human rights impacts
ESR S1-17 Failure to observe UNGPs on Business and Human Rights and OECD, paragraph 104 (a)	SFDR: Annex 1, table 1, indicator no. 10 and annex 1, table 3, indicator no. 14 Benchmark regulation: Annex 2 of Delegated Regulation (EU) 2020/1816 and article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818	S1-17 Incidents, complaints and severe human rights impacts

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS S2 - Workers in the value chain		
ESRS 2 SBM-2 Interests and views of stakeholders		SBM - 2 Interests and views of stakeholders
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		ESRS 2 SBM-3 S2 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS 2 SBM-3 Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	Annex 1, table 3, indicators no. 12 and 13	ESRS 2 SBM-3 S2 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS S2-1 Policies related to value-chain workers		S2-1 Policies
ESRS S2-1 Human rights policy commitments, paragraph 17	Annex 1, table 3, indicator no. 9 and annex 1, table 1, indicator no. 11	S2-1 Policies
ESRS S2-1 Policies related to workers in the value chain, paragraph 18	Annex 1, table 3, indicators no. 11 and 4	S2-1 Policies
ESRS S2-1 Failure to observe UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 19	Annex 1, table 1, indicator no. 10 Article II of Delegated Regulation (EU) 2020/1816 and article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818	S2-1 Policies
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 19	European Commission Delegated Regulation (EU) 2020/1816, annex 2	S2-1 Policies
ESRS S2-2 Processes to engage workers in the value chain on impacts		S2-2 – Processes for engaging with value chain workers about impacts
ESRS S2-3 Processes to remediate negative impacts and channels for workers in the value chain to express concerns		S2-3 Processes to remediate negative impacts and channels for value chain workers to raise concerns
ESRS S2-4 Taking action on material impacts on value-chain workers, and approaches to managing material risks and pursuing material opportunities related to value-chain workers, and effectiveness of those actions		S2-4 Actions
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Annex 1, table 3, indicator no. 14	S2-4 Actions
ESRS S2-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities		S2-5 Targets
ESRS S3 - Affected communities		
ESRS 2 SBM-2 Interests and views of stakeholders		Identified as non-material by 2025 double materiality assessment.
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		
ESRS S3-1 Policies related to affected communities		
ESRS S3-1 Human rights policy commitments, paragraph 16	SFDR: Annex 1, table 3, indicator no. 9 and annex 1, table 1, indicator no. 11	
ESRS S3-1 Failure to observe UNGPs on Business and Human Rights principles, ILO principles and OECD guidelines, paragraph 17	SFDR: Annex 1, table 1, indicator no. 10 Benchmark regulation: Annex 2 of Delegated Regulation (EU) 2020/1816 and article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818	

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS S3-2 Processes for engaging with affected communities about impacts		
ESRS S3-3 Processes to remediate negative impacts and channels for affected communities to express concerns		
ESRS S3-4 Taking action on material impacts on affected communities, and approaches to managing material risks and pursuing material opportunities related to affected communities, and effectiveness of those actions		
ESRS S3-4 Human rights issues and incidents, paragraph 36	SFDR: Annex 1, table 3, indicator no. 14	
ESRS S3-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities		
ESRS S4 - Consumers and end-users		
ESRS 2 SBM-2 Interests and views of stakeholders		SBM - 2 Interests and views of stakeholders
ESRS 2 SBM-3 Material impacts, risks and opportunities and their interaction with the strategy and business model		ESRS 2 SBM-3 S4 - Material impacts, risks and opportunities and their interaction with the strategy and business model
ESRS S4-1 Policies related to consumers and end-users		Access to medicine and healthcare S4-1 Policies Product quality and safety S4-1 Policies Responsible marketing S4-1 Policies
ESRS S4-1 Policies related to consumers and end-users, paragraph 16	SFDR: Annex 1, table 3, indicator no. 9 and annex 1, table 1, indicator no. 11	Access to medicine and healthcare S4-1 Policies Product quality and safety S4-1 Policies Responsible marketing S4-1 Policies
ESRS S4-1 Failure to observe UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 17	SFDR: Annex 1, table 1, indicator no. 10 Benchmark regulation: Annex 2 of Delegated Regulation (EU) 2020/1816 and article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818	Access to medicine and healthcare S4-1 Policies Product quality and safety S4-1 Policies Responsible marketing S4-1 Policies
ESRS S4-2 Processes for engaging with consumers and end-users about impacts		Access to medicine and healthcare S4-2 Patient engagement processes Product quality and safety S4-2 Patient engagement processes Responsible marketing S4-2 Patient engagement processes
ESRS S4-3 Processes to remediate negative impacts and channels for consumers and end-users to raise concerns		Product quality and safety S4-3 Processes to remediate negative impacts and channels for patients to raise concerns
ESRS S4-4 Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions		Access to medicine and healthcare S4-4 Actions Product quality and safety S4-4 Actions Responsible marketing S4-4 Actions
ESRS S4-4 Human rights issues and incidents, paragraph 35	SFDR: Annex 1, table 3, indicator no. 14	Access to medicine and healthcare S4-4 Actions Product quality and safety S4-4 Actions Responsible marketing S4-4 Actions
ESRS S4-5 Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (consumers and end-users)		Access to medicine and healthcare S4-5 Targets Product quality and safety S4-5 Targets Responsible marketing S4-5 Targets

Disclosure requirements and/or corresponding datapoints	Requirements from other EU legislative documents[71;72;73;74]	Disclosure (chapter)
ESRS G1 - Business conduct		
ESRS 2 GOV-1 Role of administrative, management and supervisory bodies		ESRS 2 GOV-1 Role of administrative, management and supervisory bodies
ESRS 2 IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities		ESRS 2 IRO-1 G1 - Description of the processes to identify and assess material impacts, risks and opportunities
ESRS G1-1 Corporate culture and business conduct policies		G1-1 Corporate culture and business conduct policies
ESRS G1-1 United Nations Convention against corruption, paragraph 10 (b)	SFDR Annex 1, table 3, indicator no. 15	G1-1 Corporate culture and business conduct policies
ESRS G1-1 Protection of whistleblowers, paragraph 10 (d)	SFDR: Annex 1, table 3, indicator no. 6	G1-1 Corporate culture and business conduct policies
ESRS G1-2 Management of relationships with suppliers		G1-2 Management of relationships with suppliers
ESRS G1-3 Prevention and detection of corruption or bribery		G1-3 Prevention and detection of corruption or bribery
ESRS G1-4 Confirmed incidents of active or passive corruption		G1-4 Incidents of active or passive corruption
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws, paragraph 24 (a)	SFDR: Annex 1, table 3, indicator no. 17 Benchmark: Article II of Delegated Regulation (EU) 2020/1816	
ESRS G1-4 Standards of anti-corruption and anti-bribery, paragraph 24 (b)	SFDR: Annex 1, table 3, indicator no. 16	
ESRS G1-5 Political influence and lobbying activities		Identified as non-material by 2025 double materiality assessment.
ESRS G1-6 Payment practices		Identified as non-material by 2025 double materiality assessment.



CONSOLIDATED SUSTAINABILITY STATEMENT

ENVIRONMENTAL INFORMATION

EUROPEAN TAXONOMY

PURPOSE AND CONTENTS OF REGULATION (EU) 2020/852

The European Taxonomy (hereafter also referred to as the "Regulation" or the "Taxonomy") is a unified classification system for environmentally sustainable economic activities, established by the European Union through Regulation 2020/852, in force since 12 July 2020. The system aims to provide investors and the market with a common language based on sustainability metrics, in order to ensure comparability between operators and increase the quantity and quality of information on the environmental and social impacts of the business, thereby facilitating more responsible investment decisions. In addition to Regulation 2020/852, the European Commission has also published Delegated Regulation 2021/2139 (the "Climate Delegated Act")[78], Delegated Regulation 2486/2023 (the "Environmental Delegated Act") and Delegated Regulation 2021/2178. Taken as a whole, these provide a set of rules for the identification and reporting of environmentally sustainable economic activities.

Commission Delegated Regulation (EU) 2026/73 was published in the Official Journal of the European Union on 8 January 2026. The regulation introduced several simplifications to the content and presentation of information to be disclosed concerning environmentally sustainable activities (see Delegated Regulation (EU) 2021/2178), as well as the simplification of certain technical screening criteria that make it possible to determine whether economic activities cause no significant harm to environmental objectives (see Delegated Regulations (EU) 2021/2139 and 2023/2486).

Pursuant to Article 4 of Commission Delegated Regulation (EU) 2026/73, the provisions contained therein shall apply from 1 January 2026 with reference to financial year 2025. Nevertheless, the same article grants companies the possibility to defer[79] the implementation of the regulatory changes starting from Fiscal Year 2026. In light of the dual possibility to adopt the provisions of Commission Delegated Regulation (EU) 2026/73, Recordati has decided to maintain the same methods in relation to FY 2025, preparing the Taxonomy disclosure in line with the previous year and adopting the applicable Delegated Acts as of 31 December 2025.

The Taxonomy focuses on identifying economic activities that are considered environmentally sustainable, defined as those economic activities which:

- Contribute substantially to one or more of the six environmental and climate objectives (Art.9 of Regulation (EU) 2020/852)
- Do not significantly harm any of the other environmental objectives, in accordance with the "do no significant harm" principle (hereinafter DNSH) and
- Are carried out in compliance with the minimum safeguards.

The environmental objectives set out in the Taxonomy are:

- Climate change mitigation
- Climate change adaptation
- The sustainable use and protection of water and marine resources
- The transition to a circular economy
- Pollution prevention and control
- The protection and restoration of biodiversity and ecosystems.

REPORTING OBLIGATIONS AND GENERAL PRINCIPLES FOR DEFINING KPIS

Article 8 of Regulation (EU) 2020/852 defines the reporting obligations within the context of the Taxonomy and clarifies that these requirements apply to any undertaking which is subject to the publication of Sustainability reporting pursuant to Article 19-bis or Article 29-bis of Directive 2013/34/EU. The taxonomy requires them to provide information on how and to what extent their activities are aligned with economic activities that qualify as environmentally sustainable.

Non-financial undertakings are required to disclose the following metrics in particular (so-called "Key Performance Indicators" or "KPIs"):

- The proportion of their turnover derived from products or services associated with economic activities that qualify as environmentally sustainable
- The proportion of their capital expenditure (CapEx) and the proportion of their operating expenditure (OpEx) related to assets or processes associated with economic activities that qualify as environmentally sustainable.

In July 2021, Regulation (EU) 2021/2178 was published, supplementing Article 8 of Regulation (EU) 2020/852 to further specify the content and presentation of the aforementioned KPIs as well as the methodology to be observed for their measurement and the qualitative information that must accompany their reporting. In 2023, this Regulation was amended by Annex V of Regulation 2023/2486, with specific reference to KPI reporting templates.

For KPI reporting for the year 2025, Recordati is required to report eligible and aligned economic activities for all six climate and environmental objectives.

Non-financial companies are required to ensure consistency with their financial information in determining KPIs, and to use the same currency as in their consolidated financial statements. They are also required to include references to the relevant balance sheet items for turnover and capital expenditure indicators in their Sustainability Statement.

1. IDENTIFICATION OF TAXONOMY-ELIGIBLE ACTIVITIES

In line with the Delegated Regulations on Climate and the Environment and with the Amendment to the Climate Regulation, the proportions of Turnover, CapEx and OpEx for the reporting year associated with the Taxonomy-eligible economic activities for the 6 objectives described by the Taxonomy are reported, in accordance with Article 8 of the Taxonomy Regulation and Article 10 of the Delegated Act.

78 Added to by the alterations introduced by Delegated Regulation 2022/1214 and Delegated Regulation 2023/2486.
79 This case was also covered by a specific clarification by the European Commission, through FAQ #1 of the "Draft Commission Notice" dated 17 December 2025 (Draft Commission Notice).

PROPORTION OF ELIGIBLE AND ALIGNED ACTIVITIES IN RELATION TO THE EUROPEAN TAXONOMY, IN TERMS OF TURNOVER, CAPEX AND OPEX - 2025
Art. 8 (2) of the Taxonomy Regulation in conjunction with Art. 10 (5 and 6) of the Delegated Act.

	Turnover	CapEx	OpEx
Total (euro/thousand)	**2,618,383**	**115,677**	**68,806**
Percentage of Taxonomy-aligned economic activities	0%	0%	0%
Percentage of not Taxonomy-aligned economic activities	100%	100%	100%
Percentage of Taxonomy-eligible economic activities	27.9%	35.9%	41.7%
Percentage of Taxonomy-non-eligible economic activities	72.1%	64.1%	58.3%

The figures refer to the entire Recordati Group. Recordati has identified the economic activities and main projects carried out within the context of its business in line with the above-mentioned regulations. An economic activity is considered eligible if it is included in the list of economic activities in the Delegated Acts on Climate and the Environment. In order to identify the activities eligible under the Taxonomy, the activities carried out by Recordati were analysed, with the aim of determining which of them could be traced back to those in the annexes to the Delegated Regulations, possibly referring to the NACE codes of the Group's economic activities.

To this end, Recordati has identified the following projects and activities:

Section 1.2.2.1 (b) of Annex I to art. 8 of the Delegated Act

Eligible economic activities 2025		Description	CapEx	OpEx	Turnover
CCM 4.30	High-efficiency co-generation of heat/cool and power from fossil gaseous fuels	Operation of combined heat/cool and power generation facilities using fossil gaseous fuels	-	X	X
CCM 6.5	Transport by motorbikes, passenger cars and light commercial vehicles	Renting/leasing of company fleet vehicles	X	X	-
CCM 7.3	Installation, maintenance and repair of energy efficiency equipment	Installation of more energy-efficient lighting systems	X	-	-
CCM 7.6	Installation, maintenance and repair of renewable energy technologies	Installation and maintenance of solar panels	X	X	-
CCM 7.7	Acquisition and ownership of buildings	Long-term rental of property	X	-	-
PPC 1.1	Manufacture of active pharmaceutical ingredients (APIs) or active substances	Manufacture of active pharmaceutical ingredients (APIs)	X	X	X
PPC 1.2	Manufacture of medicinal products	Manufacture of medicinal products	X	X	X
PPC 2.4	Remediation of contaminated sites and areas	Soil remediation	X	X	-

Please note that in 2025, CapEx and OpEx amounts were not attributed to activities 7.4 ("Installation, maintenance and repair of charging stations for electric vehicles in buildings") and 7.5 ("Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings") previously reported.

Furthermore, it should be noted that Recordati has not issued any environmentally sustainable bonds or debt securities whose main purpose is to finance Taxonomy-aligned activities.

This disclosure constitutes the third financial year of reporting the information required by the European Taxonomy. This activity involved different corporate functions in order to classify assets in accordance with the above-mentioned regulations as well as to calculate the KPIs required by the Taxonomy. The process took into account the consolidated data for the three KPIs with the aim of avoiding a potential double counting. The data collected are consistent with the information reported in the Financial Statements.

2. TAXONOMY ALIGNMENT ANALYSIS

An economic activity is considered aligned with the European Taxonomy if:

- Contributes substantially to at least one of the six environmental objectives
- Does not cause significant harm to any of the other five environmental objectives
- Respects the minimum safeguards.

After the eligible economic activities were identified, specific analyses of the technical criteria set out in the above-mentioned Regulations were carried out for the main projects related to each of the identified activities, in order to assess their alignment.

Recordati has not identified any activities aligned with the European Taxonomy because, although the risks connected to climate change were qualitatively assessed by Recordati's management, which has a high level of knowledge of the production processes and of the business, specific analyses were not employed in the course of this process for assessment of the Group's vulnerability to these risks, as required by the DNSH criteria for climate change adaptation. It is important to emphasise that the Group recognises that climate change represents a complex challenge, and that potential and future regulatory changes, as well as an increase in ever-more extreme and unpredictable weather events, have an impact on the planet and society with potential long-term repercussions on various sectors and companies. In this sense, Recordati acknowledges a potential long-term risk linked to climate change and will continue to monitor this potential risk over coming years. Following a precautionary approach, as sufficient evidence to assess compliance with the social safeguards and other DNSH criteria is not currently available, eligible activities are considered to be non-aligned.

3. DISCLOSURE ON EU TAXONOMY AND KPI CALCULATION CRITERIA

The turnover, OpEx and CapEx data for Taxonomy-eligible activities and Taxonomy-aligned activities, which were used for the calculation of Key Performance Indicators (KPIs) and percentages of balance sheet values, are represented according to the templates provided in Annex V to Delegated Regulation 2023/2486, amending Delegated Regulation 2021/2178.



3.1 Turnover indicators

PROPORTION OF TURNOVER FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - 2025

Financial year N.		Year		Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (d)									
Economic activities	Code (2) (a)	Turnover (3)	Proportion of turnover, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-Aligned Proportion of Turnover Year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
		€/000	%	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	A	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (Taxonomy -aligned) (A.1)																			
of which enabling		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
of which transitional		0	0.00%	-						-	-	-	-	-	-	-	-		-
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
		€/000	%	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)										
High-efficiency co-generation of heat/cool and power from fossil gaseous fuels	CCM 4.30	612	0.02%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.06%		
Manufacture of active pharmaceutical ingredients (API) or active substances	PPC 1.1	114,040	4.36%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								4.73%		
Manufacture of medicinal products	PPC 1.2	616,343	23.54%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								20.50%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) A.2)		**730,996**	**27.92%**	**0.02%**	**-**	**-**	**27.89%**	**-**	**-**								**25.28%**		
TOTAL (A.1 + A.2)		**730,996**	**27.92%**	**0.02%**	**-**	**-**	**27.89%**	**-**	**-**								**25.28%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy -non-eligible activities (B)			**1,887,387**	**72.08%**															
TOTAL (A)+(B)			**2,618,383**	**100%**															

Proportion of Turnover / total Turnover (e)

	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	0.02%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	27.89%
BIO	0.00%	0.00%

The turnover KPIs were determined as follows:

- Denominator: turnover from the management of Recordati's core business activities
- Numerator: turnover from Taxonomy-eligible and/or Taxonomy-aligned projects.

Compared to the previous year, there was no change in the way turnover was calculated. The methodology of calculating the KPI components did not take into consideration the proportion of turnover from the sale of products made entirely by the Contract Manufacturing Organisations (CMOs). This is because the Group does not exercise financial control in such cases as defined by IFRS 15 "Revenue from Contracts with Customers".

The denominator of the KPI consists of the revenue for the year, as indicated in explanatory note no. 3 "Net revenue" to the Financial Statements.

The numerator of the turnover includes revenues from business activities, relating to the manufacture of both medicines and active ingredients. There were no significant changes in the KPI related to turnover during the year. Changes in the KPI related to turnover compared to 2024 are mainly attributable to normal business developments, as well as deriving from the sale of the electricity produced by the Campoverde co-generator in Aprilia.



3.2 Capital Expenditure (CapEx) indicators

PROPORTION OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - 2025

Financial year N.			Year	Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (d)									
Economic activities	Code (2) (a)	Absolute CapEx (3)	Proportion of CapEx, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (17)	Minimum safeguards (17)	Taxonomy-Aligned Proportion of CapEx Year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
		€/000	%	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	A	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)																			
of which enabling		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
of which transitional		0	0.00%	-						-	-	-	-	-	-	-	-		-
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
		€/000	%	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)										
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	5,942	5.14%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.35%		
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	854	0.74%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.13%		
Installation, maintenance and repair of charging stations for electric vehicles in buildings	CCM 7.4	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.001%		
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM 7.5	0	0.00%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01%		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	3,163	2.73%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.19%		
Acquisition and ownership of buildings	CCM 7.7	8,017	6.93%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								1.93%		
Manufacture of active pharmaceutical ingredients (API) or active substances	PPC 1.1	9,603	8.30%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.77%		
Manufacture of medicinal products	PPC 1.2	13,571	11.73%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								1.32%		
Remediation of contaminated sites and areas	PPC 2.4	380	0.33%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.03%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) A.2)		**41,530**	**35.90%**	**15.54%**	**-**	**-**	**20.36%**	**-**	**-**								**5.71%**		
TOTAL (A.1 + A.2)		**41,530**	**35.90%**	**15.54%**	**-**	**-**	**20.36%**	**-**	**-**								**5.71%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities (B)			**74,147**	**64.10%**															
TOTAL (A)+(B)			**115,677**	**100%**															

Proportion of CapEx / Total CapEx (e)

	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	15.54%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	20.36%
BIO	0.00%	0.00%

The KPIs for capital expenditure (CapEx) were determined as follows:

- Denominator: the year's additions to tangible and intangible assets and right-of-use of leased assets
- Numerator: the part of the capital expenditure (included in the denominator) that is any of the following: Assets or processes that are associated with Taxonomy-eligible or Taxonomy-aligned projects; or where applicable, other activities falling within the definition of CapEx) as per Delegated Regulation (EU) 2021/2178.

The denominator of the KPI, as required by the regulations, is the sum of the additions recognised in the year 2025 with reference to tangible and intangible assets, recognised in accordance with:

- IAS 16 - Property, Plant and Equipment
- IAS 38 - Intangible Assets
- IFRS 16 - Leases

as indicated in explanatory notes no. 7 "Property, plant and equipment" and no. 8 "Intangible assets" (leases come under the same note as Property, plant and equipment).

The proportion of eligible economic activities in terms of capital expenditure mainly relates to investments in activities related to measures to improve energy efficiency, including the replacement and installation of energy-efficient lighting fixtures at major production sites, leasing of company fleet vehicles, and installation of solar panels. In addition, substantial investments were made in business-related research and development and in the long-term leasing of assets.



3.3 Operating Expenditure (OpEx) indicators

PROPORTION OF OPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES - 2025

Financial year N.		Year		Substantial contribution criteria						DNSH criteria (Does Not Significantly Harm) (d)									
Economic activities	Code (2) (a)	Absolute OpEx (3)	Proportion of OpEx, year N (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-Aligned Proportion of OpEx Year N-1 (18)	Enabling activity category (19)	Transitional activity category (20)
		€/000	%	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N; N/EL (b)	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	A	T
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)																			
of which enabling		0	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
of which transitional		0	0.00%	-						-	-	-	-	-	-	-	-	-	-
A.2. Taxonomy-Eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
		€/000	%	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)	EL; N/EL (c)										
High-efficiency co-generation of heat/cool and power from fossil gaseous fuels	CCM 4.30	90	0.13%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.15%		
Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	280	0.41%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.42%		
Installation, maintenance and repair of renewable energy technologies	CCM 7.6	12	0.02%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00%		
Manufacture of active pharmaceutical ingredients (API) or active substances	PPC 1.1	3,983	5.79%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								5.37%		
Manufacture of medicinal products	PPC 1.2	24,286	35.30%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								31.81%		
Remediation of contaminated sites and areas	PPC 2.4	59	0.09%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0.31%		
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) A.2)		**28,709**	**41.72%**	**0.55%**	**-**	**-**	**41.17%**	**-**	**-**								**38.06%**		
TOTAL (A.1 + A.2)		**28,709**	**41.72%**	**0.55%**	**-**	**-**	**41.17%**	**-**	**-**								**38.06%**		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy -non-eligible activities (B)			**40,097**	**58.28%**															
TOTAL (A)+(B)			**68,806**	**100%**															

Proportion of OpEx / total OpEx (e)

	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	0.00%	0.55%
CCA	0.00%	0.00%
WTR	0.00%	0.00%
CE	0.00%	0.00%
PPC	0.00%	41.17%
BIO	0.00%	0.00%

The KPIs for operating expenditure (OpEx), which include direct non-capitalised costs that relate to research and development; short-term lease, maintenance and repair of assets; and any other direct expenditures relating to the day-to-day servicing of property, plants and equipment necessary to ensure the continued and effective functioning of such assets, were determined as follows:

- Denominator: direct non-capitalised costs that relate to research and development, short-term lease, maintenance and repair of assets
- Numerator: proportion of operating costs included in the denominator which refer to: assets or processes that are associated with Taxonomy-eligible or Taxonomy-aligned projects.

The proportion of eligible economic activities in terms of operational expenditures (OpEx) mainly relates to the costs incurred by the Company for the ordinary maintenance of solar panels installed at its production site in Spain, expenses associated with the leasing of company fleet vehicles, maintenance spending on the co-generation plant, expenses for remediation activities carried out at the Campoverde site, and the manufacturing of active pharmaceutical ingredients and medicinal products.

There were no significant changes in the KPI related to operating expenditure during the year.



3.4 Nuclear and fossil gas related activities

TEMPLATE 1 NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

NUCLEAR ENERGY RELATED ACTIVITIES		
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
FOSSIL GAS RELATED ACTIVITIES		
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	YES
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO



TEMPLATE 2 - TAXONOMY-ALIGNED ECONOMIC ACTIVITIES (DENOMINATOR)

Row	Economic activities	Turnover						CapEx						OpEx					
		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
		Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
1	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
2	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
3	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
4	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
5	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	-	0	0%	0	0%	0	-	0	0%	0	0%	0	-
6	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
7	**Amount and proportion of other taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	0%	0%	0	0%	0	0%	0%	0%	0	0%	0	0%	0%	0%	0	0%	0	0%
8	**Total applicable KPI**	2,618,383	100%	2,618,383	100%	0	-	115,677	100%	115,677	100%	0	-	68,806	100%	68,806	100%	0	-

TEMPLATE 3 - TAXONOMY-ALIGNED ECONOMIC ACTIVITIES (NUMERATOR)

Row	Economic activities	Turnover						CapEx						OpEx					
		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
		Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
1	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI																		
2	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI																		
3	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI																		
4	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI																		
5	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI	0	0%	0	-	0	-	0	0%	0	-	0	-	0	0%	0	-	0	-
6	Amount and proportion of taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the numerator of the applicable KPI																		
7	**Amount and proportion of other taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the numerator of the applicable KPI**	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%
8	**Total amount and proportion of taxonomy-aligned economic activities in the numerator of the applicable KPI**	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%	0	0%

TEMPLATE 4 - TAXONOMY-ELIGIBLE BUT NOT TAXONOMY-ALIGNED ECONOMIC ACTIVITIES

Row	Economic activities	Turnover						CapEx						OpEx					
		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)		CCM + CCA		Climate change mitigation (CCM)		Climate change adaptation (CCA)	
		Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
1	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.26 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
2	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.27 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
3	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.28 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
4	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.29 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
5	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.30 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI	612	100%	612	100%	0	0%	0	0%	0	-	0	-	90	23.52%	90	23.52%	0	-
6	Amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activity referred to in Section 4.31 of Annexes I and II to Delegated Regulation 2021/2139 in the denominator of the applicable KPI																		
7	**Amount and proportion of other taxonomy -eligible but not taxonomy-aligned economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	0	0%	0	0%	0	0%	17,976	100%	17,976	100%	0	0%	292	76.48%	292	76.48%	0	0%
8	**Total amount and proportion of taxonomy-eligible but not taxonomy-aligned economic activities in the denominator of the applicable KPI**	612	100%	612	100%	0	0%	17,976	100%	17,976	100%	0	0	381	100%	381	100%	0	0

TEMPLATE 5 - TAXONOMY NON-ELIGIBLE ECONOMIC ACTIVITIES

Row	Economic activities	Turnover		CapEx		OpEx	
		Amount	Percentage	Amount	Percentage	Amount	Percentage
1	Amount and proportion of economic activity referred to in row 1 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.26 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
2	Amount and proportion of economic activity referred to in row 2 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.27 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
3	Amount and proportion of economic activity referred to in row 3 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.28 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
4	Amount and proportion of economic activity referred to in row 4 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.29 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
5	Amount and proportion of economic activity referred to in row 5 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.30 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI	0	0%	0	0%	0	0%
6	Amount and proportion of economic activity referred to in row 6 of Template 1 that is taxonomy-non-eligible in accordance with Section 4.31 of Annexes I and II to Delegated Regulation (EU) 2021/2139 in the denominator of the applicable KPI						
7	**Amount and proportion of other taxonomy-non-eligible economic activities not referred to in rows 1 to 6 above in the denominator of the applicable KPI**	**1,887,387**	**100%**	**74,147**	**100%**	**40,097**	**100%**
8	**Total amount and proportion of taxonomy-non-eligible economic activities in the denominator of the applicable KPI**	**1,887,387**	**100%**	**74,147**	**100%**	**40,097**	**100%**

NOTES/LEGEND:

(a) The Code constitutes the abbreviation of the relevant objective to which the economic activity is eligible to make a substantial contribution, as well as the section number of the activity in the relevant Annex covering the objective, i.e.: - climate change mitigation: CCM - climate change adaptation: CCA - water and marine resources: WTR - circular economy: CE - pollution prevention and control: PPC - biodiversity and ecosystems: BIO.

(b) Y - Yes, Taxonomy-eligible and Taxonomy-aligned activity with the relevant environmental objective N - No, Taxonomy-eligible but not Taxonomy-aligned activity with the relevant environmental objective N/EL - Not eligible, Taxonomy-non-eligible activity for the relevant objective.

(c) EL - Taxonomy-eligible activity for the relevant objective N/EL - Taxonomy-non-eligible activity for the relevant objective.

(d) For an activity to be reported in Section A.1 all DNSH criteria and minimum safeguards shall be met. For activities listed under A2, columns (5) to (17) may be filled in on a voluntary basis by non-financial undertakings. Non-financial undertakings may indicate the substantial contribution and DNSH criteria that they meet or do not meet in Section A.2 by using: (a) for substantial contribution - Y/N and N/EL codes instead of EL and N/EL; and (b) for DNSH - Y/N codes.

(e) Where an economic activity contributes substantially to multiple environmental objectives, non-financial undertakings shall indicate, in bold, the most relevant environmental objective for the purpose of computing the KPIs of financial undertakings while avoiding double counting. In their respective KPIs, where the use of proceeds from the financing is not known, financial undertakings shall compute the financing of economic activities contributing to multiple environmental objectives under the most relevant environmental objective that is reported in bold in this template by non-financial undertakings. An environmental objective may only be reported in bold once in one row to avoid double counting of economic activities in the KPIs of financial undertakings. This shall not apply to the computation of Taxonomy-alignment of economic activities for financial products defined in point (12) of Article 2 of Regulation (EU) 2019/2088. Non-financial undertakings shall also report the extent of eligibility and alignment per environmental objective, that includes alignment with each of environmental objectives for activities contributing substantially to several objectives, by using the dedicated template.

CLIMATE CHANGE

ESRS 2 IRO-1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
CLIMATE CHANGE						
Climate change mitigation **Energy**	Generation of GHG emissions through business activities or along the value chain with a negative impact on the environment.	Negative actual impact	•	•	•	Short term
Climate change adaptation	Climate-related risk due to potential future regulatory changes and the occurrence of extreme weather events in the long term.	Risk	•	•	•	Long-term

As previously described in paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities", an actual impact, relating to the generation of direct and indirect GHG emissions, and a long-term risk linked to potential regulatory changes and the occurrence of extreme weather events, were identified for climate change.
With regard to climate change risk, a qualitative analysis was carried out by Recordati's management considering both physical and transition risks, without the use of specific climate scenario analyses. Recordati acknowledges a potential long-term risk linked to climate change, which it will continue to monitor over the coming years. In identifying the impacts of both Recordati's own activities and its value chain, the peculiarities of the Group's activities (with particular reference to its production sites) as well as its sector of operations were taken into account. See next paragraph for more information on the risk analysis conducted.

ESRS 2 SBM-3 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH THE STRATEGY AND BUSINESS MODEL

The physical and transitional risk associated with climate change has been qualitatively assessed by Recordati's management, which has a high level of knowledge of the production processes and the business.
Even though no specific resilience and climate scenario analyses were used in the assessment, the qualitative evaluation was done considering the following aspects:

- Physical risk, e.g. air temperature, extreme heat, storms, intense rainfall, flooding and drought, with potential impacts, for example, on the cost of energy, protection of assets and business continuity
- Transition risk, connected to e.g. potential and future regulatory changes linked to the ongoing transition to a decarbonised economy (e.g. legal and financial risks due to a failure to observe performance standards, etc.), with a potential impact, for example, on systems technologies, compliance/energy costs, etc.

Recordati recognises that climate change represents a complex challenge. Potential and future regulatory changes and an increase in ever-more extreme and unpredictable weather events have an impact on the planet and society with potential long-term repercussions on various sectors and companies. In this sense, Recordati acknowledges a potential long-term physical and transitional risk linked to climate change and will continue to monitor this potential risk over coming years.
Regarding short and medium-term risk, considering the sector in which the Group operates, Recordati has currently classified climate change as a risk without concrete or material impacts on company operations and has been assessed as having a low level of risk.
In relation to this potential risk, and in coordination with its Head of ESG, the Group monitors changes in the laws and standards and defines environmental targets within its sustainability strategy. To increase the ability of its corporate strategy to adapt to climate change-related phenomena, including in the long term, Recordati has adopted intervention measures, including, for example, the purchase of renewable energy, the installation of photovoltaic panels and specific energy efficiency projects. The Group has also adapted its "All-Risk Property" insurance policies to cover direct and indirect damage, guaranteeing protection against potential stoppages or interruptions to the production cycle at its plants.

E1-1 TRANSITION PLAN FOR CLIMATE CHANGE MITIGATION

Recordati is committed to reducing its greenhouse gas emissions, thus contributing to the fight against climate change and promoting a more sustainable future for future generations[80].
At present, the Group does not have a structured transition plan as defined by the ESRS reporting standards[81], but it has embarked on a solid path towards decarbonisation, with the aim of progressively reducing its environmental impact and integrating more sustainable solutions into its processes. Although Recordati has not yet set emission-reduction targets explicitly aligned with limiting global warming to 1.5 °C, in line with the Paris Agreement, it has set for its plants a target to reduce Scope 1 and 2 CO_2eq[82] emissions by 20% (market-based) by 2030, compared to the base year 2022. Specifically, the Group aims to decrease Scope 1 emissions by 21% and Scope 2 market-based emissions by 15% by 2030. These targets have been calculated using a structured methodology, and represent a significant first step on the path towards a progressive reduction of its climate impact.
Actions are mainly focused on the Group's pharmaceutical and chemical-pharmaceutical plants, as it is precisely these production processes that generate the greatest impact in terms of Scope 1 and 2 emissions. The main levers to achieve this goal include the use of renewable energy (both through direct production with solar panels, and through the purchase of certified renewable electricity) and the adoption of other energy efficiency initiatives.

Thanks to these actions, in 2025 total emissions (Scope 1 and Scope 2 market-based) decreased by approximately 3% compared to 2024 and by 5% compared to 2022 (base year).

To ensure a comprehensive approach to reducing emissions along the entire value chain, last year Recordati began reporting on Scope 3 emissions. Although no specific reduction targets have been set for these emissions at present, the Group is consolidating the calculation methodology and plans to evaluate and implement targeted initiatives for their reduction in the future.

For more details on actions and related resources, on targets, and on information regarding potential so-called locked-in GHG emissions, please refer to paragraphs "E1-3 Actions", "European Taxonomy" and "E1-4 Targets" respectively. Furthermore, the goal of reducing Scope 1 and 2 emissions is integrated into Recordati's Sustainability Plan, described in paragraph "SBM-1 - Strategy, business model and value chain", to which you can refer for more details on the approval process for the targets.

ESRS 2 GOV-3 INTEGRATION OF SUSTAINABILITY - RELATED PERFORMANCE IN INCENTIVE SCHEMES

Please refer to paragraph "GOV-3 Integration of sustainability-related performance in incentive schemes" in the part on "General Information".

E1-2 POLICIES

As defined in the Group Code of Ethics, Recordati is committed to implementing policies aimed at increasing the environmental sustainability of company activities and meeting all related legal and regulatory requirements. Everyone - the workers, shareholders, business partners and third parties with whom the Group cooperates - is required to comply with the applicable company rules and procedures and to promptly report any shortcomings or non-compliance. In performance of its activities, the Group:

- Uses advanced technologies for the purposes of environmental protection, energy efficiency, the sustainable use of resources, combating climate change and protecting our natural world.
- Promotes initiatives in production plants aimed at minimising energy consumption and reducing the emission of greenhouse gases and other pollutants into the atmosphere.
- Promotes environmental protection by providing information and holding regular training courses, appointing officers responsible for compliance with environmental management issues, and carrying out inspections and verifications of the compliance of its production sites.
- Provides regular information to stakeholders regarding its environmental commitment.

Recordati also formalised an Environment, Health and Safety Policy, which sets out the principles to be followed regarding health, safety and environmental issues (climate change, waste and circular economy, pollution, water management). With specific reference to climate change, the policy emphasises the commitment to addressing climate change through proactive and more sustainable practices, reducing greenhouse gas emissions through the adoption of energy-efficient technologies, encouraging the transition to renewable energy sources and optimising processes to minimise environmental impact.
The policy applies to all Group employees and to the third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati and where the Group has operational responsibilities (such as sites managed or controlled by the Group) and has been approved and signed by the members of the company's Top Management most closely involved in its implementation, along with the Chief Executive Officer.
The principles and guidelines that underpin the policy are found in numerous internal documents, including the Code of Ethics and the Whistleblowing Policy. The policy is available on the company intranet for consultation by all employees. The Group HSE department is responsible for reviewing and updating the policy on a regular basis, working in close contact with cross-functional health and safety experts and with representatives of the interested parties.

80 Recordati is not excluded from the EU Paris-aligned benchmark indices, according to the exclusion criteria defined in Article 12 of Commission Delegated Regulation (EU) 2020/1818.
81 To date, no time frame has been set for the development of a transition plan as required by the ESRS reporting standards. This will be considered during the coming years.
82 Since the contribution of CH_4 and N_2O appears to be insignificant compared to CO_2, it should be noted that CO_2 and CO_2eq emissions are broadly comparable within this document.

E1-3 ACTIONS

The Recordati Group carefully monitors the energy resources used in the performance of its activities, adopting initiatives to reduce consumption, as well as developing an energy systems certification process, with the aim of improving the energy efficiency of all its activities.
The Group consumed approximately 204,000 MWh of energy, down slightly compared to 2024. The largest portion, of approximately 171,000 MWh, was consumed by the plants and mainly derives from the use of electricity, natural gas and, in certain limited and infrequent cases, diesel.

As part of its approach to climate action, the Recordati Group is implementing several initiatives, mainly at the Group plants with the greatest environmental impacts, in order to reduce energy consumption and atmospheric emissions. Moreover, the Group constantly monitors energy consumption and has launched other initiatives, such as the progressive incentivisation of low-environmental-impact vehicles in the company fleet.

The main initiatives implemented by the Group are listed below, referring mainly to initiatives for the purchase and production of renewable energy:

- Production of renewable energy at the main production plants: in line with the targets defined, in 2025 Recordati continued to install solar panels at its production plants. Installation of solar panels in Tunisia and Italy (at Campoverde - first wave) and the expansion of the system in Spain were also completed during the year. Together with the systems already in operation, these measures allowed the Group to reach an installed power of approximately 6,200 kWp, and a reduction in Scope 2 location-based emissions of approximately 790 tCO_2eq compared to 2024 (10% of the Group's Scope 2 emissions). By 2026 Recordati plans to complete the expansion of the photovoltaic system at the Campoverde site, with the goal of achieving total installed power of 11,000 kWp. The Group's great commitment is also evident in the investments pursuant to the roadmap for the installation of solar panels, amounting to around 13.1 million euros. As for 2025, the share of investments allocated to solar panels is around 3.2 million euros, while the subsequent phases planned for 2026 foresee an additional 8 million euros. Please refer to the chapter on the European Taxonomy for more details on 2025.
- Purchase of renewable electricity: analysing electricity purchased from the grid for the Group's plants, Recordati continues to purchase 100% renewable energy in countries where this is possible (energy certified by Guarantees of Origin for European countries and I-RECs for Türkiye)[83]. In 2025, this commitment ensured that savings of Scope 2 market-based GHG emissions could be maintained at around 8,900 tCO_2eq[84].

The Group's commitment in the fight against climate change has also been confirmed with the goal of a 20% reduction in Scope 1 and Scope 2 (market-based) emissions by 2030. The actions described above are two fundamental levers to achieve this target. See next paragraph for more details.

In addition to the initiatives described above, other measures were implemented that, despite having a lower impact in terms of reducing CO_2eq emissions, were fully in line with the policy adopted by the Group for efficient energy consumption and the reduction of its emissions footprint.

- Achievement of ISO 50001 certification for various Group plants: the Group launched a structured certification process for its plants according to ISO 50001 for energy management systems. In 2023, the plant in Çerkezköy (Türkiye) achieved the certification. In January 2026, the plant in Opalia (Tunisia) also achieved ISO 50001, making it possible to cover 13% in total of the Group's energy consumption[85] with an energy efficiency management system. The Group's aim is to progressively extend the certification to other production sites, covering at least 90% of energy consumption by 2029.
- Monitoring of consumption: with the goal of continuous improvement, Recordati is committed to measuring, evaluating and monitoring its energy consumption, including through periodic energy audits or analyses conducted by specialised third parties. As part of the commitment to lower its environmental impact, regular energy analysis activities are carried out at the plants in order to define an action plan aimed at reducing environmental impacts. Moreover, initiatives continued at the Group's plants to boost employee awareness about energy saving, through specific training programmes. These activities play a fundamental role in that they support Recordati's commitment to the responsible management of energy resources and, at the same time, they contribute to the achievement of the expected results in terms of performance and the company targets set.
- Lighting systems initiatives: the Group has implemented various efficiency initiatives in recent years, including the gradual, programmed replacement of traditional lighting systems with LED lights or, in certain cases, the installation of motion sensors to reduce electricity consumption. Today, many areas of the manufacturing sites and offices owned by the Group are already equipped with LED lighting systems.
- Incentivisation of low environmental-impact vehicles: also, in 2025, the Group carried out a monitoring and control activity to assess the emissions of its global fleet of company vehicles. In order to lower its environmental impact, Group guidelines were adopted in 2022 which introduced a maximum limit on CO_2eq emissions for new cars added to the company fleet. Furthermore, various Group sites offer charging stations to support the use of electric and hybrid vehicles. With regard to emissions linked to the company fleet, please refer to the relevant table on emissions in paragraph "E1-6 Gross Scopes 1, 2, 3 and total GHG emissions".

83 It is noted that 100% of the renew able electricity purchased is for Group manufacturing sites located in countries where it is available, and therefore with the exception of the Tunisian site. Including Tunisian consumption in FY25, electricity from renewables purchased at the Group's production plants is approximately 91%. For full disclosure, it is noted that as regards the annexed offices of the plant, this excludes the purchase made for the offices in the Czech Republic, as the electricity contract for this specific area is included in the lease and thus is not regulated or managed directly by the Group. In any case, the impact on total electricity is negligible.

84 Savings of Scope 2 Market-based GHG emissions have been estimated starting from the consumption of energy from certified 100% renewable sources at the Group's production plants, multiplied by the AIB 2024 emission factor for the country where the Group operates.

85 The KPIs are calculated using data from FY 2023, the year used to define the roadmap. This percentage is also confirmed when considering the 2025 data.

E1-4 TARGETS

The reduction of greenhouse gas emissions is a fundamental pillar of the Group's Sustainability Plan, which sets clear and measurable targets to limit the environmental impact and contribute tangibly to the energy transition. As previously noted in chapter "E1-1 Transition plan for climate-change mitigation", although Recordati has not yet set emission reduction targets explicitly aligned with limiting global warming to 1.5°C in line with the Paris Agreement, and although it has not availed of specific climatic scenario analyses, Recordati has set a target to reduce CO_2eq emissions based on the use of a structured methodology. Specifically, Recordati adopted such internationally recognised methodologies as those set out in the Greenhouse Gas (GHG) Protocol. In addition, the Group takes into account several variables that could affect the achievement of its targets, including regulatory developments, technological innovations and changes in market demands. However, the emission reduction targets which have been set are absolute and not intensity-based, so they do not depend on changes in sales volumes or market demand. Should significant changes occur due to external factors, the Group will reassess and adjust its targets in a manner consistent with the evolving context and the best practices in relation to decarbonisation.
Currently, the Group has not identified so-called locked-in emissions that could jeopardise the achievement of the emission targets which have been set.

In terms of the production plants, the goal is to reduce Scope 1 and 2 CO_2eq emissions by 20% by 2030, using 2022 as the base year and taking a Market-based approach. Specifically, the Group aims to decrease Scope 1 emissions by 21% and Scope 2 emissions by 15% by 2030.

CO_2eq emission reduction target (tonnes and percentage)[86]

	2022 (Base year)	2025	2030 (Target)
Scope 1 CO_2eq emissions	37,768	36,557	29,825
Scope 2 (market-based) CO_2eq emissions	2,270	1,331	1,929
Total Scope 1 and Scope 2 (market-based) CO_2eq emissions	**40,038**	37,888	**31,754**
% reduction[87]	-	-5%	-20%

The Group has also continued reporting Scope 3 emissions and will consider setting a specific reduction target in the future, once the calculation methodology has been established.

The main actions identified to achieve these targets include the use of energy from renewable sources, through self-generation using photovoltaic systems installed and the purchase of certified electricity, in addition to the implementation of energy efficiency measures at the production plants (such as the downsizing of the cogenerator turbine at the Campoverde di Aprilia site). In particular:

- With regard to the production of electricity from renewable sources, the Group has set out a roadmap for the installation of solar panels at its production sites. The target is to reach total installed power of 11,000 kWp by 2026 (with a progressive increase of 800 kWp in 2024, 5,600 kWp in 2025 and 11,000 kWp in 2026)[88]. In line with the targets defined, in 2025 Recordati continued the plan to install solar panels at its production sites, consolidating the growth in installed power. Installation of solar panels in Tunisia and Italy (at Campoverde - first wave) and the expansion of the system in Spain were also completed during the year. Together with the systems already in operation (in Ireland and Spain since 2022 and in Türkiye since 2024), these measures allowed the Group to reach an installed power of approximately 6,200 kWp in 2025. The installation of photovoltaic panels at Campoverde is a key step in enabling the subsequent resizing of the cogenerator turbine. In fact, the production of renewable energy reduces dependence on the cogenerator, allowing the energy load needed to be progressively reduced. This decrease in the demand for energy from the cogenerator will make it possible to downsize the turbine, which is planned to take place in 2027. This will result in a real reduction in CO_2eq emissions due to the decrease in methane consumption.
- With regard to the purchase of renewable energy, the Group is committed to purchasing 100% of its electricity from renewable sources for sites located in countries where this option is available, using Guarantees of Origin for Europe and I-RECs for Türkiye[89].
- It should also be noted that the goal of obtaining ISO 50001 certification for several of the Group's plants, accounting for at least 90% of energy consumption by 2029, is a further lever for improving the energy management system. In January 2026, the Tunisian plant achieved ISO 50001 certification, joining the Turkish plant already certified in 2023.

86 Since the contribution of CH_4 and N_2O appears to be insignificant compared to CO_2, it should be noted that CO_2 and CO_2eq emissions are broadly comparable within this document. The target and the baseline do not include emissions by administrative offices (except for the Parent Company's head office in Milan, which is included). The emission reduction initiatives mainly refer to the production plants.
In the process of achieving the target, defined as the sum of Scope 1 and Scope 2 emissions, please note that the Group already purchases certified renewable energy at all production plants where this option is available. The further improvement is attributable to the installation of solar panels at the production site in Tunisia, where it is not possible to purchase certified renewable energy from the grid. The installation of photovoltaic systems (excluding the planned system at Campoverde) will contribute about 4% to the reduction of emissions, thanks to the increase in self-production of energy from renewable sources and the consequent decrease in dependence on the electricity grid. The main contribution, 95%, will come from the energy efficiency measures implemented at the Campoverde site, with a specific focus on resizing the cogenerator turbine. This step is closely linked to the installation of photovoltaic panels at the site, as the reduction in the demand for energy from the cogenerator, achieved through solar energy, will create the necessary conditions to optimise turbine operation. Finally, a further 1% reduction in emissions will be achieved through energy efficiency measures at the Milan site.
The implementation of projects, particularly related to the production of renewable energy, will bring more significant benefits from 2027, when the chemical plant's cogenerator turbine will be downsized after completion of the installation of solar panels at the Campoverde di Aprilia plant. Until the turbine at Campoverde is downsized, the reduction of emissions will be minimal and may be offset by changes in production, fluctuations in economic activity, and other energy efficiency initiatives that did not emerge during the target-setting phase.

87 The calculation of the reduction in emissions compared to the target set include the portion of emissions arising from the energy consumed by the offices. Excluding this component, in line with the scope of the base year, the decrease amounts to approximately 6%.

88 The renewable energy produced but not consumed by the plants, which is instead fed into the grid, actively contributes to the decarbonisation of the national electricity system. Although this benefit is not taken into consideration for the company's emissions balance under the GHG Protocol, Recordati generates a positive systemic impact by supporting the energy transition.

89 It is noted that 100% of the renew able electricity purchased is for Group manufacturing sites located in countries where it is available, and therefore with the exception of the Tunisian site. Including Tunisian consumption in FY25, electricity from renewables purchased at the Group's production plants is approximately 91%. For full disclosure, it is noted that as regards the annexed offices of the plant, this excludes the purchase made for the offices in the Czech Republic, as the electricity contract for this specific area is included in the lease and thus is not regulated or managed directly by the Group. In any case, the impact on total electricity is negligible.

Thanks to the actions taken, in 2025 total emissions (Scope 1 and Scope 2 market-based) decreased by 5% compared to 2022 (base year) and by 3% compared to 2024. In particular, Scope 1 emissions were down 3% compared to 2022 and 2% compared to 2024, while Scope 2 market-based emissions recorded a 41% decrease compared to 2022 and a 22% decrease compared to 2024.

With reference to Scope 2 emissions, the continuation of the procurement strategy for electricity from renewable sources for the Group's plants located in countries where this option is available, together with the self-generation of renewable energy through photovoltaic systems installed at the production sites, has made it possible to reduce the Scope 2 market-based emissions as envisaged by the target[90]. In particular, the installation of solar panels at the Tunisian plant - the only site where it is not possible to purchase renewable energy from the grid - made a significant impact in 2025. Thanks to the strategy of self-generation of electricity from renewable sources, the Group has managed to cover part of the energy requirements of that site. The residual share of Scope 2 market-based emissions is primarily attributable to the portion of electricity consumption at the Tunisian production plant not covered by self-generation and for which procurement of renewable energy from the local grid is not possible.

As for Scope 1 emissions, the achievement of the additional envisaged reduction will require completion of the installation of photovoltaic panels at the production site in Campoverde. This action represents a strategic step since it will allow for the subsequent resizing of the co-generator turbine. The increase in the production of renewable energy will make it possible to reduce dependency on the co-generator, thus enabling the resizing of the turbine - scheduled for 2027 - and determining an effective decrease in CO_2eq emissions thanks to lower methane consumption.

E1-5 ENERGY CONSUMPTION AND MIX

The Group's total energy consumption amounted to 204,163 MWh, of which 86% was from fossil sources and 14% from renewable sources, in line with 2024 values. Compared to the previous year, there was a 180% increase in the consumption of self-generated electricity from renewable sources, mainly thanks to the installation of the new photovoltaic system at the Tunisian plant in Opalia and the extension of the existing one at the Spanish plant in Utebo. Furthermore, in line with the previous two-year period, all electricity purchased from renewable sources was supplied by certified sources.

Energy consumption of the Recordati Group

	Unit of measurement	2025	2024	Change
Fuel consumption from coal and coal products	MWh	0	0	-
Fuel consumption from crude oil and petroleum products[91]	MWh	32,784	34,533	-5%
Fuel consumption from natural gas	MWh	139,602	140,297	-0.5%
Fuel consumption from other fossil sources	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources[92]	MWh	3,357	4,303	-22%
Total energy consumption from fossil sources	**MWh**	**175,743**	**179,133**	**-2%**
Share of fossil sources in total energy consumption	%	86.1%	86.7%	-0.6%
Consumption from nuclear sources[93]	MWh	0	0	-
Share of consumption from nuclear sources in total energy consumption	%	0%	0%	-
Fuel consumption from renewable sources, including biomass	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources[94]	MWh	25,995	26,694	-3%
Consumption of self-generated non-fuel renewable energy[95]	MWh	2,425	867	180%
Total renewable energy consumption	**MWh**	**28,420**	**27,561**	**3%**
Share of renewable sources in total energy consumption	%	13.9%	13.3%	0.6%
Total energy consumption	**MWh**	**204,163**	**206,694**	**-1%**

90 Analysis of the proportion of total Scope 1 and Scope 2 emissions finds that the former are significantly higher. Consequently, considering the total target, despite the achievement of the target specific to Scope 2 emissions, the overall reduction is 5%.

91 The data refer to the consumption of production sites and of company fleet.

92 In terms of production sites, this refers to Tunisia's consumption of non-renewable electricity and a negligible portion from the Czech Republic offices. Moreover, an estimate of the purchased electricity consumed by the offices of the Group's administrative headquarters has been included for both 2024 and 2025. In considering this factor, it was assumed that 100% of purchased energy came from non-renewable sources and that any natural gas consumption was negligible. For the sake of completeness, it should be noted that the purchase of electricity for the administrative offices of foreign subsidiaries is not managed directly by the Group, but the related costs are included in the rental fee.

93 For full disclosure, it is noted the presence of a negligible share of purchased electricity generated from nuclear sources for a part of the plant in the Czech Republic, not directly managed by the Group.

94 The figure refers to renewable electricity only.

95 The consumption of self-generated electricity from renewable sources refers to the photovoltaic systems installed at the production plants in Cork (Ireland), Utebo (Spain), Çerkezköy (Türkiye) and Opalia (Tunisia). This data does not include the production of renewable energy at the new photovoltaic system in Campoverde di Aprilia (Italy), as it went into operation at the beginning of 2026.

Energy intensity ratio in high climate impact sectors[96]

	Unit of measurement	2025	2024	Change
Energy from high climate impact sectors	MWh	204,163	206,694	-1%
Net revenue from activities in high climate impact sectors[97]	million €	2,618.4	2,341.6	12%
Energy intensity ratio	MWh/million €	77.97	88.27	-12%

Total energy consumption by all Group plants in 2025 was 171,000 MWh (approximately 85% of the Group's total consumption).

With reference to the production sites, specifically, the pharmaceutical sites consumed approximately 45,000 MWh (26% of the total energy consumption of the plants), in line with 2024. In particular, the energy purchased from the grid decreased mainly thanks to the increase in self-generated energy by photovoltaic systems (especially thanks to the expansion of the existing system at Utebo and the new installation in Tunisia), which made it possible to reduce the consumption of electricity produced from fossil sources. 80% of the diesel consumed by the Group is used at the pharmaceutical plants, specifically for energy production, and more electricity is purchased from the grid. Despite this, diesel consumption at the pharmaceutical plants was down 6% in 2025 mainly thanks to the less frequent use of generators at the Turkish plant in Çerkezköy.

Energy consumption by the Group's chemical-pharmaceutical production plants in 2025 was over 126,000 MWh (74% of the total energy consumption of the plants), in line with 2024. On the other hand, consumption of energy purchased increased compared to 2024.
The chemical-pharmaceutical plants consume higher quantities of natural gas than the pharmaceutical sites: a high proportion of this gas usage derives from the electricity generation system at the Campoverde di Aprilia plant, where a co-generation system has been in place for nearly 30 years (for more details, see paragraph "Co-Generation System of the Campoverde di Aprilia"). Through the use of a single fuel source (natural gas), the co-generation system enables the plant to generate enough electricity to meet its needs, sell any excess to the national grid and produce all of the steam used in the plant without the use of any additional gas or resources. The decrease in electricity sold of around 11% is attributable to the less frequent operation of the co-generator in the reporting period.



96 Under the applicable legislation, high climate impact sectors are those listed in Sections A to H and in Section L of the NACE classification (as defined in Commission Delegated Regulation (EU) 2022/1288). Specifically, for Recordati, the sectors considered in this respect correspond to the NACE codes C21.1 and C21.2, corresponding to the activities of "Manufacture of basic pharmaceutical products" and "Manufacture of pharmaceutical preparations" respectively.
97 The amount of the net revenue taken into account in calculating the energy intensity ratio can be traced back to explanatory note no. 3 "Net revenue" to the financial statements.

Energy consumption at the pharmaceutical production plants of the Recordati Group

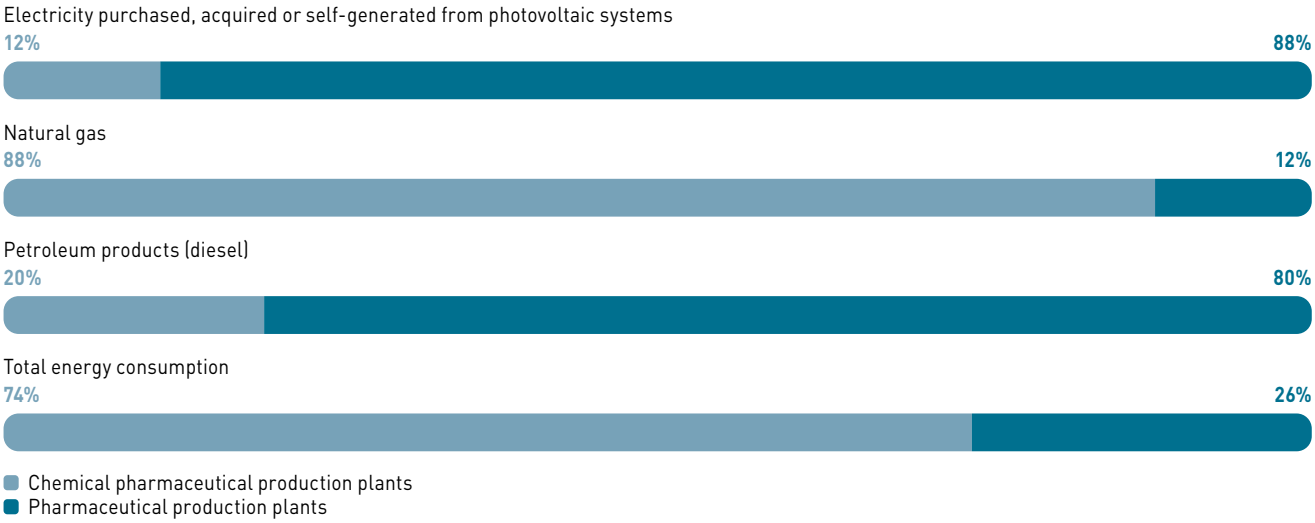
	Unit of measurement	2025	2024	Change
Fuel consumption from coal and coal products	MWh	0	0	-
Fuel consumption from crude oil and petroleum products	MWh	450	478	-6%
Fuel consumption from natural gas	MWh	16,993	17,273	-2%
Fuel consumption from other fossil sources	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources	MWh	2,662	3,576	-26%
Total energy consumption from fossil sources	**MWh**	**20,105**	**21,327**	**-6%**
Share of fossil sources in total energy consumption	%	44.9%	46.7%	-1.8%
Consumption from nuclear sources	MWh	0	0	-
Share of consumption from nuclear sources in total energy consumption	%	0%	0%	-
Fuel consumption from renewable sources, including biomass	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources[98]	MWh	22,458	23,653	-5%
Consumption of self-generated non-fuel renewable energy[99]	MWh	2,174	649	235%
Total renewable energy consumption	**MWh**	**24,632**	**24,302**	**1.4%**
Share of renewable sources in total energy consumption	%	55.1%	53.3%	1.8%
Total energy consumption	**MWh**	**44,737**	**45,629**	**-2%**

Energy consumption at the chemical-pharmaceutical production plants of the Recordati Group

	Unit of measurement	2025	2024	Change
Fuel consumption from coal and coal products	MWh	0	0	-
Fuel consumption from crude oil and petroleum products	MWh	111	122	-9%
Fuel consumption from natural gas	MWh	122,608	123,024	-0.3%
Fuel consumption from other fossil sources	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from fossil sources	MWh	0	0	-
Total energy consumption from fossil sources	**MWh**	**122,719**	**123,146**	**-0.3%**
Share of fossil sources in total energy consumption	%	97.0%	97.4%	-0.4%
Consumption from nuclear sources	MWh	0	0	-
Share of consumption from nuclear sources in total energy consumption	%	0%	0%	-
Fuel consumption from renewable sources, including biomass	MWh	0	0	-
Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources[100]	MWh	3,538	3,042	16%
Consumption of self-generated non-fuel renewable energy[101]	MWh	250	217	15%
Total renewable energy consumption	**MWh**	**3,788**	**3,259**	**16%**
Share of renewable sources in total energy consumption	%	3.0%	2.6%	0.4%
Total energy consumption	**MWh**	**126,507**	**126,405**	**0.1%**

98 The figure refers to renewable electricity only.
99 The self-generated electricity from renewable sources refers to the photovoltaic systems installed at the production sites in Utebo (Spain), in operation since 2022 and extended in 2025, Çerkezköy (Türkiye), in operation since April 2024, and Opalia (Tunisia), in operation since March 2025.
100 The figure refers to renewable electricity only.
101 The self-generated electricity from renewable sources refers to the photovoltaic system installed at the production plant in Cork, which went into operation in December 2022. This data does not include the production of renewable energy at the new photovoltaic system in Campoverde di Aprilia (Italy), as it went into operation at the beginning of 2026.

Percentage of electricity use by production plants according to usage and type of production plant



Electricity and thermal energy generated and sold by the Campoverde di Aprilia co-generation plant

	Unit of measurement	2025	2024	Change
Self-generated electricity	MWh	31,296	32,457	-4%
consumed internally	MWh	25,456	25,899	-2%
sold externally	MWh	5,840	6,558	-11%
Self-generated and consumed thermal energy	Kg of steam	63,029,000	62,076,000	2%
Total electricity produced from non-renewable sources	**MWh**	**40,683**	40,068	2%



THE CO-GENERATION SYSTEM AT THE CAMPOVERDE DI APRILIA PLANT

Co-generation is defined as the combined generation of electricity and heat based upon a "cascade process", where electricity is produced using a high-temperature thermo-dynamic cycle which, in turn, releases heat and produces thermal energy. In the industrial sector, co-generation is also produced using gas-powered turbines.
The co-generation system at the Campoverde di Aprilia plant, in operation since 1996, is equipped with a 15-bar methane gas turbine. In its current configuration and with an air temperature of 9°C, the system is able to generate a maximum output of approximately 4.3 MW of electricity. Gas turbines operate by burning the fuel source in a special combustion chamber and expanding it with compressed air inside the turbine itself. During expansion, the mixture of air and fuel interacts with the blades of the turbines and activates the rotational motion of the rotor to generate mechanical energy.
This mechanical energy is then converted into electricity by an alternator. The fumes produced by the gases expanded in the turbine are emitted at very high temperatures (450-500°C) and consequently specialist heat exchangers or boilers may be used (the Recordati plant at Campoverde di Aprilia uses a steam recovery boiler) to produce hot water or steam.
The use of the steam recovery boiler avoids the use of methane gas to fully meet the plant's demand for steam, which is used both in chemical processes and as a heating fluid. The steam recovery boiler installed in the co-generation system, which recovers the gases expanded in the turbine, enables the production of 15-bar saturated steam up to a capacity of 16 tons per hour. Without this production of steam using the gas turbine fumes in the steam recovery boiler, an estimated 4 million m^3 of additional gas would be required each year, corresponding to approximately 34% of the plant's annual gas consumption, avoiding the emission of over 8,000 tonnes of CO_2eq[102].
Between 2021 and 2025, after periodic efficiency measures, the entire co-generation system was updated and/or replaced since initial installation. Lastly, the system will be updated again in 2026, as the existing turbine will be replaced with another turbine that is around 30% smaller, with 3 MW power compared to the current 4.3 MW, in order to reduce the atmospheric CO_2 emissions associated with the co-generator. This intervention will be supported by the entry into operation of the new photovoltaic system. See paragraph "E1-4 Targets" for more details.

E1-6 GROSS SCOPES 1, 2, 3 AND TOTAL GHG EMISSIONS

In 2025, the Group's Scope 1 direct emissions were primarily related to the energy consumed by the chemical pharmaceutical production plants for industrial production (natural gas and diesel), to which a smaller share (about 23% of total Scope 1 direct emissions) is also added due to consumption by the Group's vehicle fleet. Recordati is committed to minimising refrigerant gases and gradually replacing old equipment containing refrigerants with new machinery that does not contain ozone-depleting gases. The decrease is mainly attributable to the lower number of refrigerant gas leaks recorded during the year compared to 2024.
On the other hand, the Scope 2 indirect emissions associated with the Group's purchase of electricity from the grid decreased, mainly thanks to the increase in self-generated renewable energy from photovoltaic panels, which led to fewer purchases of electricity from the grid.

Scope 3 greenhouse gas emissions include all indirect emissions generated throughout the value chain, both upstream and downstream of business activities. In Recordati's case, these represent a significant component of the overall total.
Category 1 (Purchased goods and services) was found to have the greatest impact, with emissions of over 195,500 tonnes of CO_2eq, accounting for 72% of total Scope 3 emissions, followed by Category 4 (Upstream transportation and distribution" accounting for approximately 10%.
These figures were calculated in compliance with the guidelines of the GHG Protocol, applying the Corporate Value Chain (Scope 3) Accounting and Reporting Standard.

The data were mainly extracted from the Group's internal systems and multiplied by emission factors provided by internationally recognised databases. No specific data provided by external partners or suppliers were used, therefore the estimate methodologies set out in the GHG Protocol were relied upon.

102 Source of emission coefficient data for natural gas: Ministero Dell'Ambiente e della Sicurezza Energetica, Tabella Parametri Standard Nazionali, 2023.

Greenhouse gas emissions of the Recordati Group[103] [104]

				Retrospective		Targets and Milestones			
	Unit of measurement	2022 (base year)	2024	2025	Trends (2025 vs 2024)	2025	2030	2050	Trends (2025 vs 2022 - base year)
Scope 1 GHG emissions									
Gross Scope 1 GHG emissions	tCO_2eq	37,768	37,280	**36,557**	-1.94%		-21%		-3%
of which: from fuels	tCO_2eq	28,869	28,296	**27,928**	-1.30%				
of which: from refrigerant gases	tCO_2eq	993	364	**266**	-27.00%				
of which: from car fleet[105]	tCO_2eq	7,906	8,620	**8,363**	-2.98%				
Percentage of Scope 1 GHG emissions from regulated Emission Trading Schemes (ETS)	%	0%	0%	**0%**	-				
Scope 2 GHG emissions									
Gross Scope 2 GHG emissions - Location-based[106]	tCO_2eq	10,002	8,785	**7,428**	-15.45%				
Gross Scope 2 GHG emissions - Market-based[107]	tCO_2eq	2,270	1,714	**1,331**	-22.32%		-15%		-41%
Scope 1 + Scope 2 GHG emissions									
Gross Scope 1 + Scope 2 (Location-based) GHG emissions	tCO_2eq	47,770	46,065	**43,985**	-4.51%				
Gross Scope 1 + Scope 2 (Market-based) GHG emissions	tCO_2eq	40,038	38,994	**37,888**	-2.84%		-20%		-5%
Scope 3 GHG emissions									
Gross Scope 3 GHG emissions	tCO_2eq	-	**307,517**	**270,337**	**-12.09%**				
Percentage of Scope 3 GHG emissions calculated with primary data	%	-	0%	**0%**	-				
1. Purchased goods and services	tCO_2eq	-	193,463	**195,510**	1.06%				
2. Capital goods	tCO_2eq	-	46,952	**15,933**	-66.07%				
3. Fuel and energy-related activities (not included in Scope 1 or Scope 2)	tCO_2eq	-	9,228	**8,774**	-4.91%				
4. Upstream transportation and distribution	tCO_2eq	-	34,330	**26,175**	-23.76%				
5. Waste generated in operations	tCO_2eq	-	1,188	**1,181**	-0.56%				

103 Source of emission coefficient data for natural gas and diesel: Ministero dell'Ambiente e della Sicurezza Energetica, Tabella Parametri StandardNazionali, 2025 and 2024. Scope 1 and 2 emissions have been calculated using a methodology in line with the GHG Protocol (specifically the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard - Revised Edition). See the methodological description given in the text for Scope 3 emissions.

104 The data shown are for the consolidated accounting Group. Note that the figure for 2022, which represents the baseline for the target, does not include the estimate for emissions by foreign administrative offices. In order to expand the emissions reporting boundary to the entire Group, the data shown for 2024 and 2025 also include the estimate for emissions by the Group's foreign offices.

105 Scope 1 emissions relating to the use of fuel by company vehicles have been estimated based on the average mileage of each car defined in the leasing contract and the average emission factor of fleet vehicles.

106 The location-based approach uses national average emission factors relating to the specific configuration of national electricity production. The most recent IEA emission factors were used for the calculation.

107 The market-based approach uses an emission factor defined on a contractual basis with the electricity supplier and defines that the purchase of renewable electricity with Guarantee of Origin does not imply emissions of greenhouse gases calculated according to this approach. Consequently, consumption at the European plants certified by Guarantees of Origin and the share of consumption at the Turkish plant certified by I-RECs have been excluded from the calculation of Scope 2 emissions (according to the market-based approach). The national "residual-mix" emission factors were applied to calculate emissions using the market-based approach (source of residual-mixes: (AIB European Residual Mixes - 2024 and 2023).

			Retrospective			Targets and Milestones			
	Unit of measurement	2022 (base year)	2024	2025	Trends (2025 vs 2024)	2025	2030	2050	Trends (2025 vs 2022 - base year)
6. Business traveling	tCO_2eq	-	5,018	**5,110**	1.83%				
7. Employee commuting	tCO_2eq	-	3,884	**3,046**	-21.58%				
8. Upstream leased assets	tCO_2eq	-	-	**-**	-				
9. Downstream transportation	tCO_2eq	-	4,023	**3,899**	-3.09%				
10. Processing of sold products	tCO_2eq	-	3,470	**3,014**	-13.13%				
11. Use of sold products[108]	tCO_2eq	-	-	**1,746**	n.a.				
12. End-of-life treatment of sold products	tCO_2eq	-	5,961	**5,949**	-0.21%				
13. Downstream leased assets	tCO_2eq	-	-	**-**	-				
14. Franchising	tCO_2eq	-	n.a.	**n.a.**	n.a.				
15. Investments	tCO_2eq	-	-	**-**	-				
Total GHG emissions									
Total GHG emissions - Location-based	tCO_2eq	-	353,582	**314,322**	-11.10%				
Total GHG emissions - Market-based	tCO_2eq	-	346,511	**308,225**	-11.05%				

The Group has identified and analysed significant Scope 3 categories based on materiality criteria, including their relative contribution to the overall total, transition risks and opportunities, and stakeholder priorities.
Recordati is committed to progressively improving the quality of its Scope 3 data through the continuous refinement of its systems and the integration of increasingly accurate methodologies.

This approach makes it possible to identify priority areas for reduction of the carbon footprint and to promote sustainable management throughout the value chain.

Scope 3 emissions were quantified in accordance with the following methodologies, in line with the provisions of the GHG Protocol:

Emissions Category	Description of the methodology of calculation/estimate
Category 1	Category 1 emissions include all upstream (i.e. cradle-to-gate) emissions from the production of goods and services acquired in the reporting year. To ensure an accurate calculation, two different methodologies were applied depending on the availability of data. • For purchased goods, when quantitative information was available, the Average-Data Method was adopted, applying specific emission factors from the Ecoinvent v3.12 cutoff IPCC 2021 - GWP100 database for 2025 (v3.11 cutoff IPCC 2021 - GWP100 for 2024). If quantitative information was not available, the spend-based method was used instead, applying emission factors from the CEDA 2025 database (CEDA 2024 for 2024). The data required for the calculation refer to the legal entities considered relevant. • For purchased services, emissions were calculated using the Spend-Based Method. Each service was associated with a reference sector within the CEDA 2025 database (CEDA 2024 for 2024). All cost items where the emissions are already reported in other categories have been excluded from the calculation to prevent double counting.
Category 2	Category 2 emissions include all upstream (i.e. cradle-to-gate) emissions from the production of capital goods acquired by Recordati in the reporting year. Emissions were quantified using the Spend-Based Method, applying emission factors from the CEDA 2025 database (CEDA 2024 for 2024).

108 As reported in the note on methodology, most of Recordati's products do not generate significant emissions during their use phase, as they are, for example, ingested, injected or applied topically with no involvement of energy consumption nor direct release of greenhouse gas. Following further analysis, several pressurised sprays were identified with their use entailing the direct release into the atmosphere of propellant gases contained in their formulation. A limited number of these contain greenhouse gases.

Category 3	Category 3 includes upstream (i.e. cradle-to-gate) emissions related to the production of fuels and energy purchased and consumed by Recordati in the reporting year, that are not included in Scope 1 or Scope 2. Emissions were quantified by multiplying consumption data by the emission factors from the IEA 2025 database with data referring to 2023 for electricity (IEA 2023 for 2024 with data referring to 2021), and from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 for fuels (DEFRA 2024 for 2024).
Category 4-9	Emissions in Categories 4 and 9 arise from the transport and distribution of products bought and sold by Recordati, using vehicles and infrastructure which the company does not own or directly control. Category 4 includes all inbound transport, intercompany transport between different company structures, and outbound transport where the cost is borne by Recordati. Category 9, on the other hand, comprises only outbound transportation where the cost is not borne by Recordati, but by third parties. Two methods were adopted to calculate emissions, depending on the availability of data. When information was available on the mass transported and the distance travelled, the Distance-Based Method was used, applying the emission factors provided by the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 database (DEFRA 2024 for 2024). If such data were not available, the Spend-Based Method was used instead, applying emission factors from the CEDA 2025 database (CEDA 2024 for 2024). The so-called "last mile" was not included for Category 9 due to a lack of information.
Category 5	Category 5 includes emissions from third-party disposal and treatment of waste generated in Recordati's owned or controlled operations during the reporting year. To calculate the emissions, the Waste-type-specific Method was adopted, which involves using emission factors for specific waste types and waste treatment methods. The emission factors applied come from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 database (DEFRA 2024 for 2024). In accordance with the "polluter pays" principle, the emissions associated with the waste recovery/recycling process are considered nil. The scope of analysis includes the production plants.
Category 6	Category 6 includes emissions from business travel in vehicles not owned by Recordati. Calculation was performed using the Distance-Based Method, applying the emission factors from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 database (DEFRA 2024 for 2024). The data used as the basis for the calculation were collected via a travel agency. For countries not covered by the agency, emissions were estimated in proportion to the number of employees per country. It is important to note that workers who do not travel for work purposes have been excluded from the re-proportioned estimate, as they do not contribute to the emissions associated with business travel.
Category 7	Category 7 includes emissions from the transportation of employees between their home and their worksites and from remote working. Emissions related to the use of company cars for commuting were not taken into account, as they are already reported in Scope 1. The calculation was performed using the Distance-Based Method, collecting data on working days, distance travelled and means of transport used, to which emission factors from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 database (DEFRA 2024 for 2024). Information was obtained via surveys, while data on journeys via the company shuttles were provided by site contacts. For those employees who did not respond to the survey, proportionate emissions were estimated based on the results of those who participated.
Category 8	Leased assets used by the Group are mainly administrative offices. The value of the emissions generated has been included in Scope 2 emissions.
Category 10	Category 10 includes emissions from the processing and transformation of intermediate products sold to customers by Recordati before their final distribution. Emissions were calculated by multiplying the quantities of APIs (Active Pharmaceutical Ingredients) sold by Recordati to customers by an emission factor determined through an internal benchmark. This benchmark was developed based on data relating to the existing production processes within Recordati, thus enabling a consistent and representative estimate of the emission-related impact linked to the subsequent processing of the products sold. Emissions were estimated by multiplying consumption data by emission factors from the 2025 database with data referring to 2023 for electricity (IEA 2023 for 2024 with data referring to 2021) and from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 for fuels (DEFRA 2024 for 2024).
Category 11	This category covers the emissions associated with the use phase of the products sold in the reporting period, namely the greenhouse gases released directly during use of the product and the emissions arising from energy or fuels consumed during use of the product. Most of Recordati's products do not generate significant emissions during their use phase, as they are ingested, injected or applied topically with no involvement of energy consumption nor direct release of greenhouse gas. The use of several pressurised sprays, however, entails the direct release into the atmosphere of propellant gases contained in their formulation. For the emission calculation, the quantity of products sold was divided on the basis of the weight of the gases contained then multiplied by the emission factor, taken from the Global Warming Potential (GWP) of the Fifth Assessment Report (AR5) of the IPCC. A release of 100% of the contents was assumed, as recommended by the GHG Protocol when no specific data on the amount effectively released are available.

Category 12	Category 12 includes emissions from the disposal and treatment of packaging for the products sold by Recordati at the end of their life. Contributions from the drugs themselves was excluded, as they are taken by the patients and therefore do not generate end-of-life emissions. The Waste-type-specific Method was adopted for the emission calculation, where packaging quantities are multiplied by emission factors taken from the UK Government GHG Conversion Factors for Company Reporting - DEFRA 2025 database (DEFRA 2024 for 2024). The methods of disposal were determined based on statistical data. In accordance with the "polluter pays" principle, the emissions associated with the waste recovery/recycling process are considered nil.
Category 13	Category 13 emissions are not relevant to Recordati, since there are no particular assets leased to third parties at present.
Category 14	Category 14 emissions do not apply to Recordati, since the Group does not operate any franchises.
Category 15	Category 15 emissions are not relevant to Recordati, since the Group's investments concern new companies and structures that are directly integrated into the emissions reporting boundary. Consequently, these emissions are already included in Scope 1 and Scope 2 reporting.

Emission intensity ratio (Total GHG emissions per net revenue)

	Unit of measurement	2025	2024
Total Location-based GHG Emissions	tCO_2eq	**314,322**	353,582
Total Market-based GHG Emissions	tCO_2eq	**308,225**	346,511
Net revenue[109]	million €	**2,618.4**	2,341.6
Location-Based Emission intensity ratio	tCO_2eq / million €	**120**	151
Market-Based Emission intensity ratio	tCO_2eq / million €	**118**	148

E1-7 GHG REMOVALS AND GHG MITIGATION PROJECTS FINANCED THROUGH CARBON CREDITS

The Group has not currently adopted specific activities aimed at removing or offsetting GHG emissions (such as carbon credits, for example).

E1-8 INTERNAL CARBON PRICING

The Group does not currently apply internal carbon pricing systems.



109 The indicator considered can be traced back to the data given in explanatory note no. 3 "Net revenue" to the Financial Statements.

POLLUTION

ESRS 2 IRO-1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL POLLUTION-RELATED IMPACTS, RISKS AND OPPORTUNITIES

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
POLLUTION						
Pollution of water	Potential release of pollutants in water due to lack of or inadequate wastewater treatment negatively affects the quality of receiving water bodies, damaging the environment.	Negative potential impact	•	•		Short term
Pollution of soil	Potential leaks or spillages of pollutants may lead to soil degradation, damaging the environment.	Negative potential impact	•	•		Short term
Substances of concern and very high concern	Potential inefficient management of substances of concern and very high concern, primarily in chemical processes, can contribute negatively to human health and the environment.	Negative potential impact	•	•		Short term
All pollution topics mentioned above, including pollution of air	Risks associated with health, safety, and the environment deriving from non-compliance with laws and regulations, which could result in fines and penalties, as well as reputational damage.	Risk		•		Short term

Recordati recognises that the potential release of pollutants into water and soil, whether as part of its activities or in the upstream value chain, can damage the environment, and that failure to respect the legislation on this topic could result in potential fines or sanctions for the Group.
In order to guarantee the compliance of its activities, Recordati adopts methods for prevention and management in its production processes through activities of monitoring emissions into the air, water and soil, as well as implementing specific procedures for the responsible management of the substances of concern and very high concern used at the Group's chemical-pharmaceutical plants. In addition, all activities are carried out in line with the requirements of the applicable environmental regulations including, among other things, regulation of the handling, production, transport, storage, use and disposal of materials, including the discharge of pollutants and pharmaceutical residues into the environment. Conscious of the type of activities and systems in place at its sites, the company's production plants were analysed as part of the double materiality analysis to identify the potential impacts and risks of non-conformity in relation to pollution, taking the specific production processes and relevant applicable regulatory requirements into consideration.
For a description of the processes to identify and assess material pollution-related impacts and risks, see paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities" in the chapter on "Management of impacts, risks and opportunities".

E2-1 POLICIES

Recordati formalised the Group's Environment, Health and Safety Policy, which covers the following material topics: health and safety, climate change, pollution, the circular economy, waste management and water management.
Protecting the environment is vital for people's well-being, because the health of the planet and human health are bound tightly together. Because the air, water, soil and climate all directly affect people's quality of life, taking care of health also means acting responsibly to protect the environment and future generations. To this end, the Group is committed to conducting its business in a socially responsible manner and in accordance with sustainable practices, national and international laws, and the expectations of its stakeholders.
Conscious of this, Recordati undertakes to prevent the pollution of the soil, air and water in all aspects of its business, including through the responsible use of the chemical substances (such as those of concern and of very high concern, for example) and materials used in its production processes. For this purpose, to mitigate potential impacts on the environment in line with the principles of the policy, the Group carries out prevention and monitoring activities for its production processes. It also promotes initiatives to train and raise awareness of the environment among all employees, actively engaging them to encourage everyone to help maintain and develop healthy ecosystems in the areas where Recordati operates.

Moreover, the Group has adopted operating procedures designed to both prevent and manage emergency situations, also with a view to avoiding impacts on people and the environment when incidents do occur.
The policy applies to the entire Group workforce and to third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati where it has operational responsibilities (such as sites managed or controlled by the Group). Furthermore, environmental aspects including pollution are covered in the Group Code of Ethics, which is signed by the Group's suppliers. Respect for the environment and compliance with related laws and regulations are a key criteria of the supplier selection process.
For more details on the environmental policy, please refer to paragraph "E1-2 Policies" in the chapter on "Climate Change".

E2-2 ACTIONS

All of the Group's production sites hold the necessary environmental authorisations and ensuring compliance with said authorisations is a fundamental responsibility of the Management team at each site.
Confirming this commitment to protect the environment and focus on continuous improvement, the Campoverde (Aprilia) chemical-pharmaceutical plant in Italy and the Tunisian pharmaceutical plant have had an ISO 14001-certified environmental management system for several years.
Recordati has also set out a roadmap to extend ISO 14001 certification to other Group plants by 2027. In line with the targets and commitments set, in January 2026 the chemical-pharmaceutical plant in Cork (Ireland) achieved ISO 14001 certification.
By achieving certification for the Irish site, which joins the existing certifications of the Italian chemical-pharmaceutical site in Campoverde, the Group has reached the important milestone of having certified all its chemical-pharmaceutical plants in accordance with ISO 14001.
In January 2026, both of the Group's chemical-pharmaceutical plants (Campoverde and Cork) and the Tunisian pharmaceutical plant were ISO 14001 certified.
These certifications attest that the manufacturing sites have a management system that is suitable for mitigating and safeguarding against the environmental impacts of their activities, and attest to their efforts for continuous, coherent, efficient and sustainable improvement. For more details on the Sustainability Plan and the targets, please refer to the paragraph on "SBM-1 Strategy, Business Model and Value Chain" within the "Strategy" section.
In addition, for several years, the chemical pharmaceutical plant in Cork has joined the Responsible Care initiative which aims to promote the continuous improvement in the chemical and pharmaceutical industry of all aspects that have a direct or indirect aspect on the environment, employees or the community.
The Group's plants feature an environmental management system, with risk assessment activities conducted periodically in order to evaluate the risks present in the plants and identify preventive measures. The Group also conducts internal inspections and receives audits by external certification bodies or regulators. As regards internal audits, for example, various activities were conducted in 2025 at the chemical-pharmaceutical plants in Campoverde and Cork (mainly in relation to the efficacy and efficiency of the Environmental Management System, in accordance with ISO 14001 and the provisions of the applicable laws), as well as the pharmaceutical plants in Milan, Saint Victor, Basel, Tunisia and Türkiye.
In 2025, Recordati plants underwent regular periodic inspections. Regarding external audits, those conducted by the certification bodies (for the purposes of ISO 14001 certification, specifically at the Campoverde and Cork production sites and in Tunisia) and by regulatory authorities and customers should be noted in particular.
Environmental topics are also covered in periodic training sessions provided to Group employees, especially those responsible for such aspects at the production plants. As well as the mandatory training required by local laws, the Group also offers voluntary training programmes. The training courses focus on a range of topics, including the environmental management system and related internal policies, and specific operating procedures.

Pollution of air

With reference to air pollutants that are not greenhouse gases, various thresholds have been defined for the different types of pollutant; the Group makes sure these are not exceeded thanks to continuous monitoring and control activities of the emission points. In particular, emission points at production sites are authorised and monitored according to specific local laws in each country.
Given the nature of their activities and processes, the active pharmaceutical ingredient production plants in Campoverde di Aprilia and Cork - representing the Group's most significant sources of atmospheric emissions - are listed on the European Pollutant Release and Transfer Register (E-PRTR), established under EC Regulation 166/2006. The Campoverde di Aprilia site is also included in the national inventory of plants with the potential to cause major incidents, based on Italian Legislative Decree 334/99, replaced by Italian Legislative Decree no. 105/2015, which transposed Directive 2012/18/EU. In this regard, all the obligations arising from said inclusion are carried out regularly.
As the Group's plants where specific requirements are in place, atmospheric emissions are managed according to specific procedures. Specifically, the existing scrubber systems are included in the maintenance and control plan, which outlines constant verification of the efficiency of the moderation system.
At the plant in Basel, there is an ongoing process in place to optimise the scrubber with the aim of achieving zero solvent emissions for hazardous atmospheric pollutants and a reduction in volatile organic compounds. This target was achieved again in 2025 with even more efficient performance compared to the previous year.

Pollution of soil

Correct spillage management is regulated by specific standard operating procedures at the Group's various plants, which state that the spilled product must be collected using absorbent spill kits suitable for use with all types of hazardous and non-hazardous materials. Once used, the kits are handled and destroyed in the most appropriate way based on the hazardous nature of the product.

Following a voluntary report made by the Company to the competent authorities in 2001 about the potential contamination of some portions of the land and water at the Campoverde di Aprilia plant resulting from past industrial production, an administrative proceeding was initiated - governed by Art. 242 of Italian Legislative Decree 152/06 - and which is still pending. In the first half of 2025, during the Services Conference, the Company's Health Risk Analysis was approved. In late 2025, Recordati presented the Operational Remediation Plan (POB-"Progetto Operativo di Bonifica").

For its approval, the Municipality of Aprilia called a new Services Conference with a final deadline in 2026. In any case, from the initial survey of the situation subject to this procedure, the Company has continued to implement all necessary and appropriate containment measures and monitoring actions while continually updating the authorities.

Pollution of water

All Group production plants are equipped with systems and procedures to monitor consumption and wastewater (e.g. monitoring of pH values, suspended solids, BOD, COD, metals, aromatic solvents, chlorinated aromatic solvents, aliphatic solvents and surfactants).

Regarding wastewater, if necessary or required by local laws, plants have installed or implemented wastewater treatment systems before discharging water into public water treatment system or into the natural environment. In compliance with local and national environmental laws, plants analyse and constantly monitor the quality of wastewater in order to observe the minimum standards set by local and national environmental authorities. Specifically, all plants must observe applicable environmental laws and must hold the necessary water-discharge permits.
In 2025, the Tunisian production site continued its participation in the EU-funded iMERMAID project, which aims to tackle risks connected to contaminants of emerging concern.
For more information on water management initiatives, see the chapter on "Water".

iMERMAID: INNOVATIVE SOLUTIONS FOR THE REMOVAL OF PHARMACEUTICAL CONTAMINANTS

The Tunisian subsidiary Opalia Recordati continued to take part in the iMERMAID Project: an EU-funded project focused on protecting the Mediterranean Sea and its surroundings, which play a crucial role in various socioeconomic activities. It aims to address the growing threats of CoECs (Contaminants of Emerging Concern) which have not yet been studied and may pose a potential threat to ecosystems and humans.
Thanks to the consortium of 26 partners (SMEs, academic & research organisations, industrial partners, public bodies and NGOs) from Europe and beyond which guide it, the iMERMAID project encourages new collaborations to develop advanced sensor and remediation technologies, strengthen regulations to reduce contamination, enhance economic opportunities, and improve the quality of life for EU residents at the same time. The primary ambition is to create innovative and replicable approaches to prevent, monitor and remediate chemical pollution to support EU mission to restore, protect and preserve the health of our oceans, seas, and waters. In 2025, the iMERMAID partners focused on assessing the performance of the technologies developed, to support future industrial applications.

Specifically, Opalia Recordati demonstrated the efficacy in offsetting the chemical pollution of the micro-fluidic photo-catalytic system at source and of the reverse osmosis membranes at end of life.
This analysis was conducted using a series of electrochemical sensors (ECS Box), designed to monitor the degradation of three representative molecules (diclofenac, ibuprofen and ketoprofen), commonly present at high frequency and concentration in effluents treated across Europe.



Thanks to the repeated tests conducted to allow for ongoing project refinements, significant results were observed, including a considerable degradation of CoECs from industrial effluents and efficient measurements of the CoECs selected in real wastewater. These successes now represent a fundamental stage in the transition of advanced water treatment technologies from laboratory development to real industrial conditions.

Environmental risk assessment of pharmaceutical products

As well as endeavouring to minimise the environmental impact of the production processes conducted at its industrial plants (both pharmaceutical and chemical-pharmaceutical), the Group also recognises stakeholders' concerns regarding pharmaceutical residues in the environment that mainly derive from the use of medicines by patients. To this end, the Group assesses the environmental risks of its products from the R&D stage, in compliance with applicable law.

Man-made pharmaceutical residues have become a pressing topic of environmental concern. Following the detection of pharmaceutical residues in drinking and surface water reserves, regulatory authorities across the world, including the US Food and Drug Administration (FDA) and the European Medicines Agency (EMA), have developed detailed guidelines on how the negative environmental impact of pharmaceutical products should be assessed.
To this end, regulatory bodies now require an Environmental Risk Assessment (ERA) as an integral element of the authorisation process for the commercialisation of pharmaceutical products.

The assessment is mandatory for pharmaceuticals to treat human conditions and those for veterinary use. In September 2024 the new European guidelines for assessing the environmental risks of pharmaceuticals for human use entered into force.
Recordati is committed to guaranteeing the effective environmental management of its products according to current guidelines and all new pharmaceuticals developed by the Group are subject to an environmental risk assessment prior to approval. Data on the persistence in the environment and possible toxicity to living species are collected according to international standards. During the environmental risk assessment, the safe concentration, i.e. the concentration at which the pharmaceutical does not harm the soil or aquatic organisms, is identified. Finally, the results of the assessment are communicated by the Group to the regulatory authorities through specific reports.

Throughout the product lifecycle, for any extension of the authorisation to market the product (new indications or new dosages) Recordati revises and updates the existing environmental assessment dossier or generates a new one to reflect the latest information on the potential environmental impact of the product.
Finally, personnel at the R&D department attend periodic internal training sessions focused specifically on environmental legislation, with a view to raising awareness on the topic and ensuring that staff are up to date with any changes to legislation. Furthermore, in order to reduce the environmental impact of the R&D laboratories, instruments are adopted that use lower quantities of solvents, guarantee reduced energy and water consumption and produce less waste.

Substances of concern and very high concern

The Group's plants subject to the REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) regulation comply with the necessary legal requirements. The regulation aims to ensure the protection of human health and the environment by requiring companies that produce, import or market chemical substances to assess the risks associated with their use. Recordati applies the requirements provided for by the REACH regulation in purchasing and managing the substances covered by the legislation.
To ensure compliance with the rules imposed by the regulation, Recordati implements a series of actions aimed at the proper management of substances of concern and of very high concern, which include:

- Mapping and monitoring of substances of concern and very high concern: the list of chemical substances used in the plant is periodically updated, with their classification as substances of concern and very high concern checked. Compliance with obligations under the REACH regulation, such as registration, authorisation or any restrictions on use, is also checked.
- Substitution and reduction of the use of hazardous substances: where technically and economically feasible, safer alternatives or solutions are sought to limit the use of such substances, in favour of more sustainable processes with a lower impact.
- Safety Data Sheet (SDS) control and supply chain management: the information provided by suppliers is constantly checked, and internal procedures are updated based on regulatory developments and any changes in the classification of substances.
- Collective and individual protection measures: to ensure the safe management of substances of concern and very high concern, appropriate containment systems are adopted to limit dispersion and exposure. Specific procedures are also planned and implemented for the management of hazardous substances, to reduce the risk of their accidental release. Personnel are provided with appropriate personal protective equipment (PPE), ensuring safe use in compliance with current regulations.
- Emergency plans and waste management: there are provisions in place to deal with any accidental spills, such as absorbent kits and containment basins, as well as specific procedures for the proper disposal of hazardous waste in compliance with current regulations.
- Staff training and awareness-raising: personnel are continuously updated on chemical risks, safety measures and the obligations imposed by the REACH regulation, promoting the informed use of substances and effective application of prevention measures.
- Periodic audits and checks: internal audits are carried out to ensure compliance with the procedures, and to identify any room for improvement in the management of chemicals.

The actions described in the chapter refer to the Group and, specifically, to the chemical-pharmaceutical production plants. In terms of the value chain, please note that no specific activities are underway at the moment. However, it should be noted that the Group has drawn up a plan for monitoring conducted through desk audits (described in more detail in chapter "Workers in the value chain") in order to monitor the environmental practices of suppliers (including issues related to pollutants and chemical substances).

E2-3 TARGETS

Environmental protection is one of the pillars of the Group's Sustainability Plan which sets out its future targets.
On the topic of environmental management, including the management of pollution, Recordati has set out a roadmap to extend ISO 14001 certification to several other Group plants by 2027, representing a combined 90% of all waste produced. In January 2026, the with certification achieved for the plant in Cork (Ireland), the Group took another step forward in its journey and, with reference to the chemical plants, achieved the target of certifying 100% of its chemical-pharmaceutical plants in accordance with ISO 14001.
In January 2026, both of the Group's chemical-pharmaceutical plants (Campoverde and Cork) and the Tunisian pharmaceutical plant are ISO 14001 certified[110].
Although a quantitative target for the reduction of pollutants has not yet been defined, the Group believes it can identify areas for action aimed at continuous improvement through the implementation of a certified environmental management system. For more details on the Sustainability Plan and the targets, please refer to the paragraph on "SBM-1 Strategy, Business Model and Value Chain" within the "Strategy" section.

110 With the ISO 14001 certification, the Group has covered approximately 67% of the waste generated by all Group plants (KPIs calculated for FY 2023, the base year used to define the roadmap). This percentage is 69% when considering the 2025 data.

E2-4 POLLUTION OF AIR, WATER AND SOIL

In 2025, there were no emissions of pollutants into the air, water or soil above the threshold values established by European Regulation 166/2006 E-PRTR. In 2024, however, there was one exception relating to the emission of the "nickel and compounds" pollutant into water. The value recorded at the Campoverde site (90 kg/year)[111] exceeded the applicable threshold defined by Regulation (EU) 166/2006 E-PRTR (set at 20 kg/year), but was still within the limits set by the Best Available Techniques - Associated Emission Levels (BAT-AEL), i.e. the emission levels associated with the best available techniques established by the Integrated Environmental Authorisation that regulates the emission limits to be respected by the plant. This value may have been overestimated, as it was calculated by multiplying the average concentration of the pollutant found in analyses of discharges by the volume of total discharges (methodology used for all discontinuous emission values).

E2-5 SUBSTANCES OF CONCERN AND SUBSTANCES OF VERY HIGH CONCERN[112]

Considering the business sector in which Recordati operates, the production processes at the pharmaceutical chemical plants involve the use of various substances that are classified under Annex VI, Section 3 of EU Regulation 1272/2008 of the European Parliament and of the Council. In particular, the procurement and use of such substances can be attributed to the activities conducted at the chemical-pharmaceutical plants in Cork and Campoverde. The tables below represent the quantities of chemical substances classified as being of concern or of very high concern purchased by the Group's chemical plants in Cork and Campoverde.

Substances of concern

All substances of concern considered in 2025 belong to two main categories: those purchased as raw materials for production; and those which, once processed, leave the plant as isolated intermediates (substances of concern that leave facilities as part of products) and active ingredients (substances of concern that leave facilities as products) which are subsequently used in the Group's own pharmaceutical plants or sold to other customers for their own production.

In line with 2024, no substances of concern left the company's plants as emissions or as services in 2025. The difference between the quantities of substances of concern entering and leaving the plant is due to the chemical transformation processes that take place during production.

These processes not only lead to a variation in quantities, but also change the hazardous characteristics of substances. The increase in the use of substances of concern compared to 2024 is mainly attributable to the change in the production mix at the Campoverde di Aprilia site, which saw increased procurement and use of the substances for chemical-pharmaceutical production during the year.



111 *The data on emissions into a receiving body of water were duly measured by an external accredited laboratory on a monthly basis, as required by the Integrated Environmental Authorisation (IEA) issued by the Province of Latina in December 2020. The average annual value for each pollutant complies with the concentration limits set by the Best Available Techniques - Associated Emission Levels (BAT-AELs) for the sector.*

112 *If a substance belongs to more than one hazard class, the weight of that substance is shown in both hazard classes. Consequently, the sum of the substances broken down by hazard classes may exceed the total substances used.*

	Unit of measurement	2025				2024			
Hazard classes (annex VI, part 3, of Regulation (EU) No. 1272/2008 of the European Parliament and of the Council)		**Substances of concern that are generated or used during the production or that are procured**	**Substances of concern that leave facilities as emissions, as products, or as part of products or services**	Substances of concern that leave facilities as products	Substances of concern that leave facilities as part of products	**Substances of concern that are generated or used during the production or that are procured**	**Substances of concern that leave facilities as emissions, as products, or as part of products or services**	Substances of concern that leave facilities as products	Substances of concern that leave facilities as part of products
Carcinogenicity, categories 1 and 2	t	**403.8**	**27.8**	1.5	26.3	**352.5**	**23.2**	1.0	22.1
Germ cell mutagenicity, categories 1 and 2	t	**425.9**	**0.0**	0.0	0.0	**349.4**	**0.0**	0.0	0.0
Reproductive toxicity, category 1 and 2	t	**796.7**	**28.5**	2.2	26.3	**683.9**	**24.3**	2.1	22.1
Respiratory sensitisation, category 1	t	**103.9**	**0.0**	0.0	0.0	**55.7**	**0.0**	0.0	0.0
Skin sensitisation, category 1	t	**533.2**	**77.7**	60.3	17.4	**462.2**	**60.5**	44.7	15.8
Chronic hazard to the aquatic environment, categories 1, 2, 3 and 4	t	**835.8**	**64.7**	64.7	0.0	**779.9**	**49.6**	49.6	0.0
Specific target organ toxicity, repeated exposure, category 1 and 2	t	**640.3**	**7.3**	7.3	0.0	**582.1**	**6.5**	6.5	0.0
Specific target organ toxicity, single exposure, category 1 and 2	t	**305.5**	**0.0**	0.0	0.0	**353.9**	**0.0**	0.0	0.0
Total quantity of substances of concern	**t**	**4,045.1**	**206.0**	**136.0**	**70.0**	**3,619.6**	**164.1**	**103.9**	**60.0**

Substances of very high concern

In line with 2024, no substances of very high concern left the company's plants as emissions, as products, or as parts of products or services in 2025. Specifically, Recordati uses a number of substances of very high concern in its production processes, purchased by the Group as raw materials. These substances are N,N-dimethylacetamide, N,N-dimethylformamide and dimethyl sulfate. The first two substances are classified as toxic to reproduction (Art. 57c), while the latter has carcinogenic properties (Art. 57a).

The substances of very high concern are handled in the plant in accordance with the provisions of the REACH regulation, ensuring compliance with all standards concerning their safe management, registration and use. For more information on how these substances are managed, please refer to paragraph "E2-2 Actions and resources related to pollution". As was reported for substances of concern, the decrease in the use and procurement of substances of very high concern is attributable to the change in the production mix at the Campoverde di Aprilia plant.

	Unit of measurement	2025	2024	Change %
Hazard classes (as classified under Regulation (EC) No. 1907/2006 (REACH))		**Substances of very high concern that are generated or used during the production or that are procured**	**Substances of very high concern that are generated or used during the production or that are procured**	**Substances of very high concern that are generated or used during the production or that are procured**
Carcinogenicity (Article 57a)	tonnes	**82.5**	88.0	-6%
Reproductive toxicity (Article 57c)	tonnes	**264.8**	265.7	-0.3%
Total quantity of substances of very high concern	**tonnes**	**347.3**	**353.7**	**-2%**

WATER

ESRS 2 IRO-1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL WATER AND MARINE RESOURCES-RELATED IMPACTS, RISKS AND OPPORTUNITIES

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
WATER AND MARINE RESOURCES						
Water intake **Water consumption**	Water intake and consumption, especially in water-stressed areas, contribute to water depletion.	Negative actual impact	•	•		Short term

The Group recognises that the intake and use of water, both directly and upstream throughout the value chain, can affect the availability of water resources, particularly in water-stressed areas.
Conscious of the importance of natural resources and of water resources in particular, Recordati invests in the development of production processes aimed at efficient water use and improving the quality of discharged water.
The Recordati Group has always been committed to pursuing environmental sustainability in its business activities and complying with all environmental legal and regulatory requirements. For a description of the processes to identify and assess material water-related impacts and risks, see paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities" in the section on "Management of impacts, risks and opportunities". The analysis considered the production activities and the geographic location, focusing in particular on plants located in water-stressed areas and considering the water supply necessary for the normal continuation of production processes.

E3-1 POLICIES

Recordati formalised a Group's Environment, Health and Safety Policy, which covers the following material topics: health and safety, climate change, the circular economy, waste management and water management.
The policy contains a specific paragraph on water management which outlines the principles to be observed to ensure the correct use, treatment and disposal of water. The Recordati Group also adopts responsible practices and maintains a constant focus on monitoring and applying the highest water management standards. It ensures that all wastewater is treated and, when possible, reused or returned to the environment under quality conditions that comply with the required environmental regulations applicable in each country. Using the most advanced technologies, the Group implements all necessary measures to prevent contamination and protect ecosystems, paying particular attention to water-stressed areas.
The policy applies to the entire Group workforce and to third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati where it has operational responsibilities (such as sites managed or controlled by the Group).
Furthermore, the environment, including responsible water management, is also covered in the Group Code of Ethics and in the Supplier Code of Conduct. Respect for the environment and related laws and regulations are a key criteria in the Group's supplier selection process.
For more details on the environmental policy, please refer to paragraph "E1-2 Policies" in the chapter "Climate Change".

E3-2 ACTIONS

The use of water resources is primarily attributable to the manufacturing cycle and process air conditioning at the plants, in addition to sanitary uses.
All Group production plants are equipped with systems or procedures to monitor consumption and wastewater (e.g. monitoring of pH values, suspended solids, BOD, COD, metals, aromatic solvents, chlorinated aromatic solvents, aliphatic solvents and surfactants). Regarding wastewater, if necessary or required by local laws, plants have installed or implemented wastewater treatment systems before discharging water into public drains or into the natural environment. In compliance with local and national environmental laws, plants analyse and constantly monitor the quality of wastewater in order to observe the minimum standards set by local and national environmental authorities. Specifically, all plants must observe applicable environmental laws and must hold the necessary water-discharge permits. For more information on the quality characteristics of water discharges, please see paragraph "E2-2 Actions".

Below is a description of some initiatives implemented by the Group to guarantee responsible water management, both in terms of consumption and wastewater.
At the headquarters in Milan, the heating and air-conditioning system, which uses geothermal heat pump technology, uses groundwater. This groundwater is drawn from a shaft and channelled into the system for use in the heating or air-conditioning systems before being returned in its original condition to the groundwater reserves via two return channels.
At Campoverde, water consumption has decreased significantly thanks to a series of efficiency improvement activities carried out on the systems. The strategy also included a change to the water supply source, mostly focused on the use of surface

water rather than extraction from groundwater. In Utebo, on the other hand, new monitoring systems have been installed on the electric motors of the well pumps, in order to make electricity savings and reduce water intake.
Once again in 2025, at the Turkish plant in Çerkezköy, the topics of environmental protection and impact reduction, including the conscious use of water resources, were introduced during flash meetings for training and awareness-raising. In addition, it should be noted that the Tunisian production site, which is located in a water-stressed area, continued to take part in the EU-funded iMERMAID project, which aims to tackle risks connected to contaminants of emerging concerns. Please refer to paragraph "E2 Pollution" for further details.

The actions described in this chapter refer to the Group and, specifically, to the production plants. In terms of the value chain, no specific activities are underway at the moment. However, it should be noted that the Group has drawn up a plan for monitoring conducted through desk audits (described in more detail in chapter "Workers in the value chain") in order to monitor the environmental practices of suppliers (including issues related to water management).

E3-3 TARGETS

Environmental protection is one of the pillars of the Group's Sustainability Plan which sets out its future targets.
Although no quantitative target for the reduction of water use has yet been set, when it comes to the topic of environmental management, including the improvement of water management, Recordati has set out a roadmap to extend ISO 14001 certification to several other Group plants.
By implementing a certified environmental management system, the Group is confident it can identify action areas with a view to ensuring continuous improvement.
For more details on the Sustainability Plan and the targets, please refer to the paragraph on "SBM-1 Strategy, Business Model and Value Chain".

E3-4 WATER CONSUMPTION

Water intake in 2025 was 2,895,192 m^3, of which 46% was surface water, approximately 48% was subterranean (e.g. groundwater) and the remainder, around 6%, from mains water.
In 2025, the overall water intake at the Group's production plants decreased by 11% compared to 2024. This decrease, which predominantly relates to the intake of surface water, is mainly attributable to water efficiency measures adopted at the chemical plant in Campoverde di Aprilia. As for water intake from groundwater, one of the greatest reductions was achieved by the Spanish plant in Utebo.
Around 70% of the Group's water intake is attributable to the chemical-pharmaceutical plant in Campoverde di Aprilia, which is located in a water-stressed area[113]. In addition to the Italian plant in Campoverde, the Turkish plant and the Tunisian plant are also located in areas considered to be subject to water stress, although they do have lower water intake. In 2025, no water recycling or reuse processes were carried out at the Group's plants[114]. Furthermore, in line with 2024, no water was stored at Recordati's plants (except for water stored for fire-fighting purposes).

Water intake at Recordati Group production plants by source (m^3)

	Unit of measurement	2025	2024	Change %
Surface water[115]	m^3	**1,322,171**	1,591,781	-17%
Groundwater	m^3	**1,382,185**	1,466,922	-6%
of which: water from the safety barrier well	m^3	**193,115**	162,735	19%
Mains water	m^3	**190,836**	198,328	-4%
Total	**m^3**	**2,895,192**	**3,257,031**	**-11%**

In 2025, Recordati discharged 2,738,527 m^3 of water, of which 78% to surface water and the remainder to subterranean water (17%) and to the sewerage system (5%). In 2025, total water discharge at the Group's production plants decreased by 11% compared to 2024. This decrease, which relates to discharges to surface water, is mainly attributable to the plants in Campoverde di Aprilia and Utebo, thanks to the previously described efficiency improvement initiatives.
Around 70% of the Group's water discharge is attributable to the chemical pharmaceutical plant in Campoverde di Aprilia, which is located in a water-stressed area.

Water discharge at Recordati Group production plants (m^3)

	Unit of measurement	2025	2024	Change %
Surface water	m^3	**2,142,459**	2,495,172	-14%
Groundwater	m^3	**459,635**	438,004	5%
Sewerage system	m^3	**136,433**	144,409	-6%
Total	**m^3**	**2,738,527**	**3,077,585**	**-11%**

In 2025, Recordati used over 156,000 m^3 of water. The consumption data, calculated as the difference between water intake and water discharge, is largely attributable to routine activities at the Group's main pharmaceutical and chemical-pharmaceutical plants. With regard to water consumption in areas affected by water stress in 2025, the volumes were mainly attributable to the Campoverde di Aprilia site (approximately 116,000 m^3), in addition to the water consumption at the plants in Tunisia and Türkiye, for a total of 134,359 m^3.

Water intensity ratio (calculated as the ratio between water consumption and Group net revenue)

	Unit of measurement	2025	2024	Change %
Water consumption	m^3	**156,665**	179,446	-13%
Net revenue[116]	million €	**2,618.4**	2,341.6	12%
Water intensity ratio	**m^3 / million €**	**59.83**	**76.64**	**-22%**

113 *To determine the areas suffering from water stress, the Aqueduct tool developed by the World Resources Institute was used. Sites are classified as subject to water stress if they have a rating of "Extremely high", "High" or "Medium high".*
114 *It should be noted that at the plants in Milan and Utebo, the water drawn from the wells is channelled for use in the heating or cooling systems before being returned in its original condition to the groundwater reserves. Following further analysis, this water is only circulated once within the system; therefore, considering the definition of the reporting standard, these water volumes cannot be considered as recycled or reused. Therefore, the value from the previous year has been adjusted.*
115 *The data includes rainwater harvested and sent to the treatment system, before discharge.*
116 *The indicator considered can be traced back to the data given in explanatory note no. 3 "Net revenue" to the Financial Statements.*

RESOURCE USE AND CIRCULAR ECONOMY

ESRS 2 IRO-1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL RESOURCE USE AND CIRCULAR ECONOMY-RELATED IMPACTS, RISKS AND OPPORTUNITIES

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
RESOURCE USE AND CIRCULAR ECONOMY						
Waste **Resource outflows**	The generation of waste through the company's production activities or along the supply chain impacts negatively on the environment, despite efforts to apply the principles of circular economy[117].	Negative actual impact	•	•		Short term
Resource inflows	Contribution to the depletion of natural resources due to their use for the manufacturing of products and materials.	Negative actual impact	•	•		Short term
All targets for resource use and circular economy	Risks associated with health, safety, and the environment deriving from non-compliance with laws and regulations, which could result in fines and penalties, as well as reputational damage.	Risk		•		Short term

The use of resources to produce products and the generation of waste, mainly due to production processes, either directly or along the upstream value chain, can have negative impacts on the environment and local communities if not properly managed through rigorous procedures and standards.
The Group also recognises the risks associated with potential non-compliance with environmental regulations. Therefore, Recordati must comply with laws and regulations on the environment, health and safety. These requirements include, for example, regulation of the handling, manufacture, transportation, storage, use and disposal of materials, including the discharge of pollutants and pharmaceutical residues into the environment. Non-compliance can result in fines and penalties.
For a description of the processes to identify and assess material impacts and risks linked to the use of resources and to the circular economy, please see paragraph "IRO-1 - Description of the processes to identify and assess material impacts, risks and opportunities" in the chapter on "Management of impacts, risks and opportunities". With regard to the use of resources and circular economy at Recordati's plants, the specific nature of the production processes, raw materials used and products manufactured were taken into account. The stringent regulations that characterise the pharmaceutical sector were also considered.

E5-1 POLICIES

Recordati formalised a Group's Environment, Health and Safety Policy, which covers the following material topics: health and safety, climate change, the circular economy, waste management and water management.
In particular, the Group is committed to reducing the production of waste linked to manufacturing activities, with a particular focus on correctly disposing of hazardous substances. Recordati uses materials that can be recycled or disposed of in accordance with the applicable laws. It optimises the use of raw materials and selects materials that can be recycled in compliance with the applicable regulations. At the same time, in line with the rigorous legislation that governs the pharmaceutical sector, the Recordati Group undertakes to adopt a circular approach focused on recovery and reuse where possible.
The policy applies to the entire Group workforce and to third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati where it has operational responsibilities (such as sites managed or controlled by the Group).
Furthermore, as noted above, environmental issues including waste management are also covered in the Group Code of Ethics, which is acknowledged and signed by the Group's suppliers. Respect for the environment and compliance with related laws and regulations are a key criteria of the supplier selection process.
For more details on the environmental policy, please refer to paragraph "E1-2 Policies" in the chapter on "Climate Change".

117 Circular economy initiatives are mainly associated with the chemical production process. In the context of pharmaceutical products, principles of circularity such as repairability, dismantlability, regeneration (remanufacturing), reconditioning (refurbishment), durability and reusability are not particularly applicable.

E5-2 ACTIONS

Waste management and circular economy

The Recordati Group's commitment to environmental protection is also evidenced by its determination to reduce the waste produced by its activities; its adoption of a circular approach aimed at recovery and re-use wherever possible; and the correct disposal of chemical and pharmaceutical products, particularly at its production sites.

All waste is processed in accordance with the applicable national laws, and chemical and pharmaceutical waste is managed according to specific internal procedures. In particular, the various types of waste produced at the plants are classified as hazardous or non-hazardous. In accordance with internal operating procedures, all waste is assigned an identification code which in turn defines the management procedure for that type of waste. The classification of waste according to its origin and type (material and composition analysis) is managed by the sites, which leave the waste collected and stored separately at defined delivery points, and after temporary storage, the waste is sent for recycling or disposal (according to its characteristics). Waste disposal is contracted to specialist firms that hold the relative authorisations to act as carriers, intermediaries and recipients.

Depending on the planned storage and disposal process, it is of the utmost importance that workers working in the production plants receive training in waste classification. Training courses for new hires and specific refresher courses are delivered throughout the year. Furthermore, in accordance with the provisions of Italian law (Legislative Decree no. 231/01), the Group's organisational model includes the appointment of various waste management officers at the Italian plants.

As previously noted in the section on pollution, all of the Group's production sites hold the necessary environmental authorisations. Ensuring compliance with said authorisations is an essential part of the responsibilities of the Management team at each site.

Highlighting the commitment to protect the environment and focus on continuous improvement, the Campoverde (Aprilia) chemical-pharmaceutical plant in Italy and the Tunisian pharmaceutical plant have had an ISO 14001-certified environmental management system for several years.

Recordati has also set out a roadmap to extend ISO 14001 certification to other Group plants by 2027. In line with the targets and commitments set, in January 2026 the chemical-pharmaceutical plant in Cork (Ireland) achieved ISO 14001 certification. By achieving certification for the Irish site, which joins the existing certifications of the Italian chemical-pharmaceutical site in Campoverde, the Group has reached the important milestone of having certified all its chemical-pharmaceutical plants in accordance with ISO 14001. In January 2026, both of the Group's chemical-pharmaceutical plants (Campoverde and Cork) and the Tunisian pharmaceutical plant were ISO 14001 certified.

These certifications attest that the manufacturing sites have a management system that is suitable for mitigating and safeguarding against the environmental impacts of their activities, and attest to their efforts for continuous, coherent, efficient and sustainable improvement. For more details on the Sustainability Plan and the targets, please refer to the paragraph on "SBM-1 Strategy, Business Model and Value Chain" within the "Strategy" chapter.



Amongst the main initiatives under way at the Group plants for the management of waste and circular economy, the Campoverde di Aprilia plant conducted analysis of various initiatives to recover and reuse chemical raw materials employed in production processes, such as benzaldehyde and palladium. In particular, in 2025 approximately 28% of the benzaldehyde used in production processes was derived from recovery. Meanwhile, a total of 10.2 kg of palladium was recovered from production processes in 2025 thanks to a partnership with third-party companies (compared to 12.6 kg in 2024). Dimethyl carbonate has also been recovered for several years (28 tonnes recovered in 2025).

Among other activities carried out at the plants, there were several initiatives intended to improve the end management of waste produced. For example, in 2025 the bulk of the hazardous waste produced at the Turkish plant in Çerkezköy was redirected to incineration with energy recovery, rather than disposal through traditional incineration. This change in approach was achieved thanks to the identification of a new supplier with authorisation for waste management using this method. At the French plant in Saint Victor, a tender was called in 2025 to select a new environmental and waste management service provider that would enable the recycling of the highest possible amount of waste (hazardous and non-hazardous), starting in 2026.

Sustainable packaging

In line with the strict legislation that governs the pharmaceutical sector, the Group continued various initiatives intended to promote the widespread use of more sustainable packaging in 2025. For example, as described in more detail in the Sustainability Plan, the use of FSC-certified paper was expanded to other products. In addition, all the paper purchased for boxes and package leaflets used at the Milan plant has been FSC certified since the third quarter of 2025.

The actions described in the paragraph refer to the Group and, specifically, to the production plants. In terms of the value chain, please note that no specific activities are underway at the moment. However, it should be emphasised that the Group has drawn up a plan for monitoring conducted through desk audits (described in more detail in chapter "Workers in the value chain") in order to monitor the environmental practices of suppliers (including issues related to waste management).

E5-3 TARGETS

Environmental protection is one of the pillars of the Group's Sustainability Plan which sets out its future targets. On the topic of environmental management, including the management of waste, Recordati has set out a roadmap to extend ISO 14001 certification to several other Group plants by 2027, representing a combined 90% of all waste produced. In January 2026, the with certification achieved for the plant in Cork (Ireland), the Group took another step forward in its journey and, with reference to the chemical plants, achieved the target of certifying 100% of its chemical-pharmaceutical plants in accordance with ISO 14001.

In January 2026, both of the Group's chemical-pharmaceutical plants (Campoverde and Cork) and the Tunisian pharmaceutical plant are ISO 14001 certified[118].
Although no quantitative target for the reduction of waste has yet been set, when it comes to the topic of environmental management, including the improvement of waste management, the Group is confident it can identify action areas with a view to ensuring continuous improvement by implementing a certified environmental management system.
Moreover, the Group aims to continue exploring new initiatives for the recovery and reuse of the chemical raw materials used in production processes, and to continue analysing possible new packaging solutions with a lower environmental impact, in compliance with the stringent regulations that characterise the pharmaceutical sector.
For more details on the Sustainability Plan and the targets, please refer to the paragraph on "SBM-1 Strategy, Business Model and Value Chain".

E5-4 RESOURCE INFLOWS

In 2025, the total weight of inbound products and technical and biological materials was approximately 28,000 tonnes[119], in line with the data reported in the previous year. This figure includes both packaging and raw materials.
It should be noted that the main raw materials belonging to the following categories were taken into account for the definition of the indicator: active pharmaceutical ingredients(API), excipients, intermediates and base chemicals. Purified water[120], which is essential to pharmaceutical production at the Group's plants, was also included.
With specific reference to the packaging[121], the main types of packaging were considered. For each of these categories, various materials were considered, including paper, plastic, aluminium wood and glass, as well as other specific materials used at certain plants.
It is also important to emphasise that, as regards inbound raw materials including packaging, the Group operates in a highly regulated sector and, therefore, the use of components sourced from a sustainable supply chain, secondary reused and/or recycled components, is subject to stringent regulations.

Based on the data and information currently available, and considering the total weight of inbound products and technical and biological materials, the percentage of biological materials used to manufacture products (including packaging) that are sustainably sourced is assumed, conservatively, to be zero. For the same reason, the weight and percentage of secondary reused or recycled components and secondary intermediary products and materials used for products (including packaging) is also assumed to be zero.
In this context, various initiatives have nonetheless been implemented. As regards the packaging sustainably sourced, the Group has transitioned to the use of certified paper (e.g. FSC) for certain products in recent years (see the Sustainability Plan, in the paragraph on "SBM-1 Strategy, Business Model and Value Chain").

As regards circular economy, as described previously, projects for the recovery of certain raw materials, such as palladium and benzaldehyde, have been developed. In 2025 approximately 28% of the benzaldehyde used in production processes was derived from recovery activities.
Meanwhile, a total of 10.2 kg of palladium was recovered from production processes in 2025 thanks to a partnership with third-party companies (compared to 12.6 kg in 2024).
Dimethyl carbonate has also been recovered for several years (28 tonnes recovered in 2025). In any case, these values, whether in relation to paper from the certified supply chain or to circular economy initiatives, are still negligible compared to the total weight of materials used.

E5-5 RESOURCE OUTFLOWS

The Group operates in a highly regulated sector in which the specifications and characteristics of each product are defined by the applicable regulations[122]. As regards recyclability, in terms of the packaging used for products, certain materials such as paper, glass and plastic are recyclable under the local regulations in force.
For a description of the main products of the Recordati Group, see paragraph "SBM-1 Strategy, Business Model and Value Chain" in the "Strategy" chapter.

In terms of the waste produced, approximately 5,400 tonnes of waste were produced in 2025 (down slightly on 2024), of which 58% consisted of hazardous waste (substances defined as hazardous by legislation in the country of origin) and 42% of non-hazardous waste (all other forms of liquid and solid waste). The trend is mainly attributable to a reduction in the total hazardous waste produced at the plants in Milan and Çerkezköy. It should be noted that the changes recorded for recovery and treatment operations are mainly attributable to a different categorisation of the waste produced at the chemical-pharmaceutical plant in Cork. On the other hand, the increase in waste sent to landfill is attributable to the plant in Opalia. Finally, in line with previous years, no radioactive waste was produced in the Group's plants in 2025.

118 With the ISO 14001 certification, the Group has covered approximately 67% of the waste generated by all Group plants (KPIs calculated for FY 2023, the base year used to define the roadmap). This percentage is 69% when considering the 2025 data.
119 The weight of the raw materials has been estimated considering the kilograms of main raw materials purchased for production at the Group's chemical and pharmaceutical production sites. The raw materials purchased from CMO subcontractors are therefore not included. As for packaging, on the other hand, in 2025 the weight has been estimated considering the kilograms of packaging used in production processes at the Group's chemical and pharmaceutical sites, excluding those used by CMO subcontractors. This methodology has been updated since 2024, to better meet the requirements of the ESRS indicator.
120 The data on purified water relates to consumption at the Group's pharmaceutical plants, with the exception of the site in Basel.
121 The packaging data refers to all the Group's plants, with the exception of the site in Basel.
122 Circular economy initiatives are mainly associated with the chemical production process. In the context of pharmaceutical products, principles of circularity such as repairability, dismantlability, regeneration (remanufacturing), reconditioning (refurbishment), durability and reusability are not particularly applicable. As previously described, some initiatives related to the circular economy are involved in chemical processes (in particular, initiatives concerning palladium and benzaldehyde).

Total waste produced by Recordati Group plants, by type and disposal method[123]

	Unit of measurement	2025			2024			Change %		
		Hazardous	Non-hazardous	Total	Hazardous	Non-hazardous	Total	Hazardous	Non-hazardous	Total
Waste diverted from disposal by recovery operation type										
Total	tonnes	**1,294.3**	**1,201.2**	**2,495.5**	1,136.6	1,190.2	2,326.8	14%	1%	7%
of which: preparation for re-use	tonnes	**660.0**	**79.4**	**739.4**	0.0	0.0	0.0	-	-	-
of which: recycling	tonnes	**37.3**	**633.9**	**671.2**	63.9	614.3	678.2	-42%	3%	-1%
of which: other recovery operations	tonnes	**597.0**	**487.9**	**1,084.9**	1,072.6	575.9	1,648.5	-44%	-15%	-34%
Waste directed to disposal by disposal operation type										
Total	tonnes	**1,835.9**	**1,079.6**	**2,915.5**	2,307.7	947.1	3,254.8	-20%	14%	-10%
of which: incineration	tonnes	**376.5**	**317.4**	**693.9**	792.5	323.2	1,115.7	-52%	-2%	-38%
of which: landfilling	tonnes	**5.1**	**71.3**	**76.4**	1.5	23.6	25.1	245%	201%	204%
of which: other disposal operations	tonnes	**1,454.3**	**690.9**	**2,145.2**	1,513.7	600.3	2,114.0	-4%	15%	1%
Total waste produced	**tonnes**	**3,130.2**	**2,280.8**	**5,411.0**	**3,444.3**	**2,137.3**	**5,581.6**	**-9%**	**7%**	**-3%**
Percentage of total	**%**	**58%**	**42%**	**100%**	**62%**	**38%**	**100%**	**-4%**	**4%**	**0%**

The waste generated depends on the specific activities carried out at each site. It may include the following types, among others: chemical or pharmaceutical substances, packaging, paper, plastic, aluminium and metal used for the packaging of the Group's products, as well as food waste generated by the canteens, where present. Given the nature of the industry, a significant portion of the waste produced is classified as hazardous (especially at the Cork and Campoverde chemical-pharmaceutical sites) and requires disposal as the safest method. Specifically, most of the waste at these sites consists of waste deriving from production activities, such as pharmaceutical products, APIs, solvents, excipients, and wastewater generated as part of the production processes.



123 In most cases, the data on waste quantities are either provided directly by the Group's waste management companies, through weighing, or retrieved from computerised management systems.

CONSOLIDATED SUSTAINABILITY STATEMENT

SOCIAL INFORMATION

OWN WORKFORCE

ESRS 2 SBM-3 S1 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL

Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
OWN WORKFORCE						
Equal treatment and opportunities for all	The promotion of diversity and inclusive practices positively impacts people's motivation, well-being and innovation capacity.	Positive actual impact		•		Medium-term
Training and skill development	The promotion of opportunities for growth, training and development positively impacts staff motivation, expertise, talent attraction and retention.	Positive actual impact		•		Medium-term
	Risks related to the attraction and retention of talent due to a high degree of competition between pharmaceutical employers, employer brand awareness, and the career development expectations of employees.	Risk		•		Short-term
Health and safety	Work-related injuries and ill health can contribute negatively to employees' lives.	Negative actual impact		•		Short-term
	Risks associated with health, safety, and the environment due to non-compliance with laws and regulations that may lead to fines and penalties and to reputational damage.	Risk		•		Short-term
Work-life balance	The promotion of work-life integration for employees, through practices such as remote working, enhances well-being and employee satisfaction.	Positive actual impact		•		Short-term
Working conditions	Potential violation of the human rights of employees (such as working hours, adequate wages, secure employment, social dialogue, freedom of association, collective bargaining) has a negative impact on people's well-being and quality of life.	Negative potential impact		•		Short-term
Privacy	For a description of the impacts and risks related to this topic and how they are managed in terms of policies, actions and targets, see chapter "Business conduct" in paragraph "Personal data management - Privacy[124]".					

124 *The topic of privacy has been identified as material with reference to various stakeholders, including employees, workers along the value chain, and patients. To ensure an organic and consistent coverage of the topic, as well as the related policies, actions and targets, we decided to describe these aspects in a single chapter. In this regard, therefore, see chapter "Business conduct", paragraph "Personal data management - Privacy".*

People represent a central element in achieving the corporate strategy and creating long-term sustainable value for the Recordati Group. It is thanks to the expertise, professionalism and commitment of its people that the Group is able to face the challenges of an ever-evolving sector and contribute to improving patient health.

In this context, the Group recognises the importance of identifying and managing workforce-related impacts, risks and opportunities in a structured and effective manner, by ensuring a safe and inclusive working environment focused on people's development. The Group conducted a double materiality analysis which identified the main impacts and risks associated with its own workforce. The following paragraphs describe the methods used by the Group to manage and integrate these aspects into its strategy using policies, programmes and specific initiatives.

The material topics identified during the materiality analysis included the promotion of diversity and inclusive practices, which contribute to employee motivation and enrich the company's capacity for innovation, representing a driver of business success. In fact, by celebrating diversity and promoting inclusive practices the Group is able to effectively react to societal and market changes.
Another material topic found by the analysis involved training and development, which have a positive impact on motivation, skills development and the ability of the organisation to attract and retain talent. In relation to this topic, a possible risk associated with attraction and retention of talent was also identified due to the high degree of competition between employers in the pharmaceutical sector, employer brand awareness and employee career expectations. The Group has implemented strategies and policies which are optimised on a continuous basis, including - as described below - positioning itself as attractive employer with a proven employer value proposition, structured talent reviews and succession planning initiatives, engagement surveys with dedicated action plans, competitive compensation and benefits and quality of life initiatives for all employees.
The material topics also included the promotion of work-life integration initiatives, intended to support a balance between work and private life, a fundamental element for employee well-being and satisfaction.
Occupational health and safety is an absolute priority. Injuries can have a significant consequence for workers' lives and well-being and, at the same time, any non-compliance with current laws and regulations may expose the organisation to compliance risks. The topic of health and safety is considered with particular reference to our own workforce and to third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati where it has operational responsibilities (such as sites managed or controlled by Recordati). Production plants, and chemical plants in particular, represent the contexts in which workers are exposed to the greatest level of risk[125]. Recordati complies with current regulations and promotes a culture of safety through preventive actions and responsible conduct.

Any violation of the human rights of employees (including working time, adequate wages, secure employment, social dialogue, freedom of association, collective bargaining) could potentially generate a negative impact on people. Recordati constantly strives to act with responsibility and integrity, ensuring that human rights are integrated into all aspects of the Group's business and promoted throughout the value chain. As regards its own employees, the Group has not identified any risk of forced or child labour in its direct activities nor in the countries or areas where it operates.

For the sake of full disclosure, it should be noted that Recordati Group employees can be divided into three macrocategories: Office Employees, who mainly carry out on-site laboratory or office tasks; Field Employees, who operate as part of the sales network locally, specifically medical sales representatives and the Medical Science Liaison team; and Plant Operators, who are directly involved in the production activities and related support services.

To guarantee a strong level of workforce flexibility, in addition to these three categories the Group also works with collaborators who are not employees. Collaborators are mainly agents, interns, contractors and temporary workers (predominantly involved in production).

See paragraph "SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model" for more details on the impacts and risks identified and the methodology followed, and paragraph "S1-2 Processes for engaging with own workforce and workers' representatives about impacts". This paragraph describes the main employee engagement activities and how the results of such dialogue initiatives are taken into consideration by the Group and incorporated into action plans.

S1-1 POLICIES

The Group recognises the central role of its people, who represent the primary factor for the successful implementation of the corporate strategy and the generation of value in the long term. From this perspective, Recordati constantly strives to promote employee engagement and alignment with the company's purpose and values, to protect employee well-being, health and safety in full compliance with current regulations, as well as to encourage employee training, development and professional growth. The Group also undertakes to encourage a meritocratic and inclusive working environment, where each individual experiences the ability to optimise their skills, ideas, potential and talent.

The main HR policies adopted by the Group and intended to establish principles and shared guidelines for all employees are shown below. These policies cover the material topics identified by the double materiality analysis.

The policies align with the Group Code of Ethics and have been approved and signed by the Top Management most involved in ensuring their implementation, and by the Chief Executive Officer. These refer to all of the Group's own workforce and, where specifically stated, also extend to the value chain. Moreover, each policy makes specific reference to awareness and training on the topics and principles contained therein. The policies are made available to the Group's own workforce on the company intranet and include the channels and mechanisms in place for reporting any concerns or violations, and the associated management processes.

D&I Policy

As stated in the Group Code of Ethics and described in the D&I Policy issued in November 2024, Recordati strongly believes that inclusion, the celebration of diversity (including but not limited to: age, gender, sexual orientation and gender identity, disability and neurodiversity, ethnicity, language, nationality and cultural origin, learning style, family status, education, socioeconomic situation, political and trade union associations, religious beliefs or any other personal characteristics) and collaboration enhance the

125 For more details on the health and safety management system, please refer to the paragraphs concerning Health and Safety within the chapters of this section.

capacity for innovation, and thus represent a driver of business success. In fact, by celebrating diversity and promoting inclusive practices the Group is able to effectively react to societal and market changes. For Recordati, inclusion means developing a working environment where everyone feels welcome, respected, supported and appreciated for their individuality and talent: this means having the freedom to express their thoughts and opinions in a culture characterised by active listening, where everyone has the opportunity to make mistakes and to learn from them.

To promote this culture, the Group asks each manager not only to guarantee that there is no discrimination of any type in the workplace, but also to underline the importance of Diversity & Inclusion (D&I) issues by demonstrating how diversity, equity and inclusion can help the Group to achieve its short, medium and long-term goals and objectives, in accordance with the applicable laws and regulations. Recordati strives to make everyone aware of their value and encourage them to be ambassadors for the Group.

The policy is based on the leading standards and guidelines on human rights, such as the UN Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, and the decent work standards established by the conventions of the International Labour Organisation (ILO). The Policy also refers to internal Group documents such as the Code of Ethics, the Whistleblowing Policy, the Sexual Harassment Policy and the Global Recruitment Policy.

The D&I Policy applies to all Group employees. It sets out the fundamental principles that underpin the Group's approach to diversity and inclusion. It clarifies the responsibility of each and every employee to promote a corporate culture that rejects all forms of discrimination and prejudice, with specific reference to the following examples: gender, age, ethnic/racial background, sexual orientation, gender identity, physical ability and neurodiversity, nationality, cultural background, learning styles, religion, family status, educational background and socioeconomic status, as well as other personal characteristics.

Sexual Harassment Policy

In order to prevent, identify and manage potential incidents of harassment and to promote a safe and inclusive working environment in which all individuals have the right to physical and psychological integrity, the Recordati Group adopted a Sexual Harassment policy in 2022.

The Group takes a zero-tolerance approach to all forms of sexual harassment in the workplace and emphasises the importance of reporting any potential incidents, undertaking a commitment to protect anyone who makes a report in good faith from any form of retaliatory action. The policy does not prevent the injured party from reporting the incident to the competent Authorities, according to the applicable local legislation.

The Policy applies to all Recordati employees and third parties who interact with Recordati employees at the workplace.

The Document is inspired by the principles established in the Universal Declaration of Human Rights and Convention 190/2019 of the International Labour Organisation. The Policy also refers to internal Group documents such as the Code of Ethics and the Whistleblowing Policy.

The process to update this policy, which began in 2025, was completed in early 2026. The new version, which provides more detailed definitions, clearer examples and a simplified process for reporting violations, has been updated and published on the company intranet for all employees to read. The policy will also form the subject of training sessions in the coming months.

Environment, Health and Safety Policy

The Recordati Group is committed to continuously improving its occupational health and safety performance and complies with all applicable legal and regulatory requirements.
Furthermore, as stated in the Code of Ethics, the Group is committed to disseminating and consolidating a culture of safety, raising awareness of risks, also through training activity aimed at promoting responsible behaviour and working to protect the health and safety of those operating for the Group, including by preventive measures.
In this regard, the Recordati Group adopted a specific health, safety and environment policy that sets out the key principles and responsibilities to be followed when adopting prevention and protection measures to improve occupational health and safety conditions. The policy promotes active communication and encourages workers to report any concerns (such as accidents, near misses, potentially unsafe conditions, etc.), without any personal detriment, in order to facilitate continuous and long-lasting improvement.
The policy applies to all Recordati employees and third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati and where the Group has operational responsibilities (such as sites managed or controlled by Recordati).
The principles and guidelines that underpin the policy are found in numerous internal documents, including the Code of Ethics and the Whistleblowing Policy.

The Group HSE department is responsible for reviewing and updating the policy on a regular basis, working in close contact with health and safety experts and with representatives of the interested parties.

Human Rights Policy

In February 2025, Recordati formalised a specific policy on Human Rights. This policy emphasises the Group's commitment to act with responsibility and integrity, ensuring that human rights are integrated into all aspects of its business and promoted throughout the value chain.

The Human Rights Policy is aligned with the leading international standards, including the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, the OECD Guidelines for Multinational Enterprises, the International Bill of Human Rights which includes the Universal Declaration of Human Rights, and the Charter of Fundamental Rights of the European Union. These frameworks guide the Group's commitment to upholding human rights in all of its operations and along the value chain. The document was drafted with support from the Group's management personnel, who have in-depth knowledge of the business and the value chain, as well as of ESG, compliance, legal and HR aspects. The process did not involve any external stakeholders.

The principles enshrined in the Policy concern the protection of health and safety, freedom of association and the right to collective bargaining, working conditions, working hours and adequate remuneration, non-discrimination, diversity and inclusion, child labour, forced or compulsory labour, modern slavery and human trafficking, local and minority communities (including indigenous populations), privacy and data protection. Furthermore, these aspects are also highlighted in several internal documents to help ensure that the principles of human rights are put into practice in the Group's everyday actions. These include, for example, the Code of Ethics, the Group policies on the main company processes such as the Health, Safety and Environment Policy, the Diversity and Inclusion Policy and the Whistleblowing Policy, and relevant local procedures.

In line with the defined target, the Human Rights Policy was distributed to all Group employees through the company intranet. Furthermore, for employees without access to electronic devices, the key concepts have been summarised in a flyer posted to company notice boards. The flyer also contained a QR code to download the full version of the document. The policy established how to report violations (whistleblowing) and provided information on how to manage the reports.

For more information on the Privacy policy, refer to the "Business Conduct" chapter. Finally, despite not being the subject of a formalised ad hoc policy, the importance of training and the work-life balance is recognised in the Group Code of Ethics. Recordati believes that employee well-being is essential, and encourages the professional growth and career development of its people, providing technical and professional advancement through on-the-job training as well as classroom and on-line courses. Furthermore, the Group believes it is important to provide an environment that allows employees to enjoy a satisfactory quality of working life, including through corporate welfare programmes. Recordati encourages employee involvement in Company activities and promote improvement in the quality of internal relationships in general.

S1-2 PROCESSES FOR ENGAGING WITH OWN WORKFORCE AND WORKERS' REPRESENTATIVES ABOUT IMPACTS

Recordati is committed to maintaining an open channel of communication with its own workforce to inform, engage and inspire them around the company strategy and the results achieved. Transparent and constructive dialogue not only facilitates communication between the various parties, but also supports the creation of a positive, inclusive and respectful working environment.

Dialogue and engagement activities are essential to gathering employee feedback, providing an understanding of their needs and informing the development of a strategic and targeted action plan.

These activities are defined and managed by the Human Resources department. The main activities regularly undertaken include:

People Engagement Survey

The Group regularly conducts a People Engagement Survey to monitor the level of engagement and satisfaction of its people. In February 2025, Recordati conducted the second[126] global People Engagement Survey ("Share Your Views"), which involved the entire company workforce. The initiative was designed to collect structured feedback from all employees, offering each and every individual the chance to express their opinions openly, honestly and transparently[127]. By means of the survey, Recordati sought to promote the voice of each individual, with the aim of reinforcing an increasingly better connected, inclusive and participatory working environment where everyone feels heard and supported in their contribution to the Group's growth and success. The 2025 survey achieved an excellent participation rate of 84% and highlighted the strengths, such as diversity & inclusion and innovation & change, and the opportunities for improvement, such as collaboration and enablement. As a result, Recordati has defined action plans and undertaken various initiatives at global, regional and local level. In order to continue understanding and monitoring the progress made, including with reference to the actions implemented, the Group aims to hold a Pulse Survey in 2026, before conducting a full People Engagement Survey in 2027.

Culture Ambassadors and D&I Champions

In 2025, work gained momentum on the two networks already present at Recordati: the Culture Ambassadors and the Diversity & Inclusion Champions.

With reference to the Culture Ambassadors, a new skills profile was defined and the network - now formed of more than 60 people from over 30 countries - underwent significant renewal. The network's main mission is to strengthen the company culture at Group level by promoting and disseminating Recordati's purpose, values, culture and targets, while ensuring that the company culture is understood, communicated and positively consolidated.

The "Culture Ambassadors 3-Year Plan" was completed during the year, the first strategic document dedicated to the network. Approved by Group management, the Plan is structured around three pillars that will guide the network's activities in the 2026-2028 three-year period:
- The power of we
- Safe and inclusive culture
- Ignite the Recordati *Flame*.

The main initiatives of the network include the dissemination of the new company values, launched in the final quarter of 2025.

For the Diversity & Inclusion Champions, 2025 was the first full year of operations after the group was formed in April 2024. The network currently has more than 60 people from over 30 countries. Its main mission is to support the Group's commitment to diversity and inclusion through two key areas of intervention:
- Creating a diversified, fair and inclusive working environment.
- Promoting and supporting a workforce that encourages a variety of backgrounds, perspectives, identities and experiences.

In 2025, the network, which meets monthly, focused on:
- Workforce training on diversity and inclusion topics through the delivery of different training modules for which network members had received specific preparation.

126 For more details on the first People Engagement Survey, see the 2023 Annual Report.
127 Among other things, the survey also included questions related to training and development, collaboration, health and safety, diversity and inclusion, and engagement.

- Collaboration with the HR Managers of branches and at head office to analyse the diversity and inclusion KPIs and to define actions to achieve the targets set. In this regard, a new D&I Dashboard was presented during Culture Week in June 2025. The dashboard collects and monitors the main indicators, such as gender balance, distribution by age group, turnover rate, Inclusion Index, hours of D&I training delivered and other relevant data.
- The organisation of local events and initiatives on D&I issues.

CULTURE WEEK AND UNIVERSE THE FIRST DIGITAL COMMUNITY DEDICATED TO D&I

The Recordati Group's first Culture Week took place in June, organised and coordinated by the Human Resources function. Over 70 people from the two company networks attended the event. The week involved training sessions, workshops and events with external partners, with particular attention paid to topics such as the role of the networks, the company culture, gender equality and sharing of best practices.

Furthermore, Universe was launched in November 2025, the Group's first digital community dedicated to diversity and inclusion issues. In its early stages (November 2025 to March 2026), the community will be reserved for Culture Ambassadors and D&I Champions and will be focused on topics such as interculturalism and gender equality. Universe is designed to be a platform to expand upon existing knowledge of these subjects, to encourage the sharing of experiences, to inspire questions and to co-create content.

Health and Safety

The Recordati Group believes that participation of employees in the identification and reporting of any issues regarding health and safety in the workplace or possible dangerous situations to which employees may be exposed is of fundamental importance and encourages such involvement. A specific procedure was adopted at the Group's plants to declare and report dangerous situations or irregularities at the plants. As established by individual local legislation, periodic meetings of the Group's internal Health and Safety Committees or special dedicated work groups present in the plants are also held, involving Workers' Representatives, management representatives and members of the Environment, Health and Safety (EHS) service, in order to create and consolidate a collaborative working environment, above all regarding certain sensitive topics such as health and safety in the workplace.

Industrial relations

The industrial relations model plays a fundamental role, providing opportunities for dialogue with workers and guaranteeing that their rights are upheld. The industrial relations system implemented by the Companies of the Recordati Group is based on engaging workers and their representatives, where applicable, in the pursuit of the company's objectives, ensuring that the goals to be achieved are constantly monitored. It is based on continuous dialogue and debate, characterised by proper and transparent relations, and is aimed at increasing the firm's competitiveness and promoting maximum employment.

Industrial relations are managed at a local level, mainly by the Human Resources department, with workers and workers' representatives involved through periodic meetings, the frequency of which varies according to need and based on the regulatory provisions of each country.
During discussions of financial matters and/or related to how work is carried out or the correct application of union rights, a specific agreement is drawn up and signed by both parties, containing the information relating to what was agreed and discussed during the meeting.

In 2025, the periodic meetings with trade union representatives took place in a constructive and collaborative climate and covered various topics mainly related to working conditions, including organisational changes, new working hours, new benefits, productivity-related bonuses, the modulation of collective shut-downs, and the frequency and remodulation of remote working, for example.

The Group is aware that certain strategic decisions can have repercussions on its employees and, therefore, in line with the principle of constructive and timely dialogue with the parties involved, in the event of major organisational changes (such as restructuring or other significant operations) the Group undertakes to inform workers and their representatives, with the period of notice varying between countries but always in compliance with local regulations, collective bargaining contracts and trade-union agreements. Moreover, also in compliance with local regulations and the collective bargaining and trade union agreements in place, in the event of extraordinary operations that affect the number of people employed in a certain region the Company uses tools to minimise the social impact, such as temporary economic support (redundancy incentives) and relocation packages.

As more fully explained in the paragraph on the double materiality analysis, in 2025 the Group worked with trade union representatives in Milan and Campoverde di Aprilia and with External Operating Personnel in relation to the content of the Consolidated Sustainability Report and the topics identified by the materiality analysis.

Other initiatives

- The Group publishes a quarterly newsletter on the company intranet to share the main news and initiatives conducted at Group level with its employees.
- Another opportunity to promote teamwork and engage employees is represented by corporate volunteering initiatives, which see the active involvement of employees in activities benefiting the community.

With reference to engagement activities related to human rights carried out in 2025, it should be noted that Recordati disseminated its Human Rights Policy to the entire workforce. For more information, please refer to section "S1-1 Policies" and to paragraph "SBM-1 Strategy, business model and value chain", and in particular to the Sustainability Plan.

S1-3 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND CHANNELS FOR OWN WORKERS

Details of the reporting channels made available to all stakeholders, including the Group's own workers, to raise any concerns, along with the relative management processes, are described in paragraph "G1-1 Business conduct policies and corporate culture" in the "Business Conduct" chapter.

S1-4 ACTIONS

The actions described below are managed by the Human Resources department.

Diversity and Equal opportunities

Recordati is committed to combatting all forms of workplace discrimination and promotes the value of diversity throughout the organisation. The Group's D&I principles are enshrined in its D&I Policy, as previously alluded to, but are also referred to in other internal documents and policies, such as the Code of Ethics and the Sexual Harassment Policy. In 2025, the Group's commitment to Diversity & Inclusion was consolidated through a series of activities that engaged with Recordati's own workforce in the process to achieve the D&I targets set out in the Sustainability Plan. The Group annually publishes its performance on achieving the goals set in the Sustainability Plan to monitor and disclose its progress. Furthermore, in order to monitor the effectiveness of the D&I initiatives, an inclusion index was introduced into the 2025 People Engagement Survey to measure employee perceptions of inclusivity at Recordati.

Main actions in 2025:

- **D&I training**
  In 2025 the Group focused heavily on training initiatives. The Diversity & Inclusion Champions continued to organise training sessions for the entire workforce, including management.
  At the same time, various online training modules were designed and published. The first of these is dedicated to the Diversity & Inclusion Policy and presents the fundamental principles in an interactive manner, highlighting each individual's responsibility in the creation of an inclusive working environment. Another three modules, available on the D&I intranet page as onboarding material for new hires, explore the following topics: "What is D&I?", "Why D&I?" and "Our inclusion model".
  In line with the targets defined in the Sustainability Plan, in 2025 approximately 95% of Group employees took part in training initiatives related to Diversity & Inclusion. For 2026, the goal is to continue the training programme and ensure that at least 80% of Top and Senior Managers complete the following three D&I modules before the end of the year: "Introduction to D&I at Recordati", "Our 5-step approach" and "Unconscious bias".

- **European Diversity Charters**
  In 2025, the Group completed the signing of the European Diversity Charters, adding the two remaining branches, Belgium and the Netherlands, thus reaching the important milestone of signing in all the main European countries where it operates. By signing, and in line with the Code of Ethics, Recordati has reiterated its commitment to combat all forms of discrimination in the workplace and to encourage the diversity present within the organisation.

- **D&I in the People Engagement Survey**
  In 2025, in the context of the People Engagement Survey, intended to measure the level of employee engagement, motivation and satisfaction, a dedicated "Diversity & Inclusion" section was introduced, formed of eight questions, which achieved an overall score of 82% at Group level. As mentioned previously, one important new development was the creation of the Inclusion Index, intended to measure employees' perception of inclusion and formed of six questions taken from the "Diversity & Inclusion" and "Collaboration" sections. The Index has achieved an excellent result of 83%.
  The Group's aim is to continue measuring the Inclusion Index in the upcoming editions of the People Engagement Survey (the next one will take place in 2027) and to maintain a score of at least 80%.

- **D&I Dashboard and greater involvement of the HR Core Leaders**
  During the Culture Week in June, the Human Resources function presented a new tool to the D&I Champions for monitoring the main KPIs: the D&I Dashboard.
  This collection of indicators is managed centrally by the HR function and is available on a country and business unit basis. The main KPIs monitored include: gender distribution (overall and by Top & Senior managers), distribution by age and gender, Inclusion Index, average age, turnover, hours of D&I training and percentage of employees trained in D&I issues.
  The dashboard is accessible to all the HR Core Leaders and the D&I Champions, representing a fundamental tool for monitoring and defining action plans to achieve the D&I targets.
  Furthermore, all of the Group's main HR Directors are involved in the D&I agenda on a continuous basis. After each monthly meeting with the D&I Champions, they receive the meeting presentations and minutes and actively collaborate, contributing in particular to the management of training programmes and the in-depth analysis of the situation in their respective countries.

- **Update to the D&I intranet page**
  The Diversity & Inclusion company intranet page has been updated and enhanced with new content that is available to all employees. A "D&I Learning Opportunities" section was introduced, containing all the in-person and online training offers, while the page dedicated to the network of D&I Champions has been updated with additional information and a selection of the main initiatives and events held in 2025.

- **Partnership with Valore D**
  The partnership with Valore D continued, an Italian association that promotes gender balance and an inclusive company culture. A number of employees took part in D&I awareness-raising and training initiatives, as well as intercompany mentoring programmes.

- **Sexual Harassment training**
  All Group companies launched an online training course focused on the Sexual Harassment policy in 2023. Available in 11 languages, the course is aimed at all employees with access to IT devices. In 2025, 940 Group employees completed the training course. In 2026, the course will be updated to reflect the changes introduced to the dedicated policy.

Learning and development

As stated in the Code of Ethics, Recordati considers the development of its people to be fundamental for their fulfilment and the company's success. Access to training, development and career advancement opportunities must be based on merit and capabilities, guaranteeing fairness and equal opportunities to all parties involved.

At Recordati, skills are developed through on-the-job training, online and in-person courses, individual and group work, coaching, and mentoring. Furthermore, these programmes focus not only on the skills most relevant to employees' current roles, but also identify the skills and abilities required for future roles and for the company's continued development. The Recordati Group has adopted the 70:20:10 learning model:

- 70% experiential learning: the bulk of the training is delivered through on-the-job experiences. Skills are shaped by everyday projects and challenges.
- 20% social learning: interaction with colleagues, feedback and collaboration contribute significantly to growth.
- 10% formal learning: the training concludes with participation in workshops and courses with the awarding of certificates.

The main initiatives implemented by the Group during the year concerned the development of the technical and managerial skills of Group employees (including temporary and part-time workers), and specialist and professional skills development programmes.

The Group takes a hybrid approach to training: in-person events can also be attended remotely, and all events are recorded so that employees can access them later whenever needed.

In 2025, the Group's commitment to the training and development of its employees could be seen in several activities, including:

- **Group e-learning platform**: in 2025 the use of e-learning platforms was expanded through the implementation of a Global Learning Management System (LMS). The platforms track the take-up of each course and enable the more agile and effective management of courses that are mandatory for all of the Group's employees, regardless of location. The mandatory courses available on the platform include courses on Pharmacovigilance, Compliance, the Code of Ethics, Health and Safety, Safe Driving, Unconscious Bias, and Sexual Harassment. A number of courses require employees to complete a final exam to show that the content has been understood and assimilated.
- **Recordati Leaders' Academy**: launched in 2022, this project continued in 2025 following a review of its content, with the aim of offering Group leaders the opportunity to develop their skills and potential. The global programme includes days of in-person training, masterclasses and opportunities for collaboration to support the development of participants' leadership skills. These include the ability to manage themselves and their own workloads, by reflecting on their personality, character and way of thinking and acting within the organisation in order to relate to, communicate with, manage and inspire others.
- **MyImpact Training**: to train people on the new individual contribution platform MyImpact, both technically and in terms of the process, the Group's HR managers received training which they then passed on to their colleagues, independently and in the local language. In 2025, support was further strengthened through training sessions on the process of adjusting and using the platform, aimed at the HR community and Recordati's leaders.
- **Elevate**: in 2025 the Group launched Elevate, a global talent acceleration programme. Programme participants followed a detailed evaluation process with an external partner, intended to highlight specific strengths and areas for development. The Elevate programme involves coaching and mentoring activities, involvement in a challenging project and participation in a masterclass organised by SDA Bocconi School of Management in Milan.
- **Career development initiative**: over 60 Recordati employees were invited to attend a development initiative carried out in collaboration with an external partner. The initiative involved a series of online assessments to evaluate the potential of participants for more senior or complex roles within the organisation, structured feedback and three coaching sessions to support the definition of individual development plans.

In total, approximately 10 million euros was spent on training in 2025, in line with the previous year.

Performance evaluation systems

In the context of continuous professional development, performance evaluation systems are an integral part of an employee's growth trajectory at Recordati. A number of the main tools are described below:

- **Group Key Competencies**: in 2024, the Group's key competencies were identified, which drive the expectations of its people in terms of targets, but also how these targets are achieved. Each of these competencies has been linked to specific principles of conduct for different professional categories at global level.
- **MyImpact platform**: launched in 2024, the platform makes it possible to extend the individual assessment and development process to all employees with a company email address. The system has been developed with a people-centric design and offers a collaborative way to set targets, measure performances, and guide and encourage continuous feedback to support individual development plans for all participants.
- **Assessment tools**: to further encourage the development and growth of competencies within the Group, Recordati provides a suite of tools at global level, including psychometric tests, 360° feedback and an assessment centre, to standardise the assessment process of the organisation and offer greater opportunities for development at an international level.

As described in the Sustainability Plan, in order to encourage employee growth through structured development pathways, the Group set a target to reach 70% of employees with professional growth targets formalised in an Individual Development Plan (IDP) by 2025. It surpassed this target: in 2025, approximately 80% of the eligible workforce defined its IDP.



Remuneration and benefits

The Recordati Group has always been committed to ensuring that its employee remuneration is in line with the local regulations and market practice, the responsibilities and role held, and individual performance. The remuneration strategy of the Recordati Group is based on the meritocratic "Pay for performance" principle and has been designed to encourage and reward high levels of performance, aligning managers' and employees' interests with those of our shareholders. Recordati remains committed to establishing competitive remuneration and benefits structures that align with the company's targets and local market practices. Recordati's remuneration policies fully comply with national labour legislation and local collective bargaining agreements, guaranteeing equity and consistency in all contexts. The remuneration components include fixed remuneration, a short-term variable component (variable annual bonus or sales incentives), a long-term variable component and benefits (e.g. health insurance, life insurance or pension plan).
The Group offers a variable short-term monetary incentive scheme to its employees, based on the achievement of financial, quantitative and quantitative targets that can be measured over the course of one year.
The variable component of total remuneration varies between the Group's Italian and foreign companies. In Italy, the variable component consists mainly of the Group Short Term Incentives (Group STI) and the Participation Bonus (available to all Middle Managers, Professionals and Staff, but not to Top or Senior Managers). For its foreign companies, the variable component is based on the Group STI Plan and other local STI plans, as well as any specific elements provided for by national legislation or market practice. Across all geographies, field employees receive a sales incentive as short-term variable remuneration.

In 2023, following a comprehensive review process that included benchmark analysis and consultations with leading industry experts, and with the goal of aligning the interests of key leaders with the long-term growth and success of the organisation, Recordati opted to review its Long-Term Incentive (LTI) scheme, transitioning from Stock Options to Performance Shares in line with market best practices. The LTI plan introduced in 2023 offers participants the right to receive shares at no cost after a certain period of time (vesting period), and subject to certain performance conditions. This plan was valid for the 2023-2025 period. The Group is working on a new long-term incentive (LTI) plan for the 2026-2028 period. In line with market practices in Italy and Europe, Performance Shares will also be the vehicle of the new LTI plan.

Employee welfare and work-life balance

Employee welfare is an essential element within the Recordati Group. Welfare initiatives differ across the Group's countries of operation, in order to better reflect the local context (regulatory frameworks, available public services, etc.) and employees' needs. More generally, the principles driving the Group's choice of welfare initiatives are:

- The promotion of a professional climate that allows employees to benefit from a healthy work-life balance
- Increased employee engagement, sense of belonging and motivation
- Areduction in turnover and, in terms of Employer Branding, an increasingly attractive and visible corporate profile on the employment market, particularly within highly competitive contexts.

The package offered by the Recordati Group is in line with market practices and provides for a series of additional benefits, from preventive care initiatives (such as flu vaccinations and specialist medical appointments on company premises) to memberships of professional associations, supplier discount schemes (such as with public transport providers), access to the company canteen or meal vouchers, company vehicles, health or life insurance and pension plans.

The Parent Company in Italy also offers a "flexible benefits" system that allows employees to replace part of their variable remuneration package with goods and/or services in kind that would normally be purchased privately by the employee to meet their personal or family needs, promoting significant fiscal advantages at the local level. The term "flexible benefits" refers to a fixed allowance allocated to employees that can be spent freely on the goods and services which best correspond to their individual requirements. This package has been designed to offer the broadest possible variety of options, meeting the different needs of a population characterised by diverse ages and requirements. Employee welfare is managed by a self-service online platform.

With regard to well-being, several initiatives were made available to employees in 2025, such as tips on healthy lifestyles and daily routines. For example, in some branches, awareness-raising activities on physical and mental health were organised. In Italy, employees at the parent company have access to a streaming platform hosting a wide range of live and on-demand fitness classes, as well as to various sports centres at a reduced price. Furthermore, employees can share access to the platform with up to three family members.

In addition to the various welfare initiatives, in 2025 Recordati reviewed its approach to remote working, mapping the existing practices and analysing the main market and industry trends. Following this analysis, the Group adopted a single and consistent model at Group level to ensure a balance between working flexibility and autonomy with moments of in-person collaboration within teams, while promoting the sharing of expertise and teamwork. The new approach uses a cluster-based logic and identifies three different groups. The first group is formed of production and operations personnel, whose tasks are not compatible with remote working. The second group includes employees who carry out office work at local branches or plants and who are required to be in the office three days a week. The third group is made up of employees with regional and global roles. These employees typically collaborate with colleagues in several geographic areas, and/or as part of their responsibilities are often travelling for work and may have teams spread across different sites. They are required to be in the office for 10 days a month. This new approach encourages knowledge sharing and collaboration, while continuing to support employee well-being and remote working.

Health and Safety

As enshrined in the Code of Ethics and in the Group Health, Safety and Environment Policy, the Recordati Group is committed to promoting and consolidating a culture that protects health, safety and the environment, increasing awareness of risks through initiatives and activities aimed at promoting responsible behaviour. Furthermore, it endeavours to guarantee the health and safety of all Group employees as well as third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati where it has operational responsibilities (such as sites managed or controlled by Recordati).

The focus on this topic is essential for the Group: compliance with health and safety regulations by anyone present at Recordati's sites is fundamental to guaranteeing a safe and secure working environment, preventing incidents and helping to protect collective welling. For this reason, the process of selecting and qualifying suppliers based on their preparation, approach and performance in terms of accidents is of strategic importance.

At its manufacturing sites, regardless of the nature and purpose of the activities carried out, the Group implements prevention measures in accordance with local legislation, aimed at ensuring the constant improvement of occupational health and safety conditions and providing appropriate technical, economic and professional resources. In particular, all production sites are subject to technical and organisational measures, including:

- The adoption of Group guidelines for a systematic approach to the management of health and safety risks and environmental impact
- The precise and dynamic assessment of the risks and critical issues and the resources to be protected
- The prompt and accurate reporting of injuries, accidents and near-misses, with all causes thereof investigated, in order to adopt the appropriate corrective measures
- The continuous maintenance and adoption of advanced technologies to prevent the emergence of risks relating to workers' health and safety
- The review and technological updating of working practices
- The provision of training and communications initiatives
- The adoption of appropriate emergency procedures and health check protocols.

All Recordati employees, particularly department managers, are constantly reminded to employ the maximum care in performing their activities, strictly observing any safety and prevention measures established and avoiding any possible risks to themselves or their collaborators and colleagues. In this context, the Group works hard to maximise the individual responsibility of management figures through the definition and formalisation of occupational health and safety roles and responsibilities. Activities at each production site are controlled and monitored through inspections and audits, performed both internally and by external companies appointed by the organisation to monitor compliance with Group regulations. In 2025, internal health and safety audits were carried out by the local HSE functions at plants in the following countries: Italy (Campoverde and Milan), France (Saint Victor), Tunisia and Switzerland. Furthermore, the plants in Milan and Campoverde (Italy), Çerkezköy (Türkiye) and Utebo (Spain) were also audited by the Group Engineering, Maintenance & EHS function on their compliance with the company guidelines on Environment, Health and Safety. Carried out in collaboration with the Internal Audit function, the activity was intended to monitor compliance with the principles defined by Recordati on the organisation of EHS roles, responsibilities and processes. For 2026, the same activity is planned at the plants of Opalia Recordati (Tunisia) and Saint Victor (France), as well as at several commercial branches of the Group.

Also in 2025, the plants in France (Saint Victor), Italy (Milan), Ireland and Switzerland were subject to HSE inspections by the local authorities. No critical concerns or compliance issues were raised.
As regards the health and safety management systems, the Tunisian pharmaceutical production plant has been certified according to standard ISO 45001 for several years and remains so to this date. To extend the adoption of this standard and increase the coverage to an increasingly large number of workers, the Group has prepared a roadmap with the aim of achieving ISO 45001 certification at numerous Group plants and covering 80% of plant employees by 2030[128]. To this end, a specific preliminary gap analysis for the certification was conducted at the Milan plant in 2025.

Prevention, monitoring and management of risks for health and safety

The Group is constantly committed to ensuring the ongoing improvement of health and safety in the workplace, to which we constantly devote financial resources as well as carrying out continuous assessments of the risks, critical issues and resources to be protected. The Group records injuries and occupational disease, constantly monitors the main injury rates and analyses the causes and circumstances of every incident, taking prompt improvement actions where necessary. Moreover, events affecting the health and safety of employees at manufacturing sites are subject to periodic review by the Group's executive management and presented to the Risk, Control and CSR Committee.

On all production sites, there is a procedure in place for the management of accidents defined as "near-misses", i.e. any work-related event that could have caused injury or illness but did not; therefore, an event that has the inherent potential to cause injury or significant damage to the environment, equipment or company assets. The procedure involves filling in specific forms, investigating what happened and identifying the corrective measures to be implemented to avoid repetition of the event and reduce the related risk.

In case of accidents at work, the Health & Safety managers are promptly informed to activate the specific management procedure. Specifically, an inspection of the accident site is conducted, involving the managers of the department/site and work group where the accident took place, with a view to gathering all of the information required to analyse the cause of the incident and identify the corrective actions to be taken. In addition, all manufacturing plants have personnel with specific first-aid training and the Italian, Irish, Spanish, Swiss, Tunisian and Turkish plants also have an on-site nurse equipped for the management of first aid with the physical presence of qualified healthcare operators.

All Group plants provide their employees with workplace health services. Specifically, every plant appoints its own company doctor or engages external qualified medical personnel with the role of performing inspections aimed at checking the physical condition and ergonomics of workstations, flagging any inadequacies. Additionally, this figure takes prompt action in the case of any accidents. The health service is responsible for the medical examinations required by applicable local laws aimed at periodic monitoring of the state of health of each employee, the frequency and type of which is defined on the basis of the age and type of work performed by each employee. With regard to the handling and transportation of chemicals and hazardous substances, specific procedures have been defined and adopted at the Group plants where they are required. In many cases, with a view to promoting health and safety, these procedures are shared with/applied to external collaborators/contractors, too, as is the case for the Group's chemical-pharmaceutical plants, for example. At the Group's plants, periodic health and safety risk assessment activities are performed, intended to analyse and manage risks and consequently prevent accidents and/or injuries. Below are some examples of risk assessments and improvement actions adopted.

Regarding Group chemical-pharmaceutical plants, particular attention is focused on managing chemical substances. At the Italian plant in Campoverde di Aprilia, the Risk Assessment Document is continuously updated. Specifically, the noise risk assessment for specific areas of the plant and the risk assessment for the manual handling of loads were updated in 2025.

As for the Group's pharmaceutical plants, the Italian production site in Milan has updated the Risk Assessment Document, which collates the specific risk assessments carried out. Specifically, updates were made to the machinery and equipment risk, radon risk and ergonomic risk assessments, including risks due to the use of video display terminals and legionella risk.
At the Saint Victor plant in France, the chemical risk, explosive atmosphere (ATEX) risk and radon risk assessments were updated in 2025, as was the Single Risk Assessment Document. The Single Risk Assessment Document was also updated at the Nanterre site.

At the Turkish production site in Çerkezköy, in addition to the updating of the general risk assessment procedures, "flash meetings" with production operators at shift start/changeover continued in 2025, with the goal of raising their awareness and increasing their participation in occupational health and safety processes.

Finally, best practices on HSE across the Group's plants include periodic health and safety tours at production sites (managerial HSE walkarounds). These visits aim to actively involve plant managers, department heads and operators to verify the health and safety measures established at the plant in the field and to offer the opportunity to suggest further improvements. This initiative also represents a tangible sign of the commitment shared by all colleagues in risk prevention and control practices.

In 2025, spending on and specific investments in health and safety at Group plants totalled approximately 2.5 million euros (2.4 million euros in 2024)[129].

128 The Tunisian plant already holds ISO 45001 certification which covers 18% of employees working in Group plants (calculated based on plant employee data for 2023).
129 These figures are included in explanatory notes no. 4 and no. 7 of the Financial Statements.

Training and information activity

The Recordati Group believes that training and educating its employees is essential to ensuring the mitigation of health and safety risks. As well as providing mandatory training in compliance with the time frames and methods defined by applicable local laws, the Group also delivers additional voluntary courses. In this regard, Recordati Group Top and Senior Managers from across the world were invited to specific training on the EHS Policy, delivered in the form of an online course on the dedicated company portal.

In view of the importance of promoting and consolidating a culture of health and safety, in 2025 the Group also launched the "EHS Engagement & Leadership Programme", described in more detail in the Sustainability Plan. In the first stage, the programme involved the Milan and Campoverde plants through the organisation of workshops and interviews with operators and managers of various work teams. In addition to measuring the level of maturity and the safety culture, the programme defined specific action and improvement plans, as well as coaching sessions for managers of the different departments, intended to build upon their soft skills and approach to communicating about Health and Safety with all workers, from a positive and proactive perspective. The programme will continue in 2026 and will be gradually rolled out to all Group production sites.

During 2025, approximately 10,250 hours of health and safety training were provided, mostly for workers in the production plants (around 12,650 hours in 2024).

The main training plans include, for example, training on the specific risks that each worker must consider during work. In addition, for the specific roles that require it, dedicated training sessions are delivered on the use and storage of hazardous chemicals and flammable materials during manufacturing processes, the correct use of personal protective equipment and work equipment, the correct handling of loads and the posture to adopt in working environments, noise risk, fire prevention, and first aid. In some cases, and specifically in all situations where greater attention is required to manage the risks potentially generated by interference between the activities of contractors and Recordati employees, the training also involved external workers and contractors.

Working conditions

As stated in the chapters above as well as in the Code of Ethics and various Group policies described in paragraph "S1-1 Policies", Recordati operates in compliance with the international principles, labour laws, regulations and good practices that govern working conditions.

Regarding human rights, the Group commits to preventing and rejecting exploitation of labour, especially child labour, and undertakes to ensure that its suppliers do the same. Within the Group, Recordati takes steps to guarantee that the human rights of all workers are respected, combating all types of harassment, violence, threats, abuse of authority, and the exploitation of crisis situations. As well as complying with the provisions of the applicable laws and/or collective bargaining agreements, managers across all company departments constantly monitor compliance with the provisions of the Code of Ethics and are committed to intervening promptly in the event of any situation that could potentially result in breaches of the conduct required and promoted by the Group. Furthermore, the Company has established a whistleblowing system to enable its employees to report any alleged violations. As indicated above, Recordati has adopted a specific Human Rights Policy that emphasises the Group's commitment to act with responsibility and integrity, ensuring that human rights are integrated into all aspects of its business and promoted throughout the value chain. The policy was distributed to its entire workforce during 2025. For more information, please refer to paragraph "S1-1 Policies", and to the Sustainability Plan.

For details on the other points identified as part of the Workers' Rights topic, see the paragraph on remuneration, diversity and inclusion, and relations with trade unions.

S1-5 TARGETS

A people-centric approach is one of the pillars of the Group's Sustainability Plan, which sets out the targets that the Group aims to achieve. The targets in the plan are both qualitative and quantitative in nature. The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each objective in relation to the defined time frames (the result of monitoring). For further details, please refer to paragraph "SBM-1 Strategy, business model and value chain", and in particular to the Sustainability Plan.

METRICS

S1-6 CHARACTERISTICS OF THE COMPANY'S EMPLOYEES

As of 31 December 2025, the total number of the Group's employees is 4,693[130], an increase compared to 2024, of which 50% were men and 50% were women. The only countries where the Group has 50 or more employees representing at least 10% of its total number of employees are Italy and Türkiye. In Italy Recordati has 1,160 employees, of which 417 are women and 743 are men. The Turkish subsidiary employs 633 people, of which 195 are women and 438 are men. The data are broadly in line with 2024.

With regard to the breakdown of the Recordati Group's workforce by professional category, to facilitate ongoing comparison between the various corporate positions and give a clearer understanding of the organisation, the Group's employees are divided into three categories: Top and Senior Managers[131], Middle Managers, Professionals and Staff. There are 369 Top and Senior Managers (8%), 962 Middle Managers (20%) and 3,362 Professionals and Staff (72%). The percentage distribution of employees across the three categories is in line with that of 2024.

130 *The data is also provided in the Group's Consolidated Financial Statements, in the Income statement section.*

131 *"Top & Senior Management" cluster includes all employees holding senior executive roles, such as members of the ELT, Vice Presidents, Heads of Group Functions, General Managers, Plant Managers, and other roles with comparable strategic scope and impact, consistently identified using a job architecture methodology.*

Employees by gender[132]

Gender	2025	2024
Men	2,332	2,299
Women	2,361	2,284
Other	NA	NA
Not disclosed	NA	NA
Total	**4,693**	**4,583**

Number of employees and percentage by country

	2025		2024	
Countries where the Group operates	**No. of employees**	**% of employees**	**No. of employees**	**% of employees**
Italy	1,160	24.7%	1,208	26.4%
Türkiye	633	13.5%	630	13.7%
France	386	8.2%	393	8.6%
Tunisia	363	7.7%	343	7.5%
Spain	358	7.6%	327	7.1%
Russia	259	5.5%	260	5.7%
United States	238	5.1%	221	4.8%
Poland	154	3.3%	146	3.2%
Germany	126	2.7%	133	2.9%
Portugal	115	2.5%	115	2.5%
Czech Republic and Slovakia	111	2.4%	114	2.5%
Ukraine	100	2.1%	92	2.0%
Switzerland and Austria	104	2.2%	86	1.9%
Great Britain	104	2.2%	80	1.7%
Ireland	72	1.5%	73	1.6%
China	40	0.9%	47	1.0%
Romania and Bulgaria	41	0.9%	42	0.9%
Japan	63	1.3%	35	0.8%
Benelux	36	0.8%	32	0.7%
Other Countries[133]	230	4.9%	206	4.5%
Total	**4,693**	**100%**	**4,583**	**100%**

As regards the percentage of employees by location[134], Europe accounts for around 63% of employees, followed by Asia/Oceania at 23%, Africa at 7%, and finally America at 7%. Each region presents a generally even gender balance: 51% women and 49% men in Europe; 46% women and 54% men in Asia/Oceania; 55% women and 45% men in America; and 55% women and 45% men in Africa.

Total employees leaving the Group by gender

	2025		2024	
Employees leaving the Group	**Number of people**	**Outbound turnover %**	**Number of people**	**Outbound turnover %**
Men	355	15%	368	16%
Women	397	17%	350	15%
Total	**752**	**16%**	**718**	**16%**

In 2025, 862 new employees joined the Recordati Group, with a total inbound turnover rate (the ratio between the number of new employees and the total Group workforce as of 31 December 2025) of approximately 18%, in line with 2024. Meanwhile, the number of employees who left the company was 752, with an outbound turnover rate (the ratio of number of people leaving the Group to total Group workforce as of 31 December 2025) of around 16%[135], in line with 2024. Around 55% of new employees hired during the year were women.
The inbound and outbound turnover percentages by gender were generally balanced, with the inbound turnover rate at 20% for women and 17% for men. Similarly, the outbound turnover was 17% for women and 15% for men.



132 Data relative to the composition of the workforce refer to the headcount as of 31 December 2025. With regard to the breakdown of employees by gender, data relating to the genders "Other" and "Not disclosed" is not currently tracked within the company systems. Consequently, the breakdown in the following tables refers to women and men only. The data on total employees is consistent with the information reported in the Integrated Consolidated Financial Statements, in the Group Profile.
133 The item "Other countries" includes the employees who work in Argentina, Armenia, Australia, Baltic countries, Belarus, Brazil, Canada, Colombia, South Korea, Georgia, Greece, Kazakhstan, the Middle East (United Arab Emirates and Saudi Arabia), Mexico, Nordic countries and Hungary.
134 The "Asia and Oceania" geographical area includes the Turkish subsidiary (Recordati Ilaç ve Hammaddeleri Sanayi ve Ticaret A.S.) and the Russian subsidiary (RUSFIC LLC).
135 Outbound turnover by gender refers to the ratio between the number of people leaving the Group and the total Group workforce as of 31 December 2025 for each gender. The same methodology applies to inbound turnover.

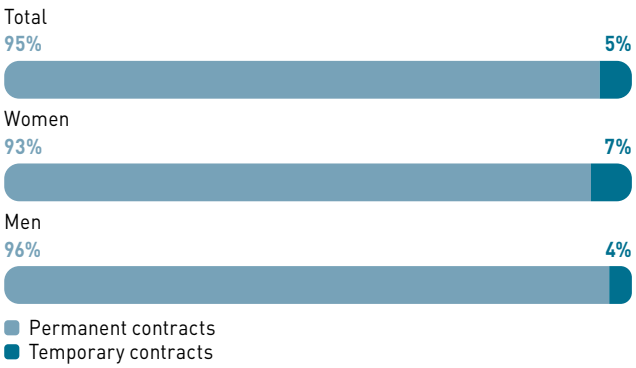
Employees by contract type and gender[136]

No. of employees	2025			2024		
	Men	Women	Total	Men	Women	Total
Employees by contract type (permanent, temporary, variable hours) and gender						
Total	**2,332**	**2,361**	**4,693**	**2,299**	**2,284**	**4,583**
Permanent Contracts	**2,247**	**2,203**	**4,450**	2,217	2,133	**4,350**
Temporary Contracts	**85**	**154**	**239**	82	149	**231**
Variable hours	**0**	**4**	**4**	0	2	**2**
Employees by contract type (full or part time) and gender						
Total	**2,332**	**2,361**	**4,693**	**2,299**	**2,284**	**4,583**
Part-time	**14**	**65**	**79**	14	74	**88**
Full-time	**2,318**	**2,296**	**4,614**	2,285	2,210	**4,495**

The Recordati Group believes that a stable and lasting working relationship is an important contributing factor of employee motivation and is essential for the Group's growth and development. For this reason, 95% of the Group's employees are hired on permanent contracts and the Group limits the use of temporary contracts to exceptional cases[137], mainly linked to occasional peaks in production, temporary maternity cover, or cover for long-term absence.

Furthermore, at contractual level, 79 people are employed on part-time contracts[138] provided by the Group to help employees meet personal commitments that preclude full-time employment.

Employees by contract type (permanent or temporary) and gender



S1-7 CHARACTERISTICS OF NON-EMPLOYEE WORKERS IN THE UNDERTAKING'S OWN WORKFORCE

The Group's workforce (4,693) is also supplemented by 193 people who collaborate with Recordati in various capacities: specifically, 90 are self-employed people[139], while 103 are workers made available by companies that mainly carry out "HR selection and supply activities"[140].
These collaborators mainly belong to the plant production or commercial areas locally, and are mainly employees of third parties involved in production operations at the Group's chemical and pharmaceutical plants. The data are in headcount as of 31 December 2025.
The total number of collaborators as of 31 December 2024 was 205 and there were no significant changes in 2025.

S1-8 COLLECTIVE BARGAINING COVERAGE AND SOCIAL DIALOGUE

As regards Industrial Relations, the Recordati Group guarantees the right to join unions and collective bargaining rights in all the Countries where it is operative in full compliance with current legislation. The Group adopts positive and constructive conduct and policies towards Workers' Representative Organisations and Trade Unions. Recordati therefore guarantees the right of workers to join and form trade unions, supports alternative means of union association and collective bargaining and

136 *The number of people is based on the headcount as of 31 December 2025 with the exception of non-guaranteed hours employees who are calculated as Full Time Equivalent (FTE). In 2025 there were 10 non-guaranteed hours employees (unchanged since 2024). These figures are calculated as 4 employees (2 in 2024) as these were calculated as effective Full Time Equivalents in December to ensure alignment between this disclosure and the financial statements.*
137 *The Asia and Oceania region has approximately 5% of employees on a temporary contract, Europe approximately 6% and Africa approximately 1%. There are no employees on temporary contracts in America.*
138 *Approximately 3% of employees in the Europe region are on a part-time contract, followed by the Asia and Oceania region at around 0.2% of employees. There are no employees on part-time contracts in America or Africa.*
139 *Mainly consultants who work at the Group to carry out tasks that would otherwise be done by an employee.*
140 *Mainly equivalent to temporary workers.*

ensures that trade union representatives are not discriminated against in the workplace and can communicate freely with their members in full compliance with local legislation. For more details on dialogue activities, please refer to paragraph "S1 - 2 Processes for engaging with own workers and workers' representatives about impacts" in this section.

In line with previous years, in 2025 around 54% of the Group workforce was covered by a collective bargaining agreement.

In Italy, one of the countries in which Recordati has 50 or more employees representing at least 10% of its total number of employees, the percentage of employees covered by collective bargaining agreements is 100%, with all 1,160 employees covered.

Furthermore, in other countries with an industrial presence such as France or Spain, the entire workforce is covered by collective bargaining agreements.

Outside the European Economic Area (EEA)[141], the only region where Recordati has 50 or more employees representing at least 10% of its total number of employees is Asia-Oceania, where the percentage of employees covered by collective labour agreements is 0.1%.

Collective bargaining coverage and social dialogue[142]

	2025			2024		
	Collective bargaining coverage		Social dialogue	Collective bargaining coverage		Social dialogue
Coverage rate	Employees - EEA countries	Employees -Non-EEA regions	Workplace representation (EEA only)	Employees - EEA countries	Employees -Non-EEA regions	Workplace representation (EEA only)
0-19%		Asia / Oceania			Asia / Oceania	
20-39%						
40-59%						
60-79%						
80-100%	Italy		Italy	Italy		Italy

In Italy, the only country within the EEA in which Recordati has 50 or more employees representing at least 10% of its total number of employees, the percentage of employees with workplace representation is 100%.

There is no agreement with employees for representation by a European Works Council (EWC), a European Company Works Council (SE-WC) or a Cooperative Society Works Council (SCE-WC). The data in the table on collective bargaining and social dialogue are in line with the data for 2024.

In addition to the above, regarding collective bargaining coverage outside the EEA, the table below shows the percentages of employees covered by collective agreements broken down by all the regions where the Group operates, regardless of the number of employees present.

Percentage of employees covered by collective bargaining agreements by geographic area outside the European Economic Area

	2025	2024
Region	Percentage of employees covered by collective bargaining agreements	Percentage of employees covered by collective bargaining agreements
European countries outside of the EEA[143]	30%	34%
America	4%	6%
Africa	100%	100%
Asia and Oceania	0.1%	1%

141 The European Economic Area (EEA) includes the following countries: Belgium; Bulgaria; Czech Republic; Denmark; Germany; Estonia; Ireland; Greece; Spain; France; Croatia; Italy; Cyprus; Latvia; Lithuania; Luxembourg; Hungary; Malta; Netherlands; Austria; Poland; Portugal; Romania; Slovenia; Slovakia; Finland; Sweden.

142 Only countries in which Recordati has 50 or more employees representing at least 10% of its total number of employees are included.

143 Including the following countries: Switzerland, United Kingdom, Ukraine and Belarus.

S1-9 DIVERSITY METRICS

In line with previous years, the Group's workforce is characterised by an even gender balance. In fact, the workforce is represented by 50% men and the remaining 50% by women. Moreover, around 55% of new employees hired during the year were women, and women hold approximately 36% of all Top and Senior Manager positions[144], up compared to 2024. This increase is in line with the commitments made in the Sustainability Plan, which envisages an increase in the percentage of women in Top and Senior Manager positions to 38% by 2028. Top & Senior Management cluster includes all employees holding senior executive roles, such as members of the ELT, Vice Presidents, Heads of Group Functions, General Managers, Plant Managers, and other roles with comparable strategic scope and impact, consistently identified using a job architecture methodology.

Gender distribution between Top and Senior Managers of the Group

	2025						2024					
	Men		Women		Total		Men		Women		Total	
No. of employees and percentage	No.	%	No.	%	**No.**	**%**	No.	%	No.	%	**No.**	**%**
Top and Senior Managers	237	64%	132	36%	**369**	**100%**	206	66%	104	34%	**310**	**100%**

Employees by professional category and gender

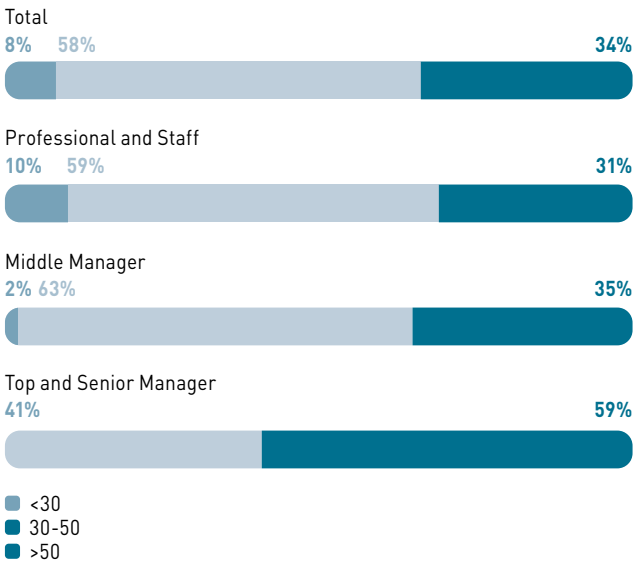
	2025			2024		
No. of employees	Men	Women	Total	Men	Women	Total
Top and Senior Managers	237	132	**369**	206	104	**310**
Middle Managers	432	530	**962**	424	450	**874**
Professionals and Staff	1,663	1,699	**3,362**	1,669	1,730	**3,399**
Total	**2,332**	**2,361**	**4,693**	**2,299**	**2,284**	**4,583**

Employees by professional level and age

Approximately 58% of the workforce is composed of employees aged between 30 and 50; 34% are over 50 and approximately 8% are under 30.

	2025				2024			
No. of employees	<30	30-50	>50	Total	**<30**	**30-50**	**>50**	**Total**
Top and Senior Managers	0	152	217	**369**	0	129	181	**310**
Middle Managers	16	611	335	**962**	32	525	317	**874**
Professionals and Staff	349	1,969	1,044	**3,362**	341	2,009	1,049	**3,399**
Total	**365**	**2,732**	**1,596**	**4,693**	**373**	**2,663**	**1,547**	**4,583**

Percentage of employees by professional level and age



S1-10 ADEQUATE WAGES

Recordati is committed to ensuring that all employees receive fair and adequate pay, always in line with and, in most cases, above the minimum rates established in the collective bargaining agreements and/or by national legislation. The Group's remuneration policy is based on market benchmarking and regular analyses, and ensures that salaries reflect not only legal requirements, but also local economic conditions, including inflation, and the competitiveness of the sector.

S1-11 SOCIAL PROTECTION

Recordati Group employees are covered by social protection mechanisms that protect against the loss of income caused by important life events, in line with the various regulations applicable in the countries in which the Group operates. More information on the diverse social protection mechanisms in place and the relative coverage for Group employees is given below.

144 In 2025, the method for classifying employee categories was refined, so the data shown in the table for 2025 reflect this new approach. It was not deemed necessary to restate the 2024 values, since the application of this refinement would not cause any significant differences in the data published last year.

Social protection mechanisms available to employees[145]

	2025	2024
Events covered by social protection mechanisms	**Group employees covered by social protection mechanisms[146]**	**Group employees covered by social protection mechanisms**
Illness	All Group employees	All Group employees
Unemployment starting from when the own worker is working for the undertaking	All Group employees except those in Argentina, Colombia, Sweden and Tunisia	All Group employees except those in Argentina, Colombia, Sweden and Tunisia
Work-related injuries and acquired disability	All Group employees	All Group employees
Parental leave	All Group employees except those in Colombia, Mexico and Tunisia If both maternity and paternity leave is considered, the coverage applies to all employees	All Group employees except those in Colombia, Mexico and Tunisia If both maternity and paternity leave is considered, the coverage applies to all employees
Retirement	All Group employees except those in the United Arab Emirates	All Group employees except those in the United Arab Emirates

S1-12 PERSONS WITH DISABILITIES

In line with 2024, in 2025 employees with disabilities represented 2% of total Recordati Group employees[147]. Of these, 61% were men and 39% were women.

S1-13 TRAINING AND SKILLS DEVELOPMENT METRICS

In 2025 the Recordati Group provided more than 134,000 total hours of training, translating to around 29 hours of training per person, in line with the previous year. In particular, approximately 66% of all training hours was provided to Professionals and Staff, 26% to Middle Managers and 8% to Top and Senior Managers.

Hours of employee training per capita by professional level and gender

	2025			2024		
	Men	**Women**	**Total**	**Men**	**Women**	**Total**
Top and Senior Managers	25.2	34.6	**28.6**	22.7	29.7	**25.0**
Middle Managers	35.0	37.7	**36.5**	38.5	34.0	**36.2**
Professionals and Staff	25.3	27.7	**26.5**	31.8	31.3	**31.5**
Total	**27.1**	**30.3**	**28.7**	**32.2**	**31.8**	**32.0**

60% of the training hours delivered to employees regarded technical and specialist training while 20% focused on medical and scientific information techniques, 7% on managerial training, 6% on language training, and 7% on health and safety.

Percentage of employees that participated in regular performance and career development reviews by employment category and gender

	2025			2024		
	Men	**Women**	**Total**	**Men**	**Women**	**Total**
Top and Senior Managers	94%	96%	**95%**	97%	93%	**95%**
Middle Managers	93%	92%	**93%**	91%	92%	**91%**
Professionals and Staff	57%	75%	**66%**	59%	75%	**67%**
Total	**68%**	**80%**	**74%**	**68%**	**79%**	**74%**

In 2025 the Recordati Group delivered approximately 3,970 hours of training for "non-employees", up compared to 2024 (3,040 hours), with around 21 hours per capita. In 2025, 16 workers participated in regular performance and career development reviews, representing around 8% of "non-employees".

S1-14 HEALTH AND SAFETY METRICS

46 work-related injuries were recorded in 2025 (employees and non-employees). As in previous years, there were no fatalities. The total number of injuries at the production plants has remained broadly in line with 2024. The increase is primarily due to incidents involving office employees and external operating personnel.

145 *Following further analysis of local laws on social protection mechanisms, and unemployment and parental leave specifically, the information relating to 2024 has been partly updated to reflect the current situation.*
146 *Employees that are not covered by social protection mechanisms do not fall into any specific professional category. Coverage depends on the local legislation in force.*
147 *Recordati monitors disability data in compliance with the provisions of applicable legislation. To date, there are no restrictions on the collection of this data in any of the countries in which the Group operates.*

Number of accidents and Group Employee Health and Safety indicators

Health and Safety Metrics	2025			2024		
	Employees	Non-employees	Total	Employees	Non-employees	Total
Number of fatalities due to	0	0	0	0	0	0
injury	0	0	0	0	0	0
work-related ill health	0	0	0	0	0	0
No. of recordable work-related injuries	46	0	46	32	1	33
Work-related injury rate[148]	5.75	0.00	5.53	3.82	2.92	3.78
Number of confirmed cases of work-related ill health[149]	2	0	2	2	0	2
Number of days lost due to	2,015	0	2,015	1,782	5	1,787
injuries caused by work-related injuries	1,808	0	1,808	1,727	5	1,732
work-related ill health	207	0	207	55	0	55
fatalities due to work-related injuries	0	0	0	0	0	0
fatalities due to work-related ill health	0	0	0	0	0	0

As regards the health and safety management systems, the Tunisian pharmaceutical production plant has been certified according to standard ISO 45001 for several years and remains so to this date. To extend the adoption of this standard and increase the coverage to an increasingly large number of workers, Recordati prepared a roadmap in 2023 with the aim of achieving ISO 45001 certification at numerous Group plants and covering 80% of plant employees by 2030[150]. To this end, a specific preliminary gap analysis for the certification was conducted at the Milan plant in 2025. In 2025, the percentage of workers covered by a health and safety management system certified in accordance with ISO 45001 was 18% calculated considering workers operating in the plants (18% also in 2024). If considering the entire company workforce, the percentage of employees covered by this management system is approximately 7% (7% also in 2024).

Furthermore, 9 incidents related to commutes to and from work (commuting incidents) were recorded in 2025, with a total of 211 days lost.

Commuting incidents	2025			2024		
	Employees	Non-employees	Total	Employees	Non-employees	Total
Total number of commuting incidents	9	0	9	5	1	6

Finally, no fatalities caused by work-related injury and/or ill health were recorded in 2025 among workers in the value chain who operate at Recordati Group sites.



148 The work-related injury rate in line with the ESRS Standards is calculated by dividing the number of work-related injuries by the total number of hours worked and multiplying the quotient by 1,000,000. Hours worked refer to actual hours for people who work in the Group's production plants. For all other employees, hours worked are estimated based on normal or standard working hours, taking into account entitlement to periods of paid leave (e.g., paid holidays, paid sick leave, public holidays).

149 This refers to cases of work-related ill health confirmed by official medical checks..

150 KPI calculated using data from FY2023, the base year used to define the roadmap.

S1-15 WORK-LIFE BALANCE METRICS

At the Recordati Group, all employees have the right to at least one type of family-related leave. All women and men at the Group have the right to maternity and paternity leave respectively. 91% of Group employees are entitled to parental leave. The remaining 9% who are not entitled to parental leave refers to Group employees who work in countries where local legislation does not provide for this option. However, these employees are still entitled to maternity or paternity leave.

Finally, around 73% of Group employees are entitled to carer's leave. The remaining 27% who are not entitled to carer's leave refers to Group employees who work in countries where local legislation does not provide for this option.

Percentage of employees entitled to family-related leave

Type of leave	2025		2024	
	No. of employees	%	No. of employees	%
Maternity/ paternity leave	**4,693**	**100%**	4,583	100%
Parental leave[151]	**4,294**	**91%**	4,208	92%
Carer's leave	**3,415**	**73%**	3,149	69%

Percentage of employees who took family-related leave

Type of leave[152]	2025		2024	
	No. of employees	%	No. of employees	%
Maternity/ paternity leave	**150**	**3%**	157	3%
Parental leave	**84**	**2%**	91	2%
Carer's leave	**258**	**8%**	225	7%

S1-16 REMUNERATION METRICS (PAY GAP AND TOTAL REMUNERATION)

In 2025 the unadjusted gender pay gap[153], defined as the difference in average earnings between men and women, expressed as a percentage of men's earnings, was 11% of total remuneration. Considering the adjusted percentage, weighting the relative weight of each professional category with respect to the total workforce, there was no significant variation between the remuneration of men and women. For more information on workforce distribution in the various employment categories, see paragraph "S1-9 Diversity metrics". In 2025, Recordati implemented the job architecture in great detail and defined the pay scales of the Parent Company and in all geographic areas, so that it will be able to carry out even more in-depth evaluations of the gender pay gap in the coming months.



151 Following further analysis of local laws on social protection mechanisms, and parental leave specifically, the information relating to 2024 has been updated.

152 The percentage of employees who took family-related leave was calculated as the ratio between number of employees who took leave and the total number of employees entitled to take leave.

153 The calculations considered the entire company workforce, regardless of role, level of education or experience. Please note that the values were not adjusted for the difference in purchasing power between the various countries.

Gender pay gap by remuneration component[154]

Gender pay gap	2025		2024		2023	
	Basic salary	Total remuneration	Basic salary	Total remuneration	Basic salary	Total remuneration
Unadjusted	8%	11%	11%	15%	12%	15%
Adjusted	-2%	-2%	-1%	0%	-2%	1%

Ratio between total annual remuneration of the highest paid individual and the median remuneration of all employees

The ratio between total annual remuneration of the highest paid individual (Chief Executive Officer) and the median remuneration of all employees (not including the highest paid individual) is approximately 73 (75 for 2024)[155].



S1-17 INCIDENTS, COMPLAINTS AND SEVERE HUMAN RIGHTS IMPACTS

In 2025, a total of eight reports of discrimination or harassment were submitted through the whistleblowing channel and/or other available channels. Four reports were submitted for inappropriate conduct in the workplace. All cases were investigated in accordance with Group policy. Following these investigations, 10 reports were deemed well-founded and the Company took actions that were appropriate and commensurate with the severity of the circumstances.

With reference to 2024, a total of four work-related reports were submitted through the available channels, such as the Whistleblowing channel and/or other available channels. One report of discrimination or harassment was received in 2024.

In 2025, as in 2024, no human rights incidents were reported in connection to the Recordati Group's own workforce, including incidents constituting non-compliance with the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises.

Recordati has not received any significant fines and/or sanctions and/or requests for compensation for damages.

154 *The pay gap was calculated in line with the methods established by European legislation. In particular, gross hourly wages were determined by dividing annual salaries by 48 to obtain the gross weekly wage. 48 was chosen as the estimated number of working works in one year, not including weekends and national holidays. This value was then divided by the number of standard working hours established at local level to calculate the average gross hourly wage. All remuneration data have been converted into euros using exchange rates based on the values as of 31 December 2025.*
As regards the variable and supplementary components included in total remuneration, the data refer to payments effectively received. Unlike the basic annual salary, which is annualised and reparametrised for all Full-Time Equivalent (FTE) workers, the variable and supplementary components depend on factors such as performance criteria and the number of months worked during the year. For example, the Group Short-Term Incentive (STI) is paid exclusively to eligible employees who have worked for at least five months in the reference year. Furthermore, the variable component not only includes short-term incentives and sales commissions, but also production bonuses, one-off bonuses and any recurring monetary allowances.

155 *Just as in 2024, the calculation includes the values related to the Long-Term Incentive (LTI), expressed as the LTI award value. The LTI award value is calculated by multiplying the number of rights granted by the Fair Market Value (FMV) according to IFRS 2 at the award date. In the case of Recordati, the FMV was EUR 44.43 for 2024 and EUR 48.29 for 2025. Approximately 10% of employees are awarded LTI. Total remuneration includes the annual basic salary, any short-term incentive (STI) payments received during the reference year (Group STI, Local STI, sales incentives and sales commissions), monetary allowances (such as meal vouchers, and allowances for housing, transport or remote working, etc.), one-off bonuses such as production bonuses, referral bonuses, transaction bonuses, awards and recognitions. These data have been extracted from the HRIS system and are maintained consistently at global level.*
In line with previous years, in-kind benefits and other non-monetary benefits are not included in the calculation, so as to guarantee the comparability and consistency of remuneration data at all Group sites. Annual Basic Salary is given as a total annual figure for a Full-Time Equivalent (FTE) worker at 100%. For employees who joined the company during the year, the salary is reported on an annualised basis, rather than the salary for the months actually worked.

WORKERS IN THE VALUE CHAIN

ESRS 2 SBM-3 S2 - MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH THE STRATEGY AND BUSINESS MODEL

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
WORKERS IN THE VALUE CHAIN						
Health and safety[156]	Work-related injuries and ill health of workers in the value chain can negatively impact workers' lives.	Potential negative impact	•	•		Short-term
	Risks associated with health, safety, and the environment deriving from non-compliance with laws and regulations, which could result in fines and penalties, as well as reputational damage.	Risk	•	•		Short-term
Working conditions **Other work-related rights**	Potential violation of the human rights of workers in the value chain (including working hours, adequate wages, social dialogue, freedom of association, collective bargaining, equal treatment, child labour and forced labour) has a negative impact on people's well-being and quality of life.	Potential negative impact	•			Short-term
Privacy	For a description of the impacts and risks related to this topic and how they are managed in terms of policies, actions and targets, see chapter "Business conduct" in paragraph "Personal data management - Privacy[157]".					

The workers in Recordati's value chain mainly form part of the workforce of the Group's suppliers, who provide, for example, raw materials, packaging materials, finished products, industrial services and other services required for the regular conduct of business activities. In this context, Recordati recognises that its procurement decisions and how supplier relations are managed could generate potential impacts on workers along the entire value chain.

The protection of occupational health and safety is a fundamental priority for the Group. With specific reference to the aspects of health and safety of workers in the value chain, particular attention is paid to the workers of third parties who operate on behalf of Recordati at the sites owned, leased or rented, where the Group exercises operational responsibilities (e.g. sites managed or controlled by Recordati). Furthermore, the contexts characterised by higher potential risk to health and safety include production plants, with specific reference to chemical plants[158].

Considering the diversity of the countries in which workers in the Group's value chain operate, predominantly upstream, Recordati recognises that less stringent labour laws may be in force in certain geographic contexts, such as in developing and/or emerging economies, which could potentially expose workers to negative impacts related to human rights violations.

As described in more detail in the following paragraphs and in the chapter on business conduct, the Group mitigates these risks and potential impacts through the application of rigorous policies on supplier relations management. Recordati has even adopted a structured system of policies and practices aimed at promoting dignified working conditions, protecting occupational health and safety, and respecting human rights. These aspects are integrated through responsible sourcing policies, supplier selection and monitoring criteria, and practices aimed at preventing and mitigating potential negative impacts, as well as promoting dignified working conditions along the entire value chain.

Further information on the impacts, risks and opportunities is available in the paragraph on double materiality, "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities".

S2-1 POLICIES

In line with the Code of Ethics, Recordati adheres to the highest international standards on human rights, including the United Nations Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, and the International Labour Organization (ILO) conventions on dignified work. The Group strives to guarantee respect for all human rights for all workers and to promote them throughout the value chain, taking actions to ensure that our suppliers also do so. At the qualification stage, Recordati requires that suppliers accept the Code of Ethics[159] and, from September 2025, the Supplier Code of Conduct.

156 *With particular reference to employees of third parties who operate on behalf of Recordati at all sites owned, leased or rented where the Group has operational responsibilities (e.g. sites managed or controlled by Recordati).*

157 *The topic of privacy has been identified as material with reference to various stakeholders, including employees, workers along the value chain, and patients. To ensure an organic and consistent coverage of the topic, as well as the related policies, actions and targets, it was decided to describe these aspects in a single chapter. In this regard, therefore, see chapter "Business conduct", paragraph "Personal data management - Privacy".*

158 *For more details on the health and safety management system, please refer to the "Own Workforce" chapter.*

159 *For more information on the Code of Ethics, please refer to the chapter on "G-1 Business conduct".*

In June 2025 Recordati adopted a Supplier Code of Conduct to formalise and disclose publicly its commitment to operate according to ethical, sustainable and responsible principles throughout the supply chain.
The document outlines the key principles that underpin Recordati's activities and that the Group's suppliers are also expected to follow: ethical business conduct, working practices that protect human rights, worker health and safety, respect for the environment, and the guarantee of the highest standards on quality and research and development.
The process of preparing the document included an engagement phase[160]. In particular, in order to collect observations and feedback, the draft Code was shared with a small representative and diversified sample of suppliers. The document has been approved by the members of the company's Top Management most closely involved in its implementation, along with the Chief Executive Officer.
The principles included in the Code are also covered in other Group documents, including the Code of Ethics, the Human Rights Policy, the Diversity and Inclusion Policy and the Health, Safety and Environment Policy, and are aligned with key international standards such as the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct, and the Universal Declaration of Human Rights.
To ensure their application as described in the Code, Recordati promotes an approach of total accessibility and transparency, encouraging anyone who becomes aware of non-compliance to report it through the dedicated channels. The document has been published on the Group's website.

In February 2025, Recordati also formalised a specific policy on Human Rights, reiterating the commitment to act with responsibility and integrity and to integrate human rights into all Group activities and throughout the value chain. The principles enshrined in the policy concern the protection of health and safety, freedom of association and the right to collective bargaining, working conditions, working hours and adequate remuneration, non-discrimination, diversity and inclusion, child labour, forced labour, modern slavery and human trafficking, local and minority communities (including indigenous populations), and privacy and data protection[161].

Recordati may conduct audits of suppliers and partners to monitor their compliance with the principles contained in the Supplier Code of Conduct, the Human Rights Policy and the Code of Ethics. Where conduct is found to go against the principles expressed in the Codes, including the Human Rights Policy, Recordati reserves the right to terminate the contractual relationship.

In December 2024 the Recordati Group also adopted a specific Health, Safety and Environment Policy that formalises the preventative measures to improve occupational health and safety, the principles to be adopted, and the relative responsibilities. The policy promotes active communication and encourages workers to report any concerns (such as accidents, near misses, unsafe conditions, etc.), without any personal detriment, in order to facilitate continuous improvement. The policy applies to all Recordati employees and third parties who operate on behalf of Recordati at all sites owned, leased or rented by Recordati and where the Group has operational responsibilities (such as sites managed or controlled by Recordati)[162].

S2-2 PROCESSES FOR ENGAGING WITH VALUE CHAIN WORKERS ABOUT IMPACTS

Recordati engages with suppliers as legal entities through the involvement of professional figures representing the supplier itself, not directly with suppliers' workers. Dialogue with suppliers and strategic partners mainly takes place in the context of operational and/or institutional relationships and is generally managed by Procurement and/or the business units making the purchase request, based on the specific requirements.

In order to strengthen awareness around sustainability issues along its entire supply chain, in 2023 Recordati began holding engagement initiatives for the suppliers[163] that received the lowest scores in the previous year's ESG assessment. During these meetings, feedback and suggestions for improvement are shared, notably on how to strengthen the sustainability performance and raise awareness of these issues, including aspects of human rights. Dialogue is especially focused on the areas being evaluated[164], with particular attention on the areas of improvement identified. In 2025, engagement activities were conducted with 11 suppliers and, in line with the Sustainability Plan targets, the Group plans to continue them into 2026. The audit activities described in the following paragraphs, which include the evaluation of new suppliers as well as follow-up audits, also make it possible to monitor the continuous improvement of supplier performance over time.

The main functions involved in this activity are the ESG function and the Procurement function. For more details, see paragraph "G1-2 Management of relationships with suppliers" in the "Business Conduct" chapter.

S2-3 PROCESSES TO REMEDY NEGATIVE IMPACTS AND REPORTING CHANNELS FOR EXPRESSING CONCERNS

While workers in the value chain are not directly involved in specific dialogue activities, Recordati promotes an open-door communication policy. All of the Group's stakeholders, including workers in the supply chain, have access to channels for reporting any concerns or violations.

160 *The Human Rights Policy and the Supplier Code of Conduct do not set out explicit guidelines on engagement with workers in the value chain. As described in section "S2-2 Processes for engaging with value chain workers about impacts", Recordati engages with suppliers as legal entities through the involvement of professional figures representing the supplier itself, and not directly with suppliers' workers.*
161 *For more details on the human rights policy, please refer to the chapter "S-1 Own Workforce".*
162 *For more details on the policy regarding health and safety, please refer to the chapter "S-1 Own Workforce".*
163 *Suppliers are involved as legal entities in this case too.*
164 *The EcoVadis assessment consists of four key areas for sustainability: Environment, Labour and Human Rights, Ethics, and Sustainable Procurement. More specifically, it requires information on health and safety; human rights (including child and forced labour); working conditions (including working hours, wages, equal opportunities, training and development and union relations); business ethics; and privacy management, for example. In relation to the environment, the questionnaire analyses, for example, issues related to the management of water, waste, hazardous chemical substances, energy and emissions into the atmosphere.*

The reporting channels are managed by the Internal Audit business unit which, when conducting the necessary investigations, may also request support from other relevant business units, such as Legal & Compliance. More details of the channels made available to all stakeholders and the management processes are described in chapter "Business conduct", paragraph "G1-1 Corporate culture and business conduct policies".
In 2025 no reports of problems or incidents were received via the reporting channels made available to stakeholders on human rights and working conditions in relation to the upstream or downstream value chain, including non-compliance with the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, or the OECD Guidelines for Multinational Enterprises. Consequently no interventions to remedy critical situations were necessary. As stated above, in 2025 the Group made further improvements to its ethical and compliance safeguards in the value chain by adopting the Supplier Code of Conduct, which must be accepted by suppliers when they sign contracts. The Recordati Group reserves the right to terminate any contractual relationship held with third parties in the event of conduct that is incompatible with the principles enshrined in the Code of Ethics and the Supplier Code of Conduct.

S2-4 ACTIONS

In addition to the supplier selection and qualification process described in the "Business Conduct" chapter, paragraph "G1-2 Management of relationships with suppliers", the Group continued to implement the plan to audit suppliers this year as part of its responsible sourcing strategy, with the objective of strengthening the monitoring of sustainability matters along the supply chain. This activity was conducted by a third party (EcoVadis) using desk audits. The suppliers involved were assessed across four key areas for sustainability: Environment, Labour and Human Rights, Ethics, and Sustainable Procurement. The supplier monitoring and engagement activities described above are aimed at raising awareness of these matters, thereby helping to prevent and reduce the risks and potential negative impacts related to ESG aspects along the supply chain.
As stated above, where conduct is found to be incompatible with the principles enshrined in the Code of Ethics and in the Supplier Code of Conduct, the Group reserves the right to terminate the contractual relationship.
The main results for the audits carried out are shown below:

ESG assessments of suppliers

	2025	2024
No. audits conducted	82	59

A total of 82 desk audits on ESG matters were carried out in 2025: 68 new suppliers were verified and 14 follow-up audits took place[165]. The suppliers audited belong to the main and most strategic product categories: suppliers of finished products (Contract Manufacturing Organisations - CMOs), raw materials, packaging, industrial services, logistics, and other services. 98% of suppliers involved in the 2025 audit achieved an overall positive rating (taking into consideration the four key areas for sustainability, as previously detailed). More specifically, 5% of suppliers received an overall rating of 'Outstanding', 40% were assessed as 'Advanced', and 53% as 'Good'. Only 2% of suppliers received a "partial" performance rating and, as in 2024, no suppliers were found to be insufficient or critical in 2025.
The audits were carried out on suppliers located in different geographic areas, mostly in Europe[166].

Main responsible sourcing actions

Recordati:

- Requires suppliers to sign the Code of Ethics and the Code of Conduct, which includes respect for the fundamental human rights of all workers, during the supplier qualification phase.
- Has adopted a formalised Human Rights Policy and Environment, Health and Safety Policy.
- Has defined a supplier monitoring plan that considers ESG.
- Carries out engagement activities on ESG topics with the suppliers that received the lowest scores during the assessment process to promote and raise awareness of these issues.

The main business units involved in the Responsible Sourcing activities are Procurement and ESG.
For information on the health and safety of workers employed by third parties who work on behalf of Recordati in workplaces where Recordati has operational responsibilities, see the chapter on the "Own Workforce".

S2-5 TARGETS

The Group aims to continue to conduct supplier verification activities both through assessments of new suppliers and follow-up audits (the target is to conduct 150 sustainability audits by 2026, with a total of 50 ESG audits conducted per year in 2024, 2025 and 2026)[167]. Specifically, the follow-up audits provide an opportunity to assess the level of improvement achieved by suppliers that have already been subject to previous audits. At the same time, the Group aims to continue conducting engagement activities on ESG topics with the suppliers that received the lowest scores in the previous year's assessment process in order to promote and increase awareness of ESG matters. Furthermore, the Group aims to continue distributing the new Code of Conduct to all strategic suppliers by 2027.
The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each target in relation to the defined time frames (the result of monitoring). For further details, please refer to the Sustainability Plan, paragraph "SBM-1 Strategy, business model and value chain".

165 The mix of new suppliers and follow-up audits also enables progressive improvements in supplier performance to be monitored over time.
166 The geographic area refers to the legal entity subject to the EcoVadis audit, in certain cases with reference to the Parent Company.
167 The target for annual audits includes max 30% follow-up audits vs the previous year. The audits include suppliers from the main and most strategic product categories, including suppliers of finished products (Contract Manufacturing Organisations - CMOs), raw materials, packaging, industrial services, logistics, and other services. The indicator has been defined considering a progressive roll-out. The mix of new suppliers and follow-up audits also enables progressive improvements in supplier performance to be monitored over time. The indicator for the number of audits is tied to the credit facility finalised in 2023 with a pool of banks.

PATIENTS

ESRS 2 SBM-3 S4 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH THE STRATEGY AND BUSINESS MODEL

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
PATIENTS						
Access to products and services	The promotion of access to medicine and healthcare, for common as well as rare diseases, allows patients to receive the best possible treatments and improves their quality of life and that of their families[168].	Positive actual impact		•	•	Short-term
	The promotion of awareness initiatives, working in close contact with rare disease communities, facilitates diagnosis and expands the availability of treatments for patients.	Positive actual impact		•	•	Medium-term
Personal health and safety	Potential failure to comply with quality and safety standards throughout the entire life cycle of pharmaceuticals has a negative impact on patient health and safety.	Negative potential impact	•	•	•	Short-term
	Risks associated with quality - such as risks associated with pharmacovigilance, risks linked to the production process by intrinsic factors, risks associated with product liability, and risks linked to external production and the supply chain.	Risk	•	•	•	Short-term
Research and Development (entity specific)	The expansion of research and development activities, which also integrate the patient perspective, makes it possible to offer new therapies and to respond to currently unmet medical needs, as well as to achieve important results for the patient community.	Potential positive impact		•		Medium-term
Responsible marketing practices **Access to (high-quality) information**	Accurate, complete and transparent sharing of product-related information - also with doctors and healthcare professionals, when promoting medicinal products, in compliance with current regulations and ethical standards - makes it possible to offer patients the best healthcare and avoid potential negative impacts linked to misleading communications.	Positive actual impact		•	•	Short-term
	Compliance risk - possible non-compliance with international and national laws and regulations on marketing and promotion of medicinal products, which could result in fines and penalties, as well as reputational damage.	Risk		•	•	Short-term
Privacy	For a description of the impacts and risks related to this topic and how they are managed in terms of policies, actions and targets, see chapter "Business conduct" in paragraph "Personal data management - Privacy[169]".					

168 Through the Rare Diseases (RD) Division, innovative treatments are offered that meet serious unmet medical needs, alongside Patient Access Programmes (PAP, CAP), to people living with rare diseases. The Specialty & Primary Care (SPC) Division, on the other hand, contributes to the improvement of healthcare by making affordable products available in a broad spectrum of therapeutic areas, including in low-and middle-income countries.

169 The topic of privacy has been identified as material with reference to various stakeholders, including employees, workers along the value chain, and patients. To ensure an organic and consistent coverage of the topic, as well as the related policies, actions and targets, it was decided to describe these aspects in a single chapter. In this regard, therefore, see chapter "Business conduct", paragraph "Personal data management - Privacy".

Recordati has always believed that health, and the opportunity to live life to the fullest, is a right, not a privilege. Driven by the purpose, *"Unlocking the full potential of life"*, the Group is focused on improving people's health and quality of life.

The Group conducted a double materiality analysis which identified the main impacts and risks associated with patients.

One key aspect, both in terms of impact and risk, is quality, which is an absolute priority. The Group constantly strives to implement activities, procedures and quality control functions throughout the entire supply chain with the aim of guaranteeing product quality and safety and ensuring patient health and safety. Despite rigorous compliance with standards and regulations, like any company operating in the pharmaceuticals sector, the Group could be potentially exposed to product liability risk for damages caused by its pharmaceuticals (with the potential need for product recalls, impacts on patient health and consequent economic or reputational impacts for the company).

Another material topic found by the analysis concerns access to products. The Group places patients' interests at the very heart of its work and is committed to offering people the possibility to be the best version of themselves, whether they are living with a common illness or a rare disease. The Group does this by offering affordable products through the Specialty & Primary Care business unit, and providing innovative treatments that address serious unmet medical needs through our Rare Diseases business unit.

The Group also strives to promote awareness-raising initiatives to increase understanding, improve diagnosis, and expand treatment availability. For more information on the business and portfolio of the Specialty & Primacy Care and Rare Diseases business units, see the "Strategy" chapter.

The Group also recognises that accurate, complete and transparent sharing of information, also with doctors and healthcare professionals, when promoting medicinal products, in compliance with current regulations and ethical standards, makes it possible to offer patients the best healthcare and avoid possible negative impacts linked to incorrect communications. It also recognises a compliance risk linked to the quality of scientific information services, to the integrity with which the Medical Representatives conduct themselves, and to their observance of the applicable laws in relation to scientific information about medicinal products.

The Research and Development activities are also of great importance. The expansion of R&D activities makes it possible to offer new therapies and to respond to currently unmet medical needs. In this context, the promotion of the utmost scientific rigour when conducting clinical trials is a priority, as is protecting the health and safety of all parties involved. Dialogue and feedback with patient associations, caregivers and healthcare professionals also play a fundamental role: by virtue of this collaboration, it is possible to integrate patients' voices into care pathways in a structured and systematic way.



RESEARCH AND DEVELOPMENT ACTIVITIES (ENTITY SPECIFIC)

MDR-P POLICIES

The Recordati Group is focused on developing and offering innovative products, in areas where the Group can make a difference, and with the aim of improving human health and quality of life.

The Recordati Group has two business units, with a focus on Rare Diseases and Specialty & Primary Care. To this end, the Group invests in research and development including life cycle management (in rare diseases), as well as maintaining the highest product quality and safety standards throughout the product life cycle. The central importance of patients, including the most vulnerable is an integrated part of the Recordati Group's strategy.

Rather than relying solely on internal research/discovery, the Group is focused on bringing in late stage and commercial stage products that offer potential also for life-cycle management activities.

As set out in the Group Code of Ethics, research and development is conducted in accordance with good clinical and laboratory practices, guaranteeing compliance with the highest international standards. Recordati uses animals in scientific experiments only when this is strictly necessary, that is when there is no alternative and when it is expressly required by the health authorities. In such cases, Recordati makes use of specialised centres which guarantee adherence to national and supra-national legislation and which effectively implement the principles of the 3Rs: Replacement (using alternative methods), Reduction (minimising the number of animals used) and Refinement (protecting animal welfare).

Recordati ensures the utmost rigour in performance of clinical studies through appropriate data management and the transparent management of results, thus avoiding any potential conflicts of interest. The health and safety of the subjects involved in clinical and post-marketing studies are the Group's top priority, along with the protection of their human rights, including the rights to dignity, self-determination, privacy, and the confidentiality of personal data. Subjects enrolled in the studies are provided with clear and comprehensive information, expressed using comprehensible, non-technical language. The Group uses trial centres and suppliers of proven reliability and professionalism and which are capable of meeting the highest legal and regulatory requirements, as well as the applicable codes of conduct for the industry.

See the "Business Conduct" chapter for more details on the Code of Ethics.

MDR-A ACTIONS

The main R&D activities conducted in the rare diseases field in 2025 are described below.

- The PASIPHY phase II clinical study on the development of pasireotide in post-bariatric hypoglycaemia.
- Work on Dinutuximab beta (Qarziba®) in the United States progressed: the Group had a positive meeting with the Food and Drug Administration (FDA) in early September 2025, when the process for submitting the Biologics License Application (BLA) in relapsed/refractory high-risk neuroblastoma was defined, thanks to a positive assessment of the initial data.
- The label extension of Isturisa® for Cushing's syndrome was approved.
- A clinical trial began to verify the efficacy of Isturisa® in patients with mild Cushing's syndrome with hypertension.

In addition, Recordati:

- Continued the development of a new Cystadrops® formulation that is easier to use for ocular cystinosis patients. Approval for CE marking in Europe is expected for 2026.
- Supported several scientific societies sponsored studies to investigate the use of Qarziba® in new stages of the treatment algorithm of Neuroblastoma and Ewing's sarcoma.
- Continued to pursue the goal of offering a valid solution to patients with MSUD (maple syrup urine disease) thanks to the MAAPLIV product, which was approved in Europe in July 2025.

In 2025, spending in R&D totalled 341 million euros (286 million euros in 2024)[170]. This amount includes amortisation relating to products acquired or for which the Group is a licensee.

The approach and procedures adopted by the Group to guarantee ethical and transparent conduct in its clinical trials are described below.

Clinical trials are essential for determining whether new medicinal products are safe and effective treatments for patients. In particular:

- Interventional clinical trials are conducted by various Recordati Group companies to demonstrate the efficacy and safety of new drugs in the development phase in various rare diseases and in populations with unmet medical needs.
- Observational post-marketing clinical studies, known as "real-world" studies, are conducted to monitor the benefit-risk balance of new drugs once they are on the market and to collect additional data to improve the knowledge of the product.

To ensure full compliance with the requirements defined by the regulatory authorities and to guarantee the utmost rigour in the performance of clinical trials, the Group has defined a set of standard operating procedures (Corporate Standard Operating Procedures - SOPs), and the entire process is closely monitored through continuous auditing activity.

Standard Operating Procedures - Corporate R&D Quality Management System: the same Standard Operating Procedures are applied at all of the Group's research centres to ensure that interventional clinical trials are conducted in compliance with the highest international standards, and in line with the principles

170 The indicator considered can be traced back to the data given in explanatory note no. 4 "Operating expenses" to the financial statements.

established in the Declaration of Helsinki and the Good Clinical Practice (GCP) guidelines defined by the International Council of Harmonisation of Technical Requirements for Pharmaceuticals for Human Use (ICH), as well as applicable local laws and regulations.
At the same time, observational Post-Authorisation Safety Studies (PASS) are conducted in line with the Guidelines for Good Pharmacoepidemiology Practice (GPP) and Good Pharmacovigilance Practice (GVP).
The confidentiality of the collected data is protected in accordance with current privacy legislation such as the General Data Protection Regulation (EU) 2016/679 ("GDPR").
Study results are reported in accordance with the requirements of the European Medicines Agency (EMA) and the U.S. Food and Drug Administration (FDA).

Staff qualifications and training: all Recordati employees involved in the planning, conduction and reporting of clinical trials are suitably qualified in terms of professional experience and training. The Group delivers periodic training programmes on applicable company procedures and study-specific aspects (therapeutic areas, study protocols). Training is delivered and documented in collaboration with the Quality Assurance Department. Particular attention was paid to training all Group personnel on the requirements of the new European Clinical Trials Regulation (ICH E26 R3 - Good Clinical Practice revision 3).

Selection and supervision of Contract Research Organisations (CROs): the Recordati Group's clinical trials are performed with the support of adequately qualified international Contract Research Organisations (CROs), experienced in conducting clinical studies in various countries in collaboration with research centres. The CROs are only selected after an in-depth evaluation of their experience and procedures, as assessed also during qualification audits. Subsequently, the respective roles and responsibilities of Recordati and the CRO are defined clearly and in detail in specific written agreements.
The personnel of the Recordati Group, in the capacity of sponsor of the study, perform continuous oversight on the activities carried out by the CRO in accordance with a specifically defined plan, in order to ensure that:

- Appropriate documentation on the medicinal product (as included in the Investigator's Brochure and in the Investigational Medicinal Product Dossier) and on the study itself (as described in the protocol, in the informed consent form and in the Case Report Form) is prepared and submitted to the Competent Authorities, the Ethics Committees and the Investigators prior to the start of the trial and, if necessary, updated during the study
- The medicinal product is produced in accordance with the Good Manufacturing Practice guidelines and is adequately packaged and labelled in accordance with the Good Clinical Practice guidelines
- The clinical trials only begin upon receipt of the necessary approvals issued by the Health Authorities, the Ethics Committees and the Institutions, and after having established an appropriate insurance for the patient
- Patients are included in the clinical trials only having voluntarily confirmed their wish to participate (having received adequate information from the investigators regarding the objective, methods, benefits and potential risks of the study), and in compliance with applicable privacy law (such as the EU GDPR)
- The study is conducted and reported in accordance with the requirements of the Good Clinical Practice (GCP) guidelines and in line with the applicable laws and regulations.

Risk assessment: Recordati, as sponsor of the clinical trial, conducts an in-depth analysis of the possible risks and benefits for the patients associated with their participation in a clinical trial (due to the administration of an experimental drug, the design of the study and/or its procedures) both before and during the study. The description of possible risks is included in the documents submitted to the Competent Authorities, the Ethics Committees and the Investigators. The risks are also described to the patients included in the trial in a clear, concise and comprehensible language in the informed consent form. The possible risks are minimised through the definition of appropriate patient inclusion and exclusion criteria (age, gender, concomitant diseases and treatments), the use of placebos only when ethically acceptable and/or required by the Health Authorities, the highest standards of care, the availability of medical treatment (if necessary) in the event of adverse reactions and the avoidance of invasive and unnecessary procedures.
The safety profile of the investigational products and the risks associated with participation in the clinical trial are continuously monitored by qualified medical personnel at Recordati (and, when required by the protocol, by an independent and external "Drug Safety Monitoring Committee"). Health authorities, investigators and patients are duly informed during performance of the study in the event of any changes in the expected benefits and risks.

Data integrity: the integrity of the data is ensured by the verification of the original documents filed at the research centres by the study monitors, by the validation of the IT systems used for data collection, analysis and reporting, and by co-monitoring visits performed by Recordati personnel in collaboration with the CRO monitor. Collected data is processed in accordance with the operating procedures and quality standards established by Recordati.

Audits: the entire process is monitored through constant auditing activity over the CRO, from the qualification step through to the subsequent conduction of the trial. Recordati also conducts audits at research trial sites following a risk-based approach.
In order to ensure the compliance with the applicable legislation, internal audits are also performed inside the Recordati Group.
Furthermore, both Recordati - as sponsor - and the CROs may be inspected by the Regulatory Authorities to verify compliance with the Good Clinical Practice guidelines and pharmacovigilance obligations.

Data transparency: data transparency is ensured through the entry of clinical trials in a public register (EU Clinical Trial Registry and/or ClinicalTrials.gov) before the enrolment of the first patient, and through publication of the results of the trial in accordance with the requirements of the European Medicines Agency (EMA) and the U.S. Food and Drug Administration (FDA).

Archiving: the study essential documents are maintained in electronic or paper format for the period of time required by applicable legislation and accordance with Recordati's procedures.

Investigator Initiated Studies (IIS) supported by Recordati: in line with the Group's standard operating procedures, Recordati may decide to support clinical trials proposed by academia after a careful evaluation of the scientific value of the proposed study, the expected benefits, and the possible risks associated with the use of the Group's existing pharmaceutical medicinal products in new indications.
In such cases, a written agreement between Recordati and the Investigator/Sponsor of the study is signed in order to ensure the exchange of safety information and enable an appropriate description of the potential benefits and risks to the patient.

S4-2 PROCESSES FOR ENGAGING WITH PATIENTS ABOUT IMPACTS

In 2025, Recordati recognised the need to establish the Patient Partnership function at Group level. This initiative reflects the company's commitment to adopt an approach that is not limited to simply working for patients, but involves an active and intentional collaboration with them. At Recordati, Patient Partnership offers a strategic opportunity to co-create therapies and innovations capable of meeting the greatest needs of patients and their families.

The Group's integrated strategy seeks to surpass occasional engagement, evolving towards a systematic commitment along the entire drug development cycle and the patient's journey. By integrating patient experiences into the design of clinical trials, dialogue with regulatory authorities and strategic decisions, Recordati strives to ensure that each stage of drug development and the subsequent journey reflects patient priorities in terms of results.

Recordati has undertaken a process to create a culture where patients are recognised as genuine partners in the treatment. The first step was listening to feedback, not just to internal needs, but also the patient community. Key objectives include building and consolidating meaningful and sustainable relations with patient associations, promoting authentic partnerships based on shared values and mutual respect. The collaborations developed from this perspective enrich Recordati's work, helping to create more inclusive initiatives that represent the stakeholders involved.

To this end, Recordati strives to involve patients, families, caregivers and patient associations to better understand their needs, goals and aspirations. A collaboration based on mutual respect, shared goals, openness and transparency allows the Group to achieve results that no stakeholder could have reached alone. Recordati undertakes to work alongside all stakeholders in order to make significant improvements to the health plan and quality of life.

Recordati greatly values the feedback and lived experiences of patients. This information is essential for defining the development and distribution processes of medicinal products. Patient associations play a fundamental role as spokesperson on a global scale, so that patients are not only listened to, but are actively involved in redesigning the healthcare panorama. One of the most significant results in 2025 was engagement with patients, whose input was used to develop the protocol of one of Recordati's most important clinical trials. This engagement offered the opportunity to collect feedback, which contributed to designing the trial in truly significant ways for patients.

Some of the dialogue and planning initiatives developed in collaboration with patients and their associations are described below. For more information about awareness activities and initiatives in support of patient associations, caregivers, doctors and institutions, intended to increase awareness, improve diagnoses and expand the availability of treatments - especially for people with rare diseases - see the chapter "Access to medicine and healthcare".

"ECO" Project: Giving a voice to patient associations

While no two rare diseases are exactly the same, they pose common challenges: delayed diagnosis, lack of tangible support, emotional and institutional distance from competent authorities. This is in addition to the burden of the disease, with chronic symptoms or debilitating sequelae that profoundly impact on school, work and relationships, causing isolation. The intense and prolonged emotional burden weighs on both patients and caregivers.

In 2025, with the goal of creating a space to be heard and talk about experiences and real needs, exchange best practices and build concrete projects together, the ECO Project was created in Italy. Created with and for patients, the initiative brought together the rare disease associations and nonprofit Foundations with whom Recordati Rare Diseases collaborates.

The project involved a face-to-face meeting to offer the chance to listen to and meet different associations, brought together by their mission to support patients affected by rare diseases[171]. To identify effective solutions, Recordati Rare Diseases chose to begin by listening to associations, their experiences and their needs. In this context, the goal was to analyse the real needs of patients and caregivers to co-design tangible and sustainable solutions, to introduce RRD's commitment to people with rare diseases, highlighting the continuity and depth of the engagement and introducing new ways to collaborate, as well as to identify shared unmet needs and the key areas of intervention where shared initiatives could be developed. At the same time, the meeting helped to create an atmosphere of trust and dialogue, laying the foundations for a structured and long-lasting collaboration.

The needs of associations, patients and caregivers were collected by means of a survey tailored to the relevant disease. Analysis of the responses found cross-cutting and recurring needs, including the confirmed need for professional psychological support for both patients and families. Strong demand for more information and awareness about the diseases and therapeutic options was also observed. The survey also brought to light the need to strengthen employment protections, with particular reference to the need for greater flexibility to allow for a more effective conciliation between treatment and work. The analysis also highlighted the importance of promoting public awareness initiatives to combat social stigma and misunderstanding. Lastly, it found a clear need for economic support, considered fundamental for facing the financial impact associated with managing the disease.

Recordati will use the survey results to make several projects a reality, so as to better respond to the needs of patients, caregivers and their families. The Group also intends to repeat this active listening experience in 2027, by engaging with other patient associations so that it can integrate increasingly more perspectives into its business activities.

Q-Bags for children undergoing treatment for high-risk neuroblastoma

The Q-Bag Project, developed specifically for children undergoing therapy for high-risk neuroblastoma, was launched in 2024 and continued in 2025.

Neuroblastoma is a rare and aggressive cancer that mainly affects young children. Treatment often requires intravenous (IV) infusions for several months. During this period, children must carry around bulky IV equipment, such as pumps and pill boxes, which greatly limit their mobility and, as a result, their ability to play, move freely and simply be children.

To address this challenge, Recordati Rare Diseases collaborated with the hospital Princess Máxima Center for Pediatric Oncology in the Netherlands and with a specialist design agency to create the Q-Bag: a sturdy child-friendly backpack designed to safely hold the IV pumps. The Q-Bag protects the medical equipment and offers children greater freedom and independence during therapy.

171 *The associations involved were: INET (NET Neuroendocrine Tumour Society), AMICA (Castleman Disease Association), AIPACUS (Cushing's Disease Association) and OPEN (Neuroblastoma Association), CISTINOSI ITALIA ODV (Cystinosis Association), ASSOCIAZIONE ITALIANA LOTTA AL NEUROBLASTOMA (Neuroblastoma Association).*

This innovation is the result of the experience of the parent of a child who underwent continuous intravenous immunotherapy. Starting from informal conversations with families of patients at the Princess Máxima Center, a structured project came to life, guided by Recordati Rare Diseases and implemented by collaborating with the Dutch childhood cancer association (VKKN) and the patient community.

Traditionally, infusion pumps are attached to an IV pole or transported in a cross body bag, which are not practical solutions for a child. The Q-Bag offers a more convenient and functional alternative, helping young patients to regain a sense of normality at a time of extreme difficulty. Designed to offer these children greater freedom and autonomy, the Q-Bag helps them to feel more like children and less like patients. This significantly improves their well-being, with positive effects for families, too.

The Q-Bag project combines a well-thought-out design and careful consideration of patient and stakeholder feedback. From conception to delivery, the entire process was collaborative and involved an array of players with a shared goal: to improve the quality of care and day-to-day life for children being treated for high-risk neuroblastoma. This spirit of co-creation reinforces Recordati's commitment to meaningful partnerships within the rare disease community and to the development of sustainable and personalised solutions for patients.

From a technical perspective, the Q-Bag has various innovative characteristics designed to meet patient needs: it integrates the IV drip securely; it offers the possibility to choose between several exit ports for the tube, and it is packaged in soft, hypoallergenic fabric, with adjustable shoulder straps and a pump display that is always visible. Furthermore, the Q-Bag comes with a set of customisable stickers so that children can decorate and reinvent their backpack, turning a medical requirement into a creative tool.

In 2025, the project moved on to the next phase: making the Q-Bag compatible with all pump types. Innovative technologies will make it possible to develop a universal model that can be used across the world, thereby increasing the number of patients and caregivers who can benefit from this solution. Testing is under way in several countries, with the active engagement of healthcare professionals, patients and parents, to ensure that the Q-Bag evolves in line with their needs and experiences. To date, the Q-Bag project has been launched in more than 15 countries across Europe, Latin America and Asia.

MDR-T TARGETS

The Sustainability Plan also includes the R&D targets related to the activities determined for 2025.
The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each target in relation to the defined time frames (the result of monitoring). For further details on the Sustainability Plan, the definition process and future targets, please refer to paragraph "SBM-1 Strategy, business model and value chain".

ACCESS TO MEDICINE AND HEALTHCARE

S4-1 POLICIES

Recordati has always believed that health, and the opportunity to live life to the fullest, is a right, not a privilege. Whether that is for common diseases or the rarest, it wants to give all people the opportunity to be the best version of themselves by having access to affordable, innovative and sustainable healthcare. As stated in our Code of Ethics, Recordati aims to constantly increase the availability of our products to anyone who needs them, while at the same time guaranteeing complete compliance with applicable regulations in the markets where we operate.
While a specific ad hoc policy on this topic has not been formalised, the approach and principles on access to treatment and pricing adopted by the Group are described below.

Access and Pricing Principles

Access to medicine remains a cornerstone of the Group's ESG strategy and Recordati is committed to improving both accessibility and affordability of its products in all geographical areas in which it operates. Access to pharmaceutical products requires a collective effort: with the industry, policymakers and payers working together to remove barriers so that people can unlock their potential to live a full life.

Recordati has a value-based approach to affordability that ensures the prices of medicines reflect the benefits they deliver to patients, their families, the healthcare system, and society as a whole. This approach balances responsible pricing and sustainable business while also supporting the cost of continuing to invest in drug development.
There are numerous factors that impact pricing decisions, with the process varying significantly from country to country. At the centre of Recordati's approach are the needs of patients and their accessibility to critical treatments.

Recordati understands and recognises that, in countries with limited resources, there are different healthcare needs and affordability challenges than in higher-income countries. It also knows that there are health inequities in these higher-income countries, where many people still do not have access to enough public health coverage or private insurance.

Recordati understands that the global health economies are being further squeezed due to budgetary pressures, and aligns its product innovation accordingly. Recordati ensures that any new product candidates bring tangible benefits to patients, healthcare providers and payers alike. Recordati adopts a partnership approach to new medicine approvals, to ensure we partner with the right suppliers and experts to achieve the best results in a cost effective manner.

Recordati supports activities and organises its own to deliver treatment to underserved populations, including disease education, and assisting uninsured and underinsured patients in navigating healthcare services. It also supports access programmes designed to give financial and disease management support, especially in the rare disease segment.

Compassionate use of medicinal products

Recordati believes that conducting clinical trials is the best way to ensure a broad patient access to medicinal products, because clinical trials ensure the collection of the efficacy and safety data required by the Health Authorities to grant a marketing approval and a price reimbursement.

However, Recordati recognises that certain patients with serious or life-threatening conditions may not be suitable to take part in a clinical trial and may not be able to access satisfactory alternative treatments. In these cases, in line with company policy and in accordance with the Group's Standard Operating Procedures, Recordati may provide access to medicinal products that are not yet available on the market on compassionate grounds, in cases where this approach is approved by medical and pharmacovigilance personnel with specific knowledge of the product, and in accordance with all applicable laws and regulations. The Policy on compassionate use has been approved and signed by the members of the company's Top Management most closely involved in its implementation, along with the Chief Executive Officer. The document references the key reference legislation. This document is also available on the company intranet.

S4-4 ACTIONS

Recordati's commitment is seen in its desire to expand access to treatments, promote faster and more effective diagnoses, and collaborate on an ongoing basis with institutions, patient associations and healthcare professionals.

Several of the methods used by Recordati to promote and facilitate access to medicine and healthcare are described below, in relation to both the Rare Diseases Division and the Specialty & Primary Care Division.

- Developing innovative medicines for both existing and new markets[172].
- Remaining *"Focused on the Few"* and caring for the most vulnerable patients through the Rare Diseases Division.
- Through Patient Access Programmes, such as the Patient Assistance Program (PAP) and the Co-Pay Assistance Program (CAP).
- Supporting patient associations, caregivers, doctors and institutions to increase awareness, promote improved diagnosis, and expand the availability of treatments, especially for people with rare diseases.
- Continuing to provide high-quality and affordable products for a broad range of therapeutic areas, including low-and middle-income countries, through the Specialty & Primary Care division.
- Through donations of medicinal products to disadvantaged people who are unable to purchase medicines, or during times of humanitarian emergency[173].

Recordati Rare Diseases - *"Focused on the Few"*

The Group is dedicated to caring for the most vulnerable. *"Focused on the Few"* expresses Recordati's conviction that every single patient should have access to the best possible treatment.

Rare diseases can affect patients of any age, gender and ethnicity, and involve every category of medical specialisation. These are chronic, often fatal or severely debilitating diseases that have a huge impact on patients, their families and society. To treat these diseases, specialist medical products known as "orphan drugs" are developed. A disease is defined as rare when its prevalence, understood as the number of cases in a specific population, does not exceed a set threshold. In Europe, this threshold is 0.05% of the population, corresponding to 5 cases in every 10,000 people, while according to the US threshold, less than 200,000 people are affected by the condition in the entire population of the United States. Over 30 million people live with rare diseases in Europe alone. There are more than 7,000 known rare diseases, but today approved treatments exist for just 10% of these. The number of patients is so small that a rare disease is often not "adopted" by the pharmaceutical industry, hence the expression "orphan drug".

Due to the broad spectrum of existing diseases and the scarcity of available information, physicians may never examine a patient with a rare disease in their entire career. For this reason, there is always the risk that when a child is born with a rare disease, a correct diagnosis may not be made and timely treatment may not be provided. The limited number of patients and scarcity of relevant knowledge and expertise characterise rare diseases. In order to guarantee that the scarce knowledge and resources are made available, these are often shared through international cooperation channels. In order to provide assistance to persons affected by a rare disease and encourage pharmaceutical and biotechnology companies to invest in treatments for rare diseases, governments have introduced various legal and financial incentives.

The Recordati Group operates in the rare diseases segment worldwide through Recordati Rare Diseases, a series of dedicated companies that make its specialist pharmaceuticals for rare diseases available directly in Europe, the Middle East, the United States of America, Canada, Russia, Australia, Japan, China, Türkiye and North Africa, New Zealand, South Korea and some Latin American countries, as well as in several other countries through selected partners. Recordati Rare Diseases is a leading pharmaceutical company entirely devoted to the research, development and commercialisation of drugs for the treatment of rare diseases, with a portfolio of products dedicated to rare genetic metabolic disorders, rare oncology, hematologic and endocrine diseases.

The Group has developed a direct distribution and packaging system capable of efficiently providing very small quantities of specialised products to people all around the world very quickly. Recordati manages a GMP-certified site in Nanterre (Paris) that is entirely dedicated to packaging, storage and shipment of products for rare diseases to all countries.

172 See chapter "Research and Development Activities" for more details about research and development activities.

173 In 2025, total product donations amounted to approximately 940,000 euros (250,000 euros in 2024). Product donations are measured at market value. The amount of product donations is included in the total sum of donations shown in chapter "Support for local communities".

In the context of facilitating access to treatments, in 2025 Recordati Rare Diseases continued to support two programmes to provide assistance to patients eligible to receive support for the costs related to its products: the Patient Assistance Program (PAP) and the Co-Pay Assistance Program (CAP):

- Patient Assistance Program (PAP): this programme enables Recordati Rare Diseases to supply products to patients who have been prescribed with the medication by medical professionals, but do not have adequate medical insurance to cover the cost of the drug and are able to demonstrate financial need. A case-by-case assessment is carried out by a third party on behalf of Recordati Rare Diseases to substantiate eligibility and register patients in the programme
- Co-Pay Assistance Program (CAP): this support programme, available for certain products, is administered through a third party on behalf of Recordati Rare Diseases and provides financial support to insured patients for all or part of their financial responsibilities not covered by their insurance plan. In order to benefit from this assistance, patients must fulfil certain eligibility requirements and have a valid medical prescription for the product.

In 2025 these two programs have been active in the USA and China, and are focused on Endocrinology, Oncology, and Metabolic therapeutic areas.
During 2025, Recordati supported around 1,450 rare disease patients with Patient Assistance Program (PAP), Co-Pay Assistance Program (CAP) and similar programmes.

The Group incurred costs of over 49 million euros in 2025 for the Patient Assistance Program (PAP) and Co-Pay Assistance Program (CAP) in the USA and China (measured at market value) (34.6 million euros in 2024).

The activities carried out by Recordati Rare Diseases include support for patient associations, caregivers, doctors and institutions to increase awareness, promote improved diagnosis, and expand the availability of treatments, especially for people with rare diseases. Recordati's orphan drug specialists actively collaborate with the medical community to facilitate dialogue between hospitals with limited expertise in rare diseases and specialist medical centres able to diagnose and treat rare conditions in an appropriate manner.

RAISING AWARENESS OF RARE DISEASES

MAIN INITIATIVES

In 2025, medical education was a big focus for cold agglutinin disease (CAD), with the inauguration of the flagship global educational programme aCADemy focused on raising CAD awareness and expertise and sharing best practice amongst HCPs from across the globe. Recordati also participated in the sponsorship of the world's biggest haematology congress, the annual meeting of the Americal Society of Haematology (ASH), with an independent CME accredited educational symposium focused on three rare haematological diseases, CAD, iMCD and acute porphyria, offering HCPs the opportunity to enhance their knowledge for treating patients with these conditions.

During 2025, strengthening engagement with the global iMCD community remained a key priority for Recordati. The Group continued our close collaboration with the Castleman Disease Collaborative Network (CDCN), supporting both the Patient & Loved One Summit and the Physician & Researcher Annual Meeting at ASH, two cornerstone events that foster education, connection, and scientific exchange. In addition, Recordati hosted two Global Patient Forums in partnership with international patient communities, creating space for dialogue, shared learning, and capacity-building across the world. A key highlight of the year was the iMCD in Focus Masterclass in Barcelona, which brought together over 85 healthcare professionals from around the world. The meeting provided an interactive forum to discuss the latest evidence, share real-world experience, and align on best practices in iMCD management.

Recordati continued to have strong focus on helping physicians and patients with cystinosis: the Group organised the event Building Bridges in Cystinosis in in Birmingham (UK), bringing together clinicians and researchers to enhance collaboration and improve patient care. The meeting emphasised early diagnosis, multidisciplinary care, and patient empowerment. Recordati also funded the Ready Steady Go Hello (RSGH) European Cystinosis Roll Out project: an age appropriate digital programme that empowers children, young people, and their families living with long-term conditions such as cystinosis. Recordati's commitment to educating physicians on the best treatment choice for High Risk Neuro Blastoma is well represented by the execution of the first US Certified Independent Continuous Medical Education on High-Risk Neuroblastoma at the Advances in Neuroblastoma Research Meeting (ANR) held in Washington, May 2025.

Education for Endocrinologist was a key pillar for the Endo Franchise in 2025. On top of all activities pursued on a country level Recordati Rare Diseases contributed to major global congresses with symposia and CME accredited events.

- American Association Clinical Endocrinology (AACE)
- European Congress of Endocrinology (ESE)
- Endocrine Society Congress (ENDO)

In addition, two TRaining Academy for endoCrinology Excellence (TRACE) meetings with about 120 Endocrinologists from across the world were executed in Poland and Brazil. A common topic for all these events was the earlier identification of patients with Acromegaly and Cushing's disease across the entire severity spectrum.

This is done, for example, by promoting meetings with healthcare professionals, providing information to raise awareness, and actively participating in scientific conferences. Recordati also engages in collaboration with groups and associations to promote correct information for patients and sponsors awareness-raising days. In addition, the Recordati Rare Diseases Foundation was established to provide independent and unconditional support for training programmes aimed at the scientific community in the field of rare diseases. These high-level training courses are organised under the supervision of an external scientific committee.

In line with the defined targets, in 2025 the Group continued to work closely with rare disease communities by holding meetings with healthcare professionals (e.g. Cushing's Syndrome and acromegaly, acute intermittent porphyria and ocular manifestation of cystinosis), providing disease education to raise awareness (e.g. printed and digital brochures, websites and videos, but also through the Patient Advocacy Liaison programme for patients who are taking our products) and actively participating in scientific conferences.

The Group was also involved in various collaborations with groups and associations (such as the American Porphyria Foundation, HCU Network America and Castleman Disease Collaborative Network) to provide disease education to patients and sponsor awareness-raising days. It facilitated patient engagement using Smart Device Apps to facilitate information and awareness activities, as well as events dedicated to patients providing information and explanations about specific diseases.

In 2025, the total investment by Recordati Rare Diseases in awareness-raising initiatives, including those promoted by the Foundation, came to approximately 1.5 million euros (1.8 million euros in 2024)[174].

RECORDATI RARE DISEASES FONDATION D'ENTREPRISE

Working in the field of rare diseases entails a considerable responsibility towards patients and healthcare professionals, and this is a core commitment for Recordati. The Recordati Rare Diseases Foundation was established to provide independent and unconditional support for training programmes aimed at the scientific community in the field of rare diseases. These high-level training courses are organised under the supervision of an external scientific committee. The key aim is to share expertise in the diagnosis, management and treatment of rare diseases where individual knowledge is by its nature limited.

Each year, the Foundation's live events bring together doctors and scientists worldwide to exchange ideas and discuss the latest advances in the field. In 2025, the Recordati Rare Diseases Foundation continued to demonstrate its dedication to advancing medical education and improving patient outcomes. The Foundation organised three high-impact CME-accredited courses which addressed critical topics in rare disease diagnosis and management:

- Liver and combined liver-kidney transplantation for inherited metabolic disorders. In-depth exploration of transplantation techniques and management for inherited metabolic disorders, bringing together leading experts.
- Leukodystrophies: novel perspectives on treatments and disease monitoring. Focusing on leukodystrophies, with new insights into therapeutic approaches and monitoring strategies.
- Functioning neuroendocrine tumour syndromes: chemical, genetic, imaging evaluation and therapeutic management. This programme addressed the multidisciplinary management of functioning neuroendocrine tumours.

All events were delivered in person, facilitating dynamic interaction, networking and the sharing of clinical experiences. The Foundation's educational initiatives in 2025 reached a diverse audience, including adult and paediatric metabolic specialists, hepatologists, geneticists, neurologists, endocrinologists, biochemists, oncologists, and other healthcare professionals. These efforts not only reinforced the Foundation's role as a leader in rare disease education but also contributed to increased awareness, earlier diagnosis and improved care pathways for patients worldwide.

The Foundation's ongoing commitment to collaboration and innovation ensures it remains a valued partner to the scientific community, empowering healthcare professionals and advancing the field of rare diseases.

Recordati Rare Diseases Fondation d'entreprise

174 The amount is included in the total sum of donations shown in chapter "Support for local communities".

Initiatives by the Specialty & Primary Care Division

Recordati has a strong and proven heritage of supporting people living with a wide range of common illnesses that affect large populations every day - creating value for patients, payers and physicians across primary and specialty care with both prescription and self-medication treatments.

In 2025, Recordati launched several initiatives to improve patient care and education on prescription and OTC medicines. Some examples are given below:

- **"Health Caravans" Project**

In 2025 the "Health Caravans" project continued in Tunisia, aiming to provide access to specialist medical treatment in the most underserved rural areas of the country. The initiative involved a team of specialist doctors, including cardiologists and pulmonologists, with over 1,000 patient visits conducted. Access to healthcare remains a challenge in Tunisia, especially in rural areas. The health caravans are a further iteration of Recordati's commitment to reduce health inequality and provide equal access to treatments, with the goal of promoting wellbeing and improving quality of life for vulnerable communities. Based on the success of previous editions of the project, in 2026 the initiative will be rolled out to new areas of Tunisia in order to raise awareness on prevention and early diagnosis among an increasingly wider audience.

- **GO BEYOND (for men with prostate cancer)**

A prostate cancer diagnosis can leave many men unsure of what lies ahead and feeling disconnected from their sense of self. The journey beyond diagnosis often raises new questions - how to adapt and how to continue living life to the full after the disease?

GO BEYOND embodies Recordati's ongoing commitment to support men through this transition, offering clear guidance, practical tools and reassurance to help them get back their confidence and purpose. Over the past year, the programme has continued to develop, with materials now available in several countries and through international partners, adapted into a variety of practical resources containing exercise, nutrition and lifestyle advice for men with prostate cancer.

And GO BEYOND will continue to evolve. New elements, including online platforms and resources for the partners of men with prostate cancer, will further strengthen the support available in the years ahead. Patient support remains a core part of our mission, ensuring men and their families feel empowered and supported as they move forward with life beyond cancer.

- **Breaking the Taboo: Polish #IHadItToo educational initiative targeting younger generations**

With #IHadItToo, Recordati is committed to empowering young women with the knowledge and support they need to understand vaginal infections, recognise symptoms early and make informed treatment choices - while promoting overall well-being. In 2025, Recordati continued targeted initiatives to elevate education, normalise conversation and encourage confident, responsible self-care. #IHadItToo embodies Recordati's ongoing commitment to breaking the taboo and offering clear, practical guidance.

The programme provides accessible explanations of common causes, easy-to-follow symptom checklists and evidence-based treatment pathways - all designed to help young women feel informed and supported. Above all, it reinforces a simple truth: you are not alone. Vaginal infections are common, and there are effective ways to manage them. Don't hide it - just treat it.

S4-2 PROCESS FOR ENGAGING WITH PATIENTS ABOUT IMPACTS

Please refer to the previous paragraph for information on awareness-raising campaigns and support for patient associations, caregivers, doctors and institutions to increase understanding, improve diagnosis and expand treatment availability, especially for people with rare diseases. Please also see the information contained in the indicator discussed in the chapter "Research and Development Activities" and the section "Pharmacovigilance system" on channels for reporting safety concerns.

S4-5 TARGETS

Recordati believes that every single patient should have access to the best possible treatments, and the Group's strategy and Sustainability Plan also include targets on access to medicine and healthcare. The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each target in relation to the defined time frames (the result of monitoring). For further details on the Sustainability Plan, the definition process and future targets, please refer to paragraph "SBM-1 Strategy, business model and value chain".



PRODUCT QUALITY AND SAFETY

S4-1 POLICIES

In the Group Quality Manual, Recordati sets out the quality principles and management processes adopted to ensure maximum priority is afforded to product safety, effectiveness, availability and reliability, patient and consumer safety, the quality of data submitted as part of authorisation requests, and stakeholder interactions.
Each and every Recordati employee is charged with protecting and implementing these principles. As such, Recordati firmly believes in the validity of the principles set out in the Manual and plays an active role in raising employee awareness at all levels of the organisation to ensure that the policy is dispersed, understood and implemented.

As noted in the Quality Manual:

- All activities are conducted in compliance with the applicable regulations, codes and quality standards.
- Leaders are responsible for ensuring that procedures are adopted to adequately define the requirements for activities affecting product quality, product registration and/or the data that supports product quality and patient/consumer safety.
- Data integrity according to ALCOA++ principles is ensured throughout the product life cycle.
- An Integrated Risk Management System is adopted, aimed at ensuring that any risks associated with our products are duly identified, assessed, and minimised or eliminated.
- At Recordati, every team member makes a significant contribution to promoting and maintaining a quality-centric mentality. All employees and temporary personnel have the appropriate education, training, skills and experience to competently carry out their roles, in line with applicable legislation and Recordati's internal policies and procedures.
- Registrations, documentation and data are managed in compliance with applicable law.
- The Group pursues continuous improvement in all of its activities to ensure that its products and services command the greatest possible level of satisfaction and trust.
- The status of the quality management system is monitored on a regular basis and, when necessary, changes are made to maintain or improve the guarantee of quality.
- Quality KPIs are adopted to reflect the conformity of the governance of the Quality Systems, and the data are evaluated on a systematic basis in the Quality Management Review.

The Manual and the principles enshrined therein apply to all of the Group's plants. The document has been signed by the Group Quality Assurance Manager.
The Quality topic is also covered in the Group Code of Ethics, which includes also the principles related to suppliers.

S4-4 ACTIONS

In order to guarantee the highest possible levels of patient health and safety, the Group guarantees product quality and safety throughout the Recordati supply chain, from research and development of new products to the procurement of raw materials and packaging and the production, control and commercialisation of registered medicines.

During research and development phases, specific clinical studies are carried out in order to ensure the efficacy and safety of the products and monitor for the emergence of any possible harmful side effects. The results of these studies are assessed by national and supranational bodies before marketing authorisation of the medicines is issued in the respective countries.

Within the supply chain, the Group's suppliers are selected according to stringent assessment criteria and are periodically audited to confirm compliance with the applicable quality standards.

During manufacture at all Recordati facilities, all medicinal products are produced in accordance with the provisions of Good Manufacturing Practices (GMPs) in plants authorised by the relative local and non-European regulatory bodies. The Group's plants periodically undergo inspections and audits to ascertain compliance with current legislation and applicable procedures. Furthermore, all third-party production facilities used by Recordati are subject to periodic audits, verifying the existence of the necessary regulatory authorisations required and ascertaining that all manufacturing and control activities are conducted in compliance with GMPs.

Manufacturing processes at the Group's sites involves rigorous and complete preliminary controls of the batches of raw materials and packaging materials received. This occurs before their use in the established manufacturing and packaging processes. In almost all cases, these controls are conducted at the Quality Control laboratories located within the Group's plants. If external laboratories are used, these are selected and monitored according to the same rigorous procedure adopted by Recordati for third-party manufacturing facilities. In both cases, the Quality Control laboratories must be expressly authorised and certified to perform these control activities, with inspections performed by national and international regulatory agencies.

In order to guarantee the quality and safety of the products, each batch of medicines is subject to a preliminary quality control procedure prior to its release on the market, with the approval for distribution granted only in the event that the batches comply completely with the specifications authorised by the relevant Regulatory Authorities. The Group has launched a project to introduce an electronic global Laboratory Information Management System (LIMS) to simplify laboratory quality control processes, improve data management, and increase overall efficiency, with a view to further ensuring compliance with industry standards and legal requirements. The project involves the design, configuration and implementation of a custom-made LIMS solution developed to meet the specific requirements of the Group. The system will initially be trialled at one pilot site but has been designed to allow easy implementation at other sites.

Furthermore, all production processes are subject to preliminary validation procedures to confirm the capacity to supply medicines in a way that is reproducible over time, in line with the quality, safety and efficacy standards that form the basis for registration of the drug with the competent Authorities. Production and control procedures, as well as the validation of these processes, are guaranteed through the use of certified equipment subject to periodic recalibration. Specially and periodically trained personnel are responsible for manufacturing and control in accordance with applicable GMPs. These personnel operate in line with rigorous internal Standard Operating Procedures, with the goal of making every operation consistently reproducible and aligned with the defined standards.

As part of Recordati's goal to increase digitalisation and standardisation at Group level, a validated and standardised electronic management system was implemented in 2024 to manage its Standard Operating Procedures. Furthermore, in 2024 Recordati extended the implementation of an electronic Quality Management System (QMS), ensuring the harmonised management of potential deviations, complaints and corrective/preventive actions at the Group's production plants and in its Research and Development activities. In 2025, consolidation of the QMS at the production sites continued through the introduction of the same system for Audits and Change Control. This digitalisation process will coincide with the issuance of Group operating procedures, aimed at setting out the requirements for legal compliance and enabling the continuous improvement of the Pharmaceutical Quality System.

All personnel engaged in GMP activity receive training at least once a year on general or specific aspects of GMPs, in addition to periodic updates on the various procedures, with particular reference to procedures regarding the use of equipment, codes of conduct and safety protocol. An electronic system was also introduced in 2024 for the management, assignment and monitoring of "GxP" training, ensuring that training is promptly provided to all employees and duly recorded.

For the product commercialisation phase, the Recordati Group has implemented a system aimed at guaranteeing compliance with European, Russian, Turkish and US Directives on anticounterfeiting measures, as well as those of other countries with equivalent regulations in force, observing the measures expected by the respective Authorities with regard to product serialisation and aggregation, and for the use of quality seals on packaging, always in line with applicable local legislation. Furthermore, when handling any complaints made regarding its products, the Group investigates any possibility of counterfeiting in order to report any such instances to the Authorities.

As well as medicines, the Recordati Group also markets Medical Devices and Dietary Supplements. The quality systems that support the Group's activities related to production, where applicable, or marketing, comply with all applicable legislation. As regards medical devices, activities are conducted under the supervision of Notified Bodies, which require specific certification according to the provisions of the related European Regulation.

Finally, after the products have been sold, the Recordati Group operates a post-sale pharmacovigilance policy, enabling doctors, healthcare workers and patients to promptly notify the Group of any significant events or adverse reactions experienced during the use of Recordati products.

Several projects have been carried out to ensure that the Group's processes continue to increase the level of compliance with GMPs. One such project, the implementation of Integrated Quality software to manage documents, GMP training and quality events, has led to increased process efficiency and standardisation, as well as a reduction in the risks associated with these kinds of activities. The Group has invested approximately 1.7 million euros in total into this project, in addition to licence costs for use of the implemented systems, amounting to approximately 1.4 million euros in 2025 (approximately 1.3 million euros in 2024).

For several years, Recordati has implemented a project at all of the Group's production plants to assess and verify compliance with data integrity guidelines. The project is still ongoing. The results of the evaluations and analyses conducted at each site inform the necessary actions to be taken over the years, and the relative annual budgets are allocated. For 2025 145,000 euros were allocated, of which approximately 77,000 euros of expenditure for the various plants.

Audits and inspections

In order to ensure the quality and safety of its products and verify the compliance of its suppliers with applicable quality, environmental, health and safety regulations, the policies implemented by the Recordati Group include regular audits, as well as continuous inspections performed by the competent regulatory authorities and self-inspections within its own production plants.

Inspections and quality audits

The production plants of the Recordati Group are necessarily authorised to produce medicinal products by the respective local Authorities and as such are subject to periodic regulatory inspection. In addition to regulatory inspections, production plants are audited by the Group's clients or by accreditation bodies qualified to certify compliance with ISO international standards.

Within its own pharmaceutical plants, the Group is committed to maintaining a quality control system that fulfils all applicable national and international requirements, guidelines and standards for the production of finished pharmaceutical products. In particular, all of the manufacturing plants operate in line with GMPs (Good Manufacturing Practices) and are regularly audited through inspections conducted by the competent national and international authorities. The Quality Control departments are responsible for the control of procured raw materials and the finished products in accordance with the relative procedures, approved methods and the pharmacopoeial monographs.

In addition to the production facility monitoring system, the Authorities also conduct periodic inspections at the branches that operate as medicinal product distribution companies in their respective regions.

In 2025, approximately 110 inspections/audits (around 100 in 2024) were carried out at the Group's pharmaceutical production plants in order to assess product quality, safety and compliance with certification standards. Of these, 70% were internal audits and self-inspections carried out by the Group, while 30% were carried out by the competent authorities (e.g. Ministries of Health, regulators, certification bodies) and third-party companies that receive Recordati products.

In 2025, the pharmaceutical plants underwent inspections by regulatory bodies in order to renew and grant the relevant authorisations to manufacture and/or distribute medicinal products. Of particular interest in this regard are those that were performed:

- By the French authority, ANSM, at the Saint Victor production site, in order to renew the relevant periodic GMP authorisation
- By the Russian authority at the Saint Victor production site, for renewal of the respective GMP authorisations for the specific region
- By the European authority, the EMA, for authorisation of the Turkish production site for the production of capsules for the European market
- By the Spanish authority, AEMPS, for the Utebo production site, in order to renew the relevant periodic GMP authorisation.

The Group also received supervisory inspections for activities regarding the manufacture and/or distribution of medical devices. In particular, inspections were conducted by Eurofins and ICIM at the Milan site. All of the inspections resulted in renewal of the existing authorisations.

As regards the inspections at the Group's two chemical-pharmaceutical plants, in 2025 approximately 90 audits/inspections were carried out (around 60 in 2024). Of these, approximately 80% were internal (mainly involving Safety, Quality and the application of specific procedures) and approximately 20% were performed by clients (mainly regarding quality/GMP compliance of the manufacturing processes of APIs), certification bodies on the environmental management system, and regulatory and control authorities regarding quality, environment, health and safety, and suppliers.

Supplier audits

One of the main control measures implemented in the supply chain are the audits carried out by the Group at third-party companies which produce medicines, medical devices and dietary supplements, as well as suppliers of APIs, excipients, packaging and services. In addition to assessments at the supplier approval stage, use of suppliers is also dependent on the ongoing quality monitoring of all supplies in order to constantly verify the level of quality and compliance with agreed specifications. The monitoring activities reduce the risk for the company by ensuring that suppliers constantly respect the quality standards and agreed specifications, guaranteeing product safety for patients and preventing any non-conformities with regard to quality.

As regards the audits conducted by the pharmaceutical division, in line with the Group's procedures, all suppliers, particularly those supplying raw materials (e.g. active substances, excipients), packaging materials and services, are subject to periodic audits as defined by a risk assessment. In fact, in 2025 the plants of the pharmaceutical division of the Recordati Group conducted approximately 115 supplier audits (around 135 in 2024), of which 39% on suppliers of raw materials (APIs and excipients), 24% on third-party manufacturers, 13% on suppliers of packaging materials, 11% on laboratories and calibration companies, 10% on logistics services providers and the remaining 3% on other suppliers.

As regards supplier audits conducted by the chemical-pharmaceutical division, in 2025 a total of 13 audits (3 in 2024) were conducted, mainly on suppliers of raw materials and services.

Anti-counterfeiting

Recordati operates in compliance with anti-counterfeiting legislation and takes the necessary steps to allow the unique identification of medicinal products, as required by the law regarding serialisation in pharmaceutical manufacturing.
In line with European standards, the Group launched the widely anticipated adjustment project which guaranteed, from 2019, the full compliance of all prescription medicine packs with the safety requirements.
The medicinal products are produced at the Group's plants and by qualified third parties according to the same standards, and all warehouses involved in the management of serialised medicinal products are informed and integrated into the authenticity verification systems, actively collaborating in the management of any reports. Compliance with legislation is monitored through regular audits.

Similar anti-counterfeiting systems are already operational in many non-European countries where Recordati operates (including Türkiye, China, USA, Korea, Russia, Uzbekistan, Kazakhstan, Bahrain, UAE, Kuwait and Saudi Arabia), while new implementation projects are planned from 2026 onwards in additional markets that are introducing similar safety requirements (including Azerbaijan, Jordan, Egypt, Armenia, Ethiopia, Sri Lanka and Switzerland).

S4-2 PROCESS FOR ENGAGING WITH PATIENTS ABOUT IMPACTS

Please refer to the paragraph on "Pharmacovigilance system" for information on the channels for reporting Safety concerns.

S4-3 PROCESSES TO REMEDIATE NEGATIVE IMPACTS AND REPORTING CHANNELS

The Recordati Group operates in full compliance with legislation and regulations in various fields thanks to dedicated and qualified personnel. As indicated in the Code of Ethics, compliance of all conduct with applicable legislation and ethical regulations is a mandatory prerequisite for Recordati and its collaborators in every country in which it operates.

Key figures in the Group active in this regard include the managers of the Pharmacovigilance Department, the Scientific Department, the Clinical and Manufacturing Quality Assurance Departments and the Regulatory Affairs Department, as well as the Qualified Person, the Health, Safety and Environment Manager and the Compliance Officer. Activities aimed at ensuring compliance with legislation and regulations are undertaken in line with international best practices and are constantly examined during inspections conducted by commercial partners, authorities and certification bodies.
In this regard, the Recordati Group complies with the regulations issued by industry certification bodies and has achieved the GMP (Good Manufacturing Practices) certification for product quality and safety, issued by the relevant national and foreign authorities for all plants. The Campoverde di Aprilia site is also regularly inspected by the Italian Medicines Agency for production authorisation purposes and is authorised for export by the US Food and Drug Administration, the Brazilian Agência Nacional de Vigilância Sanitária, the Korean Food and Drug Administration and the Japanese Ministry of Health.

Complaints received from the market are managed by the Quality system in accordance with applicable legislation, ensuring that such reports are promptly recorded, evaluated and investigated. Where necessary, Recordati applies specific operating procedures to quickly and effectively recall its products. In 2025, no severe problems or incidents related to patients were reported[175].

175 The low number of recalls was not correlated to patient health and they were promptly managed according to Recordati procedures.

Pharmacovigilance System

Monitoring the safety of medicines is essential to ensure the effective used of the drugs and to provide high-quality medical care. In compliance with national and international laws and regulations on pharmacovigilance, Recordati has adopted an appropriate pharmacovigilance system aimed at ensuring the correct and timely evaluation of its products, both original and under licence, with particular attention given to the risk-benefit ratio.

Patient safety is a fundamental value for Recordati and is guaranteed by the pharmacovigilance system which, through the Group's quality system, operates in accordance with applicable legislation and the Good Vigilance Practice (GVP) guidelines.

In all countries in which Recordati operates directly through its affiliates, it ensures implementation of adequate measures to guarantee product safety through the creation and sharing of corporate procedural documentation, applicable to the entire Group. For all countries in which Recordati does not have direct operations (including developing countries or those with less stringent local laws), meanwhile, the safety of Recordati products is in any case ensured through the definition of specific pharmacovigilance agreements with selected local partners. These agreements detail all activities to be conducted and the corresponding time frames and methods, all in compliance with Recordati procedures and regulatory requirements.

The pharmacovigilance system and its quality system establish specific responsibilities and procedures for the performance of activities, which apply at Group level in accordance with local and EU legislation. All of Recordati's processes that apply to the pharmacovigilance system are reviewed by the Senior Director Group Quality Assurance R&D and approved by the Qualified Person for Pharmacovigilance (QPPV), who is responsible for ensuring that the company's pharmacovigilance system complies with the applicable legislation. The QPPV oversees the collection, assessment and communication of product safety data, ensuring that any adverse reactions are promptly reported to the competent authorities.

Monitoring of the Pharmacovigilance System

Recordati's pharmacovigilance system is subject to continuous monitoring through internal audits, audits by commercial partners and inspections by the regulatory authorities. In addition, partners' observance of the existing agreements, as well as of local and EU legislation, is subject to monitoring through audits of the commercial partners.

Close safety profile monitoring applies to the entire product life cycle (from clinical trials to commercialisation) of all of the Recordati Group's drugs at a global level. The Group collects and evaluates all information relating to adverse events involving its drugs, monitors their benefit/risk profiles and assesses/discusses them during specific Safety Committee meetings. The relevant information is promptly communicated to the competent authorities in accordance with current legislation. The collection of reports of possible adverse reactions made by patients and physicians is an essential element of the safety analysis.

All company personnel must be aware of the concept of pharmacovigilance and of the steps to take should they become aware of an adverse reaction following the use of a Group pharmaceutical product. On this basis, when joining the company, all new employees receive dedicated training and all employees are required to take an annual refresher course.



Furthermore, pharmacovigilance personnel are updated on pharmacovigilance obligations through participation in internal and external training courses.

The pharmacovigilance system collects information on all suspected adverse drug reactions (ADRs), adverse events (AEs) and special situations associated with authorised medicinal products, originating from both spontaneous and non-spontaneous sources, within the countries under its jurisdiction.

Safety concerns may be reported via various channels, including:

- Telephone calls received by the Recordati call centre or any other call centre accessible to external users
- Product quality complaints (PQCs) received by the Quality Assurance department
- Medical enquiries (ME) received by the Medical Information department
- Legal actions received by the Legal department
- Digital communication channels under the supervision of the digital communications manager
- Communications received via the Recordati website
- Email and fax from any user
- Organised data collection systems, including
  - Market research (MR), Patient Support Programmes
  - Clinical trials: Interventional/non-interventional clinical trials.

In accordance with the applicable legislation, the package leaflets always contain information on how to report any adverse reactions.

S4-5 TARGETS

The Sustainability Plan also includes quality targets. The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each target in relation to the defined time frames (the result of monitoring). For further details on the Sustainability Plan, the definition process and future targets, please refer to paragraph "SBM-1 Strategy, business model and value chain".

RESPONSIBLE MARKETING

S4-1 POLICIES

As set out by the Group Code of Ethics, Recordati seeks to enable doctors and healthcare operators to offer their patients the best possible therapeutic care, providing them with complete, accurate and truthful information in accordance with the applicable legislation on the promotion of medicinal products. At Recordati regulations on advertising products to the public are rigorously applied, adopting a simple, clear, and complete approach to communication and refraining from any improper and/or misleading practices. For more details on the Code of Ethics, please refer to the chapter on "Business conduct".

In February 2025 the Group issued the Promotional and Non-Promotional Activities Policy. Recordati is committed to providing truthful and non-misleading information about its products and the related diseases, enabling healthcare professionals to make autonomous decisions without being subject to undue pressure or inappropriate influence. The Promotional and Non-Promotional Activities Policy establishes clear guidelines for the management of such activities, ensuring compliance with legal, regulatory and ethical standards, and fostering transparency and trust among healthcare professionals, patients and external parties.

The Policy has been approved and signed by the members of the company's Top Management most closely involved in its implementation, along with the Chief Executive Officer, and is available on the company intranet.

The policy applies to all Recordati Group companies.
In order to support the understanding and effective implementation of the rules described in the aforementioned Policy, an online training course was developed and issued, available in 19 languages, aimed at all Recordati Group employees who are potentially involved in promotional or non-promotional activities with doctors and the scientific community.

S4-4 ACTIONS

Relationships with the medical community, healthcare operators (pharmacists, nursing staff, or other healthcare workers in public and private healthcare structures), scientific societies, and medical associations must be handled in a transparent and traceable manner, in full observance of the applicable laws and rules of conduct set out by the professional codes of national industry associations.
All information and promotion activities regarding drugs promoted by the Group Companies are regulated by internal procedures and with assigned personnel (Scientific and Regulatory Affairs Departments) who are responsible for ensuring compliance with supra-national and national legislation and are aligned with the national codes of conduct of the relative industry associations.
In particular, these company procedures regulate medical and scientific information activities and relations with the medical community and healthcare facilities. In addition to the aforementioned Promotional and Non-promotional Activities Policy, the procedures adopted by all Group Companies are particularly important, with the major ones regarding the sponsorship and organisation of conventions and training events, the contribution of professional medical consultancy services, the distribution of information and promotional materials and free samples, and the disbursement of donations and other grants to scientific companies and healthcare facilities.
The Group's medical and scientific information procedures explicitly specify the applicable legislative provisions and the obligations contained in the professional codes of conduct applicable in the various countries in which the Group operates. Furthermore, the procedures are aligned with the content of the Group's Anti-bribery Manual and contain the necessary internal organisational and authorisation provisions. Finally, all procedures comply with the principles of control and transparency, correct separation of functions and traceability in decision-making processes.
Recordati has commercial relationships with both private customers and with customers in Public Administration. Private customers include, for example, distributors, wholesalers, pharmacies, and the large-scale retail trade. Customers in Public Administration include, for example, hospitals, care homes, and public pharmacies. All commercial relationships with our customers are based on fairness, honesty and mutual respect and always comply with the current regulations in the markets where Recordati operates. Within these relationships Recordati guarantees full and correct fulfilment of contracts and provides high-value products and services in terms of quality and safety. In terms of our commercial relationships with customers in Public Administration, in addition to respecting the aforementioned principles, the Group also guarantees correct fulfilment of all obligations related to participation in tenders organised by Public Bodies.
The correct application of the procedures and the compliance of the marketing activities conducted by Group Companies are periodically subject to specific internal audits in the context of the audit plan approved by the Parent Group. Moreover, the Group Companies, which are members of industry associations, submit their marketing and scientific-information procedures and activities for independent assessment and annual certification. In 2025, audits were conducted, for example, on promotional activities, the distribution of free samples, scientific consultancy by healthcare professionals and other processes pertaining to marketing and medical/scientific information activities.
The Group's Medical Representatives receive constant training on regulations regarding drug advertising and the provision of information in compliance with local legislation, and specific training on ethics and anti-bribery topics in the context of the company's training plans.
The activities described above help to ensure the effective adoption of conduct necessary to ensure compliance with regulatory requirements, while also reducing the company's risk of non-compliance.

S4-2 PROCESS FOR ENGAGING WITH PATIENTS ABOUT IMPACTS

No specific patient engagement activities on responsible marketing are planned.

S4-5 TARGETS

In line with the Sustainability Plan, the Group aims to publish the new Group Code of Ethics and to launch a training programme, with the aim of training at least 90% of employees by 2026. The Code of Ethics also includes aspects related to responsible marketing. For further details on the Sustainability Plan, the definition process and future targets, please refer to paragraph "SBM-1 Strategy, business model and value chain".

SUPPORT FOR LOCAL COMMUNITIES (ENTITY SPECIFIC)

SBM-3 MATERIAL IMPACTS, RISKS AND OPPORTUNITIES AND THEIR INTERACTION WITH STRATEGY AND BUSINESS MODEL

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
ENTITY SPECIFIC						
Support for local communities	Support for local communities can encourage local development, strengthen relationships with stakeholders and have a positive impact on development in areas in which Recordati operates.	Positive actual impact		•		Short-term

Contribution to the well-being of society and allocation of part of our resources to acts of solidarity are considered an integral part of Recordati's operating approach. As a matter of fact, support for communities is an enabling factor for sustainable growth, to strengthen the areas in which the Group operates, and to enhance the company's role as a responsible and integrated player in our social and economic context.

Support for society may even encourage local development, consolidate relationships with key stakeholders and generate a positive and long-term impact on the prosperity and well-being of the areas in which the Group operates.

In this context, Recordati promotes initiatives to support medical-scientific organisations and patients through the relevant associations and social projects to aid the sections of the population most at need, including in the context of emergencies and humanitarian crises.

For more information on the process adopted to identify positive impacts on communities and the relative dialogue mechanisms, see paragraphs "IRO-1 Description of processes to identify and assess material impacts, risks and opportunities" and "SBM-2 Interests and views of stakeholders" respectively.

MDR-P POLICIES

The Recordati Group has established a Donations Policy to regulate donations made by the company, understood as any monetary or other contributions aimed at supporting an organisation working in the interests of the community or improving the quality and availability of healthcare without receiving anything in return.
The Policy applies to all personnel of the Recordati Group and establishes the principles that every Group Company is required to observe in the management of donations, governing the related organisational, authorisation and procedural aspects.

The goal of the Policy is to define the types of donations permitted, identify possible recipients, clarify the goals and causes to which donations may be allocated and set out what is permitted and what is not. Donations must strictly comply with applicable laws, regulations and standards, and particular attention must be taken in all cases in which donations are provided, directly or indirectly, to organisations that may purchase, prescribe or recommend Recordati products.

The document contains a detailed description of the process to follow, from the donation or contribution request, through to due diligence, internal approval and, finally, definitive authorisation of the donation.

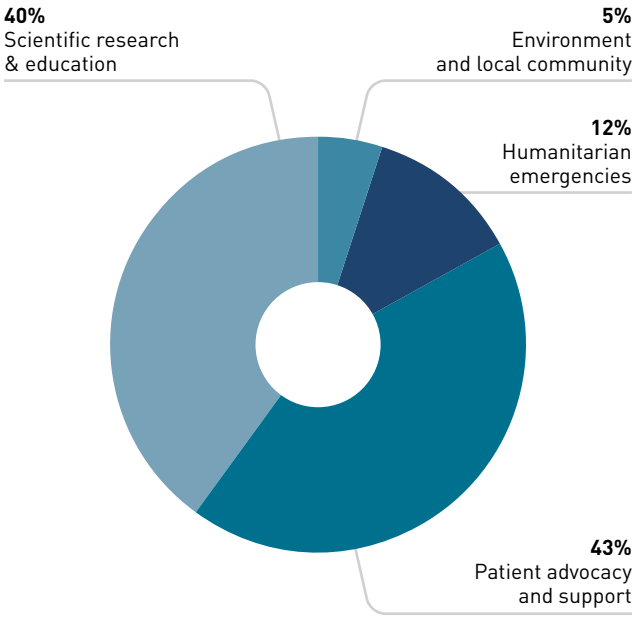
The Document refers to the guidelines already provided in other Group documents, including the Code of Ethics, Anti-Corruption Manual, Policy on the Compassionate Use of Medicinal Products and the Policy on Management of Transfers of Value.
The Policy has been approved and signed by the members of the company's Top Management most closely involved in its implementation, along with the Chief Executive Officer, and is available on the company intranet in order to ensure that all employees can easily access information and consult the established guidelines.

MDR-A ACTIONS

In line with the Group Donation Policy and commitments made in the Sustainability Plan, in 2025 the Recordati Group made donations totalling around 3.2 million euros (2.7 million euros in 2024)[176], in the form of both monetary and product donations. The Group primarily offers support in the context of humanitarian emergencies (such as support for Ukraine), patient support, scientific research & education and environmental and local community initiatives. In the area of support for patients, scientific research and education, work on the treatment of rare diseases is of particular importance. This includes information and awareness initiatives, support for patient associations and scientific events.

176 This figure includes monetary donations and product donations measured at market value. The data also includes awareness-raising activities, support for patient associations and scientific events.

Recordati Group donations by category



In 2025, in addition to donations (monetary and product), many initiatives were run supporting local communities in which the Group operates, through the direct participation of employees in social initiatives.

For example, Recordati employees at the subsidiaries in Denmark and Sweden took part in initiatives to support their local communities. The Danish team visited the "Christmas Stamp Foundation" (Julemærkehjemmet), a charity that funds shelter homes for children with social difficulties. In Sweden, on the other hand, employees backed two organisations committed to the fight against poverty and social exclusion. In particular, some employees took part in a "social supermarket", which reduces food waste by selling "waste" stock products that are still perfectly fit for consumption, at the same time supporting people in economic hardship through professional training and job opportunities. Other employees instead helped to sift through, price and package donated items on behalf of Stadsmissionen, a no-profit organisation that supports people experiencing homelessness, poverty and social exclusion.

Recordati employees across the world also took part in nature and environmental initiatives: in Spain, they went on an educational walk in the Pyrenees to discover and promote its local fauna; in Finland, they helped to build bird feeders and houses, for the benefit of local biodiversity.

As they do every year, various branches participated in charity runs to raise funds and awareness within the community of different issues. For example, in June, 45 employees took part in the Night Company Run in Warsaw. Together they ran 5 km (3.1 mi) to support the Everest Foundation, helping to fund treatments and rehabilitation for children in need of medical care. Employees also showed their passion for sport at the Polish Mountain Bike Championship for Pharmacists in Bronisławów, completing a 17-km route, in addition to other events such as the Cardio Race and the Strawoman run-walk in Italy.

MDR-T TARGETS

Recordati aims to continue supporting communities through monetary and/product donations and other initiatives in 2026 (including employee volunteer activities). The initiatives and amounts donated will be defined during the year on the basis of the projects identified by the Group and local branches, and in accordance with the principles established in the Donations Policy and Group procedures.

Recordati effectively monitors policies and actions regarding local communities through regular analysis of initiatives launched. This is done through dialogue with charity organisations and associations, in order to evaluate the outcomes of the various initiatives run during the year.

The targets, which can be qualitative and quantitative in nature, are measured and reported on by the Group each year, specifying the state of achievement of each target in relation to the defined time frames (the result of monitoring). For further details on the Sustainability Plan, the definition process and future targets, please refer to paragraph "SBM-1 Strategy, business model and value chain".



CONSOLIDATED SUSTAINABILITY STATEMENT

GOVERNANCE INFORMATION

BUSINESS CONDUCT

ESRS 2 IRO-1 G1 DESCRIPTION OF THE PROCESSES TO IDENTIFY AND ASSESS MATERIAL IMPACTS, RISKS AND OPPORTUNITIES

ESRS Sub-topic Sub-sub-topic	IRO description	IRO type	Value chain			Time horizon
			Up-stream	Own operations	Down-stream	Short-term, medium-term, long-term
BUSINESS CONDUCT						
Corporate culture **Protection of whistleblowers** **Corruption and bribery**	Potential cases of corruption and illicit conduct with possible negative economic repercussions on markets and stakeholders.	Negative potential impact		•	•	Short-term
	Compliance risk due to potential unlawful activities carried out by employees and/or third parties, in the interest or to the benefit of the company, including in relation to public administration, which could result in fines and penalties, as well as reputational damage.	Risk	•	•	•	Short-term
Management of relationships with suppliers	Dissemination of environmental and social sustainability principles thanks to the monitoring and involvement of suppliers contributes positively to the promotion of ESG aspects along the value chain.	Positive actual impact	•	•		Medium-term
Privacy (S1, S2, S4)	Potential loss of sensitive and personal data of employees, suppliers, patients and any other third parties managed by Recordati may have a negative impact on stakeholders.	Negative potential impact	•	•		Short-term
	Compliance risk - possible non - compliance to international and national legislation related to privacy and data protection that may lead to fines and penalties and to reputational damage	Risk	•	•		Short-term

As described in paragraph "IRO-1 Description of the processes to identify and assess material impacts, risks and opportunities", the risks and impacts associated with business conduct identified by the Group refer to potential instances of corruption or unlawful conduct. Supplier management, and specifically the promotion of ethical, social and environmental principles along the supply chain, is another impact that has been identified. Lastly, the Group recognises that employees, workers in the value chain and patients may be exposed to a negative impact generated by potential privacy violations. In the same way, the Group could be exposed to a risk of non-compliance if these aspects are not managed correctly. Management of this topic in terms of policies, actions and targets is described in the following sections.

The process to identify the material impacts and risks associated with business conduct considered the activities and the relations Recordati has with stakeholders, as well as the legal and regulatory obligations linked to the specific nature of the Group's business.

ESRS 2 GOV-1 THE ROLE OF ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

See paragraph "GOV 1 The role of the administrative, management and supervisory bodies".

G1-1 CORPORATE CULTURE AND BUSINESS CONDUCT POLICIES

The Recordati Group is committed to conducting its business ethically, transparently and honestly in all the countries where it operates, respecting the applicable laws, professional codes of conduct, the Code of Ethics, the Anti-Bribery Manual and the Organisational, Management and Control Models, as well as internal procedures. The Group upholds that ethics and integrity

are fundamental principles, rejects any violation of the law and is committed to adopting a zero-tolerance policy towards corruption. Wherever it does business, the Group aims to ensure the highest ethical and compliance standards and to contribute to the well-being of all stakeholders.
The Recordati Group's Compliance programme is structured as a set of internal codes of conduct, documents, policies and procedures, such as organisational, management and control models where required by local legislation (such as Legislative Decree 231/2001 in Italy or Ley Orgánica 5/2010 in Spain), the Code of Ethics and the Anti-Bribery Model, which establish the responsibilities, principles and practices to be adopted in the performance of activities. This programme applies to all Group companies and employees and, to the extent of their responsibilities, other stakeholders, such as collaborators and suppliers.
The Group monitors and constantly updates these documents, also taking into account changes to regulations and the leading national and international guidelines and best practices.

Furthermore, as stipulated in the Code of Ethics and the Anti-Bribery Manual, the Group promotes the delivery of periodic training courses to ensure that the principles contained in the documents are fully understood and effectively adopted. The training and awareness programmes are fundamental to promoting a culture of compliance and, in particular, to optimising understanding and awareness of anti-corruption laws and regulations. Participation in these courses is also extended to certain external parties (for example, agents and contractors) who, although not direct employees, operate in the name of and on behalf of the Group on an ongoing basis.

It is important to note that participation in training programmes and successful completion of the related comprehension tests are one of the indicators used by the Group to monitor and evaluate its business culture. The business culture is also constantly evaluated through a structured series of other qualitative and quantitative indicators. The indicators include but are not limited to the number and type of reports received through the whistleblowing channels accessible to all stakeholders; the results of monitoring and audit activities concerning compliance with company regulations and standards; investments made to strengthen and consolidate the Compliance Department.

Furthermore, as stated in the Code of Ethics, commercial relationships with third parties (suppliers, consultants, partners) are founded on respect for the principles of fairness, professionalism, efficiency, loyalty, transparency and equal opportunities. The Group establishes written agreements with specific clauses outlining the responsibilities of each party and requires that the principles of the Code of Ethics and Supplier Code of Conduct be respected. The Group only works with honourable, trustworthy people and businesses with good reputations, after performing checks on the information available on them. Furthermore, Recordati requires suppliers to accept the Code of Ethics and the Supplier Code of Conduct in the supplier qualification phase and reserves the right to terminate the contractual relationship in the event of conduct that is incompatible with the principles expressed in these documents.

The Recordati Group Code of Ethics

The Code of Ethics establishes the fundamental principles of Recordati that guide and support the Group in its operations and relationships with stakeholders, both internal and external. It sets out the responsibilities of all recipients and includes indications on:

- How the business is managed, including guidance on: ethical and lawful conduct; product quality and safeguarding health; commitment to environmental protection and sustainable development; conflicts of interest and protecting the company's assets; accounting transparency, confidentiality of information, personal data and social media
- People and the workplace, including indications regarding: protecting people, equity, equality and protection of human rights: health and safety in the workplace
- Relationships with our stakeholders.

The Code includes a detailed description of expected conduct and the Group's commitment to each of the above topics.
The Code is adopted by all Group Companies and applies to all employees, associates, directors, members of company bodies, commercial partners and other third parties with which the Group collaborates, including consultants, intermediaries, agents and contractors, clearly defining the Company's expectations in terms of ethical standards and standards of conduct. This document, therefore, serves as a reference for all Recordati stakeholders and represents the Group's commitment to conducting its business and managing both internal and external relationships in an ethical and sustainable manner.
The Group Code of Ethics is approved by the Board of Directors of Recordati S.p.A and adopted by all Group companies. The Board of Directors of Recordati S.p.A is ultimately responsible for the implementation of the Code of Ethics.
This Code has been inspired by the main standards and guidelines for corporate governance, human rights and the environment, such as the United Nations' Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, the decent work standards set out in ILO (International Labour Organisation) conventions, the OECD (Organisation for Economic Cooperation and Development) Guidelines for multinational enterprises, and national and supra-national Anti-Bribery legislation (e.g.: the OECD Anti-Bribery Convention, Italian Legislative Decree 231/2001, the Foreign Corrupt Practices Act, the Bribery Act, Loi Sapin 2, Ley Orgánica, etc.), as well as ISO 14001 standards on the environment.
Additionally, the principles and guidelines contained in the Code are further detailed in numerous other company documents. These documents help all recipients of the Code to put its principles into practice in their daily work. These additional documents include, for example, the Group's Anti-Bribery Manual; the Supplier Code of Conduct; national organisational, management and control models and local compliance procedures; privacy management models; the product quality and clinical research management system; the Group's policies on the main corporate processes and its policies on the environment and safety in the workplace, as well as the relevant local procedures; local and Group accounting manuals; and the administrative and technical procedures which govern business activities in detail.

The Code of Ethics, adopted by all Group Companies, is published on the Recordati Group website and Intranet in order to guarantee widespread availability and access, and its distribution within the Group has been carried out with involvement of the General Managers of all Group Companies. It has been translated and made available in Italian, English, French, Turkish, Russian, Spanish, Portuguese, Polish, Czech, German, Japanese and Chinese.

In 2025 the Group's Code of Ethics was updated to include the new values, among other changes. The new version is currently at the review and approval stage, with publication expected in 2026. At the same time, the new dedicated training programme is being updated and will be launched in 2026. For information on training delivered in 2025 on the Code of Ethics, please refer to the training paragraph in paragraph "G1-3 Prevention and detection of corruption and bribery".

Recordati's reporting channels

The Code of Ethics and all Group policies define how to report violations (whistleblowing) and provide information on how these reports are managed.
The whistleblowing channels can be accessed and used by all of the Group's stakeholders, whether internal or external. To this end, the Group's whistleblowing portal is hosted on the Recordati Group website. Reports may also be submitted by email or post. Reports may concern violations of the Code of Ethics, the Anti-Bribery Manual, company policies or applicable laws, corruption or bribery, harassment, bullying, mobbing, etc. Recordati is committed to taking responsibility for all the reports it receives and to respond to them, in accordance with the relevant legislation, guaranteeing maximum confidentiality in their management and the anonymity of the whistleblower, without prejudice to legal obligations and protection of the rights of persons accused maliciously or in bad faith. The Group has adopted various complementary and synergistic measures to protect whistleblowers. It should be noted that the existing whistleblowing channels may also be used anonymously. In this regard, appropriate communication mechanisms have been established between whistleblowers and the business units responsible for handling reports. These mechanisms are also available in the event of anonymous reports. Other protection mechanisms adopted include but are not limited to: measures to ensure the person named in the report is not included on any investigative board, measures to guarantee the confidentiality of the whistleblower, and the implementation of appropriate segregation measures. All ethics and compliance training courses delivered by the Group include a specific section on the reporting channels that may be used in the event of violations to company regulations or any other conduct incompatible with internal regulations.
The reports are received by the Internal Audit business unit which has the necessary investigative skills and experience. Furthermore, when conducting its preliminary enquiries and investigations, it may also request support from other relevant business units, such as Legal & Compliance.
These mechanisms for protecting whistleblowers, together with the mechanisms for receiving and handling reports, the company coordination mechanisms (including with the Supervisory Bodies established pursuant to Italian Legislative Decree 231/2001 or Ley Orgánica 5/2010) and the mechanisms for conducting investigations, are set out in a specific Group Policy on Whistleblowing, which applies globally, is subject to periodic review, and guarantees that reports are promptly and meticulous analysed, investigated and addressed.

Under this Policy, investigations are conducted by the Internal Audit business unit which reports directly to the Chairperson of the Group, and whose independence is therefore guaranteed by its organisational position. To further strengthen the independence and objectivity of the investigations, the above policy also provides for the creation of a Whistleblowing Committee, as well as the involvement of the Supervisory Body in cases where the alleged violation falls under the scope of Italian Legislative Decree 231/2001 or Ley Orgánica 5/2010.
Additionally, Recordati expressly prohibits any type of retaliation against anyone lodging a report in good faith. Recordati is committed to creating a collaborative work environment, where the dignity of every person is respected and everyone can feel at ease in reporting any violations of the law, the Code or Company policies.

The Anti-Bribery Model of the Recordati Group

The Recordati Group is deeply committed to conducting its business in line with the principles of transparency, honesty and ethics in all of the countries in which it operates, and rejects all forms of corruption. To this end, since 2009, the Group has conducted an assessment of its internal control systems in line with international and supra-national anti-bribery (or anti-corruption) legislation in the countries where the Group has branches and has developed a Group Anti-Bribery programme and Manual that involves both the personnel of the Parent Company and branch personnel.
The anti-bribery programme, contained in the respective Manual, consists of four main phases:

1. assessment of local and national legislation
2. assessment of local systems, procedures and models to safeguard against corruption
3. analysis of existing risks and controls to identify any residual risks
4. updating of the Group's Anti-Bribery Manual.

The Anti-Bribery Manual applies to all of the Group's operations without exception, and is subject to periodic review. The manual will be updated in 2026. The Group Compliance Department is in charge of anti-corruption governance, and is supported by the activities carried out by the Internal Audit Department.
The subsidiaries' General Managers are responsible for the anti-corruption governance at a country level and are supported by Local or Regional Compliance Officers.
Currently, the Group Anti-Bribery Manual contains 16 business areas potentially exposed to the risk of corruption, for which specific principles of conduct have been formulated to avoid corruption. The 16 areas are research and development, production, relations with the medical community and healthcare facilities, regulatory activities, transactions with public authorities, consultancy, medical samples, courses and conferences, promotional material, contributions and donations, financial transactions, human resources and relations with politicians or political parties and procurement management, interaction with the public administration and management of entertainment expenses.

The Group Anti-Bribery Manual, translated and distributed in English, French, Turkish, Russian, Spanish, Portuguese, Polish, Czech, German, Chinese and Italian, was published on the Recordati Group Intranet and website to guarantee widespread availability and access, and its distribution within the Group was carried out with the involvement of the General Managers of all Group Companies.

As noted in the Anti-Bribery Manual, the Group Internal Audit Department is responsible for conducting periodic audits in order to ascertain whether the measures adopted to combat the risks of corruption and bribery are adequately designed and effectively implemented. Moreover, these audits aim to assess the reports received of any alleged non-compliance. The end goal is to ensure that the anti-corruption laws and provisions in force and described in the Anti-Bribery Manual are observed and effectively implemented. Moreover, as described above, the procedures adopted by the Group prevent any persons involved in an investigation from participating in it. They also establish mechanisms for reporting to senior management, including the CEO, Chairperson, and the Supervisory Bodies established where present.
In addition to the Code of Ethics and the Anti-Bribery Manual, all relevant policies, including the whistleblowing policy, have been made available on the company intranet. Finally, as described in the section on training below, all company personnel take part in a periodic training programme that includes specific courses on the Code of Ethics, the Anti-Bribery Manual and the organisational, management and control models, as well as on dealing with ethics and compliance dilemmas that may arise during their professional activities.
Training and refresher courses are also delivered to members of the Group's administrative, management and supervisory bodies.
Please refer to the training paragraph in paragraph "G1-3 Prevention and detection of corruption or bribery" for further details regarding training on business conduct.

G1-3 PREVENTION AND DETECTION OF CORRUPTION OR BRIBERY

The Organisational, Management and Control Model

The main sustainability topics are also governed within the organisational, management and control models pursuant to Italian Legislative Decree 231/2001 (the "Models"), adopted by all the Italian companies of the Recordati Group and in similar models or sets of procedures adopted by the other subsidiaries of the Recordati Group (pursuant to Ley Orgánica 5/2010). In the second half of 2025, in line with the situation in the second half of 2024 for the parent company Recordati S.p.A., the organisational, management and control models pursuant to Italian Legislative Decree 231/2001 were updated for all the other Italian companies to take into account the latest offences introduced into the legislation. The new Model (in force at Innova Pharma S.p.A., Italchimici S.p.A., Natural Point S.r.l. and Recordati Rare Diseases S.r.l.), approved by the company's Board of Directors, has undergone updates to both the General Section and Special Section, specifically in relation to the revision of multiple operational management protocols.
Actual application of the Model was guaranteed by monitoring and training activities implemented in part by the Supervisory Body that continued to perform its activity in compliance with its By-Laws. In 2025, the Recordati S.p.A. Supervisory Body met six times.
Like the parent company Recordati S.p.A. and the other Italian Group Companies, as regards the foreign companies of the Group, following the adoption of an Organisational, Management and Control Model in compliance with Ley Orgánica 5/10, the Spanish subsidiaries Casen Recordati S.L. and Recordati Rare Diseases S.L. correctly performed the activities provided for in the Model through the action of their Supervisory Bodies. In 2025, the Supervisory Bodies of the two Spanish companies met regularly and performed activities in accordance with their Regulations in order to ensure the adequacy, implementation and updating of the Model adopted by the Company.
In accordance with the respective Models adopted, the Supervisory Bodies of the various Companies present an Annual Report on their activities to the respective Boards of Directors.
The organisational models adopted by the Group companies are dynamic and effective tools thanks to the constant control and updating activities also performed by the Supervisory Bodies. All of the Organizational Models (Italian and foreign) provide for dedicated channels for reporting irregularities or breaches by employees and regular personnel training on the contents of the Models and reference standards. The Models are constantly monitored and updated, with particular attention to crime prevention and risk assessment following changes to legislation with the introduction of new types of offences.
The Supervisory Bodies appointed within the Group Companies are collegiate and composed of an internal member (the Internal Audit Manager or the Compliance Officer) and external professionals (criminal lawyers or university professors in business administration). Each Supervisory Body is internally regulated and operates according to a specific action plan. The Supervisory Bodies have their own spending budget and periodically report to the Board of Directors and the Board of Statutory Auditors (where present). The Group's Italian companies, Recordati S.p.A., Innova Pharma S.p.A., Italchimici S.p.A. and Recordati Rare Diseases Italia S.r.l. submit their medical and scientific information and relationship management protocols, which are part of their respective models pursuant to Italian Legislative Decree 231/2001, to certification by Farmindustria, through an independent inspection body (Certiquality).
In February 2025, the protocols of the aforementioned Companies were audited by the independent inspection body Certiquality, which renewed and confirmed the Farmindustria Certification attesting compliance of the activities related to medical-scientific information with the association's code of ethics.
Similarly, where required by law or by professional codes of conduct, other subsidiaries of the Recordati Group also submit their medical and scientific information procedures for independent review by the associations of national pharmaceutical companies.

In terms of transparency towards the medical community, the Group, in the countries in which it operates, complies with applicable legislation and principles of professional codes of conduct of national industry associations (including Farmindustria in Italy) that are part of the EFPIA (European Federation of Pharmaceutical Industries and Associations). To enable optimal professional ethics in relationships between industry and the scientific and healthcare worlds, the Group Companies, where required, publicly disclose "value transfers" carried out by the Company in relation to healthcare professionals and organisations. These value transfers are publicly disclosed on the company websites of the Group Companies or in accordance with other methods required by applicable regulations in the various countries.
The systematic approach of the Organisational, Management and Control Models pursuant to Italian Legislative Decree 231/2001 is reinforced though additional models dedicated to other company departments, such as in the context of health and safety in the workplace, environmental management, privacy and export control. Further information regarding the Models, the relative procedures and the training provided on the same is available in the section "Internal Control and Risk Management System" of the Corporate Governance Report and Ownership Structure.

Anti-corruption governance

Anti-corruption is a collective responsibility. To facilitate compliance with anti-corruption laws, rules and regulations, Recordati is committed to:

- Identifying the organizational structure
- Appointing roles and responsibilities
- Promoting awareness of the Anti-Corruption Compliance Program

The Group Compliance Department is in charge of anti-corruption governance, and is supported by the activities carried out by the Internal Audit Department.
The subsidiaries' General Managers are responsible for the anti-corruption governance at a country level and are supported by Local or Regional Compliance Officers.

Anti-Corruption Governance at Recordati is composed of the following areas:

- Regulatory and Compliance Requirements monitoring
- Risk Identification and Assessment
- Due Diligence
- Policies and Procedures Design and Update
- Whistleblowing Channels
- Compliance Audit
- Reporting to Top Management
- Training, Education and Awareness
- Disciplinary Measures

During 2025, the communication, coordination and control activities between the parent company and the various subsidiaries continued through the use of information flows on anti-corruption, allowing interception and management of potential risk situations through dedicated channels.

With regard to the detection of corruption and internal fraud, a continuous monitoring tool based on mass analysis of transactions in the company's accounting systems continued to be implemented in 2025. This tool, based on business intelligence systems, enables continuous monitoring of anomalous accounting transactions en masse and planning of audits with greater precision and accuracy.
Information flows regarding ethics and compliance were also strengthened, also for the purpose of identifying potentially negative situations in these areas. The flows were enriched with the introduction of additional Legal & Compliance resources at various Group companies, e.g. in South America and Germany.
The Group Internal Audit Department periodically carries out audits to check whether the corruption risk prevention measures are adequate and function effectively or to verify any reports of alleged non-compliance received. The end goal is to ensure that the applicable laws on corruption and the provisions contained in the Group Anti-Bribery Manual are respected and effectively implemented within the Group.
As described in the relevant section, as regards channels for reporting violations and irregularities of laws and internal procedures, for some time now the Company has established dedicated whistleblowing channels. Whistleblowing management has been formalised by means of internal procedures that ensure the confidentiality of the whistleblower, safeguards (non-retaliation policy) and anonymity, if desired by the whistleblower and in accordance with the relevant and recently updated European legislation.

The Group Compliance & Ethics Department is tasked with presenting the results of the activities relating to the "Anti-Corruption Compliance Programme" to Top Management and to the Risk, Control and CSR Committee. These updates include but are not limited to policies issued, training activities delivered and any relevant event, including any non-conformities.

The Group Internal Audit Department is tasked with presenting the results of the audit activities, whistleblowing cases and any other relevant event encountered during its activities to Top Management and to the Risk, Control and CSR Committee. The independence of the investigations conducted into the received reports is guaranteed by the organisational position of the Internal Audit business unit, which reports directly to the Chairperson of the Group[177]. These tools and additional information regarding the fight against corruption are described in more detail in the "Internal Control and Risk Management System" section of the Corporate governance report and ownership structure. See also the Anti-Bribery Manual available on the Corporate website in the Governance, Compliance Programmes section.

Training

In 2025 the Group continued to pursue its commitment to promote the dissemination and comprehension of the principles of ethics and integrity. In addition to training on the Code of Ethics or on the internal anti-corruption protocols for all new Group employees as part of the commitment to provide regular training on these topics to the entire workforce, including all at-risk functions, a number of specific refresher courses were provided. This training was provided through the provision of online courses for all Group employees with access to digital devices and the distribution of hard-copy training materials for employees without access to such devices. Furthermore, the training was provided to Group employees regardless of contract type (part-time or full-time, permanent or temporary contract). As regards training on the Code of Ethics, the Anti-Bribery Manual and the 231 Model, courses were also offered to external parties who, while not directly employed by the Recordati Group, conduct activities in the name and on half of the Recordati Group on an ongoing basis (e.g. agents, contractors).
These training modules are managed centrally by the head office to guarantee coherent content, consistent standards and constant updates in line with changing international legislation.
The key training courses provided in 2025 were:

- **Code of Ethics**: to facilitate the dissemination and comprehension of the principles enshrined in the Code of Ethics, the Group has continued to promote training activities by providing a course on the contents of the Code of Ethics. This online course, which includes a final learning assessment, is available in Italian, English, Turkish, Polish, German, Spanish, Portuguese, French, Czech, Russian and Chinese. In 2025, approximately 760 employees completed the course on the Code of Ethics. The activities carried out during the year made it possible to continue to keep all Group employees trained on the Code of Ethics.
- **Anti-Bribery Manual**: to facilitate the dissemination and comprehension of the principles enshrined in the Anti-Bribery Manual, the Group has continued to promote training activities by providing a course on the contents of the Manual. The online course, which includes a final learning assessment, was made available in English, Turkish, Polish, German, Spanish,

177 *For more information on the separation between investigators and those under investigation, please refer to the section on the reporting channels.*

Portuguese, French, Czech, Russian, Chinese and Italian. Besides the training provided for new employees, in 2025, additional training was provided on corruption prevention. In 2025, approximately 1,630 employees completed the course on the Anti-Bribery Manual. The activities carried out during the year made it possible to continue to keep all foreign Group employees trained on the Anti-Bribery Manual.

- **Organisational, Management and Control Models pursuant to Italian Legislative Decree 231/2001**: to promote dissemination and comprehension of the principles set out in the Organisational, Management and Control Models pursuant to Italian Legislative Decree 231/2001 adopted by the Group's Italian companies, an online training programme was launched, including a final learning assessment, aimed at Italian employees with access to digital devices. In 2025 approximately 115 employees completed the course on the Organisational, Management and Control Model pursuant to Italian Legislative Decree 231/2001. The activities carried out during the year made it possible to continue to keep all of the Group's Italian employees trained on the 231 Model.
- **"Ethics and Compliance Dilemmas"**: to ensure that the training courses on ethics and compliance remain constantly up to date, "Ethics and Compliance Dilemmas" was made available. The interactive course provides specific training on ethical dilemmas, corruption prevention, management of conflicts of interest, people and workplaces, and management of insider information. This online course, which includes a final learning assessment, is available in Italian, English, Turkish, Polish, German, Spanish, Portuguese, French, Czech, Russian and Chinese. In 2025, it was completed by approximately 490 Group employees.
- **Antitrust**: antitrust training was launched in 2025, aimed at the entire workforce with access to digital devices. The course outlines the key principles and helps employees to identify potentially problematic situations in relation to antitrust and competition law. Available in English, Italian, Turkish, French, German, Spanish, Polish, Portuguese and Czech, the course was completed by approximately 3,750 Group employees in 2025.
- **Healthcare Compliance**: a new course on healthcare compliance was launched in 2025, covering how to carry out promotional and non-promotional activities correctly and aimed at employees in roles where such activities are relevant. Available in 19 languages, the course has been completed by approximately 2,250 employees to date. Furthermore, specific courses were delivered during the year on local codes of conduct adopted by the industry associations where Group companies are members. These activities expanded the healthcare training package, helping to further reduce the risk of corruption.

These training activities will continue to be delivered to new Group employees.
In addition to the training courses described above and delivered at Group level, training programmes on ethics and corruption prevention were also created and delivered locally at numerous Recordati Group companies.

As set out in the Sustainability Plan, in 2025 the Group's Code of Ethics was updated to include the new values, among other changes. The new version is currently at the review and approval stage, with publication expected in 2026. At the same time, the new dedicated training programme is being updated and will be launched in 2026. Furthermore, the Anti-Bribery Manual will be updated and rolled out in 2026, with a target of at least 90% of Group employees to receive training by 2027.

Lastly, it should be noted that in 2025 the Board of Directors was involved in a dedicated induction on NIIS 2 Compliance. Furthermore, the Control, Risk and CSR Committee, the Board of Directors, and the Executive Leadership Team of Recordati S.p.A. received periodic updates on the compliance plan.

G1-4 INCIDENTS OF CORRUPTION OR BRIBERY

No cases of corruption were recorded in 2025 and Recordati did not receive any fines for violations of corruption and bribery laws. Consequently, no interventions to remedy critical situations were necessary.

G1-2 MANAGEMENT OF RELATIONSHIPS WITH SUPPLIERS

The Recordati Group is served by a network of suppliers that are predominantly located in the countries in which the Group operates production plants or has a commercial presence. The supply chain is characterised by the purchase of direct materials (active substances, packaging materials, excipients and chemical intermediates), finished products and indirect materials and services required for regular operation (machinery and plant maintenance, market, software and technological materials, consultancy and other professional services, etc.). In this regard, the main purchase categories are represented by raw materials (and in particular APIs - Active Pharmaceutical Ingredients), packaging, industrial goods and services, and finished products.
In line with previous years, suppliers of finished goods (Contract Manufacturing Organisations - CMOs) are mainly based in Europe, while suppliers of raw materials are predominantly located in Europe and Asia. Approved suppliers of packaging for medicinal products produced directly in the Group's plants are mainly based in countries in which the Group has manufacturing sites, and finally, suppliers of industrial goods and services for production plants have a strong local presence.

As noted in the Group Code of Ethics, Recordati recognises the fundamental value of the supply chain in creating safe, high-quality products, and is committed to working with suppliers and strategic partners that share its ethical, social and environmental principles. Commercial relationships with third parties (e.g. suppliers, consultants and partners) are founded on respect for the principles of fairness, professionalism, efficiency, loyalty, transparency and equal opportunities. The Group establishes written agreements specifying the responsibilities of each party and requiring that the principles of the Code of Ethics be respected. During 2025, the principles previously enshrined in the Code of Ethics were expanded upon in the Supplier Code of Conduct, which offers an in-depth description of the ethical standards and standards of conduct expected of the suppliers with whom the Group interacts. The Supplier Code of Conduct is synergistic and complementary to the Group Code of Ethics, and provides additional guidance for Recordati Group suppliers.

Discussing sustainability implies sharing the ethical, social and environmental principles in which the Group believes with suppliers and strategic partners. In this context, the Group requires suppliers to accept the Code of Ethics at the qualification stage. This obligation is formalised through special contractual clauses.

As a result, any violation of the Code represents a breach of contract, and the Group reserves the right to assess the severity of the situation and take immediate corrective action. Where conduct is found to be incompatible with the principles enshrined therein, the Group reserves the right to terminate the contractual relationship. In addition to the Code of Ethics, from 2025 suppliers must also accept the Supplier Code of Conduct, which aims to set out the key principles on ethics, human rights, work practices, health and safety, and environmental sustainability that must be observed by all of the Group's suppliers. For more information on the document, please refer to chapter "Workers in the value chain".

In 2025 the Group also adopted a Vendor Management Policy, with the aim of standardising its supplier qualification and performance evaluation processes. This policy was approved by Top Management and published on the company intranet, which is accessible to all employees. The new selection and qualification process involves different assessment methods according to the critical or strategic nature of the supply. The qualification process specifically requires that all suppliers accept the company's internal Codes and, in the case of suppliers of at-risk product categories due to critical concerns or the strategic nature of the supply, suppliers must also fill in wide-ranging and specific questionnaires to evaluate their position in relation to the main associated areas of risk (economic/financial, cyber security, HSE, ESG, etc.). In the general supplier qualification questionnaire, which was reviewed in 2025, greater attention has also been paid to environmental and social aspects, and information is still requested regarding the existence of health, safety and environment management systems (e.g. ISO 14001 and ISO 45001). As a matter of fact, suppliers associated with product categories that are relevant to health, safety and environment must fill in a HSE questionnaire, which evaluates the supplier's readiness in relation to these aspects. Furthermore, for GxP relevant product categories, suppliers are required to follow a regulated document collection procedure in line with GMPs and GDPs (Good Manufacturing Practices and Good Distribution Practices) before undergoing a strict monitoring and auditing process.

As part of its responsible procurement strategy and in addition to the attention given to this aspect during the supplier qualification and selection process, the Group also continued its supplier auditing plan in 2025, with a view to strengthening monitoring on sustainability issues throughout the supply chain and reducing the relative risks. This activity was conducted by a third party using desk audits.
In addition, with a view to continuous improvement and increasing awareness around ESG matters throughout its supply chain, the Recordati Group once again organised engagement initiatives in 2025 for the suppliers that received the lowest scores in the previous year's assessment process. 11 suppliers took part in these initiatives in 2025. During this activity, comments and feedback were provided to suppliers to improve sustainability performance and increase awareness around these themes.
For more details on the ESG audits conducted, responsible sourcing targets and product quality and safety audits, see chapters "Workers in the value chain" and "Product quality and safety".



[S1, S2, S4] PERSONAL DATA MANAGEMENT - PRIVACY

Policies

As noted in paragraph "SBM-3 Material impacts, risks and opportunities and their interaction with strategy and business model", which outlines the results of the double materiality analysis, the Group is conscious of the importance of managing all aspects related to privacy and confidentiality, as any potential loss of sensitive information or personal data linked to stakeholders (employees, suppliers and workers in the supply chain, patients and other third parties) which is managed by Recordati could have negative impacts on stakeholders and pose a compliance risk.

In line with regulatory requirements on the management of privacy and personal data protection, the Group has had a privacy organisational model for some time and operates in compliance with European General Data Protection Regulation no. 679/2016 ("GDPR"). In 2018, the Group had already issued a Personal Data Policy applying to the European companies of the Recordati Group. The policy describes the key data protection requirements under the GDPR, including principles, rights, and the management of data processing registers. The policy also describes the Personal Data Management Model (the "Privacy Model"), listing the roles and responsibilities of the personnel involved and ensuring coordination between the parent company and the subsidiaries, through interactions between the Group Data Protection Officer and the Privacy Officers appointed at the individual branches.

To guarantee that the same level of privacy and personal data protection is provided in all of the countries in which the Group operates, another privacy and personal data protection policy was issued in 2024 which applies to all Group companies globally. The policy describes the principles, rights and privacy structure of Recordati, as well as the procedures to follow in the event of breaches of the personal data linked to any stakeholder (including employees, suppliers and workers in the supply chain, patients and other third parties). Potential breaches must be managed without undue delay and in compliance with any time frames imposed by applicable privacy and data protection laws, and following the approach described in the policy.

Both policies define a governance system for the processing of all data managed directly by the Recordati Group (such as data related to its internal workforce, for example), and therefore aim to guarantee the protection of the personal data of all data subjects who may be involved through their activities and business relationships, such as employees, suppliers, doctors, patients and other third parties.

To ensure that the policies are properly understood, the Recordati Group has developed specific training activities and learning assessments for employees, which are described in more detail below.

Both policies have been approved and signed by the senior management officer most involved in the implementation process, as well as by the Chief Executive Officer, and are available for consultation by all employees on the company intranet.

The policies also describe the channels and mechanisms for reporting concerns or violations, and the relative management processes. These channels (such as the whistleblowing channel) are available to all stakeholders (including employees, patients, suppliers and workers in the supply chain). For further details, please refer to the paragraph on "Recordati's reporting channels".

Finally, Recordati has also established processes to engage stakeholders on the processing of personal data and the relative impact. With specific regard to employees, Recordati has produced a data protection notice on the management of personal data. This notice, which is given to all new hires, informs employees of data processing activities and the relative impacts, in compliance with applicable legal obligations. This notice was updated during 2025 and will be distributed to all personnel in 2026. Employees also attend the training courses described above. As regards suppliers and workers in the supply chain, Recordati S.p.A. has stipulated contractual requirements on compliance with data protection regulations and, when required by legislation, enters into agreements with suppliers to regulate the processing of personal data carried out by them on Recordati's behalf. Finally, with regard to patients and other end users, Recordati operates in compliance with all applicable legislation, providing the necessary information on personal data processing and, where required, obtaining the necessary consent.

Activities related to privacy are managed by the Privacy function within the Group Legal & Compliance department.

Actions implemented

To promote personal data protection and prevent potential impacts on the privacy of employees and third parties, daily assistance and support was offered in 2025 to Italian and foreign Recordati companies regarding privacy matters (also in reference to local privacy legislation in countries where the GDPR is not applicable) linked to contracts, new projects/initiatives and relationships with employees, suppliers, commercial partners and the medical community. As part of the continuous strengthening of controls, in 2025 the Privacy function received an inflow of additional resources, to support head office activities and aid oversight of the LAC geographic area (Latin America, Asia Pacific and China).

To minimise the risk of non-compliance with privacy regulations, the Recordati Group conducted a compliance audit in 2025 at five branches located in Brazil, Canada, Japan, Tunisia and Russia. The Privacy function developed an action plan based on the results of these audits, to be implemented in 2026. The action plans are joined by those prepared for the branches located in the United Arab Emirates and Saudi Arabia, resulting from privacy requirement analyses performed there in 2024. These actions may affect not only the company's internal workforce but also the value chain, including suppliers and third parties such as doctors, pharmacists and patients, with a potential impact on all stakeholders involved. Furthermore, with reference to the same compliance activities carried out in 2024 involving 23 branches in Europe, the United States, Switzerland, China and Türkiye, each location implemented the remedial actions

highlighted by its respective action plan in 2025, with an impact on all stakeholders involved.
Moreover, in accordance with the aforementioned Privacy Model, the European companies of the Group have periodically updated their processing register, increasing the information contained therein and adapting it to the activities carried out. In 2025, the processing registers of nine branches in Europe (France, Italy, Spain, Switzerland and the United Kingdom) were also added to a dedicated digital platform, created by an external supplier, which can be constantly updated and ensures a correlation between the activities and the related risk management and documentation required by legislation. This platform will be rolled out to the other European branches during 2026.
To promote dissemination and understanding of the new Group policy on privacy and data protection, the training programme has been expanded and upgraded with the introduction of two different courses: one on the Group Policy, aimed at non-European branches, and another on the Group Policy and GDPR, aimed at European branches.
These courses, which include a final learning assessment, are available in Italian, English, Polish, Spanish, Portuguese, French, Czech, German, Turkish, Chinese, Japanese and Russian. In line with the targets defined, in 2025 90% of Group employees[178] received training on the Group's policy on privacy and data protection. The activities carried out during the year made it possible to continue to keep all Group employees trained on privacy.
In 2025, the Recordati Group also invested in training its Privacy Officers. This commitment was put into practice through constant interaction with the Group Privacy Manager and through specific activities, such as an in-person training session on artificial intelligence delivered with support from external consultants, as well as training sessions on personal data protection in the context of clinical trials. This activity involved the Group Privacy Officers located in Europe and the Clinical Operations, Research & Development, Quality Assurance and Pharmacovigilance departments, and forms part of the periodic leadership training programme, which aims to ensure that the employees involved remain up to date and competent in this area. In late 2025, the Recordati Group also invested in training for the Privacy function, the Data Protection Officer and the leadership team on the local applicable privacy legislation at the branch in South Korea.
Finally, there were no inspections or audits by the Italian Data Protection Authority and/or equivalent competent data protection authorities during the year, nor were any complaints against the company filed with the Italian Data Protection Authority pursuant to Art. 77 of the GDPR.
The Recordati Group effectively managed data security incidents and notified the competent data protection authorities of a data breach in one case only. On receiving the notification, the data protection authority in question decided that no further action or investigation was required.
In any case, no security incidents and/or data breaches that could pose a high risk to the rights and freedoms of the data subjects involved were recorded.

Targets

Reaffirming the Group's commitment to promoting the protection of data and privacy, as well as preventing the potential risk of non-compliance with applicable regulations on the matter, Recordati has integrated a specific target into its Sustainability Plan related to training on privacy aspects for Group employees with access to digital devices. For further information on the Sustainability Plan, please refer to paragraph "SBM-1 Strategy, business model and value chain".
Furthermore, to mitigate privacy-related impacts and risks, the Group undertakes to maintain its current practices for the protection of suppliers' personal data, as described above, and to abide by the existing good practices in the clinical and pharmacovigilance sectors for the protection of patient data.

178 Group employees with access to digital devices.

CONSOLIDATED SUSTAINABILITY STATEMENT

CERTIFICATION OF THE SUSTAINABILITY STATEMENT

CERTIFICATION OF SUSTAINABILITY REPORTING

PURSUANT TO ARTICLE 81-TER (1) OF CONSOB REGULATION NO. 11971/14 MAY 1999, AND SUBSEQUENT AMENDMENTS AND INTEGRATIONS

1.

The undersigned Robert Koremans, as Chief Executive Officer, and Niccolò Giovannini, as Financial Reporting Officer of Recordati S.p.A. attest, pursuant to Art.154-bis (5-ter), of the Italian Legislative Decree No.58 of 24 February 1998, that the Sustainability Statement included in the Management Report were drawn up:

a) In accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013, and to Legislative Decree No. 125 of 6 September 2024;

b) With the specifications adopted pursuant to Article 8.4 of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

Milan, 19 March 2026

Chief Executive Officer

ROBERT KOREMANS

Financial Reporting Officer

NICCOLÒ GIOVANNINI

CONSOLIDATED SUSTAINABILITY STATEMENT

AUDITOR'S REPORT

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Recordati Industria Chimica e Farmaceutica S.p.A.

Independent auditor's report on the limited assurance of the Consolidated Sustainability Statement in accordance with Article 14-bis of Legislative Decree n. 39, dated 27 January 2010

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Independent auditor's report on the limited assurance of the Consolidated Sustainability Statement in accordance with Article 14-bis of Legislative Decree n. 39, dated 27 January 2010 (*Translation from the original Italian text*)

To the shareholders of
Recordati Industria Chimica e Farmaceutica S.p.A.

Conclusions

We have been appointed to perform a limited assurance engagement pursuant to Articles 8 and 18, paragraph 1, of Legislative Decree n. 125 dated 6 September 2024 (hereinafter "Decree") on the Consolidated Sustainability Statement of Recordati Industria Chimica e Farmaceutica S.p.A. and its subsidiaries (hereinafter "Group" or "Recordati Group") for the year ended on 31 December 2025, prepared in accordance with Article 4 of the Decree, included in the specific section of the Management Report of Recordati Group.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the Recordati Group Consolidated Sustainability Statement for the year ended on 31 December 2025, has not been prepared, in all material aspects, in accordance with the reporting principles adopted by the European Commission pursuant to European Directive 2013/34/EU (*European Sustainability Reporting Standards*, hereinafter also referred to as "ESRS");
- the information included in the paragraph "*European Taxonomy*" of the Consolidated Sustainability Statement has not been prepared, in all material aspects, in accordance with Article 8 of European Regulation n. 852 dated 18 June 2020 (hereinafter "Taxonomy Regulation").

Elements underlying the conclusions

We have performed a limited assurance engagement in accordance with the Sustainability Reporting Assurance Standard ("*Principio di Attestazione della Rendicontazione di sostenibilità*") – SSAE (Italy). The procedures performed in this type of engagement vary in nature and timing compared to those necessary for conducting an engagement aimed at obtaining a reasonable level of assurance and are also less extensive. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the level of assurance that would have been obtained if the engagement aimed to acquire a reasonable level of assurance. Our responsibilities under this Standard are further described in the section "*Auditor's responsibility for the Assurance on the Consolidated Sustainability Statement*" of this report.

We are independent in accordance with the standards and principles regarding ethics and independence applicable to the assurance engagement of the Consolidated Sustainability Statement according to Italian law.

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Our audit firm applies the International Standard on Quality Control (ISQM Italy) 1, under which it is required to establish, implement, and operate a quality management system that includes instructions and procedures on compliance with ethical principles, professional principles, and applicable legal and regulatory provisions.

We believe we have obtained sufficient and appropriate evidence on which to base our conclusions.

Responsibility of directors and those charged with governance for the Consolidated Sustainability Statement

The directors are responsible for the development and implementation of procedures used to identify the information included in the Consolidated Sustainability Statement in accordance with the requirements of the ESRS (hereinafter the "Materiality assessment process") and for the description of such procedures in the paragraph "Impact, risk and opportunity management " of the Consolidated Sustainability Statement.

The directors are also responsible for the preparation of the Consolidated Sustainability Statement, which contains the information identified through the Materiality assessment process, in accordance with the requirements of Article 4 of the Decree, including:

- compliance with *ESRS*;
- compliance with Article 8 of the EU Taxonomy Regulation regarding the information contained in the paragraph "*European Taxonomy*".

This responsibility entails the establishment, implementation, and maintenance, as required by law, for that part of internal control that they consider necessary in order to allow the preparation of the Consolidated Sustainability Statement in accordance with the requirements of Article 4 of the Decree, free from material misstatements caused by fraud or not intentional behaviors or events. This responsibility also includes the selection and application of appropriate methods for processing the information as well as the development of assumptions and estimates regarding specific sustainability information that are reasonable under the circumstances.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing the compliance with the requirements of the Decree.

Intrinsic limitations in the preparation of the Consolidated Sustainability Statement

As indicated in paragraph "*Basis for preparation*", for the purpose of reporting prospective information in accordance with the ESRS, the directors are required to prepare such information based on assumptions, described in the Consolidated Sustainability Statement, regarding events that may occur in the future and possible future actions by the Group. Due to the uncertainty associated with the realization of any future events, both concerning the occurrence itself and regarding the extent and timing of its occurrence, the variations between actual values and prospective information could be significant.

As indicated in the paragraph "*Basis for preparation*", the information related to Scope 3 greenhouse gas emissions is subject to greater intrinsic limitations compared to Scope 1 and 2, due to the limited availability and accuracy of the information used to define such information, both quantitative and qualitative, as well as due to reliance on data, information, and evidence provided by third parties.

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Auditor's responsibility for the Assurance of the Consolidated Sustainability Statement

Our objectives are to plan and perform procedures to obtain a limited level of assurance that the Consolidated Sustainability Statement is free from material misstatements, due to fraud or not intentional behaviors or events, and to issue a report containing our conclusions. Errors may arise from fraud or not intentional behaviors or events and are considered significant if it can be reasonably expected that they, individually or in the aggregate, could influence the decisions made by users based on the Consolidated Sustainability Statement.

In the context of the engagement aimed at obtaining a limited level of assurance in accordance with the Sustainability Reporting Assurance Standard ("*Principio di Attestazione della Rendicontazione di Sostenibilità*") - SSAE (Italy), we exercised professional judgment and maintained professional skepticism throughout the duration of the engagement.

Our responsibilities include:

- considering the risks to identify the information in which a significant error is likely to occur, whether due to fraud or not intentional behaviors or events;
- defining and performing procedures to verify the information in which a significant error is likely to occur. The risk of not detecting a significant error due to fraud is higher than the risk of not detecting a significant error arising from not intentional behaviors or events, as fraud may involve collusion, forgery, intentional omissions, misleading representations, or manipulation of internal controls;
- directing, supervising, and conducting the limited assurance of the Consolidated Sustainability Statement and assuming full responsibility for the conclusions regarding the Consolidated Sustainability Statement.

Summary of the work performed

An engagement aimed at obtaining a limited level of assurance involves performing procedures to obtain evidence as a basis for formulating our conclusions.

The procedures performed on the Consolidated Sustainability Statement were based on our professional judgment and included interviews, primarily with the company personnel responsible for preparing the information included in the Consolidated Sustainability Statement, as well as documents analysis, recalculations and other procedures aimed to obtain evidence considered appropriate.

In particular, we performed the following procedures, partly in a preliminary phase before the end of the year and subsequently in a final phase up to the date of issuance of this report:

- understanding the business model, the Group's strategies, and the context in which it operates concerning sustainability issues;
- understanding the processes underlying the generation, detection, and management of the qualitative and quantitative information included in the Consolidated Sustainability Statement, including the analysis of the reporting perimeter;
- understanding the process implemented by the Group for identifying and assessing relevant impacts, risks, and opportunities based on the principle of Double Materiality concerning

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sustainability issues and verifying the related information included in the Consolidated Sustainability Statement;

- identifying the information for which there is a likelihood of a significant error risk;
- defining and performing analytical and substantive procedures, based on our professional judgment, to address the identified significant error risks, including:
  - for the information collected at the Group level:
    - carrying out inquiries and document analysis regarding qualitative information, particularly policies, actions, and targets on sustainability issues, to verify consistency with the evidence collected;
    - performing analytical procedures and limited assurance procedures on a sample basis regarding quantitative information;
  - for the information collected at site level, conducting on-site visits for Opalia Pharma S.A. (Kalaat El Andalous plant, Tunisia) and remote visit for Recordati Industria Chimica e Farmaceutica S.p.A. (Campoverde di Aprilia plant, Italy). These sites were selected based on their activities, their location, the associated risk profile and their relevance to the metrics of the Consolidated Sustainability Statement. During these visits, we conducted interviews with Group personnel and obtained documentary evidence regarding the determination of the main metrics;
- regarding the requirements of Article 8 of the EU Taxonomy Regulation, understanding the process implemented by the Group to identify eligible economic activities and determine their aligned nature based on the provisions of the EU Taxonomy Regulation, and verifying the related information included in the Consolidated Sustainability Statement;
- cross-checking the information reported in the Consolidated Sustainability Statement with the information contained in the consolidated financial statements in accordance with the applicable financial reporting framework or with the accounting data used for the preparation of the consolidated financial statements or with the management data of an accounting nature;
- verifying the structure and presentation of the information included in the Consolidated Sustainability Statement in accordance with the ESRS;
- obtaining the representation letter.

Milan, 31 March 2026

EY S.p.A.
Signed by: Giovanni Luca Guerra, Auditor

This report has been translated into the English language solely for the convenience of international readers.

CONSOLIDATED FINANCIAL STATEMENTS

Production operator preparing
Antispasmina Colica in large processing vats
(Correggio, 1930s).

CONSOLIDATED FINANCIAL STATEMENTS

RECORDATI S.p.A. AND SUBSIDIARIES

CONSOLIDATED INCOME STATEMENTS FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2025 AND 31 DECEMBER 2024

INCOME STATEMENT

€ (thousands) [1]	Note	2025	2024
Net revenue	3	**2,618,383**	**2,341,559**
Cost of sales	4	(830,704)	(741,287)
Gross profit		**1,787,679**	**1,600,272**
Selling expenses	4	(558,973)	(497,728)
Research and development expenses	4	(340,952)	(286,026)
General and administrative expenses	4	(168,015)	(156,648)
Other income/(expenses), net	4	(48,931)	(21,013)
Operating income		**670,808**	**638,857**
Financial income/(expenses), net	5	(89,534)	(91,673)
Pre-tax income		**581,274**	**547,184**
Income taxes	6	(137,650)	(130,676)
Net income		**443,624**	**416,508**
Attributable to:			
Equity holders of the Parent		443,624	416,508
Non-controlling interests		0	0
Earnings per share (euro)			
Basic		2.159	2.019
Diluted		2.121	1.992

(1) Except amounts per share.
Basic earnings per share base is calculated on the average number of shares outstanding in the respective years, 205,483,735 for 2025 and 206,316,241 for 2024.
These amounts are calculated deducting treasury shares in the portfolio, the average of which was 3,641,421 for 2025 and 2,808,915 for 2024.
Diluted earnings per share are calculated considering rights granted to beneficiaries of stock options and performance shares plans.

The accompanying notes are an integral part of these consolidated financial statements.

RECORDATI S.p.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF 31 DECEMBER 2025 AND 31 DECEMBER 2024

ASSETS

€ (thousands)	Note	31 December 2025	31 December 2024
Non-current assets			
Property, plant and equipment	7	222,324	206,700
Intangible assets	8	2,393,448	2,513,159
Goodwill	9	795,680	797,078
Other equity investments and securities	10	16,244	17,385
Other non-current assets	11	10,259	14,206
Deferred tax assets	12	136,415	94,527
Total non-current assets		**3,574,370**	**3,643,055**
Current assets			
Inventories	13	539,804	506,447
Trade receivables	14	570,154	516,743
Other receivables	15	106,458	109,024
Other current assets	16	24,591	21,387
Derivative instruments measured at fair value	17	8,074	15,376
Cash and cash equivalents	18	428,824	322,423
Total current assets		**1,677,905**	**1,491,400**
Total assets		**5,252,275**	**5,134,455**

The accompanying notes are an integral part of these consolidated financial statements.

RECORDATI S.p.A. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF 31 DECEMBER 2025 AND 31 DECEMBER 2024

SHAREHOLDERS' EQUITY AND LIABILITIES

€ (thousands)	Note	31 December 2025	31 December 2024
Shareholders' equity			
Share capital		26,141	26,141
Share premium reserve		83,719	83,719
Treasury shares		(239,379)	(131,570)
Reserve for derivative instruments		(17)	(1,689)
Translation reserve		(348,362)	(274,413)
Other reserves		73,822	64,023
Profits carried forward		2,009,007	1,818,039
Net income		443,624	416,508
Interim dividend		(128,783)	(123,949)
Shareholders' equity attributable to equity holders of the Parent	19	**1,919,772**	**1,876,809**
Shareholders' equity attributable to non-controlling interests	20	0	0
Total shareholders' equity		**1,919,772**	**1,876,809**
Non-current liabilities			
Loans - due after one year	21	2,130,296	2,173,810
Provisions for employee benefits	22	19,838	21,355
Deferred tax liabilities	23	129,687	133,422
Total non-current liabilities		**2,279,821**	**2,328,587**
Current liabilities			
Trade payables	24	345,183	296,698
Other payables	25	257,244	195,385
Tax liabilities	26	80,572	93,941
Other current liabilities	27	8,479	4,693
Provisions for risks and charges	28	19,152	22,092
Derivative instruments measured at fair value	29	4,862	5,633
Loans - due within one year	21	313,341	287,772
Short-term debts to banks and other lenders	30	23,849	22,845
Total current liabilities		**1,052,682**	**929,059**
Total shareholders' equity and liabilities		**5,252,275**	**5,134,455**

The accompanying notes are an integral part of these consolidated financial statements.

RECORDATI S.p.A. AND SUBSIDIARIES

STATEMENT OF COMPREHENSIVE INCOME RECOGNISED IN SHAREHOLDERS' EQUITY FOR THE FINANCIAL YEARS ENDED 31 DECEMBER 2025 AND 31 DECEMBER 2024

€ (thousands) [1]	2025	2024
Net income	**443,624**	**416,508**
Gains/(losses) on cash flow hedges, net of tax effects	1,672	(1,403)
Gains/(losses) on translation of foreign financial statements	(73,949)	(9,713)
Gains/(losses) on equity-accounted investees, net of tax effects	(3,640)	(4,089)
Other changes, net of tax effects	361	1,318
Income and expenses recognised in shareholders' equity	**(75,556)**	**(13,887)**
Comprehensive income	**368,068**	**402,621**
Attributable to:		
Equity holders of the Parent	**368,068**	**402,621**
Non-controlling interests	**0**	**0**
Per-share data (euro)		
Basic	1.791	1.951
Diluted	1.760	1.925

(1) Except amounts per share.
Basic earnings per share base is calculated on the average number of shares outstanding in the respective years, 205,483,735 for 2025 and 206,316,241 for 2024.
These amounts are calculated deducting treasury shares in the portfolio, the average of which was 3,641,421 for 2025 and 2,808,915 for 2024.
Diluted earnings per share are calculated considering rights granted to beneficiaries of stock options and performance shares plans.

The accompanying notes are an integral part of these consolidated financial statements.

RECORDATI S.p.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN GROUP SHAREHOLDERS' EQUITY FOR THE YEARS ENDED 31 DECEMBER 2025 AND 31 DECEMBER 2024

	SHAREHOLDERS' EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT										
€ (thousands)	Share capital	Share premium reserve	Treasury shares	Reserve for derivative instruments	Translation reserve	Other reserves	Profits carried forward	Utile netto	Interim dividend	Non-controlling interests	Total
Balance as of 31 December 2023	**26,141**	**83,719**	**(127,970)**	**(286)**	**(264,700)**	**61,219**	**1,636,451**	**389,214**	**(117,396)**	**0**	**1,686,392**
Allocation of 2023 net income							389,214	(389,214)			0
Dividend distribution							(247,473)		117,396		(130,077)
Change in share-based payments						5,575	10,945				16,520
Purchase of treasury shares			(119,023)								(119,023)
Sale of treasury shares			115,423				(22,753)				92,670
Interim dividend									(123,949)		(123,949)
Other changes							51,655				51,655
Comprehensive income				(1,403)	(9,713)	(2,771)		416,508			402,621
Balance as of 31 December 2024	**26,141**	**83,719**	**(131,570)**	**(1,689)**	**(274,413)**	**64,023**	**1,818,039**	**416,508**	**(123,949)**	**0**	**1,876,809**
Allocation of 2024 net income							416,508	(416,508)			0
Dividend distribution							(261,902)		123,949		(137,953)
Change in share-based payments						13,078	3,467				16,545
Purchase of treasury shares			(157,055)								(157,055)
Sale of treasury shares			49,246				(4,685)				44,561
Interim dividend									(128,783)		(128,783)
Other changes							37,580				37,580
Comprehensive income				1,672	(73,949)	(3,279)		443,624			368,068
Balance as of 31 December 2025	**26,141**	**83,719**	**(239,379)**	**(17)**	**(348,362)**	**73,822**	**2,009,007**	**443,624**	**(128,783)**	**0**	**1,919,772**

The accompanying notes are an integral part of these consolidated financial statements.

RECORDATI S.p.A. AND SUBSIDIARIES

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2025 AND 31 DECEMBER 2024

€ (thousands)	2025	2024
OPERATING ACTIVITIES		
Net income	443,624	416,508
Income taxes	137,650	130,676
Net interest	92,575	73,193
Depreciation of property, plant and equipment	36,413	33,425
Amortisation of intangible assets	170,022	133,600
Write-downs	9,731	14,330
Equity-settled share-based payment transactions	16,545	16,520
Other non-monetary components	94,521	54,569
Change in other assets and other liabilities	8,169	28,657
Cash flow generated/(used) by operating activities before change in working capital	**1,009,250**	**901,478**
Change in:		
- Inventories	(134,836)	(55,758)
- trade receivables	(63,122)	(86,782)
- trade payables	49,752	30,021
Change in working capital	**(148,206)**	**(112,519)**
Interest received	5,747	4,834
Interest paid	(95,581)	(79,504)
Income taxes paid	(174,313)	(144,371)
Cash flow generated/(used) by operating activities	**596,897**	**569,918**
INVESTMENT ACTIVITIES		
Investments in property, plant and equipment	(39,444)	(36,647)
Disposals of property, plant and equipment	1,309	1,852
Investments in intangible assets	(45,680)	(814,514)
Disposals of intangible assets	460	2,367
Sale of non-current assets held for sale	5,179	2,000
Acquisition of holdings in other companies	(2,660)	-
Cash flow generated/(used) by investment activities	**(80,836)**	**(844,942)**
FINANCING ACTIVITIES		
Opening of loans	466,203	1,092,200
Repayment of loans	(481,776)	(350,739)
Payment of lease liabilities	(11,275)	(11,581)
Change in short-term debts to banks and other lenders	(118)	(77,695)
Dividends paid	(267,556)	(253,718)
Purchase of treasury shares	(157,055)	(119,023)
Sale of treasury shares	44,561	92,670
Cash flow generated/(used) by financing activities	**(407,016)**	**372,114**
Change in cash and cash equivalents	**109,045**	**97,090**
Opening cash and cash equivalents	322,423	221,812
Currency translation effect	(2,644)	3,521
Closing cash and cash equivalents	**428,824**	**322,423**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

EXPLANATORY NOTES

RECORDATI S.p.A. AND SUBSIDIARIES
EXPLANATORY NOTES

TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2025

1. GENERAL INFORMATION

The consolidated financial statements of the Recordati Group for the year ended 31 December 2025 were prepared by Recordati Industria Chimica e Farmaceutica S.p.A. (the "Company" or the "Parent Company" and, together with its subsidiaries, the "Group"), with headquarters at Via Matteo Civitali no. 1, 20148 Milan, Italy, and was approved by the Board of Directors on 19 March 2026, which authorised distribution to the public. The document is available at the registered office.

The consolidated financial statements were prepared in accordance with the International Accounting Standards ("IFRS") issued or revised by the International Accounting Standards Board ("IASB") and endorsed by the European Union, and with the Italian regulations implementing article 9 of Italian Legislative Decree no. 38/2005. To better represent the Group's operations, the profit and loss accounts are classified by function, while they are classified by nature in the financial statements of the Parent. The distinction between current and non-current was adopted for the presentation of assets and liabilities in the balance sheet. In preparing the cash flow statement, the indirect method was used.

Details regarding the accounting standards adopted by the Group are specified in Note 2.

The consolidated financial statements as of 31 December 2025 comprise those of the Parent Company and all its subsidiaries. The companies included in the consolidation scope, the consolidation method applied, their percentage of ownership and a description of their activity are set out in Note 39.

In 2025 the scope of consolidation changed following the merger between the Turkish companies, with the incorporation of Recofarma Ilaç into Recordati Ilaç.

These financial statements are presented in euro (€), rounded to thousands of euro, except where indicated otherwise.

2. SUMMARY OF ACCOUNTING STANDARDS

The financial statements were prepared in accordance with the International Accounting Standards ("IFRS") issued or revised by the International Accounting Standards Board ("IASB") and endorsed by the European Union and with the Italian regulations implementing Article 9 of Italian Legislative Decree no. 38/2005, in continuity with what was done for the consolidated financial statements as of 31 December 2024, with the exception of the adoption of the new standards and amendments in force from 1 January 2025 described in the following paragraph "Application of new standards". The Group did not adopt any new standard, interpretation or amendment in advance that was issued but not yet in force.

The financial statements were prepared on a going concern basis because the Directors verified the non-existence of indicators of a financial, operational or other nature which could signal critical issues on the Group's ability to meet its obligations in the foreseeable future and, in particular, in the next twelve months. Specifically, in making the estimates and assumptions related to the preparation of the consolidated financial statements, the impacts, including potential ones, deriving from the war in progress between Russia and Ukraine. The Group operates on the Russian market, in compliance with current regulations, and on the Ukrainian market with revenue in 2025 totalling respectively 5.9% and 0.7% of the Group's total revenue. The Group continues to monitor the conflict, as well as any geopolitical developments and related consequences on corporate strategies, to adopt mechanisms to protect its competitive position, investments, corporate performance, and resources. The same approach is also adopted in relation to the potential effects arising from any changes in the American legislation that could affect the pharmaceutical sector. Considering the analysis done, also in consideration of the achievement of the expected results and the relevant sector, in preparing these financial statements, no effects were currently identified that could have a significant impact on the financial statement figures.

The financial statements for the consolidated companies, prepared by the Board of Directors or the Sole Director for submission to the respective Shareholders' Meetings, have been reclassified and adjusted as required in accordance with International Financial Reporting Standards. The criteria applied is consistent with that of the consolidated financial statements as of 31 December 2024.

The financial statements have been prepared on the historical cost basis, except for the financial assets available for sale included under the line "Other equity investments and securities", derivative financial instruments (and the relative underlying hedged financial liability) for which their fair value has been applied as prescribed by IFRS 9 and defined benefit plans for which the actuarial valuation was carried out as prescribed by IAS 19.

Economies experiencing hyperinflation

The Group controls companies based in Türkiye and in Argentina. These countries have now reached a situation in which the presence of hyperinflation is the consensus, in line with international accounting standards. As of 1 January 2022 for Turkish companies and 22 April 2024, day of its incorporation, for the Argentine subsidiary, the reference standard IAS 29 "Financial Reporting in Hyperinflationary Economies" has been applied, the effects of which, mainly with reference to Turkish subsidiary, are reflected in the Group's consolidated results as of 31 December 2025.

In particular, in accordance with the standard, the restatement of balance sheet values requires application of specific procedures and an evaluation process.
For the income statement, all items were restated applying the change in the general level of prices in effect at the date on which the revenue and costs were initially recorded in the financial statements at the reporting date. For converting the income statement thus restated into euro, the exact exchange rate as of 31 December 2025 was applied consistently, in accordance with IAS 21 in the presence of hyperinflationary economies, instead of the average exchange rate for the period.
Regarding the balance sheet, the cash elements have not been restated, as they were already expressed in the unit of measurement as at the closing date of the period. Non-cash assets and liabilities were instead revalued from the date on which the assets and liabilities were initially recognised until the end of the period.

Application of new accounting principles

Below is a brief description of the new principles, interpretations and amendments with mandatory application as of 1 January 2025. Based on our assessments they have not had any significant effects on the consolidated Financial Statements to 31 December 2025.

- **Lack of exchangeability - Amendments to IAS 21**

The amendments to IAS 21 "Effects of Changes in Foreign Exchange Rates" specify how an enterprise should consider whether a currency is exchangeable and determine the spot exchange rate when there is a lack of exchangeability. The amendments also require provision of information enabling readers of the financial statements to understand how the non-exchangeable currency impacts, or how it is expected to impact, the income statement, equity and financial position and cash flows of the enterprise.

Principles issued but not yet in force

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

- **IFRS 18 - Presentation and Disclosures in Financial Statements**

In April 2024, the IASB issued IFRS 18, which replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

The standard requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and it also includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements (PFS) and the notes

In addition, narrow-scope amendments have been made to IAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, are effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements. The initial expected material impacts on Group's financial statements are as follows:

- Rental income, change in fair value from investment properties and share of profit or an associate and a joint venture will be classified in the investing category within the statement of profit or loss.
- Foreign exchange difference will be classified in the category where the related income and expense form the item giving rising to the foreign exchange difference.
- New disclosure will be added: (a) management-defined performance measures; (b) specified expense by nature if expenses are presented by function in the operating category of the statement of profit or loss; and (c) a reconciliation for each line item in the statement of profit or loss between the restated amounts presented applying IFRS 18 and the amounts previously presented applying IAS 1.
- Interest received and interest paid will be classified in the investing activities and financing activities, respectively, on the statement of cash flows.

- **IFRS 19 – Subsidiaries without Public Accountability: Disclosures**

In May 2024, the IASB issued IFRS 19, which allows eligible entities to elect to apply its reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS accounting standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in IFRS 10, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements, available for public use, which comply with IFRS accounting standards.

IFRS 19 will become effective for reporting periods beginning on or after 1 January 2027, with early application permitted.

As the Group's equity instruments are publicly traded, it is not eligible to elect to apply IFRS 19.

- **Amendments to the classification and Measurement of the financial Instruments – Amendments to IFRS 9 and IFRS 7**

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments (the "Amendments"). The Amendments include:

- A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific conditions are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date.
- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed.
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at fair value through other comprehensive income (OCI).

The Amendments are effective for annual periods starting on or after 1 January 2026 with early adoption permitted for classification of financial assets and related disclosures only.

The Group does not anticipate that the amendments will have a material effect on the Group's financial statements.

- **Annual Improvements to IFRS Accounting Standards - Volume 11**

In July 2024, the IASB issued nine narrow scope amendments as part of its periodic maintenance of IFRS accounting standards. The amendments include clarifications, simplifications, corrections or changes to improve consistency in IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 7 Financial instruments: Disclosure and its accompanying Guidance on implementing IFRS 7, IFRS 9 Financial Instruments, IFRS 10 Consolidated Financial Statements and IAS 7 Statements of Cash Flows.

The amendments will be effective for reporting periods beginning on or after 1 January 2026. Earlier application is permitted and must be disclosed.

The amendments are not expected to have a material impact on the Group's financial statements.

- **Contracts Referencing Nature-depending Electricity - Amendments to IFRS 9 and IFRS 7**

In December 2024, the IASB issued Amendments to IFRS 9 and IFRS 7 - Contracts Referencing Naturedependent Electricity. The amendments apply only to contracts that reference nature-dependent electricity; the amendments:

- Clarify the application of the 'own-use' requirements for in-scope contracts.
- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts.
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.

The amendments will take effect for annual reporting periods starting on or after 1 January 2026. Early adoption is allowed, but it must be disclosed.

The amendments concerning the own-use exception are to be applied retrospectively, while the hedge accounting amendments should be applied prospectively to new hedging relationships designated from the initial application date. Additionally, the IFRS 7 disclosure amendments must be implemented alongside the IFRS 9 amendments. If an entity does not restate comparative information, it cannot present comparative disclosures.

The Group does not expect that the amendments will have a material impact on its financial statements.

Use of estimates

The preparation of the financial statements by management requires estimates and assumptions to be made, based on management's best judgement, that affect the reported amounts of revenues, expenses, assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. If in the future these estimates and assumptions differ from the actual circumstances, they will be amended as appropriate when circumstances change.

The balance sheet accounts which require, more than others, a higher degree of subjectivity on the part of management when making estimates and for which a change in the conditions underlying the assumptions used could have a significant impact on financial data are hereunder briefly described.

- **Goodwill:** according to the accounting standards applied by the Group, goodwill is subject to annual impairment testing to ascertain whether a reduction in value has occurred. These tests require, on the part of management, subjective evaluations based on available information within the Group and from the market, as well as historical experience. They also depend on factors that could change over time, influencing the valuations and estimates made by management. Furthermore, when it has been determined that a potential reduction in value may have occurred, the Group proceeds to determine it by using the evaluation methods deemed to be most adequate.
- **Provisions for risks:** the identification of the existence or not of a current obligation (legal or implicit) is not easy to determine in some cases. Management evaluates these events on a case-by-case basis together with an estimate of the amount of financial resources required to comply with the obligation. When management considers that the generation of a liability is only possible, the risks are disclosed in the appropriate information section on risks and liabilities, and no accruals are made.
- **Deferred tax assets:** recording is supported by a recovery plan based on hypotheses and assumptions which management considers to be reasonable.
- **Inventories:** inventories which appear to be obsolete or slow-moving are periodically tested and written down if their recoverable value in less than their book value. Write-downs are based on assumptions and estimates which derive from experience and the historical results obtained.
- **Financial instruments:** trade receivables are reduced by their relative provision for bad debts to consider their effective recoverable value. The determination of the amounts to be written down requires that management make subjective evaluations which consider past events, current conditions and expectations of future economic conditions.

In general, the methods for the calculation of the fair value of financial instruments, for accounting or disclosure purposes, are summarised below regarding the main categories of financial instruments:

- Derivative financial instruments: pricing models are adopted based on the market values of the interest rates.
- Receivables and payables and unlisted financial assets: for financial instruments with maturity at more than 1 year, the discounted cash flow method was applied (discounting to the present the expected cash flows in consideration of the current interest rate conditions and creditworthiness) to determine the fair value on "first recognition". Further measurements are made based on the amortised cost method.
- Listed financial instruments: the market value at the reporting date is used.

In relation to financial instruments measured at fair value, IFRS 13 requires the classification of these instruments according to the standard's hierarchy levels, which reflect the significance of the inputs used in establishing the fair value. The following levels are used:

- Level 1: unadjusted assets or liabilities subject to valuation on an active market
- Level 2: inputs other than prices listed under the previous point, which are observable directly (prices) or indirectly (derivatives from the prices) on the market
- Level 3: input which is not based on observable market data.

Basis of consolidation

The consolidated financial statements include those of the Parent Company and the enterprises controlled by it, directly or indirectly, prepared as of 31 December each year. Control is attained when the Group is exposed or has the right to variable returns originating from its relationship with the investee and at the same time has the capacity to affect these returns by exerting its power over that entity. Specifically, the Group controls an investee if and only if the Group has:

- Investment power over the entity (i.e. holds valid rights that give it the ability to actually manage business relevant to the investee entity)
- Exposure or rights to variable returns originating from the relationship with the investee entity
- The ability to exert power over the investee entity to affect the total returns.

Generally, it is presumed that having the majority of voting rights leads to control. In support of this assumption and when the Group does not hold the majority of voting (or similar) rights, the Group considers all the relevant facts and circumstances to establish whether it controls the investee entity, including:

- Contractual agreements with other voting rights holders
- Rights originating from contractual agreements
- The Group's voting rights and potential voting rights.

The Group reconsiders whether it has control of an investee or not if the facts and circumstances indicate that there have been changes in one or more of the three relevant factors which define control. Consolidation of a subsidiary begins when the Group gains control of it and ceases when the Group loses control. The assets, liabilities, revenue and costs of the subsidiary acquired or disposed of during the year are included in the consolidated financial statement from the date the Group obtains control until the date the Group can no longer exert control over the company.

The financial statements of the subsidiaries are prepared according to the same accounting standards adopted by the Parent Company. Where necessary, consolidation adjustments are made to bring the accounting policies used in line with those used by the Company.

All intercompany transactions and balances between group enterprises, including unrealised gains, are eliminated on consolidation. Unrealised losses are also eliminated, unless they cannot be recovered later.

The consolidation is made with the full line-by-line method. The criteria adopted for the application of this method include, among others:

a. Elimination of the book value of investments in consolidated companies against the related shareholders' equity and the assumption at the same time of all their assets and liabilities.

b. Elimination of intercompany payables and receivables and transactions, as well as intercompany profits and losses not yet realized.

c. Any excess of the cost of acquisition over the value of equity at the date of acquisition is recognised as goodwill.

d. Non-controlling interests in the equity of consolidated subsidiaries are shown separately under equity, while non-controlling interests in the net income of these companies are shown separately in the consolidated income statement.

The financial statements of foreign subsidiaries expressed in currencies other than Euro are translated into Euro as follows:

- Assets and liabilities, except for shareholders' equity, at year-end exchange rates
- Shareholders' equity at historical exchange rates, for year of formation
- Income and expense items at the average exchange rates for the year
- The goodwill resulting from the acquisition of a foreign company is recognised in the currency of the country in question and translated at year-end exchange rates.

Translation differences arising from this process are shown in the consolidated statement of comprehensive income.

Balance Sheet

Property, plant and equipment – Property, plant and equipment is sated at purchase cost less accumulated depreciation and any recognised impairment loss. Reviews are performed when events or situations occur which indicate that the carrying amount of the assets can no longer be recovered (see paragraph on impairment).

Depreciation is computed on a straight-line basis using rates which are held to be representative of the estimated useful life of the assets:

- Industrial buildings 2.5% - 5.5%
- Plant and machinery 10% - 17.5%
- Other equipment 12% - 40%

Gains or losses arising from the disposal or retirement of an asset are determined as the difference between the sales proceeds and the net carrying amount of the asset and are recognised in income.

Leasing – The Group applied IFRS 16, using the modified retrospective approach.

Accounting model for lessee – At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component based on its related stand-alone price. The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In this case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis of those of property, plant and equipment. In addition, the right of use asset is periodically reduced by impairment losses, if any, and adjusted to reflect any changes deriving from remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interests rate implicit in the lease. If that rate cannot be readily determined, the Group uses the incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the assets leased.

The payments due for the lease included in the measurements of the lease liability comprise:

- Fixed payments (including substantially fixed payments)
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate at the commencement date
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset. If the carrying amount of the right-of-use asset has been reduced to zero, the lessee recognises the change in the profit/loss for the year.

The Group presents right-of-use assets that do not meet the definition of investments property in "Property, plant and equipment" and lease liabilities in "Loans" in the balance sheet.

Short-term leases and leases of low value assets – The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Intangible assets – An intangible asset is recognised in the accounts only if identifiable, likely to generate future economic benefits and its cost can be reliably determined. Intangible assets are recognised at purchase cost, net of amortisation calculated on a straight-line basis and on the basis of their estimated useful life which, however, cannot exceed 20 years. Patents, licenses and know-how are amortised as from the year of the first sale of relevant products. Amortisation of distribution and license rights is calculated over the duration of the contract, using the following rates which are held to be representative of the estimated useful life of the assets.

- Industrial patent rights and marketing authorisations 5% - 33%
- Distribution licenses, trademarks and similar rights 5% - 25%.

Goodwill – Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary, associate or jointly-controlled entity at the date of acquisition. Transaction costs associated with a business combination are not considered acquisition costs, but are recognised as expenses in the year they are incurred. Goodwill is recognised as an asset and subjected annually to an impairment test in order to determine any loss of value. This test is performed with reference to a cash-generating unit, or CGU, to which goodwill is attributed and at the level at which it is monitored.

Goodwill arising on the acquisition of an associate is included within the carrying amount of the associate.

On disposal of a subsidiary, associate or jointly-controlled entity, the attributable amount of remaining goodwill is included in the determination of the gain or loss on disposal.

Impairment – At each reporting date, or more frequently if necessary, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If these indications exist, the recoverable amount of these assets is estimated to determine the amount of the write-down. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the greater of net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using an after-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In the context of determining estimated future cash flow, the Group takes into consideration risks associated with issues linked to climate change, including applicable regulations, assessing whether these may have a significant impact on estimates of the recoverable value and, when necessary, including the effects on cash flow forecasts for estimates of value in use.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash- generating unit) is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount. However, the increased carrying amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognised. A reversal of an impairment loss is recognised as income immediately. Losses resulting from the impairment of goodwill cannot be reversed.

Equity investments in associates – An associate is an enterprise over which the Group is in a position to exercise significant influence, but not control, through participation in the financial and operating policy decisions of the investee. The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting.

Financial instruments
Recognition and measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Group becomes a party to the contractual provisions of the financial instrument. A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. A trade receivable without a significant financing component is initially measured at the transaction price.

Classification and subsequent measurement
Financial assets

On initial recognition, a financial asset is classified on the basis of its measurement: amortised cost; fair value through other comprehensive income ("FVOCI") - debt security; (FVOCI) - equity security; or at fair value through profit or loss ("FVTPL").

Financial assets are not reclassified after their initial recognition, unless the Group changes its business model for management of financial assets. In this case, all the financial assets involved are reclassified on the first day of the year following the change in the business model.

A financial asset must be measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset must be measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- It is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- Its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This choice is made for each asset.

All financial assets not classified as measured at amortised cost or at FVOCI, as indicated above, are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: subsequent measurement and gains and losses

- **Financial assets measured at FVTPL**

  These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss for the year.

- **Financial assets measured at amortised cost**

  These assets are subsequently measured at amortised cost in conformity with the effective interest criterion. The amortised cost is decreased by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss, as are any gains or losses on derecognition.

- **Debt investments measured at FVOCI**

  These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are reclassified to profit or loss.

- **Equity securities measured at FVOCI**

  These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income and are never reclassified to profit or loss.

Financial liabilities: classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or at FVTPL. A financial liability is classified as at FVTPL when it is held for trading, represents a derivative or is designated as such at the moment of initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost in using the effective interest criterion. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Derecognition
Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the assets transferred are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group derecognises a financial liability also in the case of a change in the related contractual terms and the cash flows of the modified liability are substantially different. In this case, a new financial liability is recognised at fair value on the basis of the modified contractual terms.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts, and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Derivative financial instruments and hedge accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures.

Derivative instruments are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation. At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. The effective portion of changes in the fair value of the derivative that is recognised in other comprehensive income is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the cost of the non-financial item on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve and the cost of hedging reserve are immediately reclassified to profit or loss.

Net investment hedges

When a derivative instrument or a non-derivative financial liability is designated as the hedging instrument in a hedge of a net investment in a foreign operation, the effective portion of, for a derivative, changes in the fair value of the hedging instrument or, for a non-derivative, foreign exchange gains and losses is recognised in other comprehensive income and presented in the translation reserve within equity. Any ineffective portion is recognised immediately in profit or loss. The amount recognised in other comprehensive income is reclassified to profit or loss as a reclassification adjustment on disposal of the foreign operation.

Inventories – Inventories are stated at the lower of cost and net realisable value, where the market value of raw materials and subsidiaries is their substitution cost while that related to finished goods and work-in-process is their net realisable value. Inventories of raw materials, supplies and promotional material are valued at their average acquisition cost including costs incurred in bringing the inventories to their location and condition at year end. Inventories of work-in-process and finished goods are valued at their average manufacturing cost which includes the cost of raw materials, consumables, direct labour and indirect costs of production.

Inventories are written-down if market value is lower than cost as described above or in the case of obsolescence resulting from slow moving stocks.

Cash and cash equivalents – Cash in banks on demand and short-term highly liquid investments measured at market value.

Non-current assets classified as held for sale and discontinued operations – These consist of components of an entity, whose operations and cash flows can be distinguished operationally and for financial reporting purposes, which have either been disposed of or satisfy the criteria to be classified as held for sale. A non-current asset (or disposal group) classified as held for sale is measured at the lower of fair value less costs to sell it and its carrying amount. Non-current assets or disposal groups that are classified as held for sale are not depreciated.

Shareholders' equity – Equity instruments issued by the Company are recognised at the proceeds received. Dividends distributed by the Parent Company are recognised as payables at the moment of the resolution to distribute them. The purchase cost and selling price of treasury shares are recognised directly in equity and are therefore not recognised in the income statement.

Provisions for employee benefits – Employee benefits are recognised on the basis of the results of the measurements made according to what is established by the accounting standard IAS 19. The liability recognised in the balance sheet for post-employment benefit plans is the present value of the defined benefit obligation, as adjusted for unrecognised actuarial gains and losses and unrecognised past service cost. In particular the Projected Unit Credit Method is applied.

Provisions for risks and charges – Provisions for risks and charges made when the Group has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

Transactions in foreign currencies – Transactions in currencies other than the euro are initially recognised at the exchange rates prevailing on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates prevailing on the reporting date. Gains and losses arising on exchange are included in net profit or loss for the period. Non-monetary assets and liabilities recognised at the exchange rates prevailing on the dates of the transactions are not retranslated on the reporting date.

In the consolidated financial statements, the assets and liabilities of the Group's foreign currency operations are translated at the exchange rates prevailing on the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in the consolidated statement of comprehensive income and included in the item "reserve from translation of financial statements in foreign currencies". This reserve is recognised as income or as expenses in the period in which the subsidiary is disposed of.

Income statement

Revenue - is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over a good or service to a customer. Revenues are stated net of discounts, rebates and returns.

Information about the nature and the timing of the satisfaction of performance obligations in contracts with customers and the related revenue recognition policies are as follows.

Revenues mainly comprise product sales and revenue from licensing-out agreements. Product sales represent net invoice value less estimated rebates, returns and chargebacks and are recognised when control of the goods has been transferred to a third party. This is usually when ownership passes to the customer, either on shipment or on receipt of goods by the customer, depending on the specific trading terms.

Revenue from licensing-out agreements includes income from collaborative arrangements on the Group's products where the Group has licensed certain rights associated with those products, but retains a significant ongoing economic interest, through for example the ongoing supply of finished goods. Income may take the form of up-front payments, profit sharing and royalties. Where control of a right to use of intangible assets passes at the outset of an arrangement, revenue is recognised at one point in time. Where the substance of an arrangement is that of a right to access intangible assets, revenue is recognised over time, normally on a straight-line basis over the life of the contract. Where the Group provides ongoing services (i.e. supply of products), revenue in respect of this element is recognised over the duration of these services. Sales performance milestones are accounted for when the licensee achieves the sales target, so these are recognised at one point in time. Royalties received from the licensee are accounted for when the licensor is entitled to the payment, so these are to be recognised at one point in time.

Cost of sales – This represents the cost of the goods sold. It includes the cost of raw materials, supplies and consumables, finished goods, and direct and indirect production expenses.

Selling expenses - These include all expenses incurred in connection with the products sold during the year, such as payroll and other costs for sales and marketing personnel, promotional expenses and all distribution costs.

Research and development expenses – Research and development costs are expensed in the income statement in the year in which they are incurred in accordance with IAS 38, except the cases for which the same IAS 38 prescribes the capitalisation. IAS 38 prescribes that development costs must be capitalised when, in relation to the products of the activity, technical and commercial feasibility is achieved with high probability of success and future economic benefits are probable. These costs include amounts due under collaboration agreements with third parties.

Transactions involving share-based payments – As prescribed by IFRS 2, stock option and performance share plans for the benefit of Group employees are considered part of their remuneration, the cost of which is the fair value of the rights at the date they are granted. This cost is recognised in profit and loss linearly distributed over the vesting period with a counter-item booked directly to equity.

Financial income and expenses – These include interest income and expenses, foreign exchange gains and losses, both realised and unrealised, and differences arising from the valuation of securities. Interest income and expenses are recognised in profit and loss using the effective interest method.

Taxes – Income taxes are the sum of current and deferred taxes. Current taxes are based on taxable profit for the year and the tax rates in force at the reporting date are applied.

Deferred taxes are taxes expected to be payable or recoverable on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable income. Deferred tax liabilities are generally recognised all taxable temporary differences, while deferred tax assets are recognised to the extent to which it is considered probable that there will be taxable fiscal results in the future that will enable the use of the deductible temporary differences. Assets and liabilities are not recognised if the temporary differences derive from goodwill.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the liability is settled or the asset realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also recognised in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Earnings per share – Earnings per share is the net income for the period attributable to ordinary shareholders divided by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by adjusting the number of shares outstanding for the effects of all dilutive potential ordinary shares.

3. NET REVENUE

The Group's revenue is derived from contracts with customers and is not subject to significant seasonal fluctuations, except for those in the cough and cold therapeutic area.

Total net revenue in 2025 was € 2,618.4 million, up by 11.8% compared to 2024 and include € 146.3 million (versus € 10.9 million in the preceding year) for sales of Enjaymo® in the hema-oncological segment, of which the global rights were sold by Sanofi to Recordati on 29 November 2024. The increase is also attributable to organic growth in turnover in both business segments, despite the unfavourable currency exchange effect, amounting to a negative total of € 64.2 million.

Revenue can be detailed as follows:

€ (thousands)	2025	2024	Changes 2025/2024
Net sales	2,597,872	2,325,679	272,193
Royalties	10,143	10,982	(839)
Upfront payments	1,053	1,369	(316)
Various revenue	9,315	3,529	5,786
Total net revenue	**2,618,383**	**2,341,559**	**276,824**

The effect of the application of IAS 29 "Financial Reporting in Hyperinflationary Economies" to activities in Türkiye, taking account of the provisions of IAS 21 "Effects of Changes in Foreign Exchange Rates", had a positive effect on net revenue of € 12.7 million. It should be noted that the Argentine company did not recognise revenues.

Royalties are related to products in the Rare Diseases segment for € 6.2 million and to those of the Specialty and Primary Care segment for € 3.9 million.

The item "Various revenue" includes € 5.7 million, corresponding to the margin on sales of the cardiovascular drug Vazkepa®, achieved by Amarin on behalf of Recordati after 24 June 2025, which was the date of transfer of the product licensing rights, and until the change in ownership of the marketing authorisation. It should be noted that as of 31 December 2025, this authorisation was transferred for eight countries, where direct sales of the product began, whereas formalities are being finalised for a further four countries.

The following tables show net revenue broken down by therapeutic area and geographic area by country, with an indication of the related business segments identified by the Group.

THERAPEUTIC AREA

€ (thousands)	Specialty & Primary Care 2025	Specialty & Primary Care 2024	Rare Diseases 2025	Rare Diseases 2024	Total 2025	Total 2024
Urology	410,047	399,941	-	-	410,047	399,941
Cardiovascular	396,022	385,208	-	-	396,022	385,208
Gastrointestinal	238,935	217,498	-	-	238,935	217,498
Cough and Cold	124,295	137,280	-	-	124,295	137,280
Other treatment areas	308,581	309,309	-	-	308,581	309,309
Pharmaceutical chemicals	59,054	58,468	-	-	59,054	58,468
Hema-oncology	-	-	414,855	253,228	414,855	253,228
Endocrinology	-	-	394,081	321,686	394,081	321,686
Metabolic and other areas	-	-	272,513	258,941	272,513	258,941
Total net revenue	**1,536,934**	**1,507,704**	**1,081,449**	**833,855**	**2,618,383**	**2,341,559**

GEOGRAPHIC AREA BY COUNTRY

€ (thousands)	Specialty & Primary Care 2025	Specialty & Primary Care 2024	Rare Diseases 2025	Rare Diseases 2024	Total 2025	Total 2024
Pharmaceutical revenue						
U.S.A.	-	-	515,167	391,487	515,167	391,487
Italy	284,893	299,672	37,971	30,815	322,864	330,487
Spain	189,108	180,759	36,547	33,267	225,655	214,026
France	130,879	138,749	48,479	36,011	179,358	174,760
Russia, Ukraine, other CIS	155,175	128,569	28,279	21,933	183,454	150,502
Germany	101,701	108,498	74,755	52,943	176,456	161,441
Türkiye	114,297	122,427	12,251	10,357	126,548	132,784
Portugal	67,181	61,904	5,346	5,276	72,527	67,180
Other Eastern European countries	151,265	135,636	36,369	32,326	187,634	167,962
Other Western European countries	100,803	98,600	68,889	65,104	169,692	163,704
North Africa	48,164	43,755	10,766	1,984	58,930	45,739
Other international sales	134,414	130,667	206,630	152,352	341,044	283,019
Total pharmaceutical revenue	**1,477,880**	**1,449,236**	**1,081,449**	**833,855**	**2,559,329**	**2,283,091**
Pharmaceutical chemicals revenue						
Italy	2,705	2,879	-	-	2,705	2,879
Other European countries	19,589	16,342	-	-	19,589	16,342
U.S.A.	4,932	4,723	-	-	4,932	4,723
America (U.S.A. excluded)	4,931	6,012	-	-	4,931	6,012
Asia and Oceania	26,042	27,911	-	-	26,042	27,911
Africa	855	601	-	-	855	601
Total chemical pharmaceuticals revenue	**59,054**	**58,468**	**0**	**0**	**59,054**	**58,468**
Total net revenue	**1,536,934**	**1,507,704**	**1,081,449**	**833,855**	**2,618,383**	**2,341,559**

4. OPERATING EXPENSES

Total operating expenses for 2025 amounted to € 1,947.6 million, up compared to the € 1,702.7 million of 2024, and are classified by function as follows:

€ (thousands)	2025	2024	Changes 2025/2024
Cost of sales	830,704	741,287	89,417
Selling expenses	558,973	497,728	61,245
Research and development expenses	340,952	286,026	54,926
General and administrative expenses	168,015	156,648	11,367
Other (income)/ expenses, net	48,931	21,013	27,918
Total operating expenses	**1,947,575**	**1,702,702**	**244,873**

The cost of sales totals € 830.7 million, up compared to the previous year representing 31.7% of revenue, in line with 2024. It includes the effects of the fair value revaluation, in accordance with accounting standard IFRS 3, for the EUSA Pharma (now Recordati UK) and Enjaymo® inventories acquired. This impacted negatively on the income statement, calculated based on the units sold in the year, amounting to € 66.8 million (compared to € 37.5 million in 2024). Excluding this effect, the incidence in 2025 and 2024 would have been 29.2% and 30.1% respectively, down due to a different sales mix effect. The effect of the application of IAS 29 "Financial Reporting in Hyperinflationary Economies" and the provisions of IAS 21 "Effects of Changes in Foreign Exchange Rates" to activities in Türkiye was € 14.1 million, compared to € 16.4 million in 2024. It should be noted that the Argentine company has a cost of sales equal to zero.

Selling expenses grew by 12.3% in relation to the same period the previous year, at 21.3% of revenue, substantially in line with 2024. These expenses include the investments made to support the launch of the Cushing's syndrome Isturisa® indication (approved by the FDA on 15 April 2025) and to support Enjaymo® growth and the continued geographic expansion in the Rare Diseases segment.

Research and development expenses were € 341.0 million, an increase of 19.2% compared to those of 2024 and include € 35.0 million of amortisation of the rights of Enjaymo®, acquired from Sanofi in the fourth quarter 2024, which had an impact of € 2.9 million in the previous year. In addition, the increase versus 2024 is linked to the additional activities for medical information in support of the expansion of Enjaymo® and the new Isturisa® indication, as well as ongoing clinical trials. Research and development costs, excluding amortisation and write-downs of intangible assets acquired or licensed, accounted for 6.3% of revenue, compared to 6.0% in the previous year.

General and administrative expenses increased by 7.3%, accounting for 6.4% of revenue compared to 6.7% in 2024, due to the ongoing strengthening of the general coordination structure and new IT systems investments to support the Group's growth, as well as for the expansion of organisational structures in new markets (Brazil, Japan).

The following table summarises the more significant components of "Other net (income)/expenses":

€ (thousands)	2025	2024	Changes 2025/2024
Non-recurring costs:			
- restructuring	17,886	5,972	11,914
- Urorec® payback	12,762	-	12,762
- EUSA Pharma acquisition	4,169	1,949	2,220
- voluntary liquidation of the Chinese branch	2,427	-	2,427
- emergency in Ukraine and Spain	69	127	(58)
Impairment of intangible assets and goodwill	9,533	14,330	(4,797)
Write-downs of property, plant and equipment	198	0	198
Other	1,887	(1,365)	3,252
Other (income)/ expenses, net	**48,931**	**21,013**	**27,918**

Under the terms of the CONSOB Communication of 28 July 2006, on events, transactions and matters which are non-recurring or do not occur frequently in the normal course of business we can note:

- Expenses of € 17.9 million for the optimisation of the commercial organisations in the Specialty & Primary Care segment in Italy and Spain referred to approximately 90 resources and attributable to a continuous effort to focus the commercial strategy on pharmacists and specialist doctors in the key Therapeutic Areas.
- The expense of € 12.8 million for the Urorec® payback, accounted following the judgement published on 3 September 2025, with which the Council of State definitively rejected the appeal filed by the Parent Company against the unfavourable judgement of the Regional Administrative Court (TAR) of Lazio on 19 June 2024, for which the Parent Company itself had filed an appeal against the request received by the Italian Medicines Agency (AIFA) to produce proof of the payment made as annual payback on the sales of the drug Urorec®. Following this request, a dispute had arisen concerning the different interpretations of the application of the agreement signed at the time between the Parent Company and AIFA, as well as the possibility of its extension. The Parent Company had in fact argued that the payback obligation had ceased to apply as of 2020, pointing out procedural flaws and the negative financial impact of including Urorec® in the transparency list from February 2020. The Council of State examined the Parent Company's arguments presented in order of priority and held that the agreement with AIFA was automatically renewed for the two-year periods after 31 December 2019. The Court also rejected the Parent Company's further claims that certain actions undertaken after 2021 should be regarded as having terminated the agreement. It follows that the Parent Company is obligated to pay the payback on Urorec® for a total value

of € 18.0 million. In accordance with the requirements of the accounting standards of reference, the Parent Company has therefore increased the amount previously recognised in relation to this matter.

- The residual costs from the acquisition of EUSA Pharma, mainly relating to tech transfer fees.
- Expenses relating to the ongoing voluntary liquidation of the Chinese subsidiary in the Rare Diseases segment following the refusal to include Isturisa® on the national list of reimbursable pharmaceutical products.
- The cost of donations made after the Ukraine conflict.

In compliance with the CONSOB Communication dated 28 July 2006, it is noted that, during 2025, there were no atypical or unusual transactions, as defined by the Communication.

Write-downs of intangible assets for € 9.5 million refer to Reagila® (€ 4.5 million), Caphosol® (€ 3.3 million) and Colopeg® (€ 1.7 million), and were determined based on specific analyses of the recoverability of the assets' value.

The item "Other" includes provisioning for the probable costs related to the remediation activities to be carried out at the Italian production site in Campoverde.

Total operating expenses are broken down by nature as follows:

€ (thousands)	2025	2024	Changes 2025/2024
Material consumption	597,924	552,538	45,386
Payroll costs	448,735	410,266	38,469
Other employee costs	74,818	67,455	7,363
Variable sales expenses	104,818	96,158	8,660
Depreciation, amortisation and write-downs	216,166	181,355	34,811
Utilities and consumables	56,617	53,298	3,319
Other expenses	448,497	341,632	106,865
Total operating expenses	**1,947,575**	**1,702,702**	**244,873**

The proportion of raw material consumption to net revenue was 22.8%, down compared to the 23.6% of 2024.

The item "Payroll costs" increased by € 38.5 million due to the higher number of employees (4,565 people in 2025 compared to 4,410 people in 2024) following the acquisition of rights to Enjaymo®, for the increased investments in the United States related to the approval of the indication of Isturisa® for Cushing's syndrome, and for strengthening the general coordination structure. Stock option plan expenses of € 1.3 million decreased compared to the cost of € 5.2 million in the previous year, due to the last grant in 2022, under the 2021-2023 stock options plan, reaching maturity in May. In 2023, the Parent Company adopted a new long-term incentive plan called "2023-2025 Performance Shares Plan" benefiting certain Group employees (see Note 19). The cost pertaining to the year, determined based on IFRS 2, amounted to € 15.2 million, an increase on the € 11.3 million over the previous year, mainly due to the impact for the entire period of the costs related to the attribution of 9 May 2024 and the effect of the attribution of 8 May 2025. There were 4,693 employees as of 31 December 2025, an increase over the 4,583 at the end of 2024.

Some Group employees were designated as beneficiaries of incentive plans with a five-year vesting period, granted and entirely funded by Rossini Luxembourg S.à r.l., an indirect shareholder of Recordati S.p.A., and will benefit from a return at the expiry of the plans term if they have met a number of performance conditions. The measurement according to IFRS 2 led to an expense in the 2025 income statement of € 1.5 million, which also includes the portion relating to the incentive plans granted by Rossini Luxembourg S.à r.l. to the Chief Executive Officer of the Recordati Group.

Variable sales expenses mainly include distribution charges and royalties paid.

Total amortisation amounted to € 206.4 million, of which € 170.0 million related to intangible assets, up by € 36.4 million over the previous year, attributable mostly to the acquisition of rights of Enjaymo® from Sanofi (€ 35.0 million for the entire 2025 compared to € 2.9 million in 2024), and € 36.4 million relating to property, plant, and equipment, up by € 3.0 million over 2024.

Write-downs amounted to € 9.7 million, compared to € 14.3 million in 2024, of which € 9.5 million for intangible assets and € 0.2 million for property, plant and equipment.

"Utilities and consumables" include mainly costs for electricity and gas, consumables and IT services and is up by 6.2% compared to 2024.

The item "Other expenses" includes costs for consulting and external services, promotion and clinical trials and non-cash charges of € 66.8 million arising from the revaluation at fair value of the inventory acquired as part of the EUSA Pharma (now Recordati UK) and Enjaymo® transactions pursuant to IFRS 3, an increase versus € 37.5 million in 2024 when the effect was almost entirely related to the sole revaluation of the inventory acquired in the context of the EUSA Pharma (now Recordati Pharma) operation, as well as the non-recurring costs of € 37.3 million (compared to € 8.0 million in the previous financial year) mainly related to the optimisation of the Specialty & Primary Care commercial organisation in Italy and Spain as part of a continuous effort to focus the commercial strategy on pharmacists and specialist doctors in our key Therapeutic Areas and on the aforementioned provision for the payback on the sales of the product Urorec®.

5. NET FINANCIAL INCOME AND EXPENSES

In 2025 and 2024 the net balance of financial components was negative respectively of € 89.5 million and € 91.7 million.

The main items are summarised as follows:

€ (thousands)	2025	2024	Changes 2025/2024
Interest expense on loans	96,377	78,975	17,402
Net exchange rate (gains)/losses	(14,977)	9,342	(24,319)
Net (income)/expense on short-term positions	(67)	(5,962)	5,895
Expenses on leases	2,539	2,186	353
Expenses for defined benefit plans	371	385	(14)
Turkish hyperinflation effects (IAS 29)	5,291	6,747	(1,456)
Total net financial (income)/expenses	**89,534**	**91,673**	**(2,139)**

The increase in the interest expense on loans for € 17.4 million was mainly due to new debt and, in particular following the additional loan for € 850 million concluded in the fourth quarter of 2024 for the acquisition of Enjaymo®, the new loan for € 345.0 million concluded in June 2025 and the bond loan for € 125.0 million issued by the Parent Company on 30 September 2025. Note 21 contains the details of the loan contracts.

Net exchange gains mostly unrealised, amounted to € 15.0 million and were mainly attributable to the devaluation of the US dollar, whereas during 2024, net exchange losses were recorded of € 9.3 million.

The non-cash impacts of hyperinflation in 2025 and 2024 were negative for € 5.3 million and € 6.7 million respectively, mainly due to the net effect of the revaluation of balance sheet entries of subsidiaries in Türkiye.

6. INCOME TAXES

Income taxes, amounting to € 137.7 million, include the income taxes levied on all consolidated companies as well as the Italian regional tax on production (IRAP) applicable to all Italian companies. This item increased by € 7.0 million compared to 2024. The amount includes provisioning of € 6.3 million for the effects deriving from application of the Pillar Two regulations in the tax jurisdictions of Ireland, Switzerland, United Arab Emirates and Romania. It also includes a non-recurring element of € 8.2 million for an income tax reimbursement in Ireland, partially offset by higher taxation in Türkiye.

The current standard corporate income tax rate in Italy can be reconciled with the tax rate effectively incurred on consolidated pre-tax income, as follows:

	2025 %	2024 %
Standard income tax rate on pre-tax income of the Parent Company	24.0	24.0
Dividends from foreign subsidiaries	0.7	0.6
Pillar Two	1.1	0.6
Foreign tax rate differential	(3.2)	(1.1)
Tax benefit provided by the so-called "Patent box" in Italy	-	(1.3)
Other differences, net	0.6	0.5
Effective tax rate on income	**23.2**	**23.3**
IRAP	0.5	0.6
Effective tax rate on pre-tax income	**23.7**	**23.9**

IRAP is levied only on Italian companies and is computed applying an average rate of 4.56% to a broader taxable base calculated before the deduction of interest.

7. PROPERTY, PLANT AND EQUIPMENT

The composition and change to property, plant, and equipment, including the valuation of the right to use the assets conveyed under leases, are shown in the table below:

€ (thousands)	Land and buildings	Plant and machinery	Other equipment	Investments in progress	Total
Cost					
Balance as of 1 January 2024	**123,647**	**269,201**	**111,821**	**48,149**	**552,818**
Increases	17,079	5,654	16,402	21,122	60,257
Decreases	(12,853)	(357)	(8,009)	(407)	(21,626)
Hyperinflation	7,346	6,866	2,712	(366)	16,558
Other changes	4,839	28,273	(470)	(38,297)	(5,655)
Balance as of 31 December 2024	**140,058**	**309,637**	**122,456**	**30,201**	**602,352**
Increases	8,799	8,525	14,174	23,496	54,994
Decreases	(7,823)	(1,298)	(6,359)	(373)	(15,853)
Write-downs	0	(198)	0	0	(198)
Hyperinflation	4,923	8,199	2,468	(1.969)	13,621
Other changes	(3,721)	8,760	(557)	(19,172)	(14,690)
Balance as of 31 December 2025	**142,236**	**333,625**	**132,182**	**32,183**	**640,226**
Accumulated amortisation					
Balance as of 1 January 2024	**66,692**	**227,909**	**79,560**	**0**	**374,161**
Amortisation for the year	8,840	12,023	12,562	0	33,425
Decreases	(8,747)	(356)	(7,671)	0	(16,774)
Hyperinflation	2,057	4,443	1,745	0	8,245
Other changes	(189)	(424)	(2,792)	0	(3,405)
Balance as of 31 December 2024	**68,653**	**243,595**	**83,404**	**0**	**395,652**
Amortisation for the year	8,836	13,165	14,412	0	36,413
Decreases	(6,425)	(1,265)	(6,230)	0	(13,920)
Hyperinflation	927	4,389	1,803	0	7,119
Other changes	(1,600)	(3,641)	(2,121)	0	(7,362)
Balance as of 31 December 2025	**70,391**	**256,243**	**91,268**	**0**	**417,902**
Net amount					
1 January 2024	**56,955**	**41,292**	**32,261**	**48,149**	**178,657**
31 December 2024	**71,405**	**66,042**	**39,052**	**30,201**	**206,700**
31 December 2025	**71,845**	**77,382**	**40,914**	**32,183**	**222,324**

Increases in the item "Property, plant and equipment" amounted to a total of € 55.0 million, of which € 41.0 million for investments in property mainly for production and € 14.0 million relating to the renewal of leases of civil-use buildings and vehicles.

The companies that invested most were the Parent Company (€ 23.7 million, mostly in its production plants), the subsidiaries in Türkiye (€ 5.5 million), Spain (€ 5.2 million), Germany (€ 4.3 million), Switzerland (€ 3.6 million), Tunisia (€ 2.5 million) and Ireland (€ 1.2 million).

"Other changes" includes movements between categories and the conversion into euro of the property, plant and equipment recognised in other currencies, which led to a net decrease of € 8.5 million compared to 31 December 2024, primarily due to the depreciation of the Turkish lira.

The following table shows the measurement of the right to use the assets conveyed under leases, determined as prescribed by the accounting standard IFRS 16:

€ (thousands)	Land and buildings	Plant and machinery	Other equipment	Total
Cost				
Balance as of 1 January 2024	**40,539**	**1,323**	**21,118**	**62,980**
Increases	15,308	0	10,679	25,987
Decreases	(12,209)	0	(4,701)	(16,910)
Hyperinflation	641	0	1,730	2,371
Other changes	(93)	0	(760)	(853)
Balance as of 31 December 2024	**44,186**	**1,323**	**28,066**	**73,575**
Increases	8,017	0	5,942	13,959
Decreases	(7,563)	(946)	(3,528)	(12,037)
Hyperinflation	467	0	1,325	1,792
Other changes	(1,203)	0	(1,256)	(2,459)
Balance as of 31 December 2025	**43,904**	**377**	**30,549**	**74,830**
Accumulated amortisation				
Balance as of 1 January 2024	**14,842**	**859**	**9,053**	**24,754**
Amortisation for the year	6,129	259	6,920	13,308
Decreases	(8,246)	0	(4,672)	(12,918)
Hyperinflation	287	0	713	1,000
Other changes	(132)	0	15	(117)
Balance as of 31 December 2024	**12,880**	**1,118**	**12,029**	**26,027**
Amortisation for the year	5,853	129	7,651	13,633
Decreases	(6,164)	(946)	(3,512)	(10,622)
Hyperinflation	196	0	1,193	1,389
Other changes	(486)	0	(969)	(1,455)
Balance as of 31 December 2025	**12,279**	**301**	**16,392**	**28,972**
Net amount				
1 January 2024	**25,697**	**464**	**12,065**	**38,226**
31 December 2024	**31,306**	**205**	**16,037**	**47,548**
31 December 2025	**31,625**	**76**	**14,157**	**45,858**

Rights of use of leased assets refer mainly to the office premises of several Group companies and to the cars used by medical representatives operating in their territories.

8. INTANGIBLE ASSETS

The composition and change in intangible assets are shown in the following table.

€ (thousands)	Patent rights and marketing authorisations	Distribution, license, trademark and similar rights	Other	Advance payments	Total
Cost					
Balance as of 1 January 2024	**1,141,119**	**1,520,306**	**23,103**	**43,587**	**2,728,115**
Increases	699,672	18,824	818	12,133	731,447
Decreases	(31)	(7,862)	(469)	(37)	(8,399)
Write-downs	0	(11,830)	0	(2,500)	(14,330)
Hyperinflation	3,782	(385)	806	1	4,204
Other changes	(9,758)	15,738	299	(14,218)	(7,939)
Balance as of 31 December 2024	**1,834,784**	**1,534,791**	**24,557**	**38,966**	**3,433,098**
Increases	27	22,869	3,042	34,745	60,683
Decreases	(218)	(804)	(167)	(308)	(1,497)
Write-downs	0	(9,533)	0	0	(9,533)
Hyperinflation	2,767	378	632	2	3,779
Other changes	15,785	(36,119)	39,003	(26,962)	(8,293)
Balance as of 31 December 2025	**1,853,145**	**1,511,582**	**67,067**	**46,443**	**3,478,237**
Accumulated amortisation					
Balance as of 1 January 2024	**417,829**	**351,512**	**20,577**	**0**	**789,918**
Amortisation for the year	54,827	77,995	778	0	133,600
Decreases	(13)	(5,562)	(457)	0	(6,032)
Hyperinflation	2,270	(309)	618	0	2,579
Other changes	(7,899)	7,432	341	0	(126)
Balance as of 31 December 2024	**467,014**	**431,068**	**21,857**	**0**	**919,939**
Amortisation for the year	88,062	76,858	5,102	0	170,022
Decreases	(218)	(791)	(28)	0	(1,037)
Hyperinflation	1,798	275	499	0	2,572
Other changes	(5,659)	(13,206)	12,158	0	(6,707)
Balance as of 31 December 2025	**550,997**	**494,204**	**39,588**	**0**	**1,084,789**
Net amount					
1 January 2024	**723,290**	**1,168,794**	**2,526**	**43,587**	**1,938,197**
31 December 2024	**1,367,770**	**1,103,723**	**2,700**	**38,966**	**2,513,159**
31 December 2025	**1,302,148**	**1,017,378**	**27,479**	**46,443**	**2,393,448**

Other increases for the year mainly include:

- € 22.2 million in relation to the license and supply agreement signed with Amarin on 24 June 2025 to market the cardiovascular drug Vazkepa® (icosapent ethyl) in 59 countries
- € 15.0 million in relation to Reagila® for the milestone to be paid in 2026 upon the almost certain achievement of the sales targets envisaged by the contract

- € 9.8 million in relation to the licence agreement with Impact Biomedicine, Inc. for the marketing of Inrebic® (fedratinib dihydrochloride monohydrate) in Japan. The inhibitor drug, used to suppress pathological characteristics in patients with myelofibrosis, received regulatory approval from the Japanese Ministry of Health, Labour and Welfare (MHLW) in June 2025
- € 9.0 million for investments in software
- € 2.7 million referring to clinical studies that comply with the criteria set by the IAS 38 accounting standard on capitalisation.

Write-downs totalling € 9.5 million refer to Reagila® (€ 4.5 million), Caphosol® (€ 3.3 million) and Colopeg® (€ 1.7 million) and were determined based on specific analyses of the recoverability of the assets' value.

"Other changes" includes movements between categories and the conversion into euro of the value of the intangible assets held and booked in different currencies, which determined a net decrease of € 1.6 million compared to 31 December 2024 mainly attributable to the depreciation of the US dollar for € 7.2 million and of the Turkish lira for € 1.5 million, and to the revaluation of the Swiss franc for € 5.3 million and of the Russian ruble for € 1.8 million.

9. GOODWILL

Goodwill as of 31 December 2025 and 2024 amounted to € 795.7 million and € 797.1 million respectively. The changes, described below, come from the adequate recognition of changes in the exchange rates required under IAS 21 "Effects of changes in foreign exchange rates" and from the application of the requirements of IAS 29 "Financial reporting in hyperinflationary economies".

€ (thousands)	
Balance as of 31 December 2024	797,078
Hyperinflation adjustments	20,558
Exchange rate adjustments	(21,956)
Balance as of 31 December 2025	**795,680**

Total goodwill as of 31 December 2025, of € 795.7 million, was divided between the two CGU as follows:

- € 531.3 million to Specialty and Primary Care (SPC)
- For € 264.4 million to the CGU referring to medicines for Rare Disease treatments.

As reported in Note 2 "Summary of significant accounting policies", goodwill is not amortised systematically but is subject to impairment test at least once a year to determine its recoverable value. Goodwill is allocated to the individual cash-generating units identified on the basis of the business segments and the markets on which the new acquisitions operate. A cash-generating unit to which goodwill has been allocated shall be tested for impairment annually, and when there is any indication that it may be impaired, by comparing the carrying amount of the unit, including goodwill, with the recoverable amount of the unit. If the recoverable amount of the unit exceeds the carrying amount of the unit, the unit and the goodwill allocated to that unit is not impaired. If the carrying amount of the unit exceeds the recoverable amount of the unit, the entity must recognise an impairment loss.

The recoverable amount was determined by calculating the value in use of the individual cash-generating units based on discounted cash flow (DCF analysis) originating from operating cash flow forecasts for the period used explicitly for the calculation (2026-2030) and from the cash flow beyond that period, according to the net operating income model expected in perpetuity.

The main assumptions used for calculating the value in use concern the expected operating cash flows during the period assumed for the calculation, the discount rate and the growth rate.

Operating cash flow forecasts for the period explicitly used for the calculation (2026-2030) come from the 2026 budget approved by the Board of Directors of the Parent Company on 17 February 2026 and, for 2027 to 2030, from specific forecasts prepared for the cash-generating units subject to impairment testing approved by the Board of Directors on 19 March 2026. The cashflow forecast took due account of the effects of the Russia/Ukraine conflict and from any changes in American legislation and, considering these analysis and based on the expected results and the resilience of the pharmaceutical industry, no significant impacts have been identified yet about the measurement of the CGU. Nonetheless, given the complexity of the situation and uncertainties about developments in the crisis and change in the American legislation, the Company continues to monitor the situation.

As highlighted also in the Management Report, with regard to the potential risk related to climate change, considering the sector in which the Group operates, Recordati concluded that this risk has no concrete or material impact on the company's operations and therefore does not have a significant impact on the estimate of the recoverable value of assets; it was therefore not deemed necessary to carry out a sensitivity analysis exercise on the potential impacts deriving from this risk. The Group will continue to monitor this potential risk over the years.

The discount rate used for estimates is the after-tax average weighted cost of capital which reflects current market valuations of the cost of money and the specific risk associated with the cash-generating units.

The following table shows the discount rates used for the impairment test for each of the two cash-generating units:

Cash-generating unit	Discount rate
Specialty & Primary Care segment	8.81%
Drugs for the treatment of rare diseases	7.77%

The growth rates used for the period after the explicit forecast period were prudently estimated and consider the specific features of each country involved.

The impairment tests, carried out according to the procedures described for each cash-generating unit, were examined and approved by the Board of Directors on 19 March 2026. For both CGUs the value in use was higher, even significantly so, than the book value of the net capital invested recognised in the financial statements as of 31 December 2025 and therefore no impairment of goodwill was recognised. In addition, as required by the impairment methodology approved by the Board of Directors on 17 February 2026, a sensitivity analysis was conducted to show the possible impact on the headroom value of changes in the following parameters: long-term growth rate (+/- 0.5%), operating profit growth rate (+/- 10%) and discount rate (+/- 0.5%). The result of the analysis confirmed that there were no impairment losses.

10. OTHER EQUITY INVESTMENTS AND SECURITIES

As of 31 December 2025, the details of other equity investments and securities were as follows:

€ (thousands)	Book value		Percentage stake	
	31.12. 2025	31.12. 2024	31.12. 2025	31.12. 2024
PureTech Health p.l.c. - United Kingdom	13,686	17,307	3.7%	3.7%
STRM.BIO Inc. - United States of America	2,553	-	22.4%	-
Standard BioTools Inc. - United States of America	2	3	n.s.	n.s.
Phaxiam Therapeutics S.A., France	0	73	0.4%	0.4%
Other	3	2	n.s.	n.s.
Total equity investments and securities	**16,244**	**17,385**		

The main investment refers to the U.K. company PureTech Health plc, specialising in investments in start-up companies dedicated to innovative therapies, medical devices and new research technologies. Starting from 19 June 2015, the Company's were admitted for trading on the London Stock Exchange. As of 31 December 2025, the total fair value of the 9,554,140 shares held was € 13.7 million. The value of the investment was consequently adjusted to the stock exchange value and fell by € 3.6 million, compared to 31 December 2024, with a counter-item accounted for, net of the related tax effect, in the statement of gains and losses recognised in shareholders' equity.

During the year, the American subsidiary Recordati Rare Diseases Inc. finalised an investment of US$ 3 million in STRM. BIO Inc., a biotechnology company that is developing a non-viral cell-derived delivery platform for safe, targeted and scalable in-vivo administration of gene therapies, initially focused on rare haematological diseases such as Fanconi anaemia and in-vivo CAR T-cell therapies, using megakaryocyte-derived vesicles to overcome the limitations of viral and synthetic systems in the context of gene editing, RNA therapies and immune cell engineering.

The value of the investment in the company Phaxiam Therapeutics S.A., resulting from the merger in 2023 between Erytech Pharma S.A. and Pherecydes Pharma S.A., listed on the French regulated market and in which 43,104 shares are held, was zeroed following the compulsory winding-up announced by that same company. The announcement specifies that removal of the listing will be requested and that no repayments may be made to shareholders. The amount of the investment as of 31 December 2024 totalled € 0.07 million, entirely written off with a counter-item accounted for, net of the related tax effect, in the statement of gains and losses recognised in equity.

11. OTHER NON-CURRENT ASSETS

As of 31 December 2025, this item amounted to € 10.3 million, a decrease of € 3.9 million compared to 31 December 2024, and mainly refers to receivables falling due beyond twelve months. It includes the discounted receivable of € 1.2 million (€ 4.0 million as of 31 December 2024) in respect of ARS Pharmaceuticals Inc. following the signing of the agreement in February 2023 for the return of the rights on ARS-1.

12. DEFERRED TAX ASSETS

As of 31 December 2025, deferred tax assets amounted to € 136.4 million (€ 94.5 million as of 31 December 2024).

The main deferred tax assets and their changes are presented in the two tables below:

€ (thousands)	2025	2024
Balance as of 1 January	94,527	76,674
Additions	62,590	29,764
Utilisations	(20,702)	(11,911)
Balance as of 31 December	**136,415**	**94,527**

€ (thousands)	Profits relating to intercompany sales	Revenues/ costs with deferred tax effect	Patent Box	Total
Balance as of 1 January	**54,849**	**30,562**	**9,116**	**94,527**
Additions	50,512	12,078	-	62,590
Utilisations	-	(14,626)	(6,076)	(20,702)
Balance as of 31 December	**105,361**	**28,014**	**3,040**	**136,415**

The significant increase in deferred tax assets on the elimination of profits relating to intercompany sales is the result of the increase in inventories transferred between companies.

The item Patent Box refers to the economic benefit for the direct use of intangible assets covered by subsidies and that can be used in subsequent years.

As of 31 December 2025, there aren't deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax asset is recognised.

13. INVENTORIES

Inventories as of 31 December 2025 amounted to € 539.8 million (€ 506.4 million as of 31 December 2024), net of provisions for the impairment of pharmaceutical products nearing expiry and slow moving of € 18.3 million (€ 15.6 million as of 31 December 2024). During the year, the revaluations of inventories made in application of IFRS 3 after the acquisitions of EUSA Pharma (now Recordati UK) in 2022 and Enjaymo® in 2024 were entirely zeroed through their release to the income statement under the item "Cost of sales" in conjunction with the sales of the products to which they refer, for a total value of € 66.8 million. This decrease, combined with the one deriving from the exchange effect mainly determined by the depreciation of the US dollar, was more than offset by higher purchases of products.

Inventories by category are broken down as follows:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Raw materials and supplies	151,400	100,906	50,494
Semi-finished goods and work in process	108,477	92,658	15,819
Finished goods	279,927	312,883	(32,956)
Total	**539,804**	**506,447**	**33,357**

14. TRADE RECEIVABLES

Trade receivables as of 31 December 2025 and 2024 amounted to € 570.2 million and € 516.7 million respectively. The amounts are expressed net of provisions for impairment, which as of 31 December 2025 amounted to € 14.7 million (unchanged since 31 December 2024). This item is considered consistent with positions which, for the nature of the customers or the destination markets, may be difficult to collect. The average number of days of exposure was 66, compared to 63 days in 2024.

The Group uses a matrix to measure the expected credit losses on trade receivables from individual customers, which comprise a very large number of small balances. Losses are estimated using a method based on the probability of a receivable progressing through successive stages of insolvency calculated separately for exposures in different segments based on common credit risk characteristics, such as geographical region and duration of the customer relationship. The following table provides information about the exposure to credit risk for trade receivables:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Current (not past due)	478,253	459,569	18,684
1-30 days past due	59,989	23,283	36,706
31-60 days past due	9,798	9,389	409
61-90 days past due	7,594	2,452	5,142
More than 90 days past due	29,170	36,767	(7,597)
Total gross trade receivables	**584,804**	**531,460**	**53,344**

Additional information about how the Group assesses its exposure to credit risk and provisions for doubtful accounts is provided in Note 32.

15. OTHER RECEIVABLES

Other receivables amounted to € 106.5 million, down by € 2.6 million compared to 31 December 2024. The relevant details are presented in the table below:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Tax receivables	85,848	79,017	6,831
Advances to employees and agents	713	3,369	(2,656)
Other	19,897	26,638	(6,741)
Total other receivables	**106,458**	**109,024**	**(2,566)**

Tax receivables include value added tax (VAT) receivable (€ 38.1 million) and advance payments of income tax paid in excess. Advances to employees and agents comprise advances on expense accounts and other receivables. The "Other" receivables item includes the advances paid to suppliers and other parties, as well as settlements due from licensors and € 3.3 million relating to the short-term discounted receivable from ARS Pharmaceuticals Inc., posted following the signing of an agreement in February 2023 for the restitution of rights to ARS-1, previously recognised among the intangible assets. Following the launch of the product, based on the contractual agreements, € 5.2 million was collected.

16. OTHER CURRENT ASSETS

Other current assets amounted to € 24.6 million (€ 21.4 million as of 31 December 2024) and relate mainly to prepaid expenses with respect to their economic competence.

17. DERIVATIVE INSTRUMENTS MEASURED AT FAIR VALUE (included in current assets)

As of 31 December 2025, the value of derivative instruments included under this item amounted to € 8.1 million.

The measurement at market (fair value) of cross currency swaps entered into by the Parent Company to hedge the US$ 75 million loan issued on 30 September 2014 gave rise to a € 1.4 million asset as of 31 December 2025. This amount represents the potential benefit of a lower value in euro of the future dollar denominated principal and interest flows, in view of the revaluation of the foreign currency with respect to the moment in which the loan and hedging instruments were negotiated. In particular, the valuation refers solely to the derivative hedging of the US$ 25 million tranche of the loan, provided by UniCredit. The US$ 50 million tranche of the loan was extinguished early in September, when, in addition to the US$ 5 million instalment nearing maturity, the instalments totalling US$ 10 million originally due in 2026 were also repaid. The related derivative hedging taken out with Mediobanca was extinguished at the same time.

The measurement at market (fair) value of the interest rate swaps hedging a number of loans gave rise to total assets of € 2.9 million, representing the opportunity of paying in the future, for the term of the loans, the agreed interest rates rather than the variable rates currently expected. The amount relates to the interest rate swaps entered into by the Parent Company to hedge the interest rates on the syndicated loan recently concluded to fund the acquisition of the rights to Enjaymo® (€ 2.6 million) and on the loan finalised in the first half of 2022 (€ 0.3 million) (see Note 21).

As of 31 December 2025, other hedging transactions were in place on foreign currency positions, the measurement of which was positive for € 3.8 million compared to the positive figure of € 5.1 million as of 31 December 2024, with the difference recognised to the income statement and offsetting the exchange gains arising from the valuation of the underlying positions at current exchange rates.

The fair value of these hedging derivatives is measured at level two of the hierarchy provided for in accounting standard IFRS 13 (see note 2). The fair value is equal to the current value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve which reflects the relevant benchmark interbank rate used by market participants for pricing interest rate swaps.

18. CASH AND CASH EQUIVALENTS

A breakdown is shown in the following table:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Demand current account deposits	408,895	293,445	115,450
Short-term time deposits	19,877	28,930	(9,053)
Cash on hand	52	48	4
Total cash and cash equivalents	**428,824**	**322,423**	**106,401**

Short-term time deposits consist of tied deposits with maturities of three months or less.

As of 31 December 2025, cash and cash equivalents were mainly in euros (153.8 million), Swiss francs (125.7 million), US dollars (77.0 million), Tunisian dinars (57.3 million), Polish zloty (48.7 million), Russia roubles (781.5 million), Japanese yen (1,265.4 million) and Turkish lira (246.1 million).

19. SHAREHOLDERS' EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT

Share capital - the share capital as of 31 December 2025, of € 26,140,644.50, was fully paid up and consisted of 209,125,156 ordinary shares with a par value of € 0.125 each. During 2025, there were no changes.

Share premium reserve - As of 31 December 2025, this amounted to € 83.7 million, unchanged compared to the previous year.

Treasury shares - As of 31 December 2025, 4,769,267 treasury shares are held in the portfolio, an increase of 1,940,346 shares compared to 31 December 2024. The change was due to the purchase of 2,965,916 shares for an amount of € 157.1 million, and to the disposal of 1,025,570 shares within the scope of long-term incentive plans, particularly in relation to the exercise of stock options for a value of € 44.6 million. The total cost to purchase the treasury shares in the portfolio was € 239.4 million, with an average unit price of € 50.19.

Reserve for derivative instruments measured at fair value - In accordance with the provisions of the international accounting standard IFRS 9, this shareholders' equity reserve contains the entry for the value of the assets and liabilities resulting from the measurement at market value of the cross-currency swaps qualifying as cash flow hedges, the entry for the recognition in the income statement offsetting the valuation at year-end exchange rates of the foreign currency loans hedged, and the assets and liabilities resulting from the measurement at market value of the interest rate swaps also qualifying as cash flow hedges. As of 31 December 2025, net of the tax effect, this value was substantially nil.

Other reserves - As of 31 December 2025, these amounted to € 73.8 million, up by € 9.8 million compared to 31 December 2024. Other reserves include the statutory reserve of the Parent Company (€ 5.2 million), reserves for grants received (€ 15.5 million) and reserves for amounts booked directly to equity in application of the international accounting standards. The application of IFRS 2 had a positive impact of € 49.6 million, while the application of IAS 19 had a positive impact of € 0.7 million, net of the tax effect. The recognition of the gains associated with the investment in Puretech Health p.l.c. determined a positive after-tax impact of € 6.1 million, net of the tax effect for € 2.3 million, while the recognition of the reduced value of the investment in Phaxiam Therapeutics S.A. determined a negative after-tax impact of € 3.7 million, net of the tax effect for € 1.3 million. The completion of the reverse merger in 2021 led to the recognition of a reserve for € 0.4 million.

Profits carried forward and net income - As of 31 December 2025, profits carried forward amounted to € 2,009.0 million, up by € 191.0 million compared to 31 December 2024 and the Group's net income was € 443.6 million, up by 6.5% compared to € 416.5 million in 2024. Some of the shareholders' equity reserves of the Group's Italian companies are recognised in tax suspension and, according to the fiscal rules, their distribution is subject to taxation. These reserves, net of the substitute taxes already paid of € 18.4 million, amounted to € 152.2 million. In accordance with the international accounting standard IAS 12, no deferred taxes are recognised on such suspended reserves as their distribution has not yet been decided and is not expected.

Interim dividend - During the year, the Board of Directors of the Parent Company resolved to distribute an interim dividend for 2025 of € 0.63 per share, for a total amount of € 128.8 million, payable as of 26 November.

Incentive plans - As of 31 December 2025, the Company has two stock option plans benefiting certain Group employees: the 2018-2022 plan with the grant on 3 August 2018 and the 2021-2023 plan, with the grants on 6 May 2021, 1 December 2021 and 24 February 2022. The strike price for the options is the average of the Parent Company's listed share price during the 30 days prior to the grant date. The options are vested over a period of five years, over four tranches starting from the second year in the case of the grant in 2018 and the three years, and in a single tranche for the 2021 and 2022 grants. They expire if they are not exercised within the eighth year after the grant date. Options cannot be exercised if the employee leaves the Company before they are vested, save for derogation approved by the competent corporate bodies.

Stock options outstanding as of 31 December 2025 are detailed in the following table:

	Strike price (€)	Quantity 01/01/2025	Granted 2025	Exercised in 2025	Cancelled and expired 2025	Quantity 31.12.2025
Grant date						
3 August 2018	30.73	716,000	-	(199,666)	-	516,334
6 May 2021	45.97	1,270,398	-	(490,305)	(3,000)	777,093
1 December 2021	56.01	130,000	-	-	-	130,000
24 February 2022	47.52	2,786,000	-	(333,864)	(54,000)	2,398,136
Total		**4,902,398**	**-**	**(1,023,835)**	**(57,000)**	**3,821,563**

In 2023, the Parent Company adopted a new long-term incentive plan called "2023-2025 Performance Shares Plan" benefiting certain Group employees. The plan provides for three grants of rights to receive Company shares free of charge, one for each year covered, which, following a vesting period of three years, will allow recipients to receive shares of the Parent Company up to an amount of 175% of the amount originally granted, based on the trend of certain performance indicators. However, these rights will expire if the employee leaves the Company before they are vested. The grants took place on 27 June 2023 for 440,485 rights, 9 May 2024 for 437,634 rights and 8 May 2025 for 511,380 rights. The cost for the year, determined according to IFRS 2, amounted to € 15.2 million, an increase on the € 11.3 million in the previous year.

Some Group employees were designated as beneficiaries of incentive plans with a five-year vesting period, granted and entirely funded by Rossini Luxembourg S.à r.l., an indirect shareholder of Recordati S.p.A., and will benefit from a return at the expiry of the plans term if they have met a number of performance conditions. The measurement according to IFRS 2 led to an expense in the income statement of € 1.5 million, which also includes the incentive plans granted by Rossini Luxembourg S.à r.l. to the Chief Executive Officer of the Recordati Group.

20. SHAREHOLDERS' EQUITY ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

All consolidated companies are 100% owned, except for the Tunisian company Opalia Pharma, which is 90% owned. The company has, however, been 100% consolidated by applying the anticipated acquisition method allowed by IAS 32. Consequently, the amount estimated for the acquisition of the remaining 10%, of € 4.0 million, was recognised as a liability since the transfer of this remaining quota is covered by contractual agreements which provide for reciprocal put and call options between the parties which have a high probability of being exercised. Subsequent changes of the estimate will be recognised in a shareholders' equity reserve. This accounting method is not detrimental to the rights of the non-controlling shareholders during the period until all capital shares are transferred.

21. LOANS

As of 31 December 2025, loans amounted to € 2,443.6 million, down by a net € 17.9 million compared to 31 December 2024.

This item includes the liabilities deriving from the application of the accounting standard IFRS 16, representing the obligation to make the payments provided for in the existing leases for a total amount of € 49.2 million, a net decrease of € 0.3 million compared to 31 December 2024.

During 2025, loan liabilities increased by € 480.2 million, of which € 466.2 million from opening new bank loans and € 14.0 million relating to new lease contracts. Repayments over the year totalled € 493.1 million, of which € 481.8 for loans and € 11.3 million for lease liabilities.

On 22 September 2025, the Parent Company signed an agreement with PGIM Inc., Investment Manager of Prudential, for a Note Purchase and Private Shelf Agreement for US$ 220.0 million. In particular, the Shelf Facility Multiborrower and Multicurrency agreement grants the Group the right to issue, over the next 3 years, bonds up to a maximum total of US$ 220.0 million or the equivalent in €, with pricing to be defined at the time of the individual draft, with a maximum duration of 20 years and an average life of 15 years. On 30 September 2025, the Parent Company issued a bond loan for € 125.0 million with a duration of 10 years from this amount.

In June, the loan of € 180.0 million issued in May 2021 was renegotiated with full early repayment ahead of the May 2026 deadline and the issue of a new loan, again with a pool of domestic and international lenders led by Mediobanca. Compared to the original value of € 315.0 million, in July another lender joined the consortium with an additional € 30.0 million, bringing the total value of the loan to € 345.0 million.

In September, the US$ 50 million tranche of the bond loan issued by the Parent Company on 30 September 2014 was extinguished: in addition to the US$ 5 million share envisaged by the repayment plan, the remaining US$ 10 million due in 2026 were also paid. At the same time, the cross-currency swap agreed with Mediobanca for the transformation of the original debt into € 37.3 million was extinguished, of which € 3.7 million related to the instalment in September 2025 and € 7.5 million to those originally planned for 2026. As of 31 December 2024, the fair value measurement of the hedging instrument that was positive for € 4.3 million and recognised directly as an increase in equity and as an increase in the asset item "Derivative instruments measured at fair value" was consequently zeroed with an accounting write-off (see Note 14).

The loans for 75.0 and 40.0 million Swiss francs taken out on 17 April 2020 and on 16 March 2022 respectively by the subsidiary Recordati AG with UBS Switzerland AG reached maturity and were extinguished in March with the repayment of the final instalment.

With the aim of improving management of its overall debt, in March the Parent Company ended the loan for € 40.0 million taken out with Allied Irish Bank on 30 March 2021, in advance of its natural maturity, through the repayment of the outstanding debt of € 24.0 million.

The effect of the translation of loans in foreign currencies and of expenses incurred to place the loans, together with the early termination of a number of leases, determined a total net decrease of € 5.0 million compared to 31 December 2024.

A breakdown of medium- and long-term loans as of 31 December 2025 and 2024 is shown in the following table:

€ (thousands)	31.12.2025	31.12.2024
GRANTED TO RECORDATI S.p.A.:		
Bond loan privately placed in 2025, at a fixed interest rate, repayable in a lump sum in 2035	*124,768	-
Loan from a consortium of Italian and international lenders led by Mediobanca, at a variable interest rate, repayable in a single installment in 2030	*341,800	-
Loan from Mediobanca, UniCredit and Natixisis, subsequently syndicated involving other credit institutions, at a variable interest rate, repayable in semi-annual instalments starting 2027 through 2029. The payable was partially converted to a fixed interest rate through interest rate swap transactions	*846,039	*844,803
Loan from HSBC Continental Europe, at a variable interest rate, repayable in semi-annual instalments starting 2025 through 2029	*61,073	*69,767
Loan from a pool of eight national and international lenders led by Mediobanca, consisting of two independent variable-rate loans repayable between 2024 and 2028 in six-monthly instalments. The payable was partially converted to a fixed interest rate through interest rate swap transactions	*295,613	*353,954
Loan from 'Cassa Depositi e Prestiti', at a variable interest rate, repayable in semi-annual instalments from 2025 until 2033	*47,646	*49,977
Guaranteed senior notes privately placed with international institutional investors in 2022 at a fixed interest rate, repayable in annual installments starting 2030 through 2034	*74,804	*74,781
Loan from a pool of national and international banks, specifically Mediobanca, JP Morgan, UniCredit and Banca Nazionale del Lavoro, subsequently syndicated with the involvement of other international credit institutions, at a variable interest rate, repayable starting in 2023 and through 2027. The payable was partially converted to a fixed interest rate through interest rate swap transactions	*427,996	*567,191
Loan from a consortium of Italian and international lenders led by Mediobanca, at a variable interest rate, repaid early in 2025	-	*179,770
Loan from Allied Irish Bank, at a variable interest rate, repaid early in 2025	-	*27,963
Guaranteed senior notes privately placed with international institutional investors in 2017 at a fixed interest rate, repayable in annual installments starting 2025 through 2032	*109,321	*124,938
Guaranteed senior notes privately placed in 2014 with international institutional investors, structured in two tranches: - US$ 50 million at a fixed interest rate, converted with cross currency swap into a debt of € 37.3 million at a fixed interest rate, repaid early in 2025. - US$ 25 million at a fixed interest rate, converted with cross currency swap into a debt of € 18.7 million at a fixed interest rate, repayable between 2023 and 2029 in six-monthly instalments.	*12,132	*36,371
Liabilities for leases granted to Recordati S.p.A.	7,657	8,544
GRANTED TO OTHER GROUP COMPANIES:		
Loan from UBS Switzerland AG to Recordati AG for CHF 72.0 million, at fixed interest rate, repayable in semi-annual instalments starting 2024 through 2029	53,146	68,530
Loan from UBS Switzerland AG to Recordati AG for CHF 40.0 million, at fixed interest rate, repaid in 2025	-	6,640
Loan from UBS Switzerland AG to Recordati AG for CHF 75.0 million, at variable interest rate, repaid in 2025	-	7,969
Various interest-free loans granted to Casen Recordati S.L. repayable within 2029	101	120
Liabilities for leases granted to the other Group companies	41,541	40,265
Total amortised cost of loans	**2,443,637**	**2,461,583**
Loans due within one year, classified among current liabilities	313,341	287,773
Loans due after one year, classified among non-current liabilities	2,130,296	2,173,810

* *Net of expenses incurred for placing the loans, amortised on the basis of the effective interest rate. As of 31 December 2025, the remaining expenses totalled € 9.1 million, mainly related to the loans granted to Recordati S.p.A. by a loan consortium in 2025 (€ 3.2 million), in 2024 (€ 4.0 million), in 2023 (€ 0.6 million) and in 2022 (€ 0.6 million), the loan with HSBC in 2024 and with Cassa Depositi e Prestiti in 2023 (totalling € 0.2 million) and the bonds issued by Recordati S.p.A. in 2014, 2017, 2022 and 2025 (totalling € 0.5 million).*

The repayment schedule for loans due after 31 December 2026, based on their amortisation plans, is as follows:

€ (thousands)	
2027	624,013
2028	431,818
2029	442,901
2030	379,379
2031 and subsequent years	252,185
Total	**2,130,296**

The weighted average interest rate as of 31 December 2025, calculated applying the rates resulting from the hedging instruments, is 3.80%.

The main loans outstanding are:

a) Bond loan issued by the Parent Company on 30 September 2025 for € 125.0 million. The main economic conditions provide for a fixed interest rate with half-yearly payment of interest and a duration of 10 years, with a single-instalment repayment on 28 September 2035.
The bonded loan includes covenants which, if not met, could lead to a request for immediate repayment of the loan.
The financial covenants, measured quarterly, are the following:
- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

b) € 345.0 million loan established by the Parent Company with a consortium of national and international lenders led by Mediobanca. On 25 June 2025, an initial amount of € 315.0 million was agreed, before being increased by € 30.0 million in July after another lender joined. The main terms include a variable interest rate of the six-month Euribor (with a zero floor) plus a fixed spread and single-instalment repayment on 25 June 2030. The issue of € 280.0 million, net of advisory and up-front fees, took place on 30 June 2025, while the remaining € 65.0 million were issued the following August.
The loan includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured semi-annually, are the following:
- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three

These parameters are being observed.

c) Loan for a total of € 850,0 million taken out by Recordati S.p.A. in two different stages.
On 30 October 2024, the Parent Company entered into a loan with Mediobanca, UniCredit and Natixis intended for the acquisition of the rights to Enjaymo®, for a total maximum amount of € 850.0 million, guaranteed for € 700.0 million on an equal basis. A syndication process was launched immediately after, which, by involving other credit institutions, made it possible to raise an additional € 150.0 million while reallocating the overall value of € 850.0 million among the participants. The terms of the loan provide for a variable interest rate at the 6-month Euribor (with a zero floor) plus a variable spread based on a step up/step down mechanism on changes in the Leverage Ratio, and a 5-year term with semi-annual repayment of the principal starting 31 March 2027, with the final instalment on 30 October 2029. Disbursement, net of structuring and up-front fees, took place in the final quarter of 2024. The loan was partially hedged with interest rate swaps, qualifying as a cash flow hedge, effectively converting the hedged portion to a fixed interest rate. As of 31 December 2025, the fair value of the derivatives was measured as positive for a total of € 2.6 million, which was recognised directly as an increase in equity and as an increase in the asset item "Derivative instruments measured at fair value" (see Note 17).
The loan includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured quarterly, are the following:
- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

d) Loan for € 70.0 million taken out by the Parent Company on 1 March 2024 with HSBC Continental Europe at a variable interest rate at the six-month Euribor (with a zero floor), plus a variable spread based on a step up/step down mechanism on changes in the Leverage Ratio, and a five-year term with semi-annual repayment of the principal starting 31 March 2025, and final instalment on 29 February 2029. The outstanding debt as of 31 December 2025 amounted to € 61.1 million.
The loan includes covenants which, if not met, could lead to a request for immediate repayment of the loan.
The financial covenants, measured semi-annually, are the following:
- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

e) Loan for 72.0 million Swiss francs taken out on 26 February 2024 by the subsidiary Recordati AG with UBS Switzerland AG, and disbursed in April of the same year, at a fixed interest rate, with quarterly interest payments and semi-annual repayment of principal starting December 2024, through April 2029. The value in euro of the outstanding loan as of 31 December 2025 was € 53.1 million.
The loan, guaranteed by the Parent Company, includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured semi-annually, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

f) Loan for a total of € 400.0 million taken out on 16 May 2023 by Recordati S.p.A. with a consortium of eight national and international lenders including Mediobanca as the coordinating institution, for an individual portion of € 50.0 million. The loan is formed of two independent loans for € 300.0 million and € 100.0 million respectively, both at a variable interest rate equal to the six-month Euribor (with a zero floor) plus a variable spread based on a step-up/step-down mechanism on changes in the Leverage Ratio, with an interest payment every six months and a five-year term. The loan for a higher amount, disbursed on 14 June 2023, will be repaid in semi-annual instalments of increasing value starting from April 2024, with settlement in May 2028. The loan was partially hedged with interest rate swaps, qualifying as a cash flow hedge, effectively converting the hedged portion to a fixed interest rate. As of 31 December 2025, the fair value of the derivatives was measured at negative € 1.7 million, which was recognised directly as a decrease in equity and as an increase in the liability item "Derivative instruments measured at fair value" (see Note 29). The loan for € 100.0 million, consisting of a Capex Line that can be used within 18 months to fund specific investments, was disbursed on 13 November 2024, with semi-annual repayments on a straight-line basis starting from October 2025 for the principal half and May 2028 for the remaining half.
The total debt outstanding as of 31 December 2025 amounted to € 295.6 million.
The loan includes covenants which, if not met, could lead to a request for immediate repayment of the loan.
The financial covenants, measured quarterly, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.
The loan includes ESG-linked parameters as from 2024, which if complied with, reduce the interest rate applied, or an increase if these are not achieved.

g) Loan for € 50.0 million negotiated by the Parent Company in April 2023 with Cassa Depositi e Prestiti. The terms of the loan provide for a variable interest rate equal to the six-month Euribor (with a zero floor) plus a variable spread, an interest payment every 6 months and a ten-year term with semi-annual repayments on a straight-line basis starting from October 2025 for 70% of the principal and repayment in April 2033 for the remaining 30%. The disbursement took place on 18 May 2023. The debt outstanding as of 31 December 2025 amounted to € 47.6 million.
The loan includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured semi-annually, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

h) Bond issued by the parent company on 12 September 2022 for € 75.0 million, placed privately and fully with companies in the Prudential group. The main terms provide for a fixed rate with interest payments every six months and a term of twelve years, with repayment of the principal in five annual instalments starting in September 2030 and expiring on 12 September 2034. The transaction, aimed at continuing to raise medium- to long-term funds to further support the Group's growth, has facilitated access to favourable market conditions. It has standard market characteristics typical of the US private placement market and is substantially in line with the bond issued by the Parent Company in 2017.
The loan includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured quarterly, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

i) Loan for a total of € 800.0 million negotiated by Recordati S.p.A. in two different stages during 2022, disbursed by a consortium of Italian and international lenders.
The terms of the loan provide for a variable interest rate at the six-month Euribor (with a zero floor) plus a variable spread based on a step up/step down mechanism on changes in the Leverage Ratio, and a five-year term with semi-annual repayment of the principal starting 31 March 2023, with the final instalment on 3 February 2027. The outstanding debt as of 31 December 2024 amounted to € 528.0 million. From July 2022, the loan was partially and progressively hedged with an interest rate swap, qualifying as a cash flow hedge, effectively converting the hedged portion to a fixed interest rate. The fair-value measurement of derivative instruments as as of 31 December 2025 was in some cases positive, for a total of € 0.3

million, which was posted as a direct increase of net equity and an increase to the asset item "Derivative instruments at fair value" (see Note 17), but in other cases was negative for a total of € 1.1 million, which was directly posted as a decrease in net equity and an increase to the liability item "Derivative instruments at fair value" (see Note 29).
The loan includes covenants which, if not observed, could lead to a request for immediate repayment.
The financial covenants, measured semi-annually, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three.
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

j) Bond loan issued by the Parent Company in May 2017 for an overall amount of € 125.0 million, privately and entirely placed with Prudential Group companies, at a fixed interest rate with repayment in annual instalments starting on 31 May 2025 through 31 May 2032. The outstanding debt as of 31 December 2025 amounted to € 109.3 million.
The bonded loan includes covenants which, if not met, could lead to a request for immediate repayment of the loan.
The financial covenants, measured quarterly, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three.
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

k) Bond loan issued by the Parent Company on 30 September 2014, related to the US$ 25 million tranche at a fixed rate, with repayment in half-yearly instalments starting on 30 March 2023 through 30 September 2029. During the period, US$ 3.6 million were repaid. The total debt outstanding as of 31 December 2025 amounts to US$ 14.3 million, equal to € 12.1 million.
The loan was simultaneously hedged by a cross currency swap, with the transformation of the original debt into € 18.7 million (€ 10.7 million at the reporting date) at a lower fixed rate. On 31 December 2025, the hedging instrument measured at fair value was positive for € 1.4 million, which was recognised directly as an increase in equity and as an increase in the asset item "Derivative instruments measured at fair value" (see Note 17).
The bonded loan includes covenants which, if not met, could lead to a request for immediate repayment of the loan.
The financial covenants, measured quarterly, are the following:

- The ratio of consolidated net financial position to consolidated EBITDA (determined for a period of twelve consecutive months) must be less than three.
- The ratio of consolidated operating income to consolidated net financial expenses (determined for a period of twelve consecutive months) must be more than three.

These parameters are being observed.

22. PROVISIONS FOR EMPLOYEE BENEFITS

The balance as of 31 December 2025 amounted to € 19.8 million (€ 21.4 million as of 31 December 2024) and reflects the Group's liability towards its employees determined in accordance with IAS 19.

The changes in these provisions were follows:

€ (thousands)	2025	2024
Balance as of 1 January	21,355	21,239
Additions	2,022	3,486
Utilisations	(2,967)	(1,840)
Adjustment for actuarial (gains)/losses	(572)	(1,530)
Balance as of 31 December	**19,838**	**21,355**

This liability is due to the severance indemnities (TFR, Trattamento Fine Rapporto) in the Italian companies. The value of these provisions, measured in accordance with IAS 19, amounted to € 3.9 million. Other liabilities are mainly due to contribution plans in place at the French company Laboratoires Bouchara Recordati (€ 4.5 million), at the Swiss company Recordati AG (€ 3.7 million), at the US company Recordati Rare Diseases (€ 3.6 million), at the Turkish company Recordati Ilaç (€ 1.1 million), at the German company Recordati Pharma (€ 0.9 million) and at the other Recordati Rare Diseases companies (€ 1.9 million). The fair value calculation made using actuarial assumptions updated to 31 December 2025 determined a decrease of € 0.6 million compared to the value of the provisions as of 31 December 2024, which is recognised in the statement of comprehensive income, net of the tax effect, as prescribed by the relevant accounting standard.

23. DEFERRED TAX LIABILITIES

As of 31 December 2025, deferred tax liabilities amounted to € 129.7 million, down by € 3.7 million compared to 31 December 2024.

Their changes are shown in the table below:

€ (thousands)	2025	2024
Balance as of 1 January	133,422	144,208
Additions	5,467	4,188
Utilisations	(9,202)	(14,975)
Balance as of 31 December	**129,687**	**133,422**

The decrease is mainly determined by the recognition of the profit effects for the year from the reduction in deferred tax liabilities originally calculated on the higher measurements of intangible assets and inventories from EUSA Pharma (now Recordati UK), which were recognised as part of the allocation of the price paid for the acquisition. The balance as of 31 December 2025 mainly relates to the effects of acquisition transactions totalling € 107.6 million.

As of 31 December 2025, no deferred tax liabilities were calculated on subsidiaries' undistributed profits as, considering the current dividend policy applied by the Group and thanks to the substantial exemption from double income taxation, no significant additional tax would have to be paid by the Group.

24. TRADE PAYABLES

Trade payables, which are entirely of a commercial nature and include end-of-year provisions for invoices to be received, as of 31 December 2025 and 2024 amounted to € 345.2 million and € 296.7 million respectively.

25. OTHER PAYABLES

Other payables as of 31 December 2025 amounted to € 257.2 million and their breakdown is provided in the table below:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Contributions to national medical insurance schemes	117,739	77,658	40,081
Personnel	72,256	69,494	2,762
Social security	22,184	22,246	(62)
Other	45,065	25,987	19,078
Total other payables	**257,244**	**195,385**	**61,859**

The change compared to 31 December 2024 is largely due to the increase in contributions to be paid to national agencies and medical insurance schemes, of which:

- € 71.7 million (an increase of € 24.4 million) payable by Recordati Rare Diseases Inc.
- € 19.1 million (up by € 18.0 million) payable by the Italian companies, including the debt of € 18.0 million, of which € 3.6 million reclassified from the provisions for risks, for the settlement of the dispute between the Parent Company and the Italian Medicines Agency relating to the payback on the Urorec® product (see Notes 4 and 28).
- € 8.0 million (a decrease of € 1.6 million) payable by Recordati Hellas Pharmaceuticals S.A.
- € 7.7 million (a decrease of € 0.7 million) payable by Recordati Pharma GmbH and Recordati Rare Diseases GmbH to the "Krankenkassen" (German medical insurance schemes).
- € 6.1 million (€ 6.4 million as of 31 December 2024) payable by Laboratoires Bouchara Recordati S.a.s.
- € 5.1 million (€ 4.8 million as of 31 December 2024) total payable by the subsidiaries in Switzerland, Canada and Ireland.

The item "Other" rose by € 19.0 million compared to 31 December 2024 mainly due to the recognition of the milestone for € 15.0 million to be paid in 2026 upon the almost certain achievement of the sales targets envisaged by the contract for Reagila®. It also includes the payable of € 4.0 million related to the acquisition of a further 10% of the capital of Opalia Pharma reclassified among current liabilities on the basis of the put and call options provided for contractually. The fair value of this purchase option is measured at level 2 as the valuation model considers the present value of the expected payments.

26. TAX LIABILITIES

Tax liabilities as of 31 December 2025 amounted to € 80.6 million (€ 93.9 million as of 31 December 2024) and include mainly tax payables, net of advances already paid, computed by the companies on the basis of estimated taxable income, and withholding taxes payable.

27. OTHER CURRENT LIABILITIES

As of 31 December 2025, other current liabilities amounted to € 8.5 million, up by € 3.8 million compared to 31 December 2024. An amount of € 0.9 million is attributable to the adoption of the IFRS 15 accounting principle, based on which some deferred revenue is recognised in the income statement in variable instalments based on the fulfilment of the conditions for revenue recognition.

28. PROVISIONS FOR RISKS AND CHARGES

Provisions for risks and charges set aside as of 31 December 2025 amounted to € 19.2 million and include tax provisions and other provisions for future contingencies to cover liabilities of uncertain timing and value. The following tables show their composition and changes:

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
For taxes	697	621	76
Future contingencies	18,455	21,471	(3,016)
Total other provisions	**19,152**	**22,092**	**(2,940)**

€ (thousands)	2025	2024
Balance as of 1 January	22,092	16,596
Additions	6,771	9,048
Utilisations	(9,711)	(3,552)
Balance as of 31 December	**19,152**	**22,092**

The various risks include provisions for restructuring costs, returned products, legal disputes and others and include € 4.7 million relating to the remediation works and security measures to be carried out at the site in Campoverde. In provisions for future contingencies as of 31 December 2024, the amount of € 3.6 million related to the dispute with the Italian Medicines Agency for the payback on the Urorec® product (see Notes 4 and 25) was recorded, reclassified in the current year to other liabilities following the settlement of the dispute and the total value to be paid. The year-end balance is mainly related to the Parent Company and to the other Italian companies (€ 12.7 million), to the Spanish company Casen Recordati (€ 2.4 million), the subsidiaries in France (€ 1.9 million), United States (€ 0.6 million) and Portugal (€ 0.4 million).
Despite the uncertainty surrounding the ongoing disputes and litigation, the provisions set aside are considered the best estimate of these liabilities, based on the information available on the reporting date.

29. DERIVATIVE INSTRUMENTS MEASURED AT FAIR VALUE (included in current liabilities)

As of 31 December 2025, the value of derivative instruments included under this item amounted to € 4.9 million.

The measurement at market (fair) value as of 31 December 2025 of the interest rate swaps hedging a number of loans gave rise to a total € 2.8 million liability, which represents the unrealised opportunity of paying in the future, for the duration of the loans, the variable rates currently expected instead of the rates agreed. The amount relates to the interest rate swaps entered into by the Parent Company to hedge the interest rates on loans with lender consortia in 2023 (€ 1.7 million) and in 2022 (€ 1.1 million).

As of 31 December 2025, other hedging transactions were in place on foreign currency positions, the measurement of which was negative for € 2.1 million compared to the € 1.3 million as of 31 December 2024, with the difference recognised to the income statement and offsetting the exchange gains arising from the valuation of the underlying positions at current exchange rates.

The fair value of these hedging derivatives is measured at level two of the hierarchy provided for in accounting standard IFRS 13 (see note 2). The fair value is equal to the current value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve which reflects the relevant benchmark interbank rate used by market participants for pricing interest rate swaps.

30. SHORT-TERM DEBTS TO BANKS AND OTHER LENDERS

Short-term debts to banks and other lenders as of 31 December 2025 were € 23.8 million and mainly comprise temporary use of short-term credit lines by the parent company, as well overdrafts of a number of foreign associates and interest due on existing loans.

On 1 March 2025, the Parent Company renewed the revolving credit line with UniCredit, with a maximum term of 12 months and for a maximum amount of € 24 million. This credit line, which had not been used as of 31 December 2025, is a short-term financing instrument providing financial flexibility, combining irrevocability with variability of use based on specific financial requirements. The agreement signed requires compliance with financial and income conditions similar to those for other existing loans (see Note 21). These conditions were met.

31. FAIR VALUE OF FINANCIAL INSTRUMENTS

As prescribed by IFRS 7, the book values and fair values as of 31 December 2025 of financial assets and liabilities are resented below:

€ (thousands)	Book value	Fair value
Financial assets		
Financial assets measured at fair value		
Other equity investments and securities	16,244	16,244
Derivative instruments measured at fair value	8,074	8,074
Financial assets not measured at fair value		
Cash and cash equivalents	428,824	428,824
Trade receivables	570,154	570,154
Other receivables	106,458	106,458
Financial liabilities		
Financial liabilities measured at fair value		
Derivative instruments measured at fair value	4,862	4,862
Other payables	3,964	3,964
Financial liabilities not measured at fair value		
Loans		
- at variable interest rates	1,338,283	1,338,283
- at variable interest rates hedged with interest rate swaps	681,884	681,884
- at fixed interest rates	362,139	352,177
- at fixed interest rates hedged with cross currency swaps	12,133	12,244
- lease liabilities	49,198	49,198
Trade payables	345,183	345,183
Other payables	333,852	333,852
Short-term debts to banks and other lenders	23,849	23,849

32. DISCLOSURE OF RISKS

FINANCIAL RISKS

The Group constantly monitors the financial risks to which it is exposed in order to take immediate mitigating actions when necessary.

The Group aims at achieving a balanced and prudent financial structure as a basic condition for funding internal and external growth, minimising financing costs and maximising yields. Speculative investments in equities, funds or financial assets which could impair the value of the company are forbidden.
The only financial investments permitted are investments in risk-free assets and/or funds issued by major financial institutions.
The Group monitors the financial risks to which it is exposed in order to take immediate mitigating actions, whenever necessary, in compliance with the applicable legislations and regulations.
All companies belonging to the Group work only with investment grade banks.
On the basis of the above and considering that the related effects would be insignificant, no sensitivity analysis has been performed.

As prescribed by IFRS 7, the main financial risks to which the Group is exposed are disclosed below.

Credit risk - The Group closely controls its credit exposure through the allocation of credit limits to each single customer and an internal reporting system. As of 31 December 2025, the credit exposure was not critical due to the large number of customers, their geographic distribution and the average amount of each account receivable. In particular, as of 31 December 2025, total trade receivables of € 584.8 million included € 29.2 million in receivables past due by more than 90 days. Of these, € 6.8 million are receivables from public hospitals which, despite their long collection times, do not represent a significant risk situation. The provisions for doubtful accounts of € 14.7 million are considered sufficient to cover potential losses due to insolvency. The measurement of credit risk also took into account the potential impact of the Ukraine conflict.

Interest rate risk - The Group raises funds using debt and invests excess cash in money market and other financial instruments. The fluctuation of market interest rates influences the cost and returns of the debt and investment instruments, therefore affecting the Group's net financial expenses.

The Group's policy is to limit the risk arising from interest rate fluctuations by establishing fixed interest loans or variable interest loans hedged by derivative financial instruments, which are used to hedge risk and are never of a speculative nature, to minimise such fluctuations, as described in Note 21. As a result of this policy and considering the current amount of net debt, it is believed that changes in current interest rates would not have a significant impact on net financial expenses.

Foreign currency risk - The Group is exposed to foreign currency exchange rate fluctuations, which can affect its operating results and the value of its equity. All companies are subject to exchange rate fluctuations affecting trade and financial balances denominated in currencies different from their own. In order to limit this risk, in some cases, non-speculative hedging instruments are negotiated.

In relation to the euro companies, as of 31 December 2025 the main net exposures in other currencies not hedged by derivative instruments, were as follows:

- Net activities of 33.3 million Polish zloty
- Net activities of 4.1 million English pounds
- Net activities of 11.5 million Rumanian RON
- Net activities of 155.5 million Russian roubles
- Net activities of 28.7 million Mexican pesos
- Net liabilities of 4.0 million Swiss francs
- Net liabilities of 1.8 million US dollars.

Among the non-euro companies, as of 31 December 2025, the main net exposures in currencies other than the company's national currency and not hedged by derivative instruments are in euro, US dollars, Colombian pesos and Japanese yen. The net exposures in euro are mainly related to the companies based in Czech Republic (net activities of 4.8 million), Poland (net activities of 3.0 million), Switzerland (net activities of 2.5 million), Türkiye (net activities of 1.7 million), Tunisia (net activities of 1.4 million), Ukraine (net liabilities of 2.5 million), United States (net liabilities of 2.6 million), Australia (net liabilities of 3.0 million), Mexico (net liabilities of 4.8 million), Brazil (net liabilities of 4.8 million) and Sweden (net liabilities of 6.0 million). Net exposures in US dollars refer mainly to the companies in Switzerland (net activities of 1.6 million), Colombia (net liabilities of 6.1 million) and Brazil (net liabilities of 6.2 million). Net exposures in Colombian pesos refer mainly to the companies in the United States (net activities of 17,408.8 million) and in Switzerland (net liabilities of 6,594.3 million). Net exposures in Japanese yen refer mainly to the companies in the United States (net activities of 237.3 million) and Switzerland (net activities of 196.6 million).

For consolidation purposes, the income statements and balance sheets of the non-euro companies have been converted from their local currencies into euro. As of 31 December 2025, the net asset values of these companies, excluding goodwill, are denominated mainly in US dollars (554.2 million), Swiss francs (590.8 million), Turkish lira (4,092.8 million), Russian roubles (9,265.7 million), pounds sterling (14.8 million), Czech crowns (501.8 million), Romanian ron (59.4 million), Polish zloty (130.2 million) and Tunisian dinars (134.1 million). The effect of exchange rate variations on the conversion of these amounts is recognised in the consolidated statement of comprehensive income and booked to the translation reserve in shareholders' equity which, as of 31 December 2025, was a negative € 348.4 million.

Liquidity risk - The liquidity risk to which the Group may be exposed is represented by the inability to raise sufficient financial resources for its ongoing business and for the development of its industrial and commercial activities. The two main factors which determine the Group's liquidity are, on the one hand, the cash generated or absorbed by operations and by investments, and on the other, the expiry and renewal terms of debt or the degree of liquidity of financial investments and market conditions. As of 31 December 2025, the Group has at its disposal liquidity readily available for its operations and plentiful lines of credit granted by a number of leading Italian and international financial institutions. The terms and conditions of the Group's loans and its financial assets are set out in Notes 18, 21 and 30 which address, respectively, short-term financial investments, cash

and cash equivalents, medium/long-term loans and payables to banks. The Group believes that the funds and credit lines currently available, in addition to those generated by operations and financing activities, are sufficient to meet investment needs, working capital requirements and the repayment of debts at their natural due dates.

CLIMATE CHANGE RISK

As highlighted in the Management Report, the Group acknowledges a potential long-term physical and transitional risk linked to climate change and will continue to monitor this potential risk over coming years. Regarding short and medium-term risk, considering the sector in which the Group operates, Recordati has currently classified climate change as a risk without concrete or material impacts on company operations.

33. OPERATING SEGMENTS

The financial information reported by line of business and geographic area, in compliance with IFRS 8 – Operating Segments, is prepared using the same accounting principles used for the preparation and disclosure of the Group's consolidated financial statements.

Based on the characteristics of their business, operational and strategic models two main business segments can be identified, the Specialty and Primary Care segment and the segment dedicated to treatments for rare diseases.

The identification took into account the different management and marketing strategies applied to the products belonging to the two segments. Consequently, clearly identified and separate models and organisational structures have been developed.

The geographic footprint of the Group's Specialty & Primary Care business is focused mainly on Europe. The Group operates in the main European markets, including Central and Eastern Europe, Russia and the other C.I.S. countries, Ukraine, Turkey and Tunisia, where it has established its own subsidiaries. In the rest of the world sales of Specialty and Primary Care products are carried out mainly through licensing agreements with pharmaceutical companies of high standing. The Group has gradually extended its international presence through the acquisition of existing marketing organisations with the aim of adding our proprietary products and those obtained under multi-territorial licenses to the local portfolios.

The Group's segment dedicated to treatments for rare diseases is a worldwide business. The Group operates through Recordati Rare Diseases, its dedicated group of subsidiaries, sharing the conviction that each person with a rare disease has the right to the best possible treatment. Our organisations work closely with specialists, health care professionals, patients, their families and associations to spread knowledge, improve diagnosis and treatment, and enable access to treatment by supporting patients. Recordati Rare Diseases operates directly in Europe, the Middle East, North Africa, the U.S.A., Canada, Mexico, Brazil, Colombia, Japan, Australia, New Zealand, China and South Korea, through its subsidiaries and highly qualified distributors in the rest of the world.

The Group's CEO, together with the segment managers, reviews the internal management reports for each segment at least quarterly.

The two following tables show financial information for these two business segments as of 31 December 2025 and include comparative data:

€ (thousands)	Specialty & Primary Care segment*	Rare Diseases segment	Values not allocated	Consolidated financial statements
2025				
Revenue	1,536,934	1,081,449	-	2,618,383
Expenses	(1,142,115)	(805,460)	-	(1,947,575)
of which:				
depreciation & amortization	(95,565)	(111,870)	-	(206,435)
material items of expenses [1]	(37,114)	(76,696)	-	(113,810)
Operating income	**394,819**	**275,989**	**-**	**670,808**
2024				
Revenue	1,507,704	833,855	-	2,341,559
Expenses	(1,080,974)	(621,728)	-	(1,702,702)
of which:				
depreciation & amortization	(95,565)	(111,870)	-	(206,435)
material items of expenses	(37,114)	(76,696)	-	(113,810)
Operating income	**426,730**	**212,127**	**-**	**638,857**

* *Includes pharmaceutical chemical operations.*

(1) Specialty & Primary segment: restructuring (€ 17.9 million), Urorec® payback (€ 12.8 million), write-downs of intangible assets (€ 6.2 million), write-downs of property, plant and equipment (€ 0.2 million). Rare diseases segment: revaluation of inventories (€ 66.8 million), EUSA Pharma acquisition (€ 4.2 million), write-downs of intangible assets (€ 3.3 million), voluntary liquidation of the Chinese branch (€ 2.4 million).

€ (thousands)	Specialty & Primary Care segment*	Rare Diseases segment	Not allocated**	Consolidated financial statements
31 December 2025				
Non-current assets	1,515,755	2,042,371	16,244	3,574,370
Inventories	311,363	228,441	-	539,804
Trade receivables	327,785	242,369	-	570,154
Other receivables and other current assets	61,713	69,336	8,074	139,123
Cash and cash equivalents	-	-	428,824	428,824
Total assets	**2,216,616**	**2,582,517**	**453,142**	**5,252,275**
Non-current liabilities	36,160	113,365	2,130,296	2,279,821
Current liabilities	320,907	389,723	342,052	1,052,682
Total liabilities	**357,067**	**503,088**	**2,472,348**	**3,332,503**
Net capital employed	**1,859,549**	**2,079,429**		
31 December 2024				
Non-current assets	1,534,603	2,091,067	17,385	3,643,055
Inventories	293,569	212,878	-	506,447
Trade receivables	299,148	217,595	-	516,743
Other receivables and other current assets	52,772	77,639	15,376	145,787
Cash and cash equivalents	-	-	322,423	322,423
Total assets	**2,180,092**	**2,599,179**	**355,184**	**5,134,455**
Non-current liabilities	37,047	117,730	2,173,810	2,328,587
Current liabilities	328,477	284,331	316,251	929,059
Total liabilities	**365,524**	**402,061**	**2,490,061**	**3,257,646**
Net capital employed	**1,814,568**	**2,197,118**		

* *Includes pharmaceutical chemical operations.*
** *Amounts not allocated refer to the items other equity investments and securities, cash and cash equivalents, loans, derivative instruments and short-term debts to banks and other lenders.*

The pharmaceutical chemical business is considered part of the Specialty & Primary Care segment as it is mainly engaged in the production of active ingredients for finished pharmaceutical products, both from a strategic and organisational point of view.
No single customer contributed more than 10% to revenue in 2025 or in 2024.

The following table shows net revenue by geographic area:

€ (thousands)	2025	2024	Changes 2025/2024
Europe	1,735,863	1,650,059	85,804
of which Italy	329,190	336,264	(7,074)
Asia and Oceania	204,760	156,011	48,749
America	605,343	477,463	127,880
Africa	72,417	58,026	14,391
Total	**2,618,383**	**2,341,559**	**276,824**

The Group's production facilities are located almost exclusively in Europe, and therefore non-current assets and investments are, for the most part, in this geographic area.

34. NET FINANCIAL POSITION

The following table summarises the Group's net financial position: This situation is in line with the CONSOB call for attention 5/21 of 29 April 2021, in compliance with "Guidelines on disclosure requirements pursuant to the Prospectus Regulations", published by ESMA on 4 March 2021 in the document "ESMA32-382-1138".

€ (thousands)	31.12.2025	31.12.2024	Changes 2025/2024
Deposits in bank current accounts and cash on hand	408,947	293,493	115,454
Short-term time deposits	19,877	28,930	(9,053)
Cash and cash equivalents	**428,824**	**322,423**	**106,401**
Short-term debts to banks and other lenders	(23,849)	(22,845)	(1,004)
Loans - due within one year	(283,380)	(248,389)	(34,991)
Notes issued [1]	(18,321)	(25,862)	7,541
Leasing liabilities – due within one year	(11,298)	(10,696)	(602)
Short-term borrowings	**(336,848)**	**(307,792)**	**(29,056)**
Short-term financial position	**91,976**	**14,631**	**77,345**
Loans - due after one year	(1,790,034)	(1,928,294)	138,260
Notes issued [1]	(301,335)	(202,558)	(98,777)
Leasing liabilities – due after one year	(37,900)	(38,113)	213
Non-current financial debt	**(2,129,269)**	**(2,168,965)**	**39,696**
Net financial position	**(2,037,293)**	**(2,154,334)**	**117,041**

(1) Includes the fair value measurement of the relative currency risk hedging instruments (cash flow hedge).

35. RECONCILIATION BETWEEN THE PARENT COMPANY'S SHAREHOLDERS' EQUITY AND NET INCOME AND GROUP CONSOLIDATED SHAREHOLDERS' EQUITY AND NET INCOME

The reconciliation between the Parent Company's shareholders' equity and net income and the group consolidated shareholders' equity and net income is as follows:

€ (thousands)	Shareholders' equity		Net income	
	31.12.2025	31.12.2024	2025	2024
Recordati S.p.A.	359,071	405,246	317,587	320,830
Consolidation adjustments:				
- Elimination margins in inventories	(84,226)	(94,152)	9,926	(15,475)
- Related tax effect	24,966	27,654	(2,688)	5,040
- Other adjustments	(51,817)	(42,014)	(6,280)	(10,367)
Retained earnings of consolidated subsidiaries at beginning of the year, net of amounts already recognised by Recordati S.p.A.	1,550,742	1,454,799	-	-
Net income for consolidated companies, net of amounts already recognised by Recordati S.p.A.	469,398	399,689	469,398	399,689
Dividends received from consolidated subsidiaries			(344,319)	(283,209)
Write-down of holdings in subsidiaries			0	0
Translation adjustments	(348,362)	(274,413)	-	-
Consolidated financial statements	**1,919,772**	**1,876,809**	**443,624**	**416,508**

36. LITIGATION AND CONTINGENT LIABILITIES

The Parent Company and some subsidiaries are parties to minor legal actions and disputes, the outcomes of which are not expected to result in any liability. Potential liabilities currently assessed as possible are not of significant amounts. Some agreements require the payment of future milestones as certain conditions—whose fulfilment is uncertain yet—occur, with the consequence that the contractually required payments are now merely potential. The estimated value as of 31 December 2025 is approximately € 408 million, mainly related to the acquisition of the rights to Enjaymo® and Vazkepa®, whose agreements provide for additional payments of up to US$ 250 million and US$ 150 million, respectively, linked to commercial milestones referring specifically to the potential achievement of certain net revenue thresholds equal to or above peak annual total sales expectations.

37. RELATED-PARTY TRANSACTIONS

The Group's direct parent is Rossini S.à r.l., with headquarters in Luxembourg, which is owned by a consortium of investment funds controlled by CVC Capital Partners.

In compliance with the disclosure obligations required by Article 38 of Italian Legislative Decree 127/91, it is hereby specified that the overall compensation of the Directors and Statutory Auditors of the Parent Company for the performance of their specific functions, including those in other Group companies, during 2025 amounted to € 2.5 million and € 0.2 million respectively.

Compensation of directors and other key management is broken down in the following table:

€ (thousands)	2025	2024
Fixed remuneration	3,168	3,027
Non-monetary benefits	233	175
Bonuses and other incentives	1,620	2,147
Share-based payments	2,401	2,348
Total	**7,422**	**7,697**

Compensation of the Group's key management personnel includes salaries and non-cash benefits. The executive officers also participate in the Group's stock option and performance share plans.

Except for what is stated above, to our knowledge, no transactions or contracts have been entered into with related parties that can be considered significant in terms of value or conditions, or which could in any way materially affect the accounts.

38. SUBSEQUENT EVENTS

At the date of preparation of the financial statements, no significant events had occurred subsequent to the closing of the fiscal year that would require changes to the values of assets, liabilities or the profit and loss.

On 29 January 2026, Recordati announced the signing of a licence and partnership agreement with Moderna for the development and marketing, at international level, of mRNA-3927, an investigational product for the treatment of propionic acidemia. According to the terms of the agreement, Moderna will continue to lead the development of mRNA-3927 in collaboration with Recordati and, in case of product approval, Recordati will lead its global marketing. mRNA-3927 is a proof-of-concept post-investigational product intended to restore the activity of the enzyme propionyl-CoA carboxylase (PCC) in patients affected by propionic acidemia. If approved, the product could be the first therapeutic option available on the market capable of changing the course of this severe disease. At present, mRNA-3927 is being assessed for a possible registry-based clinical trial. The number of target participants has been reached, with initial data expected by late 2026. According to the terms of the agreement, Recordati will make an upfront payment of US$ 50 million to Moderna and will pay up to an additional US$ 110 million depending on the achievement of short-term regulatory and development milestones. Moderna will also be entitled to receive commercial and sales milestones, in addition to staggered royalties on annual net sales. Recordati does not foresee any significant impact on its EBITDA before the potential launch.

On 28 February 2026, a conflict began in the Persian Gulf region involving several countries. Although the Group operates only in certain parts of the affected Middle Eastern region, it continues to monitor the progress of the conflict and geopolitical developments to assess their potential impact on its personnel, supply chain, and activities.

39. SUBSIDIARIES INCLUDED IN THE CONSOLIDATED ACCOUNTS AS OF 31 DECEMBER 2025

Consolidated companies	Head office	Share capital	Currency	Consolidation method
RECORDATI S.p.A. *Development, production, marketing and sales of pharmaceuticals and pharmaceutical chemicals*	Italy	26,140,644.50	EUR	Line-by-line
INNOVA PHARMA S.p.A. *Marketing of pharmaceuticals*	Italy	1,920,000.00	EUR	Line-by-line
CASEN RECORDATI S.L. *Development, production, and sales of pharmaceuticals*	Spain	238,966,000.00	EUR	Line-by-line
BOUCHARA RECORDATI S.A.S. *Development, production, and sales of pharmaceuticals*	France	4,600,000.00	EUR	Line-by-line
RECORDATI RARE DISEASES COMERCIO DE MEDICAMENTOS LTDA *Marketing of pharmaceuticals*	Brazil	166.00	BRL	Line-by-line
RECORDATI RARE DISEASES INC. *Development, production, and sales of pharmaceuticals*	U.S.A.	11,979,138.00	USD	Line-by-line
RECORDATI IRELAND LTD *Development, production, and sales of pharmaceuticals*	Ireland	200,000.00	EUR	Line-by-line
LABORATOIRES BOUCHARA RECORDATI S.A.S. *Development, production, and sales of pharmaceuticals*	France	14,000,000.00	EUR	Line-by-line
RECORDATI PHARMA GmbH *Marketing of pharmaceuticals*	Germany	600,000.00	EUR	Line-by-line
RECORDATI PHARMACEUTICALS LTD *Marketing of pharmaceuticals*	United Kingdom	15,000,000.00	GBP	Line-by-line
RECORDATI HELLAS PHARMACEUTICALS S.A. *Marketing of pharmaceuticals*	Greece	10,050,000.00	EUR	Line-by-line
JABA RECORDATI S.A. *Marketing of pharmaceuticals*	Portugal	2,000,000.00	EUR	Line-by-line
JABAFARMA PRODUTOS FARMACÊUTICOS S.A. *Promotion of pharmaceuticals*	Portugal	50,000.00	EUR	Line-by-line
BONAFARMA PRODUTOS FARMACÊUTICOS S.A. *Promotion of pharmaceuticals*	Portugal	50,000.00	EUR	Line-by-line
RECORDATI RARE DISEASES MIDDLE EAST FZ LLC *Marketing of pharmaceuticals*	United Arab Emirates	100,000.00	AED	Line-by-line
RECORDATI AB *Marketing of pharmaceuticals*	Sweden	100,000.00	SEK	Line-by-line
RECORDATI RARE DISEASES S.à r.l. *Development, production, and sales of pharmaceuticals*	France	419,804.00	EUR	Line-by-line
RECORDATI RARE DISEASES UK Limited *Marketing of pharmaceuticals*	United Kingdom	50,000.00	GBP	Line-by-line

Consolidated companies	Head office	Share capital	Currency	Consolidation method
RECORDATI RARE DISEASES GERMANY GmbH *Marketing of pharmaceuticals*	Germany	25,600.00	EUR	Line-by-line
RECORDATI RARE DISEASES SPAIN S.L. *Marketing of pharmaceuticals*	Spain	1,775,065.49	EUR	Line-by-line
RECORDATI RARE DISEASES ITALY S.R.L. *Marketing of pharmaceuticals*	Italy	40,000.00	EUR	Line-by-line
RECORDATI BV *Marketing of pharmaceuticals*	Belgium	18,600.00	EUR	Line-by-line
FIC MEDICAL S.à r.l. *Promotion of pharmaceuticals*	France	173,700.00	EUR	Line-by-line
HERBACOS RECORDATI s.r.o. *Development, production, and sales of pharmaceuticals*	Czech Republic	25,600,000.00	CZK	Line-by-line
RECORDATI SK s.r.o. *Marketing of pharmaceuticals*	Slovak Republic	33,193.92	EUR	Line-by-line
RUSFIC LLC *Development, promotion, and sales of pharmaceutical products*	Russian Federation	3,560,000.00	RUB	Line-by-line
RECORDATI ROMÂNIA S.R.L. *Marketing of pharmaceuticals*	Romania	5,000,000.00	RON	Line-by-line
RECORDATI İLAÇ Sanayi Ve Ticaret A.Ş. *Development, production, and sales of pharmaceuticals*	Türkiye	180,000,000.00	TRY	Line-by-line
RECORDATI POLSKA Sp. z o.o. *Marketing of pharmaceuticals*	Poland	4,500,000.00	PLN	Line-by-line
ACCENT LLC *Holds pharmaceutical marketing rights*	Russian Federation	20,000.00	RUB	Line-by-line
RECORDATI UKRAINE LLC *Marketing of pharmaceuticals*	Ukraine	1,031,896.30	UAH	Line-by-line
CASEN RECORDATI PORTUGAL Unipessoal Lda *Marketing of pharmaceuticals*	Portugal	100,000.00	EUR	Line-by-line
OPALIA PHARMA S.A. *Development, production, and sales of pharmaceuticals*	Tunisia	9,656,000.00	TND	Line-by-line
OPALIA RECORDATI S.à r.l. *Promotion of pharmaceuticals*	Tunisia	20,000.00	TND	Line-by-line
RECORDATI RARE DISEASES S.A. DE C.V. *Marketing of pharmaceuticals*	Mexico	16,250,000.00	MXN	Line-by-line
RECORDATI RARE DISEASES COLOMBIA S.A.S. *Marketing of pharmaceuticals*	Colombia	150,000,000.00	COP	Line-by-line

Consolidated companies	Head office	Share capital	Currency	Consolidation method
ITALCHIMICI S.p.A. *Marketing of pharmaceuticals*	Italy	7,646,000.00	EUR	Line-by-line
RECORDATI AG *Marketing of pharmaceuticals*	Switzerland	15,000,000.00	CHF	Line-by-line
RECORDATI AUSTRIA GmbH *Marketing of pharmaceuticals*	Austria	35,000.00	EUR	Line-by-line
RECORDATI RARE DISEASES CANADA Inc. *Marketing of pharmaceuticals*	Canada	350,000.00	CAD	Line-by-line
RECORDATI RARE DISEASES JAPAN K.K. *Marketing of pharmaceuticals*	Japan	90,000,000.00	JPY	Line-by-line
NATURAL POINT S.r.l. *Marketing of pharmaceuticals*	Italy	10,400.00	EUR	Line-by-line
RECORDATI RARE DISEASES AUSTRALIA Pty Ltd *Marketing of pharmaceuticals*	Australia	200,000.00	AUD	Line-by-line
RECORDATI BULGARIA Ltd *Marketing of pharmaceuticals*	Bulgaria	50,000.00	BGN	Line-by-line
RECORDATI (BEIJING) PHARMACEUTICAL CO., Ltd *Promotion of pharmaceuticals*	People's Republic of China	1,000,000.00	EUR	Line-by-line
RECORDATI RARE DISEASES FZCO *Marketing of pharmaceuticals*	United Arab Emirates	1,000.00	AED	Line-by-line
RECORDATI UK LTD *Research and marketing of pharmaceuticals*	United Kingdom	10.00	EUR	Line-by-line
RECORDATI Netherlands B.V. *Marketing of pharmaceuticals*	Netherlands	1.00	EUR	Line-by-line
EUSA Pharma (CH) GmbH in liquidation *Marketing of pharmaceuticals*	Switzerland	20,000.00	CHF	Line-by-line
RECORDATI KOREA, Co. Ltd *Marketing of pharmaceuticals*	South Korea	100,000,000.00	KRW	Line-by-line
RECORDATI RARE DISEASES MENA RHQ[1] *Marketing of pharmaceuticals*	Saudi Arabia	500,000.00	SAR	Line-by-line
RECORDATI ARGENTINA S.R.L.[1] *Marketing of pharmaceuticals*	Argentina	88,605,000.00	ARS	Line-by-line

(1) Set up in 2024

PERCENTAGE OF OWNERSHIP

Consolidated companies	Recordati S.p.A. Parent Company	Recordati Pharma GmbH	Bouchara Recordati S.a.s.	Casen Recordati S.L.	Recordati Rare Diseases S.à r.l.	Herbacos Recordati s.r.o.	Opalia Pharma S.A.	Recordati AG	Recordati UK LTD	Total
INNOVA PHARMA S.p.A.	100.00									100.00
CASEN RECORDATI S.L.	100.00									100.00
BOUCHARA RECORDATI S.A.S.	100.00									100.00
RECORDATI RARE DISEASES COMERCIO DE MEDICAMENTOS LTDA	100.00									100.00
RECORDATI RARE DISEASES INC.	100.00									100.00
RECORDATI IRELAND LTD	100.00									100.00
LABORATOIRES BOUCHARA RECORDATI S.A.S.			100.00							100.00
RECORDATI PHARMA GmbH	55.00			45.00						100.00
RECORDATI PHARMACEUTICALS LTD	100.00									100.00
RECORDATI HELLAS PHARMACEUTICALS S.A.	100.00									100.00
JABA RECORDATI S.A.				100.00						100.00
JABAFARMA PRODUTOS FARMACÊUTICOS S.A.				100.00						100.00
BONAFARMA PRODUTOS FARMACÊUTICOS S.A.				100.00						100.00
RECORDATI RARE DISEASES MIDDLE EAST FZ LLC					100.00					100.00
RECORDATI AB					100.00					100.00
RECORDATI RARE DISEASES S.à r.l.	84.00	16.00								100.00
RECORDATI RARE DISEASES UK Limited					100.00					100.00
RECORDATI RARE DISEASES GERMANY GmbH					100.00					100.00
RECORDATI RARE DISEASES SPAIN S.L.					100.00					100.00
RECORDATI RARE DISEASES ITALY S.R.L.					100.00					100.00
RECORDATI BV					100.00					100.00
FIC MEDICAL S.à r.l.			100.00							100.00
HERBACOS RECORDATI s.r.o.	100.00									100.00
RECORDATI SK s.r.o.						100.00				100.00
RUSFIC LLC			100.00							100.00

Consolidated companies	Recordati S.p.A. Parent Company	Recordati Pharma GmbH	Bouchara Recordati S.a.s.	Casen Recordati S.L.	Recordati Rare Diseases S.à r.l.	Herbacos Recordati s.r.o.	Opalia Pharma S.A.	Recordati AG	Recordati UK LTD	Total
RECORDATI ROMÂNIA S.R.L.	100.00									100.00
RECORDATI İLAÇ Sanayi Ve Ticaret A.Ş.				100.00						100.00
RECORDATI POLSKA Sp. z o.o	100.00									100.00
ACCENT LLC	100.00									100.00
RECORDATI UKRAINE LLC	0.01		99.99							100.00
CASEN RECORDATI PORTUGAL Unipessoal Lda				100.00						100.00
OPALIA PHARMA S.A.	90.00									90.00
OPALIA RECORDATI S.à R.L.			1.00				99.00			100.00
RECORDATI RARE DISEASES S.A. DE C.V.	99.998				0.002					100.00
RECORDATI RARE DISEASES COLOMBIA S.A.S.				100.00						100.00
ITALCHIMICI S.p.A.	100.00									100.00
RECORDATI AG	100.00									100.00
RECORDATI AUSTRIA GmbH								100.00		100.00
RECORDATI RARE DISEASES CANADA Inc.	100.00									100.00
RECORDATI RARE DISEASES JAPAN K.K.					100.00					100.00
NATURAL POINT S.r.l.	100.00									100.00
RECORDATI RARE DISEASES AUSTRALIA Pty Ltd					100.00					100.00
RECORDATI BULGARIA Ltd	100.00									100.00
RECORDATI (BEIJING) PHARMACEUTICAL CO., Ltd (1)	100.00									100.00
RECORDATI RARE DISEASES FZCO					100.00					100.00
RECORDATI UK LTD	100.00									100.00
RECORDATI Netherlands B.V.									100.00	100.00
EUSA Pharma (CH) GmbH in liquidation									100.00	100.00
RECORDATI KOREA, Co. Ltd									100.00	100.00
RECORDATI RARE DISEASES MENA RHQ [1]					100.00					100.00
RECORDATI ARGENTINA SRL [1]	5.00								95.00	100.00

(1) Set up in 2024

RECORDATI S.p.A. AND SUBSIDIARIES

ANNEX 1

DISCLOSURE OF AUDITORS' FEES FOR ACCOUNTING AUDITS AND OTHER SERVICES

Type of service	Provider of the service	Recipient	Fees Amounts in €
Accounting Auditing	Auditor of the Parent Company	Parent Company	253,064
Accounting Auditing	Auditor of the Parent Company	Subsidiaries	252,410
Accounting Auditing	Network of the auditor of the Parent Company	Subsidiaries	846,612
Tax compliance	Network of the auditor of the Parent Company	Subsidiaries	46,008
Signing declarations and certificates	Auditor of the Parent Company	Parent Company	147,216
Signing declarations and certificates	Auditor of the Parent Company	Subsidiaries	3,453
Signing declarations and certificates	Network of the auditor of the Parent Company	Subsidiaries	63,318
Other services	Network of the auditor of the Parent Company	Subsidiaries	19,791

CONSOLIDATED FINANCIAL STATEMENTS

CERTIFICATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

RECORDATI S.p.A. AND SUBSIDIARIES

CERTIFICATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

PURSUANT TO ART. 154-BIS OF ITALIAN LGS. DECREE 58/98

1.

The undersigned Robert Koremans, as Chief Executive Officer, and Niccolò Giovannini, as Financial Reporting Officer of Recordati S.p.A., pursuant to the provisions or Article 154-bis, paragraphs 3 and 4, of Italian Legislative Decree no. 58 of 24 February 1998, hereby certify:

- the adequacy with respect to the Company structure and
- the effective application

of the administrative and accounting procedures applied in the preparation of the consolidated financial statements during financial year 2025.

2.

The undersigned certify further that:

2.1

the consolidated financial statements as of 31 December 2025:

- have been prepared in accordance with the applicable International Accounting Standards, as endorsed by the European Union under the terms of Regulation (EC) no. 1606/2002 of the European Parliament and of the Council, of 19 July 2002;
- correspond to the amounts shown in the Company's accounts, books and records;
- provide a fair and correct representation of the financial conditions, results of operations and cash flows of the Company and its consolidated subsidiaries.

2.2

The annual report includes a reliable operating and financial review of the Company and of the Group as well as a description of the main risks and uncertainties to which they are exposed.

Milan, 19 March 2026

Chief Executive Officer

ROBERT KOREMANS

Financial Reporting Officer

NICCOLÒ GIOVANNINI

CONSOLIDATED FINANCIAL STATEMENTS

AUDITOR'S REPORT

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Recordati Industria Chimica e Farmaceutica S.p.A.

Consolidated financial statements as at 31 December 2025

Independent auditor's report pursuant to article 14 of Legislative Decree n. 39, dated 27 January 2010, and article 10 of EU Regulation n. 537/2014

EY S.p.A.
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20123 Milano

Tel: +39 02 722121
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Independent auditor's report pursuant to article 14 of Legislative Decree n. 39, dated 27 January 2010 and article 10 of EU Regulation n. 537/2014
(Translation from the original Italian text)

To the Shareholders of
Recordati Industria Chimica e Farmaceutica S.p.A.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Recordati Group (the Group), which comprise the consolidated statement of financial position as at 31 December 2025, and the consolidated statement of income, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 December 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Recordati Industria Chimica e Farmaceutica S.p.A. in accordance with the regulations and standards on ethics and independence applicable to audits of financial statements under Italian Laws. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We identified the following key audit matters:

EY S.p.A.
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Sede Secondaria: Via Lombardia, 31 - 00187 Roma
Capitale Sociale Euro 3.000.000,00 i.v.
Iscritta alla S.O. del Registro delle Imprese presso la C.C.I.A.A. di Milano Monza Brianza Lodi
Codice fiscale e numero di iscrizione 00434000584 - numero R.E.A. di Milano 606158 - P.IVA 00891231003
Iscritta al Registro Revisori Legali al n. 70945 Pubblicato sulla G.U. Suppl. 13 - IV Serie Speciale del 17/2/1998

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Key Audit Matter	Audit Response
Recoverability of goodwill	
The goodwill recognized in the consolidated financial statements of Recordati Group as of 31 December 2025 amounts to Euro 796 million. The goodwill originates from acquisitions made by the Group and it has been allocated to the individual Cash Generating Unit (CGU) identified on the basis of the business segments and the markets where acquired companies operate. At each financial statements date, or more frequently if needed, the directors verify the recoverability of goodwill by comparing the carrying amount with the related value in use of each CGU, determined discounting the expected cash flows. The processes as well as the methods of evaluation and calculation of the recoverable amount of each CGU, in terms of value in use, are based on assumptions, sometimes complex, which imply, by their nature, estimates by the directors, especially with regard to the forecast of future cash flows, the determination of the discount rates and growth rates adopted beyond the period with explicit forecasts. Considering the significance of the item, the judgment requested and the complexity of the assumptions adopted in the estimation of the recoverable amount of goodwill, we assessed this matter as a key audit matter. Financial statements disclosures related to this matter are reported in the note "2. Summary of accounting standards" and in particular in the note "9. Goodwill", which describes the composition of the balance as of 31 December 2025, as well as the allocation process to the various CGUs and the methodology applied to assess the recoverable amount of assets, with specific reference to the valuation methodology and the assumptions used.	Our audit procedures related to the key audit matter included, among the others: i. the analysis of the procedure adopted by the Company and of the methodology applied in connection with the valuation of goodwill, taking into account the impairment test procedure approved by the Board of Directors of the parent company on 17 February 2026; ii. the evaluation of the methodology used for the identification of the CGUs and the allocation of assets and liabilities to the individual CGUs; iii. the analysis of the reasonableness of the expected cash flows underlying the impairment test approved by the Board of Directors of the parent company; iv. the assessment of the quality of forecasts as compared to the historical accuracy of the previous forecasts; v. the sensitivity analysis on key assumptions in order to identify the changes in assumptions that could have a significant impact on the valuation of the recoverable amount. Our procedures were performed with the support of our experts in valuation techniques, who analyzed the valuation methodologies adopted, verified the mathematical accuracy of the calculation models and evaluated the reasonableness of the criteria adopted to determine the discount rates and growth rates applied beyond the period with explicit forecasts. Finally, we analyzed the disclosures provided in the consolidated financial statements of Recordati Group as of 31 December 2025.

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Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRS accounting standards issued by International Accounting Standards Board as adopted by the European Union and with the regulations issued for implementing art. 9 of Legislative Decree n. 38/2005, and, within the terms provided by the law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Directors are responsible for assessing the Group's ability to continue as a going concern and, when preparing the consolidated financial statements, for the appropriateness of the going concern assumption, and for appropriate disclosure thereof. The Directors prepare the consolidated financial statements on a going concern basis unless they either intend to liquidate the the Parent Company Recordati Industria Chimica e Farmaceutica S.p.A. or to cease operations, or have no realistic alternative but to do so.

The statutory audit committee ("Collegio Sindacale") is responsible, within the terms provided by the law, for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with International Standards on Auditing (ISA Italia), we have exercised professional judgment and maintained professional skepticism throughout the audit. In addition:

- we have identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- we have obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- we have evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors;
- we have concluded on the appropriateness of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to

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continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to consider this matter in forming our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- we have evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- we have obtained sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We have communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We have provided those charged with governance with a statement that we have complied with the ethical and independence requirements applicable in Italy, and we have communicated them all matters that may reasonably be thought to bear on our independence, and where applicable, the actions taken to eliminate relevant risks or the safeguard measures applied.

From the matters communicated with those charged with governance, we have determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We have described these matters in our auditor's report.

Additional information pursuant to article 10 of EU Regulation n. 537/14

The shareholders of Recordati Industria Chimica e Farmaceutica S.p.A., in the general meeting held on 29 April 2020, engaged us to perform the audits of the consolidated financial statements for each of the years ending 31 December 2020 to 31 December 2028.

We declare that we have not provided prohibited non-audit services, referred to article 5, par. 1, of EU Regulation n. 537/2014, and that we have remained independent of the Group in conducting the audit.

We confirm that the opinion on the consolidated financial statements included in this report is consistent with the content of the additional report to the audit committee (Collegio Sindacale) in their capacity as audit committee, prepared pursuant to article 11 of the EU Regulation n. 537/2014.

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Report on compliance with other legal and regulatory requirements

Opinion on the compliance with Delegated Regulation (EU) 2019/815

The Directors of Recordati Industria Chimica e Farmaceutica S.p.A. are responsible for applying the provisions of the European Commission Delegated Regulations (EU) 2019/815 for the regulatory technical standards on the specification of a single electronic reporting format (ESEF – European Single Electronic Format) (the "Delegated Regulation") to the consolidated financial statements as of 31 December 2025, to be included in the annual financial report.

We have performed the procedures under the auditing standard SA Italia n. 700B, in order to express an opinion on the compliance of the consolidated financial statements as at 31 December 2025 with the provisions of the Delegated Regulation.

In our opinion, the consolidated financial statements as at 31 December 2025 have been prepared in the XHTML format and have been marked-up, in all material aspects, in compliance with the provisions of the Delegated Regulation.

Opinion and statement pursuant to article 14, paragraph 2, subparagraph e), e-*bis*) and e-*ter*) of Legislative Decree n. 39 dated 27 January 2010 and pursuant to article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998

The Directors of Recordati Industria Chimica e Farmaceutica S.p.A. are responsible for the preparation of the Report on Operations and of the Report on Corporate Governance and Ownership Structure of Group Recordati as at 31 December 2025, including their consistency with the related consolidated financial statements and their compliance with the applicable laws and regulations.

We have performed the procedures required under audit standard SA Italia n. 720B, in order to:

- express an opinion on the consistency of the Report on Operations and of specific information included in the Report on Corporate Governance and Ownership Structure as provided for by article 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, with the consolidated financial statements;
- express an opinion of the compliance with the laws and regulations of the Report on Operations, excluding the section related to the consolidated sustainability information, and the above mentioned specific information included in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998;
- issue a statement on any material misstatement in the Report on Operations and in certain specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998.

In our opinion, the Report on Operations and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, are consistent with the consolidated financial statements of Recordati Group as at 31 December 2025.

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Furthermore, in our opinion, the Report on Operations, excluding the section related to the consolidated sustainability information, and the specific information contained in the Report on Corporate Governance and Ownership Structure pursuant article n. 123-bis, paragraph 4, of Legislative Decree n. 58, dated 24 February 1998, comply with the applicable laws and regulations.

With reference to the statement required by art. 14, paragraph 2, subparagraph e-*ter*), of Legislative Decree n. 39, dated 27 January 2010, based on our knowledge and understanding of the entity and its environment obtained through our audit, we have no matters to report.

Our opinion on compliance with applicable laws and regulations does not extend to the section of the Report on Operations related to consolidated sustainability information. The conclusion on the compliance of this section with the applicable standards governing its preparation criteria and the compliance with the disclosure requirements pursuant to article 8 of (EU) Regulation 2020/852 are formulated by us in the attestation report pursuant to article 14-bis of Legislative Decree No. 39 dated 27 January 2010.

Milan, 31 March 2026

EY S.p.A.
Signed by: Giovanni Luca Guerra, Auditor

This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.

CORPORATE GOVERNANCE REPORT AND OWNERSHIP STRUCTURE 2026

pursuant to article 123 bis of Italian Legislative Decree no. 58 of 24th February 1998

Approved on 19th March 2026 by the Board of Directors

www.recordati.it



Company headquarters at the time of the move to Milan (1953).

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GLOSSARY

CG Code: the Corporate Governance Code for Listed Companies approved on 31st January 2020 by the Corporate Governance Committee to be applied by listed companies as from 2021, to which the Board of Directors of Recordati S.p.A. resolved to adhere to at the end of 2020.

Civil Code/c.c.: the Italian Civil Code.

Committee/CG Committee/Corporate Governance Committee: the Italian Committee for the Corporate Governance of listed companies, promoted, in addition to Borsa Italiana S.p.A., by ABI, Ania, Assogestioni, Assonime and Confindustria.

Board: the Board of Directors of Recordati S.p.A.

CSRD: EU Directive No 2022/2464 on Corporate Sustainability Reporting implemented into Italian law by the Italian Legislative Decree of 6 September 2024 no. 125.

Issuer: Recordati S.p.A.

Financial Year: the financial year to which this Report relates (2025).

ESRS: the sustainability reporting standards set out in Commission Delegated Regulation (EU) 2023/2772 of 31st July 2023.

Recordati: Recordati S.p.A.

Consob Issuers' Regulations: regulations governing issuers as established by Consob regulation no. 11971 of 1999 (as subsequently amended).

Consob Markets Regulations: regulations governing markets as established by Consob regulation no. 16191 of 2007 (as subsequently amended).

Consob Related-party Regulations: the regulations issued by Consob with Resolution no. 17221 of 12th March 2010 (as subsequently amended) concerning transactions with related parties.

Report: the corporate governance report and the ownership structure that issuers are required to prepare pursuant to article 123 bis of the TUF.

Remuneration Report: the report on remuneration policy and remuneration paid that companies are required to prepare and publish pursuant to article 123-ter of the TUF and article 84-quater of the Consob Issuers' Regulations.

Sustainability Reporting: sustainability reporting pursuant to Italian Legislative Decree No 125 of 6th September 2024, which the Company is required to publish annually, contained in the Annual Report for the financial statements at 31st December 2025.

Company: Recordati S.p.A.

TUF: Italian Legislative Decree no. 58 dated 24th February 1998 (Testo Unico della Finanza).

KEY CORPORATE GOVERNANCE EVENTS IN 2025

During 2025, Recordati continued to strengthen its corporate governance system, with the aim of supporting long-term value creation through a responsible approach based on solid, transparent governance geared towards the conscious management of risks and opportunities. In this context, a key event during the year **was the renewal of the Board of Directors**, accompanied by a **further strengthening of the Board's overall expertise** — also with regard to business and pharmaceutical industry background — and an approach aimed at ensuring effective oversight of the independence and balance of the administrative body's composition.

In line with this evolution, in 2025 particular attention was paid to the **onboarding process for the new Board of Directors**, through a structured induction program aimed at enabling new members to hit the ground running as to their role and responsibilities, as well as in-depth knowledge of the main aspects of governance, internal control, and risk management, in addition to business aspects. In this context, specific deep-dive sessions were planned and held, dedicated to business operations and the main aspects of corporate governance, as well as key issues such as compliance, risk management, internal audit, people and culture, sustainability, investor relations activities, and the related engagement plan.

Another distinctive feature of 2025 was the **process of drafting and approving the 2025–2027 Three-Year Plan**, which was the subject of in-depth discussions that, for the first time, involved the outgoing Board, the candidates for the new Board (from the only list submitted), the Board of Statutory Auditors, and the Executive Leadership Team, also through an **off-site** board meeting dedicated to strategic discussions and analysis of the risk profile consistent with the plan's objectives. This process promoted continuity and full alignment with the Group's development trajectory.

In 2025, the consolidation of **transparency and quality of dialogue with relevant stakeholders** continued through structured and ongoing discussions with shareholders, investors, and proxy advisors, supporting the Group's key governance and strategy decisions.

During the year, the Board also further strengthened its focus on **sustainability** matters, including through **direct engagement in the field**: in this context, the new Board had the opportunity to visit the main chemical-pharmaceutical plant in Campoverde di Aprilia, learning more about **initiatives supporting the industrial strategy** and, in particular, the project to build a photovoltaic plant (the first phase of which was completed in 2025 with the installation of 4 MWp, approximately 7,000 panels).

Finally, in line with the evolution of the external environment and the growing importance of digital risks, in 2025, the strengthening of **cybersecurity and IT security** continued, including initiatives dedicated to awareness and compliance (also in the **NIS2** area) and a growing focus on digital tools, including those based on AI.

This approach includes, among other things, (i) induction sessions specifically dedicated to NIS2 and cybersecurity awareness, (ii) the evolution of risk reporting with specific reference to the growing sophistication of cyber threats, and (iii) the consolidation of the governance framework for the adoption and use of AI systems, aimed at ensuring oversight, accountability, and protection of the Group's cybersecurity posture.

1. RECORDATI PROFILE AND GENERAL INFORMATION

Recordati S.p.A. (XMIL: REC - ISIN IT 0003828271) was founded in 1926 and is a joint stock company listed on the Italian Stock Exchange (Euronext Milan), FTSE Mib index, operated by Borsa Italiana S.p.A.

The Company, and the Group that it leads, has over 4,480 employees, with footprint in approximately 150 countries across EMEA, the Americas and APAC. They perform research and development, production, marketing and sales of pharmaceuticals – both original and licensed, belonging to different therapeutic areas including a specialized activity in rare diseases – supplements and medical devices, as well as pharmaceutical chemical products. Recordati is engaged in the research and development of innovative pharmaceuticals, particularly, therapies for rare diseases.

As at 31st December 2025, the Group was composed of 51 subsidiaries (of which 4 are Italian), in addition to the Parent Company, Recordati S.p.A.

The Chief Executive Officer is supported by an international Executive Leadership Team, reporting to himself, to achieve strategies and create value for shareholders; more information on the composition and professional profiles of the members of Recordati's Executive Leadership Team can be found in the following section of the Company's website: https://recordati.com/it/company-leadership-it. At the same link profiles of some other key roles, such as Corporate Staff, in the areas of Internal Audit, Corporate Affairs (Secretary of the Board of Directors), Investors Relations and ESG, can be found as well.

RECORDATI IN THE WORLD

We are present **in around 150** with our SPC products and our treatments for Rare Diseases in years 2024-2025

SPECIALTY AND PRIMARY CARE

Subsidiaries, branches, permanent establishment and direct promotion

Licensees, distributors, commercial agreements

RARE DISEASES

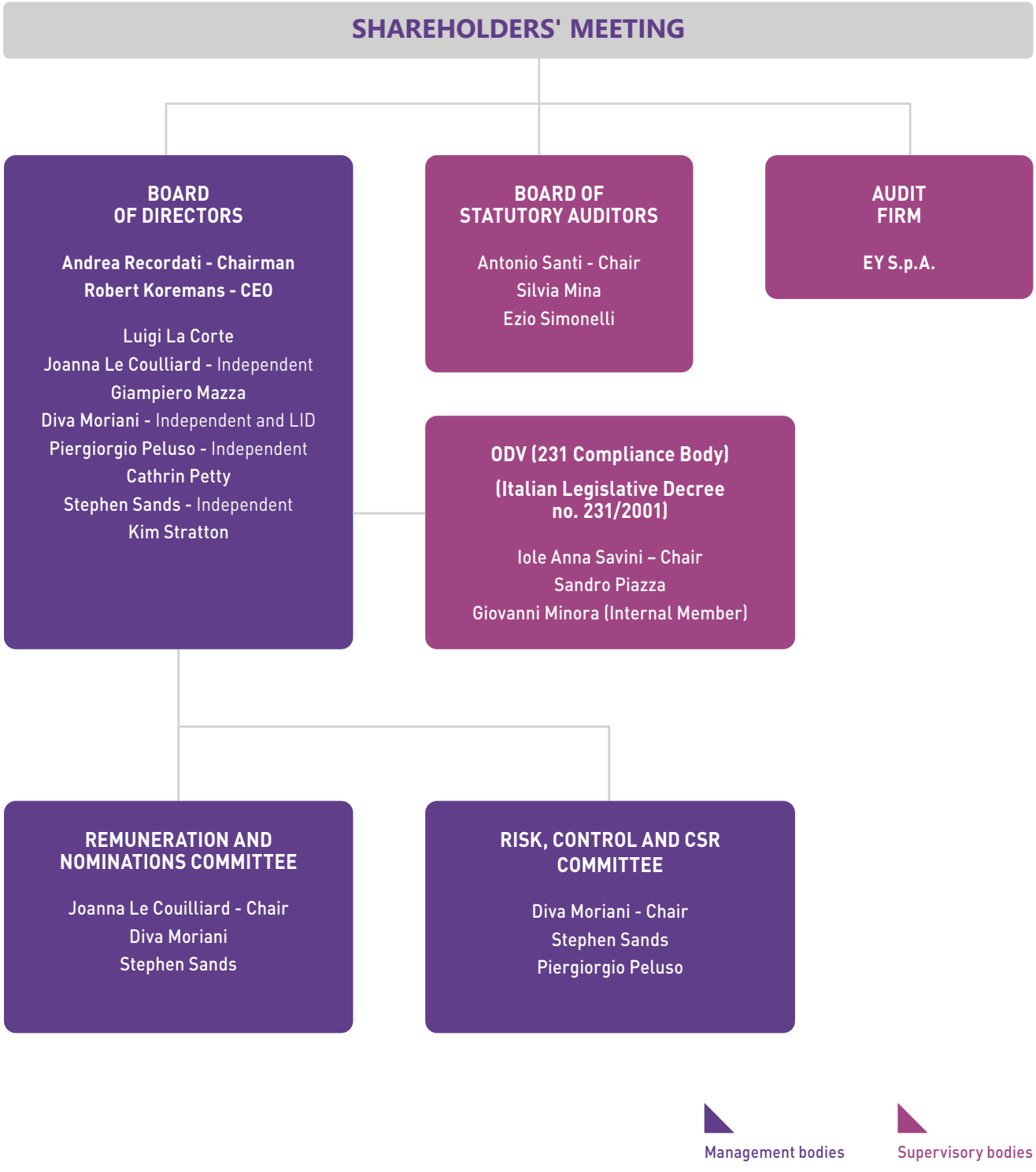
Subsidiaries, branches, permanent establishment and direct promotion

Licensees, distributors, commercial agreements

The corporate governance structure of the Company is based on a traditional organisational model and therefore consists of the following corporate bodies: (i) the Shareholders' Meeting, (ii) the Board of Directors, (iii) the Board of Statutory Auditors. Accounting control is delegated, in compliance with the relative legislation in force, to a firm of auditors registered in the special roll maintained by Consob. A 231 Compliance Body (ODV) has also been appointed which oversees the proper functioning of the '231 Model' and is responsible for updating it.

The Board of Directors has formed two committees from among its members with consultative and proposal-making functions: the Remuneration and Nominations Committee and the Risk, Control and CSR Committee, both consisting exclusively of independent directors.

Below is a graph representing the **corporate governance structure** of the Company as of 19th March 2026:



The **primary objective** of Recordati's corporate governance system is to create value for its Shareholders by means of a responsible and sustainable approach, without ever losing sight of the social relevance of its business and all the interests involved. In this context, the Group's governance is inspired by Recordati's purpose – "**unlocking the full potential of life**" – which guides its long-term choices and commitment to patients, people, and stakeholders.

In fact, Recordati is convinced of the fundamental importance of generating value through an approach that is ethical, lasting, sustainable and shared with its stakeholders. Over the years, it has launched various initiatives focused on **sustainability**, aligned with its strategic, organizational and operational characteristics. When defining its management strategies and policies, in addition to improving people's health and quality of life, one of Recordati's priorities is to identify the interests of all stakeholders, monitoring and managing the economic, social and environmental impacts of its work.

The Group's Sustainability Plan, defined in accordance with the double materiality analysis performed, focuses on five priority areas: patient care, people care, environmental protection, responsible sourcing, ethics and integrity. It is a fundamental tool for sharing the future path with stakeholders and embodies the Group's ambitions and what it wants to commit to in order to contribute to sustainable and responsible development. With a view to continued improvement, the Plan provides for periodic monitoring and updating.

In particular, the sustainability goals were identified by the Environmental, Social & Governance department in close collaboration with the heads of other Company's departments. The goals were shared with the Chief Executive Officer, the Executive Leadership Team, the Risk, Control and CSR Committee and approved by the Board of Directors.

It should be noted that the targets of the Short-Term Incentive (STI) plan of the Chief Executive Officer include the main social and environmental goals of the Sustainability Plan. Moreover, responsibility for achieving the goals included in the Sustainability Plan is assigned to the representatives of the various functions involved, who have the resources, tools and know-how required for their implementation. Under the Group's STI plan social and environmental targets, linked to the implementation of the Plan itself, were assigned to certain key management personnel.

For further information, please refer to:

(i) The Consolidated Sustainability Reporting, which the Company is required to publish annually, contained in the annual report for the financial statements as at 31st December 2025 and which is also available within the section of the Company's website dedicated to sustainability https://recordati.com/it/sustainability-our-commitment-it

(ii) The Sustainability Plan, contained in the Consolidated Sustainability Reporting and the main aspects of which are also recalled in the Sustainability section of the Recordati's website

(iii) The Remuneration Report, also published on the Company's website in the Corporate Governance, Remuneration section.

Recordati's focus and efforts in driving the Group's ESG strategy continues to be recognized by main ESG indexes and ratings. The Company was again included in the FTSE4GOOD Index series and MIB ESG index, run by Euronext and Borsa Italiana. MSCI ESG Research confirmed Recordati's A rating and, in January 2026, the Group was rated B- with "Prime" status by ISS ESG, awarded to companies with a leading sustainability performance in their industry. Recordati also retains its "Gold" rating from EcoVadis and B rating in the CDP's Climate Change questionnaire.

More generally, Recordati promotes dialogue with its main stakeholders as an essential aspect for positively influencing the Company's conduct and increasing the level of transparency, also with a view to fostering sustainable success and value creation in the medium to long term. With reference to shareholders and institutional investors, in accordance with the purposes and methods set forth in the 'Policy for Managing Dialogue with Investors' approved by the Board of Directors, the Company has established an ongoing and continuous relationship with proxy advisors and major institutional investors in order to encourage their involvement, in particular, in the process of defining and verifying the actual methods of implementing its policy on the remuneration of Directors and Key Management Personnel as well as the elements of its governance. To this end, reference is made to section 12 of this Report for further details.

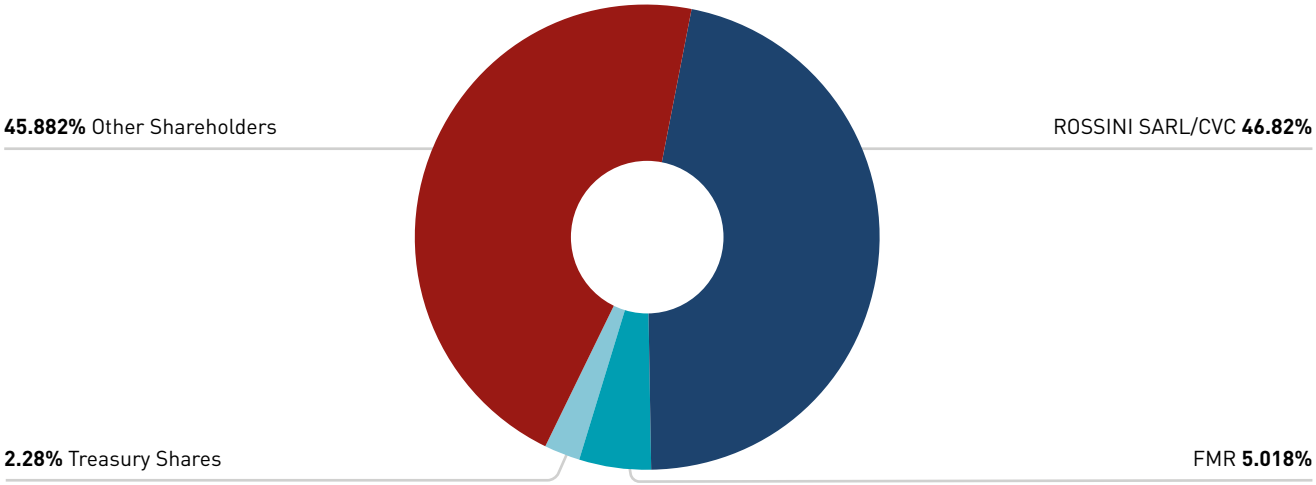
On 29th October 2020, Recordati's Board of Directors resolved to adhere to the CG Code, the recommendations of which were applicable as from 1st January 2021, with the additions and necessary amendments resulting from the characteristics of the Group as mentioned in this Report. In particular, **the Company is, according to the CG Code, a 'large company' and considers itself a 'concentrated ownership company'**. The application of the relevant recommendations and application methods approved by the Board of Directors and, in particular, the possible use of the relevant flexibility options for the application of the CG Code will be specified from time to time, where necessary for 'large companies' 'with concentrated ownership'.

The information contained in this document, unless otherwise indicated, refers to the financial year ended on 31st December 2025 and, in relation to specific matters, updated at the date of its approval by the Board of Directors (19th March 2026).

In some cases, the Report, which is published on the 'Governance/ Corporate Governance Report' section on the Company's website https://recordati.com makes reference to documents and information which may be consulted on the Company's website.

2. OWNERSHIP STRUCTURE (pursuant to article 123-bis, paragraph 1, of the TUF)

Below is a graph representing the ownership structure as at 31st December 2025[1]:



a) Structure of the share capital and rights attaching to shares (pursuant to article 123-bis, paragraph 1, letter a) of the TUF)

The subscribed and paid-up share capital amounts to € 26,140,644.5 and is represented by 209,125,156 ordinary shares each with a par value of € 0.125 as reported in the table at the end of this section. The shares are listed on the Italian Stock Exchange (Euronext Milan), FTSE Mib index, operated by Borsa Italiana and issued under a dematerialisation regime.

The rights attaching to the shares are set out in the By-Laws. More specifically, each share entitles the holder to a proportional part of the profits allocated for distribution; article 28 of the By-Laws provides that the net profits on the balance sheet are to be distributed as follows: (a) 5% to the legal reserve fund up to the amount established by the law; (b) the remainder, unless the Shareholders' Meeting, upon proposal by the Board, resolves to allocate funds for extraordinary reserves or for other purposes, or to postpone part or all of the distribution to all shares to successive years, to be distributed to all shares. The Board of Directors may resolve to distribute interim dividends, within the limits and according to the procedures established by law. Dividends not collected within five years following the day on which they became payable shall revert to the Company and are recognised in the extraordinary reserve.

As reported in the table below, there are no other categories of shares, nor other financial instruments that assign the right to subscribe to new share issues, with the exception of the conditions indicated below in the context of stock option plans and performance shares.

With respect to outstanding long-term incentive plans and any share capital increases there may be at the service of those plans, reference is made to the information documents prepared in accordance with article 84-bis of the Consob Issuers' Regulations relating to each outstanding stock option plan, available on the Company website at the address: https://recordati.com/governance-remuneration, as well as to the Remuneration Report prepared pursuant to article 84-quater of the Consob Issuers' Regulations and which may also be consulted on the Company's website at the same address.

Structure of the share capital

	No. Shares	No. of voting rights	Listed/unlisted
Ordinary shares	**209,125,156**	**209,125,156**	Listed on Euronext Milan, FTSE Mib index
Preference shares	**0**	**0**	
Shares with multiple voting rights	**0**	**0**	
Other classes of shares with voting rights	**0**	**0**	
Savings shares	**0**	**0**	
Convertible savings shares	**0**	**0**	
Other classes of shares without voting rights	**0**	**0**	

No other financial instruments exist which give the right to subscribe newly issued shares.

b) Restrictions on transfer of securities (pursuant to article 123-bis, paragraph 1, letter b) of the TUF)

The By-Laws of the Company establish that the shares of the Company are freely transferable.

1 *Please note that, as of 19th March 2026, the date of approval of this Report, the shareholding held by FMR LLC amounts to 4.923%, as communicated to the market on 5th February 2026. It should also be noted that Rossini S.ar.l.'s stake is 46.82%, following the secondary placement of 5% of the ordinary shares held in Recordati, as disclosed to the market by the Company on behalf of and at the request of Rossini S.ar.l. on 18th and 19th February 2025.*

c) Significant investments in the share capital (pursuant to article 123-bis, paragraph 1, letter c) of the TUF)

On the basis of notifications received, in accordance with article 120 of Italian Legislative Decree no. 58/1998 and other information received, as at 19th March 2026, the following parties held shares, either directly or indirectly, amounting to more than 3% of the share capital ('significant shareholdings').

Significant shareholdings

Reporting entity	Direct Shareholder	Percentage (%) of ordinary share capital	Percentage (%) of voting share capital*
CVC CAPITAL PARTNERS	ROSSINI SARL	46.82%	46.82%
FMR LLC	Fidelity Management & Research Company LLC, FIAM LLC, Fidelity Institutional Asset Management Trust Company, Fidelity Management Trust Company FMR Investment Management (UK) Limited	4.923%[2]	4.923%

* *As is known treasury stock consists of shares on which voting rights are only temporarily suspended in accordance with the law.*

As at 19th March 2026, Recordati S.p.A. also held no. 5,651,078 treasury shares equal to 2.702% of the capital on which voting rights are suspended in accordance with the law.

Significant shareholdings may be consulted on the Consob website (www.consob.it).

d) Securities with special rights (pursuant to article 123-bis, paragraph 1, letter d) of the TUF)

No securities with special rights of control have been issued.

e) Shareholding by employees: exercise of voting rights (pursuant to article 123-bis, paragraph 1, letter e) of the TUF)

No shareholding system exists for employees which involves the exercise of voting rights which is different from that provided for shareholders in general.

f) Restrictions on voting rights (pursuant to article 123-bis, paragraph 1, letter f) of the TUF)

Each ordinary share gives the right to vote without any restrictions.

g) Shareholders' Agreements (pursuant to article 123-bis, paragraph 1, letter g) of the TUF)

On 29th June 2018, the members of the Recordati family, then shareholders of Fimei S.p.A. – at that time the majority shareholder of the Company (as from 22nd April 2021 merged by incorporation into Recordati S.p.A.) – announced that they had reached an agreement for the transfer to a consortium of investment funds controlled by CVC Capital Partners VII of the entire capital of Fimei S.p.A. which, on that date, held 51.79% of the Company's capital (the '**Contract**').

On 4th July 2018, this Contract was published pursuant to article 122 of the TUF, as it contains inter alia certain agreements (the '**Agreements**') functional to the execution of the transaction governed by the Contract itself, which can be considered as agreements of a shareholder nature and have therefore been prudently subject to the related publication formalities.

On 6th December 2018, in the performance of the aforementioned Contract, the shareholders of Fimei S.p.A. transferred their entire shareholding in Fimei S.p.A. to Rossini Investimenti S.p.A. (a company designated for this purpose under the aforementioned agreement).

Following the completion of this transfer, all the Agreements of the Contract ceased to apply.

On 29th June 2018, Rossini Holdings S.àr.l., ('**Rossini Holdings**'), executed two investment agreements with Andrea Recordati and an investment agreement with Fritz Squindo (collectively, the '**Investment Agreements**'). The aforementioned agreements govern the investment conditions of Andrea Recordati and Fritz Squindo respectively in Rossini Luxembourg S.àr.l., a subsidiary of Rossini Holdings, subject to the acquisition by Rossini Luxembourg of the entire share capital of FIMEI S.p.A., a company that holds ordinary shares representing 51.791% of the subscribed share capital of Recordati. The Investment Agreements contain, inter alia, certain agreements (the '**Agreements**'), functional to the execution of the transaction governed by the Investment Agreements themselves, which are likely to take on a significant shareholder nature for the purpose of fulfilling the related publication formalities.
On 4th July 2018, these Agreements were disclosed pursuant to article 122 of the TUF.
On 6th December 2018, two agreements were executed amending the aforementioned Investment Agreements, both of which were notified pursuant to article 122 of the TUF on 11th December 2018.

On 6th December 2018, Rossini Holdings S.à r.l. established under Luxembourg law, with registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, R.C.S. Luxembourg: B 224480 ('**CVC Luxco**'), Rossini Luxembourg S.à r.l. established under Luxembourg law, with registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, R.C.S. Luxembourg: B 224498 ('**Lux Equityco**') and Rossini Co-Invest GP Limited ('**General Partner**'), in its capacity as general partner of Rossini Co-Invest L.P. (the '**Partnership**') both having their registered office at 1 Waverley Place, Union Street, St Helier, Jersey, and Channel Islands JE1 1SG, executed with PSP Investments Holding Europe Limited with its registered office in London, 10 Bressenden Place SW1E 5DH, United Kingdom, ('**PSP**') some significant shareholders' agreements pursuant to article 122 of the TUF (the '**PSP Shareholders' Agreement**').

This PSP Shareholders' Agreement was published pursuant to article 122 of the TUF on 11th December 2018.

On 6th December 2018, Rossini Holdings S.à r.l. established under Luxembourg law, with registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of Luxembourg, R.C.S. Luxembourg: B 224480 ('**CVC Luxco**'), Rossini Luxembourg S.à r.l. established under Luxembourg law, with registered office at 20 avenue Monterey, L-2163 Luxembourg, Grand Duchy of

2 *See previous footnote.*

Luxembourg, R.C.S. Luxembourg: B 224498 ('**Lux Equityco**') and Rossini Co-Invest GP Limited ('**General Partner**') in its capacity as general partner of Rossini Co-Invest L.P. (the '**Partnership**') both having their registered office at 1 Waverley Place, Union Street, St Helier, Jersey, Channel Islands JE1 1SG, executed with Finance Street SSMA C.V., AlpInvest LIVE Co C.V., ACIF VII C.V., ACIF (Euro) VII C.V., AG Co-Investment C.V., AJ Co C.V., AlpInvest GA Co 2018 C.V. and APSS Co-Investment C.V. (collectively, '**AlpInvest**') some significant shareholders' agreements pursuant to article 122 of the TUF (the '**AlpInvest Shareholders' Agreement**').
This AlpInvest Shareholders' Agreement was published pursuant to article 122 of the TUF on 11th December 2018.

On 19th February 2019, with reference to the investment agreements executed between Andrea Recordati, on one hand, and Rossini Luxembourg S.àr.l. and Rossini Holdings, on the other hand, on 29th June 2018 (as amended on 6th December 2018) (hereinafter referred to as the '**AR Agreements**'), which include some significant shareholders' agreements pursuant to article 122 of the TUF, paragraphs 1 and 5 and were already disclosed to public on 1st July and 11th December 2018, the following amendment was disclosed: on 14th February 2019, (i) Mr. Andrea Recordati subscribed for no. 6,350,000 ordinary shares and no. 1,150,000 preference shares (the ordinary and preference shares, the '**Shares**') of Rossini Luxembourg; (ii) Mr. Andrea Recordati transferred these Shares to his controlled company Indio s.s., with registered office in Milan, via Paolo Andreani 4, fiscal code 97832790154 ('**Indio**'); (iii) through the signing of certain adhesion agreements with Andrea Recordati, Rossini Luxembourg and Rossini Holdings S.àr.l. (the '**Indio Adhesion Agreements**'), Indio has adhered to the AR Agreements, taking upon itself the rights and obligations arising from the AR Investment Agreements held by Andrea Recordati, who in any case remained a party to those agreements; and (iv) the Shares are held by Cordusio Società Fiduciaria per Azioni, a company subject to the management and coordination of Unicredit S.p.A., with registered office in Milan, via Borromei, 5, registered under no. 863916 with the Companies' Register of Milan ('**Cordusio**'), in its capacity as fiduciary company (società fiduciaria) appointed by Indio, which has given Cordusio irrevocable instructions, as they are also conferred in the interest of Rossini Luxembourg and Rossini Holdings, to comply with the provisions of the AR Agreements and the By-laws of Rossini Luxembourg.

Through the Indio Adhesion Agreements, Indio has undertaken the rights and obligations which Andrea Recordati was entitled to on the basis of the AR Agreements, Mr Andrea Recordati remaining although part to such agreements.
Furthermore, pursuant to the Indio Adhesion Agreements, Indio has undertaken towards Rossini Holdings and Rossini Luxembourg to transfer the ordinary and privileged shares of Rossini Luxembourg held by the latter to Mr Andrea Recordati or to a related party to him, in case Indio ceases to be qualified as related party to Mr Andrea Recordati.

No amendments occurred in relation to the same agreements executed on 29th June 2018 between Fritz Squindo, on one hand, and Rossini Luxembourg S.àr.l. and Rossini Holdings S.àr.l., on the other hand, as subsequently amended on 6th December 2018 likewise the AR Agreements the '**FS Agreements**'), which were disclosed to the market on 4th July and 11th December 2018. On 14th February 2019, the Rossini Luxembourg shares subject to the FS Agreement were subscribed by Cordusio on behalf of Mr. Fritz Squindo, who granted Cordusio irrevocable instructions, as they were also granted in the interest of Rossini Luxembourg and Rossini Holdings, to comply with the provisions of the FS Agreement and the By-laws of Rossini Luxembourg.

For the sake of completeness, it should be noted that the extract of the aforementioned shareholders' agreements published pursuant to the law and the essential information on the relevant agreements mentioned above, as also possibly amended, in line with the applicable legislation, are available on the Company's website under section Investors/Shareholders Information/ Shareholders Agreements at the following address: https://recordati.com/shareholder-information.

h) Change of control clauses (pursuant to article 123-bis, paragraph 1, letter h) of the TUF) and By-Laws provisions concerning public tender offers to purchase (pursuant to articles 104, paragraph 1-ter and 104-bis, paragraph 1)

The Company and some of its subsidiaries are, in relation to their business operations, parties to some licensing agreements that include a clause, which is a normal provision in international agreements, authorizing the Licensor to dissolve the contracts in the event of change of direct or indirect control of the Licensee.

In addition, bonds issued by the Company (in 2014, 2017, 2022 and 2025) – for residual totals of US$14.3 million and €309 million - both privately placed with international institutional investors and most of the major loan agreements executed by the Company, also as guarantor for the benefit of its subsidiaries – for a total of €2,081 million – set out, as is normal in financial operations of this type, a clause, which authorizes the creditors to obtain immediate repayment if the control of the Company changes.

The By-Laws of the company do not allow exceptions to the provisions concerning takeovers on the passivity rule pursuant to article 104, paragraph 1-ter, of the TUF nor do they allow the application of neutralization rules pursuant to article 104-bis, paragraph 1, of the TUF.

i) Authorization for increase of share capital and acquisition of treasury shares (pursuant to article 123-bis, paragraph 1, letter m) of the TUF)

Following the expiry of the authorizations to increase the share capital, pursuant to article 2443 of the Italian Civil Code, and to issue bonds that can be converted into ordinary shares pursuant to article 2420-ter of the Italian Civil Code, approved by the Shareholders' Meeting of 11th April 2017 (which the Board had not implemented, even partially), the Board has proposed, to the Shareholders' Meeting convened for 29th April 2026, the renewal of the same authorizations to the Board of Directors – pursuant to Articles 2420-ter and 2443 of the Italian Civil Code - within an overall limit of 10% of the share capital, in order to enable the Company, as appropriate, to avail itself of a flexible and efficient instrument capable of shortening the execution timetable for equity strengthening transactions and access to the capital markets, as well as allowing the Company to react promptly to market opportunities and specific financial and strategic needs, including those connected with industrial development transactions or the Company's growth: further information is available in the Directors' explanatory report to Shareholders for the specific item in the agenda of the extraordinary session of the convened Shareholders' Meeting.

The By-Laws currently do not authorize the Board to issue participating financial instruments, but, should the aforementioned proposal to the Shareholders be approved, Article 6 of the By-Laws will be amended accordingly.

The Shareholders' Meeting held on 29th April 2025 renewed the authorization to purchase treasury shares, pursuant to articles 2357 et seq. of the Italian Civil Code, until approval of the financial statements as at 31st December 2025, scheduled for 29th April 2026. The maximum number of shares that may be acquired, after accounting for the number of treasury shares already held in the Company's portfolio, is 3,500,000, which corresponds to a total potential payment of not more than € 200,000,000, at a minimum price not less than the nominal value of Recordati shares (€ 0.125) and a maximum price not greater than the average of official Borsa Italiana prices during the five sessions prior to the acquisition, plus 5%. Purchases must be made on regulated markets, in compliance with the applicable laws and regulations, according to the procedures set forth by EU Regulation no. 596/2014 and the relevant implementing provisions, and according to standard practices recommended by Consob in accordance with article 13 of EU Regulation no. 596/2014, where applicable.

On the basis of this shareholders' resolution:

- On 30th April 2025 (as disclosed to the market on 29th April 2025), a first share buy-back program was launched to service stock option plans / performance shares plans for the management of the Recordati Group that was already adopted by the Company or share-based incentive plans that should be approved in the future. That share buy-back program ended on 24th October 2025. On the basis of that program, 2,000,000 shares were purchased for a consideration of €104,731,126.75.
- On 17th December 2025 (as communicated to the market on 16th December 2025), a second share buy-back program was launched to be used for the same aforementioned purposes. On the basis of this program, as at 19th March 2025, no. 947,838 shares were purchased for a consideration of € 44,671,596.88 (thus leaving no. 52.162 shares until the maximum number of purchasable shares).

It should be noted that, at the end of the Financial Year, the Company held 4,769,267 treasury shares in its portfolio, corresponding to 2,281 % of the share capital.

In consideration of the expiry of the current authorization, which will occur when the Shareholders' Meeting is held to approve the financial statements for the year ended on 31st December 2025, the Board resolved to submit a proposal to the Shareholders' Meeting convened to approve the 2025 financial statements to renew the authorization to purchase and assign treasury stock in order to maintain the necessary operational flexibility over an appropriate time horizon. The Directors' Report on the relevant item on the agenda, which will be also made available on the Company's website within the time period set forth by law, may be consulted for further information.

j) Management and co-ordination (pursuant to article 2497 et seq. of the Italian Civil Code)

The Company is subject to the management and coordination on the part of Rossini Luxembourg S.àr.l, pursuant to article 2497 et seq. of the Italian Civil Code.

In 2019 the Board of Directors approved the adoption of specific regulations on the management and coordination activities carried out by Rossini Luxembourg S.àr.l. over Recordati S.p.A. (last updated in December 2023) and on the information flows of Recordati S.p.A. towards, in particular, Rossini Luxembourg S.àr.l. (last update in December 2024) at the end of an in-depth assessment which involved, from the onset of the drafting phrase, the independent directors and the Board of Statutory Auditors.

The exercise of this activity by Rossini Luxembourg S.àr.l. can be carried out, inter alia, through the formulation of general guidelines, the purpose of which is to coordinate, to the extent deemed necessary, insofar as possible and in any case in accordance with the respective objectives, the management strategies of Rossini Luxembourg and the Recordati Group; the establishment of directives and the formulation of instructions for the transmission of management and accounting information which Rossini Luxembourg may need in order to comply with applicable laws and regulations; the formulation by Rossini Luxembourg of non-binding opinions in particular on some significant transactions and decisions.

The Company performs management and coordination activities, pursuant to articles 2497 et seq. of the Italian Civil Code, vis-à-vis the Italian companies belonging to the Recordati Group and its direct and indirect subsidiaries, outlining their medium/long-term strategies in terms of economic and financial results, industrial and investment objectives and commercial policies. The fully controlled Italian subsidiaries have acknowledged management and co-ordination by the Company and have fulfilled legal disclosure requirements in this respect.

k) Other information

The information required by article 123-bis, first paragraph, letter i) of the TUF ('agreements between the Company and directors, members of the board of directors or the supervisory board, which provide for the payment of indemnities in the event of resignation, dismissal without just cause or if the contract of employment is interrupted following a public tender offer') is given in the Remuneration Report published in accordance with article 123-ter of the TUF.

The information required by article 123-bis, first paragraph, letter l) of the TUF ('regulations for the appointment and replacement of directors and for amendments to the By-Laws, if different from those applicable by law in the absence of alternative provision') is given in the section of the report on the Board of Directors (Section 4.1).

3. COMPLIANCE (pursuant to article 123-bis, paragraph 2, letter a, first part) of the TUF)

As illustrated in Section 1, in accordance with the procedures contained in this report, the Company adheres to the CG Code, which may be consulted on the website of the Corporate Governance Committee at the address: https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020eng.en.pdf.

In particular, in the event that the Company has decided not to adhere – even only partially - to certain principles or operating criteria of the CG Code, reasons were given either in the corresponding section of this Report or in the corresponding section of the Remuneration Report. As of the date of this Report, there are no cases of non-compliance.

The main characteristics of the risk and internal control management systems in relation to financial reporting, including consolidated reporting, requested by article 123-bis, paragraph 2, letter b) of the TUF are illustrated in the section of the Report on internal control and risk management (Section 9).

The procedures for the functioning of shareholders' meetings, its principal powers, the shareholder rights and the procedures

for exercising them, required by article 123-bis, paragraph 2, letter c) of the TUF, are illustrated in the section of the Report on Shareholders' Meetings (Section 13).

The information concerning the criteria and policies concerning diversity applied in relation to the composition and functioning of management and supervision bodies and their committees, required by article 123-bis paragraph 2, letter d) of the TUF, are illustrated in the section of the Report on the Board of Directors (Section 4) and, in more detail for the Committees, in the section of the Report on internal Board Committees (Section 6).

Information on the criteria and policies on diversity applied in relation to the composition of the administrative, management and control bodies with regard to aspects such as age, gender composition and training and professional background required by article 123-bis, paragraph d-bis, of the TUF, is illustrated in the section of the Report dedicated to the Board of Directors (Section 4.3.b.).

Finally, as regards information related to Sustainability Reporting, or otherwise related to or concerning the implementation of the CSRD by Italian Legislative Decree No. 125 of 6th September 2024 and its ESRS, reference is made to Sustainability Reporting for what not expressly referred to in the Report.

4. BOARD OF DIRECTORS

4.1 ROLE OF THE BOARD OF DIRECTORS

The Board of Directors approved a regulation (the '**Regulation**') governing the **role**, activities, organization and procedures for the functioning of the Company's governing body, in order to ensure compliance with applicable laws and Recordati's By-Laws (the 'By-Laws'), as well as with the principles and recommendations of the CG Code as applicable from time to time and as approved by the Company and, in particular, also with a view to ensuring an effective management of board reporting.

With regard to the role and competences of the Board of Directors, pursuant to article 22 of the By-Laws, the Board of Directors is vested with the broadest powers for the ordinary and extraordinary administration and management of the Company, without any exceptions whatsoever, and is authorized to perform all the acts it deems appropriate for the implementation and achievement of the corporate purposes, with the exception only of those acts that the law strictly reserves to the Shareholders' Meeting. The Board of Directors is also empowered to resolve on matters that cannot be delegated pursuant to article 2381 of the Italian Civil Code.

In addition, the Board of Directors: (i) is empowered to resolve on the matters set out in article 22 of the By-Laws; (ii) pursuant to article 18 of the By-Laws, appoints one or more Chief Executive Officers from among its members; (iii) may delegate its powers, in whole or in part, in addition to the Chairman, also to the Vice-Chairman, to the Executive Committee and/or to one or more Chief Executive Officers and may grant specific mandates to individual Directors or to managers of the Company, all as better specified in article 9 below; (iv) pursuant to article 25 of the By-Laws and the 'Regulation of the Manager responsible for preparing the company's financial reports' approved by the Board of Directors most recently on 8th November 2024 (the 'Financial Reporting Officer Regulation', subject to the mandatory opinion of the Board of Statutory Auditors and the Risk, Control and CSR Committee, appoints and revokes the Manager responsible for preparing the company's financial reports (the '**Financial Reporting Officer**'), who also has sustainability reporting competences within the meaning of Directive 2013/34/EU and the Italian Legislative Decree enacted pursuant to Article 13 of Italian Law 15/2024 as a result of the resolution of the Board of Directors of 8th November 2024; (v) decides on related-party transactions in the cases provided for by the related-party transaction procedure adopted by the Company.

The Board of Directors is responsible for defining the strategic guidelines of the Company and of the group it heads, monitoring their implementation, resolves on transactions of strategic importance and is responsible for governing their management.

In relation to the **specific powers provided for by the CG Code**, the Board monitors the adequacy of the organizational, administrative and accounting structure of Recordati and its subsidiaries of strategic importance, with particular reference to the internal control and risk management system. The Board of Directors:

(i) Leads the Company by pursuing its sustainable success

(ii) Defines the corporate governance system that is most functional for carrying out the Company's business and pursuing its strategies, taking account of the flexibility offered by the legal framework, and, if needed, assesses and promotes the appropriate amendments and submits them to the Shareholders' Meeting when such changes are necessarily subject to the Shareholders' approval, with reference to:
   a) Choice and characteristics of the corporate form
   b) Size, composition and appointment of the management body and term of office of its members
   c) Definition of administrative rights (including the possible introduction of increased voting rights) and equity rights of shares
   d) Percentages set for the exercise of the prerogatives to preserve minorities.

(iii) Promotes dialogue with Shareholders and other stakeholders which are relevant for the company, in the most appropriate way.

In particular, the Board of Directors:
   a) Examines and approves the business plan of the Company and of the group it heads, also on the basis of the analysis of the issues relevant to the generation of long-term value carried out with the support of the Risk, Control and CSR Committee or of the different committee that may be identified by the Board of Directors.
   b) Periodically supervises the implementation of the business plan and assesses the general operating performance, taking into account, in particular, the information received from the delegated bodies and periodically comparing the achieved results with the planned ones.
   c) Defines the nature and level of risk compatible with the Company's strategic objectives, including in its evaluations all the elements that may be relevant to the medium-long term sustainability of the Company's activities.
   d) Defines the corporate governance system of the Company and the structure of the group it heads, setting out guidelines for the governance of its subsidiaries.
   e) Assesses the adequacy of the organizational, administrative and accounting structure of the Company and of its subsidiaries with strategic importance as drafted by the delegated bodies, with particular reference to the internal control and risks management system.
   f) Resolves on the transactions of the Company and of its subsidiaries that have significant strategic, economic, equity or financial importance for the Company itself

and, to this end, it sets out the general criteria for the identification of significant transactions through the adoption of an appropriate procedure.

g) Adopts internal regulations, including those concerning market abuses (Regulation (EU) no. 596/2014, the so-called Market Abuse Regulation).

In addition, in relation **to the internal control and risks management system**, the Board of Directors, in line with the provision of the CG Code, with the support of the Risk, Control and CSR Committee:

a) Defines the guidelines of the internal control and risk management system in accordance with the Company's strategy and in such a way that the main risks relating to the issuer and its subsidiaries, including the various risks that may be relevant to sustainable success, are correctly identified, as well as adequately measured, managed and monitored, also determining the level of compatibility of such risks with a management of the company in line with the Company's strategies.

b) Identifies one or more Directors responsible for the introduction and maintenance of an effective internal control and risk management system (Director(s) in charge of the internal control and risks management system), if it considers to derogate from the recommendation of the CG Code which identifies the latter as the Chief Executive Officer.

c) Appoints and revokes the Group Audit Director, defining his/her remuneration in line with the Company's policies and ensuring that he/she is provided with appropriate resources to carry out his/her duties. If the Board of Directors decides to entrust the Group Internal Auditing Function, as a whole or by segments of activity, to an external party, it shall ensure that the latter has appropriate competence, independence and organization requirements, and that appropriate reasons for this choice are provided in the Corporate Governance Report.

d) Approves, at least once a year, the work plan prepared by the Group Audit Director after having also consulted the Board of Statutory Auditors, the Director responsible for the internal control and risks management system and the Chief Executive Officer (if a person other than the Director responsible for the internal control and risks management system).

e) Assesses the appropriateness of measures adopted to ensure the effectiveness and impartiality of judgement of the corporate functions involved in the controls (such as risk management and legal and non-compliance risk monitoring functions, with reference to the organizational structures of the Company set up in relation to such functions), verifying that they are provided with appropriate competence and resources.

f) Assesses, at least once a year, the adequacy of the internal control and management risks system with respect to the Company's characteristics and its risk profile, as well as its effectiveness.

g) Assigns the supervisory functions pursuant to article 6, par. 1, lett. b) of Italian Legislative Decree no. 231/2001 to the Board of Statutory Auditors or to a body established specifically for this purpose (the so-called *'Organismo di Vigilanza'* – ODV (231 Compliance Body)); in the latter case, (i) appoints the members of the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/2001, ensuring to appoint within the body at least one non-executive Director and/or a member of the Board of Statutory Auditors and/or the head of a legal or supervisory function of the Company, in order to ensure coordination among the various parties involved in the Internal Control and Risks Management System and (ii) grants the ODV (231 Compliance Body) an annual budget.

h) Describes, in the corporate governance report, the main characteristics of the internal control and risks management system and the methods of coordination among the persons concerned. The report provides information about the national and international reference models and best practices adopted and the Board's overall assessment of the adequacy of the system itself. Moreover, it provides an adequate explanation of the composition of the ODV (231 Compliance Body).

i) Assesses, after consultation with the Board of Statutory Auditors, the results presented by the External Auditors in any letter of suggestions and in the additional report on the key issues raised during the statutory audit addressed to the Board of Statutory Auditors, if any.

j) Adopts, modifies and/or integrates the Management, Control and Organizational Model drafted pursuant to Italian Legislative Decree no. 231/2001 and approves its adjustments in line with the regulatory provisions in force from time to time.

k) Appoints and revokes the Person(s) in charge of internal control pursuant to article 150 of Italian Legislative Decree no. 58/1998.

l) Implements the recommendations of the CG Code in relation to the internal control and risks management system.

In addition, the Board of Directors, with the support of the Remuneration and Nominations Committee, is vested with the powers and functions set out in the CG Code and applicable law **in relation to remuneration**. Again with the support of the Remuneration and Nominations Committee, the Board of Directors:

a) Ascertains that appropriate procedures are in place for the succession of top management in accordance with the CG Code.

b) Identifies the candidates for the office of Director in the event of co-option, if there are no remaining candidates available in the slate to which the outgoing Director belonged, in accordance with the criteria relating to the composition of the Board.

The Board of Directors is also responsible for the adoption of the regulations, procedures and internal policies deemed necessary or appropriate for the organization of the company, or for compliance with the law or the compliance with the CG Code, including, by way of example, the following:

a) A regulation which defines the functioning rules of the Board of Directors and of its Committees.

b) A procedure which regulates the related-party transactions carried out by the Company, directly or through its subsidiaries.

c) A procedure for the internal management and the external communication of inside information in accordance with the law (please see point I), lett. g) above).

Finally, the Board of Directors is responsible for ensuring that the Sustainability Reporting is prepared and published in accordance with the provisions of Italian Legislative Decree no. 125/2024. For this reason, the Board is entrusted with approving the analysis and the list of relevant Impacts, Risks and Opportunities (IRO), and to approve the Sustainability Reporting within the same deadlines as for the submission of the draft Financial statements and making available to the external Audit Firm for the relevant purpose and to the supervisory body, all in line with applicable legislation in force from time to time.

To this end, the Board relies on the support of the Risk, Control and CSR Committee (which since 2020 has been carrying out sustainability tasks related to the conduct of the company's

business and the dynamics of its interaction with all stakeholders in compliance with the principle of sustainable success), as well as the competent business functions (e.g. firstly, the ESG Group department and the Financial Reporting Officer), which provide regular updates to the Board, the Risk Control and CSR Committee, and the Board of Statutory Auditors, each within the scope of their respective responsibilities, typically at least on a six-monthly basis, regarding the materiality analysis, the preparation and monitoring of the sustainability plan, and the process of drafting and approving the aforementioned reports. Similarly, the relevant departments provide specific information to the Remuneration and Nominations Committee and the Board in relation to the setting and reporting of ESG objectives within and for the purposes of incentive plans in relation to the Chief Executive Officer and other key management personnel.

The Board of Directors has decided to take advantage, with effect from 20th December 2012, of the option to derogate from the obligations to publish the reports required when significant transactions are performed consisting of mergers, demergers, share capital increases through contributions in kind, acquisitions and disposals, in accordance with article 70, paragraph 8, of the Consob Issuers' Regulations.

It should be noted that, in implementation of the above, **during 2025**, the Board in particular:

- Generally assessed the operating performance and monitored the comparison, amongst other things, of actual results with budgeted results taken from the approved 2025 budget, carried out as per generally established practice when quarterly interim accounting reports are approved.
- Set the 2025 targets, which were then disclosed to the market following the final approval of the 2025 budget.
- Examined the impairment analyses concerning the 2024 financial statements, the financial assessment assumptions and the forecasting assumptions used for these purposes.
- Resolved on the Remuneration Policy for 2025, setting, inter alia, the remuneration of the Chief Executive Officer and the performance targets related to the latter's variable component for 2025, taking into account the targets assigned to the other key management personnel; it approved the finalization of the Chief Executive Officer's STI targets and took note of the finalization of the targets assigned to the other key management personnel for 2024 and, at the beginning of 2026, for 2025; it reviewed the achievement of the 2022-2024 (adjusted net income) related to 24th February 2022 stock option grant; it approved a new assignment of rights to the allocation of shares for 2025 as part of the long-term incentive plan entitled '2023-2025 Performance Share Plan'; it approved updated peer groups for the purpose of benchmarking activities in relation to remuneration.
- Assessed, in both 2025 and early 2026, the fulfillment of the independence requirements of those who qualified as independent directors.
- Following completion of the Board Review process in view of Board of Directors' appointment in 2025, it approved the outgoing Board's guidelines to shareholders on the qualitative and quantitative composition of the administrative body considered optimal.
- Updated, at the beginning of 2025, the list of companies identified as subsidiaries of key importance; approved the **2025-2027 Three-year Plan**, following a structured elaboration process, which was the subject of in-depth discussion involving, for the first time, the outgoing Board, the candidates for the new Board, and the Executive Leadership Team, including through an off-site board meeting dedicated to strategic discussions and analysis of the risk profile consistent with the plan's objectives.
- The Board also further strengthened its focus on **sustainability** matters, including through direct engagement in the field: in this context, the new Board had the opportunity to visit the main chemical-pharmaceutical plant in Campoverde di Aprilia, learning more about the initiatives supporting the industrial strategy and, in particular, the project to build a photovoltaic plant (first phase completed in 2025 with the installation of 4 MWp, approximately 7,000 panels).
- In line with developments in the external environment and the growing importance of digital risks, in 2025 the Board continued to strengthen its oversight of **cybersecurity and IT security**, including initiatives dedicated to awareness and compliance (also in the **NIS2** area) and a growing focus on digital tools, including those based on AI.
- Following the appointment of the new Board of Directors, it granted powers to the CEO and set up Board committees and approved their regulations as well as the Board regulation; it also approved remunerations for the Board of Directors' Chairman and Board Committees members; it confirmed the Contingency Succession Plan for the CEO.
- Has reviewed the changes to the organizational structure occurred during 2025 and has positively assessed the adequacy of the overall organizational, administrative and accounting structure of the Company and its subsidiaries with key importance, with particular reference to the internal control and risk management system.
- Approved the audit plan and the compliance plan for 2025;
- Reviewed and approved the update of the materiality matrix and the sustainability plan, setting the sustainability targets for the financial year 2025.
- Reviewed the Engagement Plan, being informed of its implementation; moreover, it has been kept informed of the outcome of meetings with some of the largest investors and proxy advisors and of feedback from investors and analysts throughout the year.
- Reviewed and confirmed the adequacy of the procedures for the succession of key management personnel.
- Examined and approved the transactions of the Company and of its subsidiaries, when such transactions had strategic, economic, equity or financial significance for the Company or its subsidiaries (in particular: financing agreements, a private placement transaction in the US, business development transactions and manufacturing and R&D agreements).
- Initiated, on the basis of the authorization given by the Shareholders' Meeting, two programs to purchase treasury shares to service the stock option and/or share-based incentive plans for the management of Recordati Group companies already adopted by the Company and those that may be adopted in the future.
- Examined, at the end of 2025, the 2026 Group budget and reviewed the annual update of the 'Risk Map' and carried out the consequent assessment of the compatibility of the level and nature of the risks as identified in the Group Risk Map submitted to the Board, with the Group's key objectives set out in the 2026 Budget, also with a view to the ongoing sustainability of the Company;
- Examined and approved, at the beginning of 2026 and up to the date of approval of the Report, namely, the final version of the 2026 Group Budget and the 2026 targets to be disclosed to the market; the Sustainability Plan and sustainability targets for the 2026 financial year; the audit plan and compliance plan for the 2026 financial year; the adequacy of the general organizational, administrative and accounting structure of the Company and its strategically relevant subsidiaries and

the new LTI plan's proposal to be submitted to Shareholders' Meeting for approval.

In addition to what is indicated in this Section, reference should also be made to the other relevant Sections of the Report for details of the further duties assigned to the Board concerning: its composition, functioning, appointment and self-assessment as well as the internal control and risk management system.

Please refer to the Remuneration Report for details of the additional duties assigned to the Board concerning remuneration policy.

4.2 APPOINTMENT AND REPLACEMENT (pursuant to article 123-bis, paragraph 1, letter l), first part, of the TUF)

The appointment and replacement of Directors is regulated by articles 15, 16 and 18 of the By-Laws, the text of which, for the sake of completeness, is reproduced in full below:

Article 15) The Board of Directors shall be appointed from slates of candidates presented by shareholders, in compliance with the existing legislation in force on gender balance, according to the procedures as indicated below, in which the candidates are identified by progressive numbers.
The slates, signed by the shareholders who present them, must be deposited at the registered office of the Company at least twenty-five days prior to the date of the first convention of the Shareholders' Meeting, available to anyone who requests to see them, and they will also be subject to other forms of publicity in accordance with laws and regulations in force at the time.
Every shareholder, shareholders who participate in a significant shareholders' agreement pursuant to article 122 of the TUF, the parent company, subsidiaries and companies subject to joint control pursuant to article 93 of the TUF, may not present or contribute to the presentation of more than one slate, not even by means of another person or trustee, nor may they vote for different slates, and each candidate may be listed in only one slate or will be disqualified. The subscriptions and votes expressed in violation of this prohibition will not be attributed to any slate.
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 slates.
The following items must be filed for each slate 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 slate, issued by a legally authorized intermediary must also be deposited within the time limits set by the relative regulations at the time when the slates are deposited at the Company.
Slates containing a number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that a percentage equal to that required by the legislation in force at the time concerning gender balance for the composition of the Board of Directors belongs to the less represented gender.
Slates that are presented but are not in accordance with the provisions as above will be considered as not presented.
The Board of Directors will be elected as follows:

- ***a)*** *all of the Directors to be appointed, except one, will be selected from the slate that obtained the greatest number of votes, following the progressive order in which they are listed on the slate;*
- ***b)*** *the remaining director shall be the candidate placed at the number one position on the minority slate, which shall not be connected in any way, even indirectly, with those who submitted or voted for the slate indicated in letter a) above, which obtains the second highest number of votes. For this purpose, slates that did not obtain a percentage of votes equal to at least half of that required for presentation of the slates as at the fourth paragraph of this article will not be considered.*

For the purposes of the appointment of directors as indicated at point b) above, in the event of a tie between slates, the slate presented by shareholders possessing the larger shareholding, or subordinately the larger number of shareholders, shall prevail.
If the candidates elected by the method as above do not include an adequate number of independent Directors with the characteristics as established for statutory auditors at article 148, third paragraph, of the TUF, equal to the minimum number established by the law in relation to the total number of Directors, the last non-independent candidate, according to the progressive numbering, of the slate that obtained the greatest number of votes as at letter a) of the paragraph above, will be substituted by the first independent candidate, according to the progressive numbering, of the non-elected candidates on the same slate, or if not possible, by the first independent candidate, according to the progressive numbering, of the non-elected candidates of the other slates, according to the number of votes obtained by each. This procedure of substitution will be followed until the board of directors is composed of a number of members who have the qualifications as at article 148, third paragraph of the TUF, equal at least to the minimum legal number. If this procedure does not produce the latter result, the substitution will be effected by resolution of the Shareholders' Meeting by relative majority, after presentation of candidates who possess the qualifications as cited above.
Furthermore, if with the candidates elected according to the above procedures the composition of the Board of Directors in compliance with the legislation in force at the time concerning gender balance is not ensured, the candidate of the gender most represented elected as last in order on the slate which obtained with the largest number of votes shall be replaced by the first candidate of the less represented gender not elected in order on the same slate. That replacement procedure shall be followed until the composition of the Board of Directors in compliance with the legislation in force at the time concerning gender balance is ensured. Finally, if this procedure does not produce the result just indicated, then the replacement shall be made by a resolution of the Shareholders' Meeting by relative majority, after presentation of candidates belonging to the less represented gender.
If only one slate is presented, all of the Directors will be selected from the same slate. If no slate is presented the Shareholders' Meeting will decide by legal majority, without following the procedure as above. All of the foregoing is subject to compliance with the legislation in force at the time concerning gender balance.
Any different or additional compulsory provisions of the law or regulations will form an exception to these provisions.
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.
Article 18) - Unless already provided for by the Shareholders' Meeting, the Board shall appoint a Chair and may appoint a Vice-Chair from among its members. The Board shall also appoint one or more Managing Directors from among its members. The Chair 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-Chair, 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.

It is also underlined that, on the basis of the By-Laws in force, the right to submit slates is only held by shareholders who, individually or together with other shareholders submitting slates, hold voting shares representing at least 2.5% of the voting capital in an Ordinary Shareholders' Meeting, or representing a lower percentage established by mandatory laws or regulations. In this respect, in accordance with articles 144-quater and 144-septies of the Consob Issuers' Regulations, as well as Consob resolution no. 123 of 28th January 2025, the percentage of the share capital required to present slates of candidates to the Board of Directors of the Company was 1%. The current By-Laws do not provide for the possibility of the outgoing Board of Directors to submit a slate.
On the basis of article 147-ter, first paragraph, of the TUF, the By-Laws also state that for the purposes of the distribution of votes among directors to be elected, no account is taken of slates that have not obtained a percentage of votes equal to at least half of that required for the presentation of slates.

In order to ensure the election of at least one minority director, the By-Laws state that all the directors to be elected except for one shall be drawn from the slate which obtained the greatest number of votes in the order in which they are slated on that slate. The remaining director is the candidate placed in the number one position on the minority slate, which shall not be connected in any way, even indirectly, with the shareholders who submitted or voted for the majority slate and which obtained the majority of votes from the shareholders. In the case of a tied vote between slates, the minority director shall be drawn from the slate presented by the shareholders in possession of the greater number of shares or, secondarily, with the greatest number of shareholders.

As concerns the mechanism adopted to ensure that a minimum number of independent directors are elected in compliance with article, 147-ter, fourth paragraph, of the TUF, the By-Laws state that if the number of independent directors is not reached, the non-independent candidate elected in last place on the majority slate shall be replaced by the first independent candidate in progressive order not elected on that slate, or, if there is none, by the first independent candidate in progressive order not elected on the other slates, according to the number of votes obtained by each.
Finally, if this procedure does not lead to the aforementioned result, the directors shall be replaced by a resolution passed by relative majority of the Shareholders' Meeting upon presentation of candidates satisfying the above requirements of independence.

If only one slate is presented, the By-Laws also state that all of the Directors to be elected shall be selected from that slate. If no slate is presented the Shareholders' Meeting shall decide by legal majority, without following the procedures just described. The By-Laws do not lay down any additional **requirements for the independence of Directors** with respect to those contained in article 148, paragraph 3, of Italian Legislative Decree no. 58/1998, because the Company adheres to the CG Code and the Board of Directors verifies possession of the requirements of independence in accordance with the CG Code and consequently when a Shareholders' Meeting appoints Directors, the Board of Directors invites candidates to the position of Director contained on slates to declare also these requirements, as adopted by the Company.

In compliance with the CG Code, during 2021, the Board adopted a '**Policy on qualitative and quantitative criteria for assessing independence requirements**' which fully applied from with respect to the assessment of the independence of the Directors of the Company who were appointed by the Shareholders' Meeting of Recordati on 29th April 2025. Such policy - lastly approved on 29th January 2026 by the Board of Directors, with the support of the Remuneration and Nominations Committee (both in their new compositions), on the basis of benchmarking activities on market practices adopted by FTSE MIB industrial companies and the recommendations of leading proxy advisors and institutional investors - is available on the Company's website in the Governance section with reference to the Board of Directors. For further details on such policy, please refer to the section of the Report on Independent Directors.

In particular, the table at the end of this Section may be consulted for details of those Directors currently in office who meet the requirements for independence in accordance with the TUF and those that are independent in accordance with the CG Code.

With regard to the **regulations on gender balance in corporate bodies** Italian Law no. 160 of 27th December 2019 (Budget Law 2020) has amended articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the TUF, providing for a different quota reserved for the least represented gender equal to 'at least two-fifths' (compared to the previous 'at least one-third') of the members and established that this allocation criterion applies for 'six consecutive terms of office'.

Consob, by means of Communication no. 1/20, has therefore provided clarifications on the interpretation of this application, to corporate bodies composed of three members, of such the new rules on gender quotas, introduced by the aforementioned provisions of the TUF and which has already been applied for the renewal of the Board of Statutory Auditors scheduled for the 2020 financial year: since in the case of boards composed of three members, the two-fifths reserve is inapplicable due to arithmetical impossibility, Consob has clarified that for corporate bodies composed of three members only the rule of rounding down rather than upwards applies, as currently provided for in article 144-undecies, 1, paragraph 3, of the Consob Issuers' Regulations.

It should be noted that the Company By-Laws, as from 2012, provide that the Board of Directors shall be appointed in compliance with the existing legislation in force on gender balance (and in any case on the basis of slates of candidates submitted by shareholders).
Furthermore, the By-Laws set out the procedures to follow in order to ensure that the composition of the Board of Directors complies with the existing legislation in force concerning gender balance: the candidate of the gender most represented elected as last in order on the slate which obtained with the largest number of votes shall be replaced by the first candidate of the least represented gender not elected in order on the same slate. That replacement procedure shall be followed until the composition of the Board of Directors in compliance with the legislation in force at the time concerning gender balance is ensured. Finally, if this procedure does not produce the result just indicated, then the replacement shall be made by a resolution of the Shareholders' Meeting by relative majority, after presentation of candidates belonging to the less represented gender.
Again, with respect to gender balance in the bodies of listed companies, the Company acknowledged the recommendations concerning diversity, including as regards gender, in the composition of the corporate bodies first introduced in the 2018 CG Code and subsequently confirmed by the current CG Code, which indicates that at least one-third of the members of the board of directors shall be composed of the least represented gender.

For the sake of completeness, it should be noted that, in compliance with the CG Code, the Board also defined, upon the proposal of the Remuneration and Nominations Committee,

specific '**Guidelines regarding the maximum number of offices that the Directors of Recordati S.p.A, may hold**', last confirmed on 29th January 2026 by the newly appointed Board of Directors. For further details of these guidelines, please refer to section 4.3, letter b, of the Report.

The Issuer reports that it is not governed by any further laws and regulations concerning the composition of the Board of Directors.

4.3 COMPOSITION (pursuant to article 123-bis, paragraph 2, letter d) of the TUF)

The By-Laws currently in force state that the Company is managed by a Board of Directors consisting of a number of members varying between six and sixteen.

The Shareholders' Meeting of 29th April 2025 appointed a Board of Directors of ten members who shall remain in office until the date of the Shareholders' Meeting called for the approval of the Financial Statements as at 31st December 2027. No events occurred during the Financial Year that affected the composition of the Board of Directors with respect to that decided by the aforementioned Shareholders' Meeting, with the exception of the resignation of Mr. Luigi La Corte from the position of Group CFO, effective 22nd December 2025. As of that date, Mr. La Corte retained his position as Director, thereby assuming the status of Non-Executive Director.

The curriculum vitae of the directors are available on the Company's website https://recordati.com in the section on the Board of Directors.

In addition, the personal and professional characteristics of each Director – which range from economic, financial and management matters, including, for some of them, significant international experience in the business sectors in which the Company and the Group operate, to corporate governance matters - are set out in Annex 1 to this Report, which also indicates the positions held by the Directors in other listed companies and significantly sized companies pursuant to the Guidelines regarding the maximum number of management and control offices that the Directors of Recordati S.p.A. may hold in other listed companies or large companies. In some cases, for the sake of the utmost transparency, the Directors have decided to indicate additional positions held in companies other than listed companies or large companies.

The composition of the Board of Directors at the date of this Report and the titles of each Director at that date are summarized below:

Andrea Recordati	Chairman	Non-Executive	-	* Shareholders' meeting 29.04.1998
Robert Koremans	CEO	Executive	-	* BoD 01.12.2021
Luigi La Corte	Director	Non-Executive**	-	* Shareholders' meeting 29.04.2022
Joanna Le Couilliard	Director	Non-Executive	Independent	* Shareholders' meeting 05.02.2019
Giampiero Mazza	Director	Executive	-	* BoD 06.12.2018
Diva Moriani	Director and LID	Non-Executive	Independent	* Shareholders' meeting 29.04.2025
Piergiorgio Peluso	Director	Non-Executive	Independent	* Shareholders' meeting 29.04.2020
Cathrin Petty	Director	Executive	-	* BoD 06.12.2018
Stephen Sands	Director	Non-Executive	Independent	* Shareholders' meeting 29.04.2020
Kim Stratton	Director	Non-Executive	-	* BoD 16.12.2021

* *Date of first appointment to the Board of Directors*
** *Executive until 22nd December 2025*

Table of composition and structure of the board of directors

BOARD OF DIRECTORS IN OFFICE AS AT 31st DECEMBER 2025 AND CURRENTLY IN OFFICE

Office	Members (surname and name)	Year of birth	In office since	In office until	Slate (submitters)	Slate (M/m)	Exec.	Non-exec.	Indep. under code	Indep. under TUF	No. of other positions	Attendance
					*	**					***	****
Chairman	*RECORDATI Andrea*	1971	29.04.2025	Approval of 2027 financial statements	A	M		X			0	11/11
Chief Executive Officer •	*KOREMANS Robert*	1962	29.04.2025	Approval of 2027 financial statements	A	M	X				0	11/11
Director	*LA CORTE Luigi*	1969	29.04.2025	Approval of 2027 financial statements	A	M		X			0	10/11
Director	*LE COUILLIARD Joanna*	1963	29.04.2025	Approval of 2027 financial statements	A	M		X	X	X	2	10/11
Director	*MAZZA Giampiero*	1969	29.04.2025	Approval of 2027 financial statements	A	M	X‡				0	7/11
Director ○	*MORIANI Diva*	1968	29.04.2025	Approval of 2027 financial statements	A	M		X	X	X	5	7/7
Director	*PELUSO Piergiorgio*	1968	29.04.2025	Approval of 2027 financial statements	A	M		X	X	X	0	10/11
Director	*PETTY Cathrin*	1973	29.04.2025	Approval of 2027 financial statements	A	M	X‡				2	8/11
Director	*STRATTON Kim*	1962	29.04.2025	Approval of 2027 financial statements	A	M		X			1	11/11
Director	*SANDS Stephen*	1957	29.04.2025	Approval of 2027 financial statements	A	M		X	X	X	1	6/7

DIRECTORS THAT CEASED TO HOLD OFFICE DURING THE REFERENCE FINANCIAL YEAR (2025)

Office	Members (surname and name)	Year of birth	In office since	In office until	Slate (submitters)	Slate (M/m)	Exec.	Non-exec.	Indep. under code	Indep. under TUF	Attendance
Vice Chairman	*GUIDI Guido*	1953	29.04.2022	Approval of 2024 financial statements	A	M		X			4/4
Director ○	*CASTELLI Michaela*	1970	29.04.2022	Approval of 2024 financial statements	A	M		X	X	X	3/4
Director	*CORGHI Elisa*	1972	29.04.2022	Approval of 2024 financial statements	A	M		X	X	X	3/4
Director	*DE PALMA Giorgia*	1974	29.04.2022	Approval of 2024 financial statements	A	M	X‡				3/4

• *This symbol indicates the director responsible for the internal control and risk management system.*

○ *This symbol indicates the Lead Independent Director (LID).*

‡ *This symbol indicates the executive director identified as such in accordance with the GC Code as he/she holds management positions in group companies of the majority shareholders that regard also the Company, but has no operational powers in the latter.*

* *This column indicates A/C depending on whether the list from which each director was drawn was submitted by shareholders (azionisti) (A) or by the Board of Directors (Consiglio di Amministrazione) (C).*

** *M/m is indicated in this column depending on whether the member was elected from the slate voted by the majority (M) or by a minority (m).*

*** *This column shows the number of positions as director or auditor held by the person concerned in other listed or large companies as at 31st December 2025, pursuant to the "Guidelines regarding the maximum number of offices that the directors of Recordati S.p.A. may hold". For a complete list of the offices held at the date of this Report, please refer to the list in Annex 1 to this document.*

**** *This column shows the attendance of Directors at meetings of the Board of Directors and Committees respectively (no. of attendances / no. of meetings held during the actual period of office of the person concerned during the financial year in question).*

Please note that the information relating to the date of the first appointment of Directors to the Board of Directors of the Company is indicated in page 302.

No. of board of Directors' meetings performed during 2025: 11

Quorum required for submission of lists by minorities for the last appointment: 1%

a) Diversity criteria and policies concerning the composition of the Board and in the corporate organization

With specific regard to the principles and recommendations of the CG Code, as highlighted in the paragraph dedicated to the composition of the Board of Directors, the configuration of Recordati's Board of Directors as at 31st December 2025 and at the date of this Report, complies with the diversity criteria recommended by the GC Code: in particular, the current composition, with 4 female directors out of 10, equal 40% of the total, which is more than 2/5 of the total number of members requested by the applicable law and self-regulation provisions. The Board of Statutory Auditors is composed of two members of the male gender and one of the female gender (66% vs 33%).

There are no elected members representing employees and/or other employees in the corporate bodies.

It should be noted that the self-assessment process conducted in preparation for the Board of Directors' renewal in 2025 specifically addressed the aspect of diversity (not only in terms of gender) in relation to the composition of the Board (the latter also with specific benchmarking analysis with regard to Recordati's national and international peers). The composition of the Board of Directors and the Board of Statutory Auditors has so far been adequately diverse in terms of age, gender, training and professional background, and nationality, as can be seen from the curricula. Specific guidance is also provided in the section on the self-assessment process of the Board and its committees in this Section and in the guidelines approved by the Board of Directors for the benefit of the shareholders with a view to the renewal of the Board in 2025, in which reference is made to the matter of diversity.
In this regard, the Remuneration and Nominations Committee's Regulation expressly sets forth that, in formulating opinions to the Board of Directors on the optimal composition (in terms of quality and quantity) of the Board and its committees and on the managerial and professional roles whose presence on the Board is deemed appropriate, must specifically take diversity criteria into account.

As the topic of diversity within the governance bodies is already properly addressed, the Board of Directors has considered it unnecessary to formally adopt a specific diversity policy. The Board indeed believes it can effectively determine and monitor its ideal qualitative and quantitative composition through the self assessment process, and that the best way to implement self regulatory recommendations to this end is therefore to issue guidance to shareholders through a dedicated, separate document. This is in line with international best practice, notwithstanding that the Issuer is qualified as a "large corporation" and "concentrated ownership" within the meaning of the CG Code.

Moreover, with reference to measures to promote equal gender treatment and gender opportunities within the entire corporate organization, Recordati has adopted a specific Diversity Policy in 2024, which establishes the organization's commitment to fostering a workplace where every individual is valued, respected, and empowered to contribute fully. Rooted in the principles outlined in the Group's Code of Ethics, the policy promotes a culture free from discrimination, harassment, and bullying, ensuring equal treatment and opportunities for all employees regardless of personal characteristics such as gender, age, ethnic origin, sexual orientation, disability, or cultural background. It defines diversity and inclusion, sets out the responsibilities of employees and leaders, and outlines the Group's global D&I strategy, which focuses on building an inclusive culture, enhancing individual competence, and embedding inclusive practices across all HR and business processes. For further information on the policies applied to this issue, please refer to the respective section ('Diversity and equal opportunities') of the Sustainability Reporting.

b) Maximum number of offices held in other companies

With regard to the maximum number of offices in administrative or control bodies in other listed companies or significantly sized companies that can be considered compatible with the effective performance of the role of director of the Company, taking into account the commitment required by the role, the Board of Directors - appointed in 2025 - carried out a benchmarking analysis of market practices adopted by industrial companies in the FTSE MIB index and the recommendations of leading proxy advisors and institutional investors (which also emerged during regular engagement sessions), with the support of the Remuneration and Nominations Committee.

Following this analysis, on 29th January 2026, it confirmed the approach approved by the previous Board of Directors. These guidelines are available on the Company's website in the Corporate Governance Section with reference to the Board of Directors.

The approved guidelines on the general criteria concerning the maximum number of management and control offices in other companies that can be considered compatible with the effective performance of the role of Director of the Company are summarized below:

- Executive Directors who are granted individual management powers (excluding, therefore, directors defined as executive directors in compliance with the CG Code because they hold management positions in companies in which the chain of control also involves the Company) are not permitted to hold the position of executive director in other companies listed on regulated markets (including foreign markets) or large companies, as defined below, other than Recordati S.p.A. and its direct or indirect subsidiaries.
- Executive Directors who are granted individual management powers (excluding, therefore, Directors defined as executive Directors in compliance with the CG Code because they hold management positions in companies whose chain of control also involves the Company) are permitted to hold the position of non-executive Director in no more than 1 company listed on regulated markets (including foreign markets) or a large company, other than companies directly or indirectly controlled by Recordati S.p.A.
- Non-Executive Directors (whether or not independent) are permitted to hold positions as director and/or statutory auditor in no more than 5 companies listed on regulated markets (including foreign markets) and/or large companies, including Recordati S.p.A.; among the directorships in such companies, only one position as an executive director is permitted.
- For the purposes of the aforementioned limits on the number of offices held:
  - A 'large company' is any Italian or foreign company with a shareholders' equity - possibly consolidated - of more than € 1 billion
  - If a Director holds offices in more than one company belonging to the same Group, only one office held within that group shall be taken into account for the purposes of calculating the number of offices
  - Any office held as Chair of the Board of Directors is considered to have double weight
- However, the Board of Directors is entitled to grant exceptions with reasons, for exceptional and/or transitory cases, departing from the criteria set out.

- In any case, the Board of Directors shall ensure, also by monitoring the attendance record of Directors at Board and Committee meetings, that Directors have sufficient time and can commit themselves sufficiently to perform their duties.

It should be noted that, under this policy, as of the date of this Report, only one director (Ms. Diva Moriani, on the occasion of her appointment as director of Juventus Football Club S.p.A.) exceeds by one the maximum number of positions described above. In this respect, following a preliminary assessment by the Remuneration and Nominations Committee, abstained the interested member, the Board of Directors approved a specific exemption. The Board deemed that Ms. Moriani's current roles are compatible with her position at Recordati, considering Ms Moriani's experience and expertise, the specific nature of these roles and the confirmation provided by Ms. Moriani herself that these commitments do not impair her ability to effectively perform her duties as a director of the Company and that she can devote the necessary time and attention to her role at Recordati.

4.4 FUNCTIONING OF THE BOARD OF DIRECTORS (pursuant to article 123-bis, paragraph 2, letter d), of the TUF)

The Board of Directors, lastly in its meeting of 29th July 2025, following its appointment, approved the regulation for the functioning and organization of the Board of Directors which governs, inter alia, the organization and procedures for the functioning of the Company's managing body, in order to ensure compliance with the applicable provisions of the law and Recordati's By-Laws, as well as with the principles and recommendations of the CG Code and, in particular, also in order to ensure effective management of the Board's disclosures.

In particular, the Board's meetings are convened by the Chairman – or in the event of his absence or impediment for any reason, the Vice Chairman, or failing that, the most senior Director in terms of age – who sends the notice of call to the Directors and Statutory Auditors at least five clear days before the date set for the meeting. In urgent or necessary cases, the notice of call is sent at least one day beforehand.

The Chairman sets the agenda of the meetings – upon consulting with the Chief Executive Officer – and schedules and coordinates the work and activities in order to ensure that adequate information on the items on the agenda is provided to all Directors.

Any documentation relating to the items on the agenda is uploaded onto a specific IT portal that guarantees restricted access to Directors and Statutory Auditors and to the resources of the Board Secretary, as well as to any permanent guests, as a rule **three days** prior to the convened Board meeting, except for:

(i) Certain matters deemed to be of particular importance, in respect of which documentation shall be uploaded **five days** beforehand.
(ii) Certain cases, in which the documentation is transmitted with a **shorter notice period** according to the subject matter of the resolution to be adopted; and
(iii) In cases of special and proven urgency or for special confidentiality requirements. In the latter case, however, the comprehensiveness, usability and timeliness of the reporting shall be ensured; in particular, the Chairman shall ensure that adequate reporting is provided during Board meetings.

During the Financial year, the Chair and the Secretary of the Board of Directors, supported by the management's commitment in this regard, made sure to have pre-reads made available in advance of the deadlines laid down in the regulation. The deadlines have been substantially complied with and in fact the supporting documentation for the Board meetings has been made available on average earlier than the period stated in the general rule indicated above. In particular, the documentation relating to general topics was made available about 5 days before (vs. 3 days set forth by Board's Regulation) and financial performance-related documentation was normally made available about 5 days in advance (in line with Board's Regulation provisions).
The same applies to the documentation sent to the Board committees, where the average number of days in advance for providing such documentation to both Committees has far exceeded the 3 days required by the Regulations.

The Chair shall ensure that the time necessary to allow a constructive dialogue is devoted to the discussion of each item on the agenda. To this end, the Chairman, after having consulted the Chief Executive Officer – where necessary or appropriate, – may request that executives and managers of specific corporate functions of the Company or its group, as well as consultants, to attend the Board meeting in order to properly discuss the items on the agenda.

The Executive Leadership Team members, those in charge of internal control functions and the Group ESG Manager therefore frequently participated in the Board meetings in 2025 to provide information on the subjects on the agenda.

Pursuant to the Regulation concerning the Financial Reporting Officer, and if he/she is not already a member of the Board of Directors, the Financial Reporting Officer is invited to attend all Board meetings concerning the approval of any additional periodic financial information with regard to the annual and half-yearly financial reports, the half-yearly report, the annual financial statements and the consolidated financial statements, or other data relevant to the certifications that he/she is called upon to issue, as well as whenever deemed appropriate by the Chairman of the Board of Directors/Chief Executive Officer in view of the presence on the agenda of issues that may have an impact on the accounting information of the Company or of the Group it heads.

The By-Laws allow Board meetings to be held by video or teleconference, and these methods are specifically regulated in the Regulation.

Without prejudice to the regulations on related-party transactions and without prejudice to the application of the specific '**Policy on conflicts of interest and disclosure in relation to M&A/ licensing-in transactions**' approved by the Board of Directors, Directors who have an interest, whether even potential or indirect, in relation to the subject matter of the resolution, shall promptly and fully inform the Board of Directors.

During 2025, the Board of Directors met 11 times, the meetings having an average duration of about 2.5 hours with an average participation of 88% of the Directors.

The resolutions are recorded in minutes signed by the Chairman (or the person who chaired the meeting) and the Secretary of the meeting. Following the meeting, minutes are drafted in Italian - and a courtesy translation in English, if at least one member of the Board is a non-Italian speaker – which is a deed that gives a concise description and documentation of what was discussed during the meeting. In particular, the minutes provide a brief description of the topics discussed, acknowledging any relevant documentation made available to the Directors and Statutory Auditors, a summary of any relevant speeches and voting declarations, as well as further information on the course of the discussion regarding the items on the agenda.

The text of the minutes prepared by the Secretary and the Chairman (or the person who chaired the meeting) shall normally be submitted to the Board for formal approval at its first meeting. Following approval, the minutes signed by the Chairman (or the person who chaired the meeting) and by the Secretary shall be kept in the Company's records by the Secretary, together with supporting documentation made available to the Board; the latter shall be kept at least until the end of the term of office of the Board members; a copy of the signed minutes shall be made available to the Directors and Statutory Auditors.

A portion of the minutes relating to the resolutions adopted that are to be implemented immediately may be certified and extracted by the Chairman and the Secretary of the Board of Directors, even prior to the completion of the verification process of the entire minutes, which shall also include any interventions, all of which shall be shared with the Directors and the Statutory Auditors.

In accordance with the obligations imposed on listed issuers by the Market Regulations of Borsa Italiana S.p.A., upon the Chairman's proposal, in agreement with the Chief Executive Officer, the Board shall annually approve the dates of the meetings relating to the corporate events provided for in the aforementioned Regulations, to be disclosed to the market without delay and in any case no later than 30th January of each year.

4.5 ROLE OF THE CHAIRMAN

In accordance with article 23 of the By-Laws, representation of the Company shall be vested in the Chairman of the Board of Directors or, in the event of his/her absence or inability to attend for any reason, in the Vice-Chairman, with sole signing authority for implementation of all resolutions of the Board unless resolved otherwise. Moreover, the Chairman or, in the event of his/her absence or impediment for any reason, the Vice-Chairman, if appointed, shall represent the Company before the court, with the authority to take legal action and bring judicial and administrative proceedings at all levels of jurisdiction, including with respect to revocation and cassation proceedings, and appointing lawyers and attorneys for lawsuits.

In accordance with article 24 of the By-Laws, the Board of Directors may delegate all or part of its powers and functions not only to the Chairman, but also to the Vice-Chairman and one or more Executive Directors and it may grant special mandates to individual Directors or managers of the Company, including the power of attorney, determining their functions and powers under the law.

During the 2025 Financial Year, the role of Chairman has been held by Mr Andrea Recordati.

According to the Regulation of the Board of Directors, lastly approved in 2025, the Chairman of the Board of Directors serves as a link between the Executive Directors and the Non-Executive Directors and ensures the effective functioning of the Board's work.

The Chairman, or the person acting in his place, convenes the Board of Directors' meetings, sets their agenda – after having consulted the Chief Executive Officer – schedules and coordinates its work and activities and ensures that adequate information on the items on the agenda is provided to all the Directors, as also established in the Regulation of the Board. In addition to signatory powers and the legal representation of the Company, the Chairman is also vested with the powers that may be granted to him by the Board of Directors.

In this last regard, Mr Andrea Recordati (who until December 2021 was the Chief Executive Officer), as Chairman, has continued to be involved in formulating the Group's strategy, in support of the new Chief Executive Officer and the senior management team. The Board of Directors has granted him with the following powers remained unchanged following the renewal of the management body at the Shareholders' Meeting of 29th April 2025 and are still in force:

a) Participating, in support of the Chief Executive Officer, in the formulation of the strategic development guidelines of the Company and of the Group, including in the field of R&D, and in the conduct of transactions of strategic importance submitted to the approval of the Board of Directors, concerning the acquisition (and, where appropriate, disposal) of equity investments, assets, business units, mergers, joint ventures, licensing and distribution agreements.
b) Handling institutional relations in Italy and abroad, in coordination with the Chief Executive Officer.
c) Supervising the activities of the internal audit function and liaising with the Board of Directors (without prejudice to the function's hierarchical relationship with the Board of Directors) and ordinary management of the employment relationship of the chief of the internal audit function.
d) Supervising and promoting the implementation of corporate governance rules, in accordance with the Corporate Governance Code. In particular, in addition to the powers granted by law and the By-Laws, mainly: i) formulating, in agreement with the Chief Executive Officer, a proposed policy for the management of dialogue with all shareholders; with the assistance of the Secretary of the Board, dealing with ii) the adequacy and timeliness of pre-meeting information; iii) that the activities of the Committees are coordinated with the activities of the Board of Directors; iv) in agreement with the Chief Executive Officer, that the Group managers in charge of the relevant corporate departments attend Board meetings, also at the request of individual directors, in order to provide the appropriate details on the items on the agenda; v) in coordination with the Chief Executive Officer, induction initiatives for members of the Board of Directors and of the Board of Statutory Auditors, after their appointment and during their term of office; vi) the adequacy and transparency of the self-assessment process of the Board and of its Committees, with the support of the Remuneration and Nominations Committee.

Furthermore, the Regulation of the Board of Directors provides that in accordance with the provisions of the CG Code, the Chairman of the Board of Directors, with the assistance of the Secretary, shall ensure:

a) That the pre-meeting information and additional information provided in the meeting are appropriate to ensure Directors to act in a properly informed manner in carrying out their office.
b) That the activities of the Board committees with preliminary, proposal and advisory functions are coordinated with the activity of the management body.
c) In agreement with the Chief Executive Officer that the Company's managers and those of the companies of the group it heads, responsible for the corporate offices according to the subjects, attend the Board's meetings, also upon request of individual Directors, to provide appropriate details of the items on the agenda.
d) That all members of the management and control bodies shall take part in activities, after the appointment and during the term of the office, aimed at providing them with an appropriate knowledge of business sectors in which the Company operates, of the corporate dynamics in the view of sustainable success of the Company itself, as well as of the

principle of correct risks management and of the relevant law and self-regulation framework, with the support of the lead independent director, if appointed.

e) The adequateness and the transparency of the board self-assessment, with the support of the Remuneration and the Nominations Committee.

According to the Policy for Managing Dialogue with Investors approved by the Board of Directors and currently in force, on the proposal of the Chairman of the Board of Directors formulated in agreement with the Chief Executive Officer: the Chairman ensures that the Board is informed by the first appropriate meeting, if deemed appropriate, and in any event, at least on a half-yearly basis, on the development and significant contents of the dialogue that took place during the reporting period; the Chairman, in coordination with the other functions, may participate in the dialogue with Investors on the basis of the subject matter of the dialogue or upon the specific request of such parties.

It should be noted that, in implementation of the above, **during 2025** and **at the beginning of 2026** (with a view to the next series of meetings):

- In order to provide appropriate insights into the items on the agenda, the Chairman, in agreement with the CEO, coordinated the **participation of members of the Executive Leadership Team and other managers of the Company and the Group in Board meetings**; specifically: the Vice President Corporate Law and Secretary of the Board, the Group Audit Director, the Group Compliance & Ethics Officer (also Data Protection Officer), the Group Risk Director, the Senior Vice President Group Finance and Financial Reporting Officer, the Vice President Group ESG, and the Vice President Investor Relations.
- During the financial year, the Chairman, with the support of the Secretary of the Board, ensured that the deadlines set out in the Regulations for sending the notice of meeting and the **documentation relating to the items on the agenda** were met and, as a best practice, ensured that the documentation was sent out even earlier.
- The Chairman actively supervised, coordinated and participated in the **self-assessment process of the Board of Directors**, in view of the Board renewal in 2025, ensuring the adequacy and transparency of the process, in line with the requirements of the Corporate Governance Code in this regard, in coordination with the Remuneration and Nominations Committee and the Secretary of the Board;
- The Chairman, in agreement with the CEO, organized an **off-site board meeting** in early April 2025, as part of the **process of drafting and approving the new 2025-2027 Business Plan**, dedicated to strategic discussions and analysis of the risk profile consistent with the plan's objectives. For the first time, this meeting involved the outgoing Board, the candidates for the new Board, the Executive Leadership Team, and the Board of Statutory Auditors.
- The Chairman, in agreement with the CEO and the Secretary of the Board, organized a **specific onboarding and development program for the new Board**, through a structured inductions program aimed at enabling new members to "hit the ground running" and to gain in-depth knowledge of the main aspects of governance, internal control, and risk management, as well as business matters. In this context, sessions were planned and held on topics including corporate governance and the roles of the bodies and committees, as well as key issues such as compliance, risk management, internal audit, people and culture, industrial operations, sustainability, and investor relations. Finally, in line with the evolution of the external environment and the growing importance of digital risks, and as part of strengthening cybersecurity and IT security, it included initiatives for the Board dedicated to awareness and compliance (including in the NIS2 area) and a growing focus on digital tools, including those based on AI. Please refer to paragraph 9.c, letter (a) of this Report for further details in this regard.
- In order to provide directors and auditors with **adequate knowledge of company dynamics and their evolution, including organizational structures** in general, during Board of Directors meetings, the Chief Executive Officer has provided explanations on matters relevant to the presentation of the performance of the Company and the Group, including, among other things, providing ongoing information on the most significant updates to the regulatory framework of the sector and their impact on the Company.
- Also with reference to the **principles of proper risk management**, during Board of Directors' meetings, the Chief Executive Officer, in agreement with the Chairman, ensures that appropriate investigations are carried out, where deemed appropriate and in particular with regard to significant acquisitions/licensing transactions, in addition to the annual analysis of Recordati's Risk Catalog, subject to preliminary analysis by the Risk, Control and Sustainability Committee. In addition, in agreement with the Chairman, specific in-depth sessions have been organized to analyse the **geopolitical impacts on Recordati's business**.
- In compliance with the Policy for managing the dialogue with investors approved by the Board of Directors in 2022 and in general **regarding engagement**, the Chairman has ensured that adequate and periodic information were provided to the Board of Directors with reference (1) to the constant and continuous relationship with the proxy advisors and the main institutional investors established by the Company, with the support of the Chair of the Remuneration and Nominations Committee and the competent corporate departments, in order to foster their involvement in the process of defining and verifying the actual implementation of the Remuneration Policy for Directors and Key Management Personnel; and (2) increased interaction with investors and analysts as deemed relevant by the CEO and CFO, especially during significant events such as Investor Day on 29th April 2025, dedicated to the new three-year business plan and new business development agreements.

4.5.1 Secretary of the Board of Directors

With reference to the Secretary of the Board of Directors, the Regulation of the Board of Directors approved during 2025 provides as follows:

- The Board appoints a Secretary, who may not be a member of the Board. The Secretary's appointment and revocation is made upon the proposal of the Chairman. Normally the designation will favor the appointment of the Company's Vice President Corporate Law.
- The Secretary shall be a person with proven experience in the corporate sector, with particular reference to the corporate governance of listed companies, as well as the company secretariat activities. The Secretary also meets the requirements of independence of judgement and is not involved in a situations of conflict of interest.
- The Secretary supports the activity of the Chairman and assists him, in particular, performing the functions indicated in the paragraph above and in relation to the reporting prior to Board meetings.
- The Secretary provides assistance and advice to the administrative body, with impartial judgment, on all matters relevant to the proper functioning of the corporate governance system.
- In case of his/her incapacity o absence, the powers, tasks or duties granted to her pursuant to the Regulation shall be performed or complied in her behalf by her deputy or another person designated from time to time by the Chairman of each meeting.
- The Secretary, in carrying out his/her duties, has an organizational structure and staff suitable for the performance of his/her office. Furthermore, the Secretary has access to the information and corporate functions needed in order to perform his/her tasks, he/she is provided with financial resources and, where deemed appropriate, can be supported by external consultants

In this regard, and with reference to the financial year 2025 as well, the role of Secretary of the Board of Directors was held by Ms Silvia Signoretti, Vice President Corporate Law.

With regard to the implementation of the Chairman's functions and duties in the course of 2025, with the support of the Secretary, please refer to the previous paragraph.

4.6. EXECUTIVE DIRECTORS

Chief Executive Officer

In the 2025 financial year, the role of Chief Executive Officer was held by Mr Robert Koremans.

Mr Robert Koremans, as Chief Executive Officer, was delegated (as most recently updated in January 2026), to the extent permitted by law, all the widest powers for the administration and ordinary and extraordinary management of the Company and the performance of the management and coordination activities carried out by the Company in comparison with Group companies, determining the adequacy of the organizational, administrative and accounting structure of the Company for the execution of strategic, industrial and financial plans approved by the Board of Directors, with the sole exclusion of the transactions listed below (exhaustive and mandatory in nature), which, because they are to be carried out directly by the Company and/or indirectly through subsidiaries, are reserved for the competence of the Board of Directors (unless they are intra-group transactions, i.e. carried out with or between other Group companies):

a) The assumption of financial debt for an amount higher than € 25 million for each transaction and the grant of secured or personal guarantees for amounts higher than € 25 million for each transaction.
b) The sale and purchase of real estate properties for amounts higher than € 25 million, in which the Company's or its subsidiaries' business activity is carried on at the time of sale.
c) The acquisition or disposal of ownership, or the acquisition or licensing-in, of intellectual property rights, in particular, but not limited to, intellectual property rights regarding specialty medicines, dietary supplements and medical devices for amounts not greater than € 10 million each.
d) The acquisition, sale or any other provision in relation to holdings in other companies and similarly the acquisition and disposal of companies or company branches, for an amount higher than € 10 million each.
e) The execution of manufacturing and supply agreements and agreements relating to Research & Development, each with a value exceeding € 50 million, already included in the approved annual budget or three-year plan.
f) The execution of any other agreement, including settlement agreement, concerning matters not included in those above for an amount higher than € 25 million for each agreement.

Chairman of the Board of Directors

Please refer to Section 4.5 of this Report.

Executive Committee

No Executive Committee has been formed as an internal committee of the Board of Directors.

Reporting to the Board

The Chief Executive Officer reported to the Board in individual Board meetings on the activities performed in exercising the powers conferred on him by the Board itself: in each meeting, and independently of the time elapsed since the previous meeting, the Chief Executive Officer provides a report on activities carried out and the main transactions performed by the Company and its subsidiaries, even if these are transactions which do not require prior approval by the Board of Directors.

Other Executive Directors

Following the renewal of the Board of Directors on 29th April 2025, the Board of Directors confirmed Mr Robert Koremans as Chief Executive Officer, and identified also Mr Luigi La Corte, Director and Group Chief Financial Officer, as executive director in view of the functions performed. Following resignation from the role of Group CFO, the latter is currently a non-executive director as of 22nd December 2025[3].

Mr Giampiero Mazza and Ms Cathrin Petty[4], since they hold management positions in the indirect parent company or in other CVC companies, which also concern the Company, also remain qualified as executive directors; however, they have not been granted individual operating powers.

At the date of approval of this Report, the ratio of executive directors vs. non-executive directors is 30% vs. 70% respectively.

3 *Please make reference to specific press release issued by the Company on 18th December 2025. The new Group CFO, Mr. Mike Mc Clellan, is effective as of 1st January 2026 and, for clarity, does not hold the position of director of the Company.*
4 *Until 29th April 2025, also Mr Giorgio De Palma, member of the outgoing Board of Directors, was qualified as executive director being him holder of managerial position in the indirect parent company or in other CVC companies, which also concern the Company.*

4.7 INDEPENDENT DIRECTORS AND LEAD INDEPENDENT DIRECTORS

Independent Directors

With reference to the Board of Directors in office until 29th April 2025, four directors (Michaela Castelli[5], Elisa Corghi, Joanna Le Couilliard and Piergiorgio Peluso) were qualified as independent on the basis of the declarations provided by the individuals concerned and the information in any case available to the Company, as confirmed during the annual Board of Directors' assessment required by the CG Code which took place on 13th February 2025.

Subsequently, after Board renewal, the following four directors were qualified as independent: Diva Moriani, Stephen Sands, Joanna Le Couilliard and Piergiorgio Peluso.

Lastly, on 17th February 2026, the Board of Directors positively renewed such assessment. Currently, 40% of Board members are qualified as independent directors.

More specifically, in implementation of the provisions of the CG Code, the Board of Directors – on 17th February 2026 – confirmed, on the basis of the declarations provided by the individuals concerned and the information in any case available to the Company, in relation to the four directors mentioned above, the existence of the independence requirements pursuant to Article 148, paragraph 3, of the TUF and the independence requirements provided for by the CG Code.

The Board of Statutory Auditors successfully verified the correct application of the criteria and procedures adopted by the Board to assess the independence of its members on the aforementioned occasion.

The independent Directors, on the occasion and before the beginning of the meetings of the Board of Directors, have from time to time verified the absence of specific problems that would be relevant in the context of their role as independent Directors.

The independent directors met once in 2025 on topics of common interest, with particular reference to possible improvements in the works of the Board, in order to strengthen opportunities for strategic discussion and promote access to additional talent within the organization.

a) Information regarding the independence assessment process

The procedure followed by the Board for the purpose of verifying independence provides for the existence of the requirement to be declared by the director at the time of submitting the candidacies and at the time of accepting the appointment. The Board verifies this requirement at the first meeting following the appointment and discloses the results to the market.

Without prejudice to the independent director's commitment to promptly notify the Board of the occurrence of any situation that could lead to the loss of the requirement, the Board annually renews the request to the directors concerned to confirm that they meet the requirements, as provided for by law and the CG Code. The Board of Directors and the Board of Statutory Auditors then proceed respectively to verify the content and correct application of the requirements and the procedure to verify them.

In implementation of the provisions of the CG Code, lastly on 29th January 2026, following a process of analysis and benchmarking against the guidelines of proxy advisors and FSTE Mib industrial peers, the Board of Directors has set forth quantitative and qualitative criteria for assessing the significance of relationships, including economic ones, capable of compromising the independence of its members ('Policy on qualitative and quantitative criteria for the purposes of assessing independence requirements': available on the Company's website, in the Corporate Governance/Board of Directors section).

Policy on qualitative and quantitative criteria for assessing independence requirements

1. QUANTITATIVE CRITERIA

1.1. Significance of commercial, financial or professional relationships

With specific reference to the quantitative criteria, relations of a commercial, financial or professional nature which the Director - whose independence is being assessed - carries on or carried on during the financial year in which the declaration of independence is made or in the three financial years preceding the date on which such declaration is made[6] (the '**Reference Period**') with the following persons, are relevant (jointly, the '**Relevant Persons**'):

(i) The Company, its subsidiaries, the person who controls the Company[7] and the companies subject to a joint control,

(ii) The relevant executive Directors[8] or the top management[9].

The aforementioned relations with the Relevant Persons are generally considered to be significant – and therefore such as to compromise the Director's independence – if they entailed, whether individually or cumulatively considered, an annual economic consideration higher than € 50,000.00 (fifty thousand)[10].

It should be noted that, for the purpose of the above, the relations between the Relevant Persons and Director's close family members, who are identified as (i) parents, (ii) children, (iii) the non-legally separated spouse and (iv) the cohabitants (individually referred to as the '**Close Family Member**') are also relevant.

5 *As far as Ms Michaela Castelli was concerned, the Board deemed that she still met the independence requirement also pursuant to the CG Code, despite the fact that she had been in office for a term of more than nine years (having been appointed director for the first time on 17th April 2014). This assessment confirmed that Ms. Castelli retained her independence and freedom of judgement in assessing the work of the management due to (i) her specific skills and professionalism and her constant monitoring and stimulation of the Board (also in performing the role of Lead Independent Director that she has held since 2020 and her role as Chair of the Risk, Control and CSR Committee), thus favoring, in her assessment of independence, a profile of substance (over form), as also prescribed by the CG Code and recognized and ascertained by Recordati's Board of Directors itself, and (ii) for the fact that the aforementioned professional mandates were, moreover, structured under two different ownership structures, thereby further reducing any risk of proximity to the shareholder who, from time to time, proposed her appointment. All this as also stated in the declaration made by Ms Castelli.*

6 *By way of example, it should be considered the case in which the Director makes his/her declaration of independence on March 15th, 2026 and takes position as a Director of Recordati in April 2026; in such case:*
(i) for the purposes of the independence assessment of such Director, the relations eventually carried on by the Director himself/herself with the Relevant Persons during the financial years 2025, 2024 and 2023, as well as during the period between January 1st, 2026 and March 15th, 2026 shall be considered, in addition to any existing relations;
(ii) it is understood that the Director shall be required to promptly inform the Company's Board of Directors of any relations he/she may have with Relevant Persons after the date on which he/she made his/her declaration of independence (in the example at hand, March 15th, 2026), providing all the elements necessary for a full assessment by the Board itself.

7 *As specified in the Code, control exercised "together with others through a shareholders' agreement" is also relevant (please see Recommendation 7, first period, lett. c) of the Code).*

8 *'Executive directors' means (see definition in the Code):*
(i) the chair of the Company or a subsidiary of strategic importance, when delegated to manage or develop corporate strategies;
(ii) directors who are recipients of managerial powers and/or hold managerial positions in the company or in a subsidiary of strategic importance, or in the parent company when the position also concerns the Company;
(iii) the directors who are members of the executive committee of the Company (if any).

9 *'Top management' means 'senior managers who are not members of the management body and have the power and responsibility for planning, directing and controlling the activities of the company and the group it heads' (see definition in the Code). With reference to Recordati S.p.A. top management means those who are identified as key management personnel pursuant to the applicable regulations on Related Parties and Remuneration Policy.*

10 *Such amount is lower than the current annual remuneration paid by the Company for the role as non-executive Director.*

It should also be noted that, if the relations with the Relevant Persons are entertained indirectly by the Director – i.e., through subsidiaries or company of which he/she is an executive Director, or as a partner of a professional firm or consultancy firm – the relations existing or carried on during the Reference Period which entailed, whether individually or cumulatively considered, an annual economic consideration higher than € 100,000.00 (one hundred thousand) are generally deemed to be significant.
It is understood that – notwithstanding the above – in the event that the relations with the Relevant Persons are entertained by the Director indirectly through a legal entity which has been established or used ad hoc for the purpose of establishing such relations, the above quantitative limits applicable in the event of relations entertained directly by the Director shall apply (i.e. the limit of € 50,000.00 per year).

1.2. Significance of additional remuneration

With specific reference to the remuneration received by the Director, included the one received in the Reference Period[11], the sum of any additional remuneration paid to the latter by:

(i) The Company,

(ii) One of its subsidiaries, and/or

(iii) The parent company, even indirectly,

for professional appointments or consultancy – with respect to the fixed remuneration for the position held[12] and the remuneration for the membership in committees[13] (or bodies) recommended by the Code or provided for by the applicable law.

The remuneration received by the Director in the form of participation in incentive plans linked to company performance is also relevant for this purpose.

Additional remuneration should normally be considered significant - and thus capable of compromising the independence of the Director concerned – if, whether individually or cumulatively considered, it is, during the Reference Period, higher than € 50,000.00 (fifty thousand) per year[14].

It should be noted that being a Close Family Member of a person in one of the situations referred to in this paragraph 1.2 also constitutes a circumstance likely to compromise the Director's independence.

2. QUALITATIVE CRITERIA

2.1. Professional relations

If the Director is also a partner of a professional firm or of a consulting company, the professional relations of the firm and/or of the consulting company with the Relevant Persons shall also be qualified as significant, regardless of the quantitative parameters set out in paragraph 1.1 above. In this regard, the relations that are relevant:

a) May have an effect on his/her position and role within the professional firm or the consultancy firm; or

b) In any case relate to important transactions of the Company and of the group it heads[15].

The significance of the aforementioned relations is assessed taking into account the overall professional activity normally exercised by the Director, the tasks normally entrusted to him/her, as well as the relevance that such relations may have for the Director in terms of reputation within his/her organization.

2.2. Other relations

For the purpose of the assessment of the significance of the relations between the Director and the Relevant Persons, the Board of Directors may take into account, in relation to the specific situations of each Director – such as position, individual characteristics and overall professional activity – any further elements deemed useful and/or appropriate, by adopting additional and/or partially different criteria from those set out above that give preference to substance over form.

In particular, the Board of Directors, by giving appropriate reasons for the decision, may:

(i) Take into account also the relations that, even if without financial content and character or not economically significant, are particularly relevant to the prestige of the Director involved or such as to affect in actual terms his/her independence and autonomous judgment.

(ii) Assess, on the basis of the actual circumstances, the existence and/or maintenance of the independence requirements of a Director even when one of these Significance Criteria is met.

Lead Independent Director
From 1st January 2025 to 29th April 2025, the role of Lead Independent Director was held by Ms Michaela Castelli with the duties set out in the CG Code. Following appointment of the new Board of Directors on 29th April 2025 and until 31st December 2025, and to date, Ms Diva Moriani has been holding the role of Lead Independent Director.

The CG Code, to which the Company resolved to adhere, confirmed that the lead independent director (a) represents a point of reference and coordination of the requests and contributions of the non-executive directors and, in particular, of the independent directors, specifying that (b) he/she coordinates the meetings of the independent directors only.

The Regulation of the Board of Directors of Recordati, approved since 2021, states more specifically that, 'if appointed, the lead independent director: (i) represents a point of reference and coordination of the requests and contributions of the non-executive Directors and, in particular, of the independent Directors; (ii) coordinates the meetings of the independent Directors only; (iii) has the power to convene meetings to discuss issues deemed to be of interest with respect to the functioning of the Board of Directors or company management; (iv) collaborates with the Chair in order to ensure that the Directors

11 By way of example, it should be considered the case in which the Director make his/her independence declaration on March 15th, 2026 and takes position as a Director of Recordati in April 2026; in such case: (i) for the purposes of the independence assessment of such Director, the remuneration if any, received by him/her during the financial years 2025, 2024 and 2023, as well as during the period between 1 January 2026 and 15 March 2026, in addition to any compensation granted to the Director himself/herself; (ii) it is understood that the Director shall be required to promptly inform the Company's Board of Directors of any remuneration that he/she may receive from the aforementioned persons after the date on which he/she made his/her declaration of independence (in the example at hand, March 15th, 2026), providing all the elements necessary for a full assessment by the Board itself.

12 'Fixed remuneration for the position held' means (please see Q&A Recommendation 7, lett. d)): (i) the remuneration determined by the Shareholders' Meeting for all Directors or determined by the Board of Directors for all non-executive Directors within the total amount decided by the Shareholders' Meeting for the whole Board of Directors; (ii) any remuneration granted by reason of the particular position held by the individual non-executive Director within the Board of Directors, determined according to the best practices provided for by Recommendation 25 of the CG Code.

13 'Remuneration for the membership in the committees' means (please see Q&A Recommendation 7, lett. d)) the remuneration that the individual Director receives by reason of his/her participation in the internal committees recommended by the CG Code or in committees/bodies provided for by the regulations in force, with the exclusion of the remuneration deriving from membership of the executive committee, if any.

14 Such amount is lower than the current annual remuneration paid for the position of non-executive Director.

15 Recommendation 7, second period of the CG Code.

receive complete and timely information flows, including through the organization of specific induction activities'.

During the 2025 financial year, both Ms Castelli and Ms Moriani, as respective lead independent director in office, have, in particular, coordinated the requests of the independent directors aimed at contributing to the continuous improvement of the activity and functioning of the Board itself and, more in general, of the governance of the Company, acting as their spokesperson with the Chair, the Chief Executive Officer and at the Board's and Committees' meetings. In particular, in 2025, by coordinating certain common needs of the independent directors, Ms Moriani promoted a specific meeting of the independent directors as already referenced above in this section 4.7.

5. MANAGEMENT OF CORPORATE INFORMATION

The Company has adopted a procedure that regulates the internal management and external communication of information relating to the Company, with particular reference to Relevant and Inside Information, in order to prevent its improper circulation and disclosure both inside and outside the Company, in compliance with current EU and national regulations regarding market abuse: 'Procedure for the internal management of Relevant Information and Inside Information and disclosure to the public of Inside Information' (in brief, the '**Procedure for Relevant Information and Inside Information**').

The Procedure for Relevant Information and Inside Information is a fundamental component of the Internal Control and Risk Management System of the Company and the Group, as well as an integral part of the overall system of prevention of offenses pursuant to Italian Legislative Decree no. 231/2001.

The current version of the Procedure for Relevant Information and Inside Information was last revised during 2023 (to reflect certain organizational changes that have taken place in the meantime), as an update of the company procedures in the field of market abuse, which had been previously and significantly amended in 2016 following the entry into force of Regulation (EU) no. 596/2014 containing the regulation of market abuse, for the purpose of adapting them to the rules and regulations subsequently issued both at the national and at the EU level and, in particular, to the Guidelines issued by Consob on that subject in October 2017.

The rules of conduct established by the Procedure for Relevant Information and Inside Information are aimed at implementing the necessary organizational controls for the proper management of information flows, guaranteeing the maximum confidentiality information that is Inside Information or otherwise likely to become so (Relevant Information), balancing the interest in the confidentiality of information in the course of its progressive formation and the obligation of the related disclosure in a non-selective form, protecting investors and the integrity of the market, since they are aimed at preventing the performance of transactions detrimental to their interests through the exploitation of information asymmetries, or the alteration of market variables, through the dissemination of untrue or misleading information; to reduce the risk of crimes or administrative offences relating to market abuse; protecting the Company against any liability that may arise for the unlawful acts committed by parties that can be referable to the same; defining the processes for identifying and managing the Relevant Information; defining the processes for identifying and managing the Inside Information; defining the processes of communication to the public and to Consob of Inside Information.

The members of the administrative, management and control bodies of the Company and the employees and collaborators of the Company and of its Subsidiaries who have access for any reason to Relevant Information or Inside Information are required to comply with this procedure.

The Procedure for Relevant Information and Inside Information identifies the Chief Executive Officer as the person responsible for the public disclosure process of inside information concerning the Company also in relation to the decision to begin the procedure of any delay in the market disclosure. The Chief Executive Officer has therefore been identified as holding the Inside Information Management Function (so-called 'IIMF') pursuant to the 2017 Consob guidelines or as a function responsible for the management of inside information. For the carrying out of his/her activities, the Chief Executive Officer, as holder of the IIMF, avails himself of the technical consultancy support of an 'info room' (always in line with the 2017 Consob guidelines) which includes, on a permanent basis, in light of the evolution of the Company's organizational charts, the Group CFO, the Group Chief Legal Officer, the Vice President Corporate Law Counsel and Secretary of the Board of Directors and the VP of Investor Relations, as well as, on a case-by-case basis, other members of management concerned from time to time by the specific information, in the light of the evolution of the corporate organization charts.

The '**Procedure for keeping and managing the list of persons who have access to relevant information and the list of persons having access to inside information**' is also currently in force, which is aimed at regulating the methods of maintaining and regularly updating the List of persons who have access to inside information (hereinafter referred to as '**Insider List**'), the maintenance of which is mandatory for the Company pursuant to the applicable regulations, and the List of persons having access to relevant information (hereinafter '**Relevant Information List**' or, in brief, '**RIL**'), in implementation of the Procedure for Relevant Information and Inside Information, in compliance with the applicable EU and national legislation and regulations on the prevention and repression of market abuses, also taking into account the guidelines issued by ESMA and by Consob. In particular, for the purposes of applying the Procedure for Relevant Information and Inside Information, the Company takes into account the interpretative and applicative indications contained in the Consob Guidelines.

In particular, the Company has, on a voluntary basis, proceeded to establish a list of persons who have access, in the performance of their duties, to Relevant Information, in compliance with the provisions of the Consob Guidelines. This list is aimed at ensuring the traceability of persons who have access to Relevant Information with a view to a more effective monitoring of corporate information also for the purpose of fulfilling the market disclosure obligations of Inside Information and the prevention and repression of market abuses.

The Insider List, on the other hand, contains registered persons who have access, in the performance of their duties, to Inside Information and, in compliance with EU legislation, the Procedure provides that the Insider List also has a section of registrants in which to register subjects who are permanently aware of all the inside information and a section where registration is required for each event.

It should be noted that Recordati also has in place an '**Internal Dealing Procedure**' which provides for, starting from 2016, the so-called **black-out periods**, namely, specific periods of the year – thirty calendar days prior to the announcement of an interim or year-end financial report that the Company is required to make public according to the rules of the registered office of trading in

which the shares are admitted to trade or national law - in which there is an obligation to abstain from performing transactions on financial instruments issued by the Company and listed on regulated markets.

This Procedure is available on the Company's website in the Governance/Internal Dealing Section.

During 2025 the following blackout periods were identified: prior to the publication of the preliminary data for the 2024 financial year and prior to the 2025 half-yearly report.

It should be noted that, in addition to Directors and Statutory Auditors, the Group CFO is identified as Relevant Person.

Lastly, it should be noted that the Company also has a **Blackout Period Policy** effective from 27th June 2023, which extends, on a voluntary basis, to the members of the Executive Leadership Team reporting directly to the Chief Executive Officer, as well as to certain other managers mainly also reporting to the Chief Executive Officer or Group CFO, the prohibition to trade in Recordati securities during the mandatory blackout periods under the law.

6. INTERNAL COMMITTEES OF THE BOARD

The Board of Directors has formed a Remuneration and Nominations Committee and a Risk, Control and CSR Committee among its members, both with consultative and proposal-making functions composed exclusively of independent directors. Subsequent to each meeting, or at the earliest opportunity, the Chair of each committee reports to the Board on the matters addressed and on remarks, recommendations and opinions made during the said meetings.

The Company has not set up an independent committee for related-party transactions. According to the RPT Procedure adopted by the Company (as defined below), this committee is identified as the Risk, Control and CSR Committee, except for related-party transactions concerning remuneration, for which the Remuneration and Nominations Committee is identified.

Please refer to Section 10 of this Report for further information.

Table of structure of board committees as at 31st December 2025 and currently in office

Board of Directors		Risk, Control and CSR Committee		Remuneration and Nominations Committee	
Office	**Members**	*	**	*	**
Non-executive director - independent	*LE COUILLIARD Joanna*			10/10	P
Non-executive director - independent	*MORIANI Diva*	5/5	P	8/8	M
Non-executive director - independent	*PELUSO Piergiorgio*	7/7	M		
Non-executive director - independent	*SANDS Stephen*	5/5	M	8/8	M
DIRECTORS THAT CEASED TO HOLD OFFICE DURING THE REFERENCE FINANCIAL YEAR (2025)					
Non-executive director - independent	*CASTELLI Michaela*	2/2	P	2/2	M
Non-executive director - independent	*CORGHI Elisa*	2/2	M	2/2	M
NO. MEETINGS HELD DURING THE FINANCIAL YEAR:		7		10	

* *This column shows the attendance of Directors at meetings of the Committees respectively (no. of attendances / no. of meetings held during the actual period of office of the person concerned in the reference financial year).*

** *This column indicates the status of the director within the Committee: 'P' (Presidente) chair and 'M' (membro) member.*

It should be noted that during 2025 the Risk, Control and CSR Committee met 7 times, as mentioned above, including once acting as the committee responsible for related-party transactions. The Remuneration and Nominations Committee met 10 times, as stated above, including 2 times acting as the committee responsible for related-party transactions, it being understood that, in general, when the Remuneration and Nominations Committee examines matters relating to the remuneration of the CEO or the remuneration of the Key Management Personnel it also acts as a supervisor with respect to the Procedure applicable to related party transactions.

7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS – NOMINATIONS COMMITTEE

7.1 SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS

In general, when adhering to the CG Code, in relation to the self-assessment process of the Board of Directors and its committees, the Board confirmed that the Remuneration and Nominations Committee had the competence to support it in this regard. As regards the timing of this process, given that Recordati is a large company with concentrated ownership, following the entry into force of the CG Code, the Board, including on the recommendation of the Chair of the Board and the Remuneration and Nominations Committee, has so far agreed to proceed with this process prior to the renewal of the Board of Directors.

With a view to the renewal of the Board of Directors expected by the Shareholders' Meeting convened for approval of the financial statements at 31st December 2024, the Board, already at the end of 2023, also on the basis of shared input of the Chair and the Remuneration and Nominations Committee, initiated the self-assessment process that took place during 2024 and 2025, with the support of an independent external consultant, namely Spencer Stuart (following a "beauty contest" that focused on having an established track record in carrying out such processes, both as regards companies that are listed and those in the pharma sector, both Italian and foreign).

The self-assessment process conducted on the outgoing Board has in particular:

- Foreseen the participation of all the directors, who provided initial feedback through a questionnaire, followed by individual talks (also held with the Chair of the Board of Statutory Auditors, the Secretary of the Board of Directors and some key managers), sharing their opinions on strengths and areas for improvement, as well as on the optimal composition.
- Included a specific benchmark analysis based on a panel of Italian and international companies including from the pharma sector, with a focus on those companies with a similar ownership structure to Recordati.
- Given, overall, a very positive picture was painted, with some opportunities for improvement.
- Confirmed an assessment of substantial adequacy in relation to its qualitative and quantitative composition, including the outcome of a benchmarking activity, with some areas with the potential for strengthening[16], which are indicated in the document on the Guidelines to shareholders for the appointment of the new Board of Directors, published on 28th February 2025 and available on the Company's website at the following link, to which reference is made: https://recordati.com/it/investors-shareholder-information-it.

The composition of the new Board of Directors appointed by the Shareholders' Meeting of 29 April 2025 appropriately reflected the recommendations formulated by the outgoing Board in light of the board review process described above.

Succession Planning for the Executive Directors and Key Manager Personnel

With respect to succession plans for Executive Directors who are granted individual management powers, following the renewal of the Board of Directors on 29th April 2025 and in view of the appointment of Mr Robert Koremans – confirmed as the Chief Executive Officer – who is also the Director Responsible for the Internal Control and Risk Management System, on 8th May 2025, after receiving the favorable opinion of the Remuneration and Nominations Committee, the Board of Directors therefore approved the relative Succession Plan – being it understood as 'Contingency Plan' aimed at management continuity in the short/medium term – for the Chief Executive Officer (also Director Responsible for the Internal Control and Risk Management System), confirming the choice made in the previous update, i.e., providing that in the event that Mr Koremans ceases to hold office - temporarily or permanently - he will be temporarily replaced by Mr Andrea Recordati (who has been the Company's CEO until December 2021).

During 2025, the Remuneration and Nominations Committee continued its periodical analysis of the adequacy of the **procedures for the succession of key management personnel**.

The analysis of succession planning focused primarily on key management personnel and generally on all members of the Executive Leadership Team: the current succession planning for each of them was examined, including any successors identified for emergency situations. The analysis also continued with reference to a broader scope of the organization's management (known as key value driving roles), also in order to take due account of how the Company and the entire Group are evolving, also as a result of the use of new digital applications for monitoring and tracing the professional paths of the company's personnel, both in terms of ordinary management and future developments.

In general, the process is aimed at verifying the existence of adequate organizational controls by the Company in order to ensure effective managerial continuity.

7.2 REMUNERATION AND NOMINATIONS COMMITTEE

Composition

During 2025, the Remuneration and Nominations Committee was composed of three members as follows:

- Until 29th April 2025: Joanna Le Couilliard (acting as Chair), Elisa Corghi and Michaela Castelli
- From 29th April 2025: Joanna Le Couilliard (acting as Chair), Diva Moriani and Stephen Sands;

all directors meeting the independence requirements. The Board of Directors acknowledged that all the three members have adequate knowledge and experience in financial matters or remuneration policies, considering the extensive professional background of each of them as detailed in Annex 1 to this Report.

16 *E.g. consider increasing the current number of Independent Directors and consider the current and prospective needs of the Company, as well as the necessity of maintaining adequate diversity in gender, age, professional background and seniority, in line with applicable legal and regulatory provisions, benefitting from a solid and balanced combination of professional expertise and experience to effectively address and manage the challenges that will emerge from the foreseeable evolution of the pharma industry and market and from the establishment and implementation of Recordati's strategic objectives. Therefore, the Board of Directors recommended ensuring adequate continuity in its composition, to maintain the existing knowledge base of Recordati acquired by the current Directors, whilst enhancing the Board composition with new skills, competencies and experiences by introducing new professionals - in the different specific areas in which Recordati operates, including Rare Diseases and Research & Development, with a strong emphasis on development; ideally, this experience should have been acquired at the international level, preferably with a focus and specific experience in the US market - competence and experience useful to continue to maintain the development of the Company.*

Duties

As regards specific information on the Remuneration and Nominations Committee's duties and activities in the **field of remuneration**, please refer to the relevant parts of the Remuneration Report published pursuant to article 123-ter of the TUF.

With regard to the tasks as a **nominations committee**, according to its organizational regulations, the Remuneration and Nominations Committee is assigned the consultative and proposal-making duties described below:

- Assisting the Board of Directors in the self-assessment process of the Board itself and its committees.
- Also taking into account the results of the aforesaid self-assessment, as well as appropriate diversity criteria including gender, formulating opinions to the Board of Directors on the optimal composition (qualitatively and quantitatively) of the Board itself and its committees and on the managerial and professional profile whose presence on the Board is deemed appropriate, also in light of the Company's sectoral characteristics, for the purposes of the possible formulation by the outgoing Board of Directors to the shareholders of guidelines in relation to the appointment of the new Board of Directors.
- Assisting the Board of Directors in assessing candidates for the office of director in cases of co-optation.
- Making recommendations to the Board of Directors on any critical issues related to the application of the non-competition clause provided for Directors by article 2390 of the Italian Civil Code in the event that the Shareholders' Meeting has authorised general and preventive exceptions to this prohibition.
- Supporting the Board of Directors by carrying out the necessary investigation activities for the preparation, update and implementation of a possible succession plan (Contingency Succession Plan) for the Chief Executive Officer and the other executive directors to whom individual granted with management powers have been delegated by the Board, which at least identifies the procedures to be followed to ensure the regular management of the Company in the event of early termination of the office of the Chief Executive Officer and/or of the Director in charge of the Internal Control and Risk Management System – if different from the Chief Executive Officer – with respect to the ordinary expiration of the office.
- Assisting the Board of Directors through the necessary investigation activity in order to ascertain the existence of adequate procedures for the succession of top management, i.e., key manager personnel ('Top Management'), as well as the roles that the Company identifies from time to time as 'key value driving roles'.
- Formulating opinions to the Board of Directors in relation to the guidelines on the maximum number of offices held in the management or control bodies in other listed companies or large companies that may be considered compatible with an effective performance of the office of director of the Company, taking into account the commitment deriving from the role held also with reference to the participation of directors in the committees established within the Board.

Activities carried out in 2025

With reference to the above-mentioned duties, during 2025, the Nominations Committee mainly:

- Supported the Board of Directors with reference to performing the self-assessment process of the Board of Directors and of its committees, in consultation with the Chair.
- Supported the Board of Directors in the assessment regarding the Contingency Succession Plan in force for the CEO.
- Conducted the periodical analysis of the procedures for the succession of key management personnel and, in particular, analyzed the activities carried out by the Company during 2025 with respect to the whole Executive Leadership Team (including from an emergency perspective).
- Was kept informed about the selection process for the new Group CFO.

At the beginning of 2026, the Committee supported the Board of Directors in relation to guidelines on the maximum number of offices in administrative or control bodies in other listed companies or companies of significant size that can be considered compatible with the effective performance of the role of director of the Company.

The Committee met 10 times in 2025 and three 3 in the current financial year, with an average meeting time of about 1 hour. The percentage of attendance of Committee members at meetings is shown in the table at the end of Section 6 of this Report.

Minutes were duly taken of the meetings of the Remuneration and Nominations Committee, in line with the provisions of the Committee Regulation, which includes specific regulations in this regard, as well as with regard to the procedures for the management of information to committee members in line with what is also provided for in the Regulation of the Board of Directors.

In particular:

- The Committee meets, subject to written notice being given by its Chair (or in her absence or impediment, by the Committee member who has served longest on the Board of Directors, or in the event of the same length of service, with the greatest seniority in terms of age) indicating the place, date, time and agenda of the meeting to be held, in general, at least three days prior to the date set for the meeting; in cases of urgency, the time limit may be shorter, provided that a minimum of 24 hours' notice is given, at the registered office or elsewhere in Italy, as indicated in the notice of call; the notice of call is sent to the members of the Committee by the Secretary, on the instructions, of the Chair of such Committee; the notice is also sent by the Secretary to the statutory auditors of the Board of Statutory Auditors and to any other persons invited by the Chair of the Committee to attend the meeting.
- The Chair, with the assistance of the Secretary, shall ensure that the pre-committee reporting and additional information provided during meetings are suitable so as to enable Committee members to act in an informed manner in carrying out their role; in particular, with regard to the identification of time frames for sending documentation, the Committee indicates the following time frames:

  - three calendar days in most cases;

  - one calendar day for the minutes of the meeting.

The members of the Committee and the Statutory Auditors are informed in advance if the Chair considers it appropriate that, for particular reasons of confidentiality and/or urgency in relation to the content of the item on the agenda and the related resolution, the supporting documentation be provided directly at the meeting. These timeframes have mainly been complied with, with a few exceptions.

- The Secretary of the Board of Directors acts as Secretary of the Committee and is responsible for taking the minutes of the meetings.

As mentioned above, the documentation supporting the Committee meetings has been made available in accordance with the above and usually, as a best practice, with a significantly higher average.

The Committee had access to the information and company departments necessary to carry out its duties; with respect to the nomination committee's duties, it did not consider it necessary to use external consultants, exception made for when it acted as Related Parties Committee, in which case an independent external legal counsel has been retained.

After each meeting of the Committee, the Chair shall inform the Board of Directors, at the next available meeting, of the issues discussed and the observations, recommendations and opinions expressed therein, in the manner deemed most appropriate.

8. DIRECTORS' REMUNERATION – REMUNERATION COMMITTEE

For the information of this Section, please refer to the Remuneration Report and to the Sustainability Reporting published by the Company on its website.

9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM – RISK CONTROL AND CSR, (Corporate Social Responsibility) COMMITTEE

The Internal Control and Risk Management System, (hereinafter, '**IC&RM System**') which is based on the Enterprise Risk Management (ERM) approach, consists of a structured process of risk management in line with CoSO (Committee of Sponsoring Organizations) report framework and in accordance with the requirements of laws and regulations in force, as long as applicable. The goal of the IC&RM System is to guide activities in line with company objectives while promoting informed decisions and ensuring the efficiency and efficacy of internal processes and the reliability of financial information and compliance with applicable laws and regulations. In particular, the IC&RM System ensures:



The efficiency and effectiveness of business processes



The safeguarding of the Group's assets



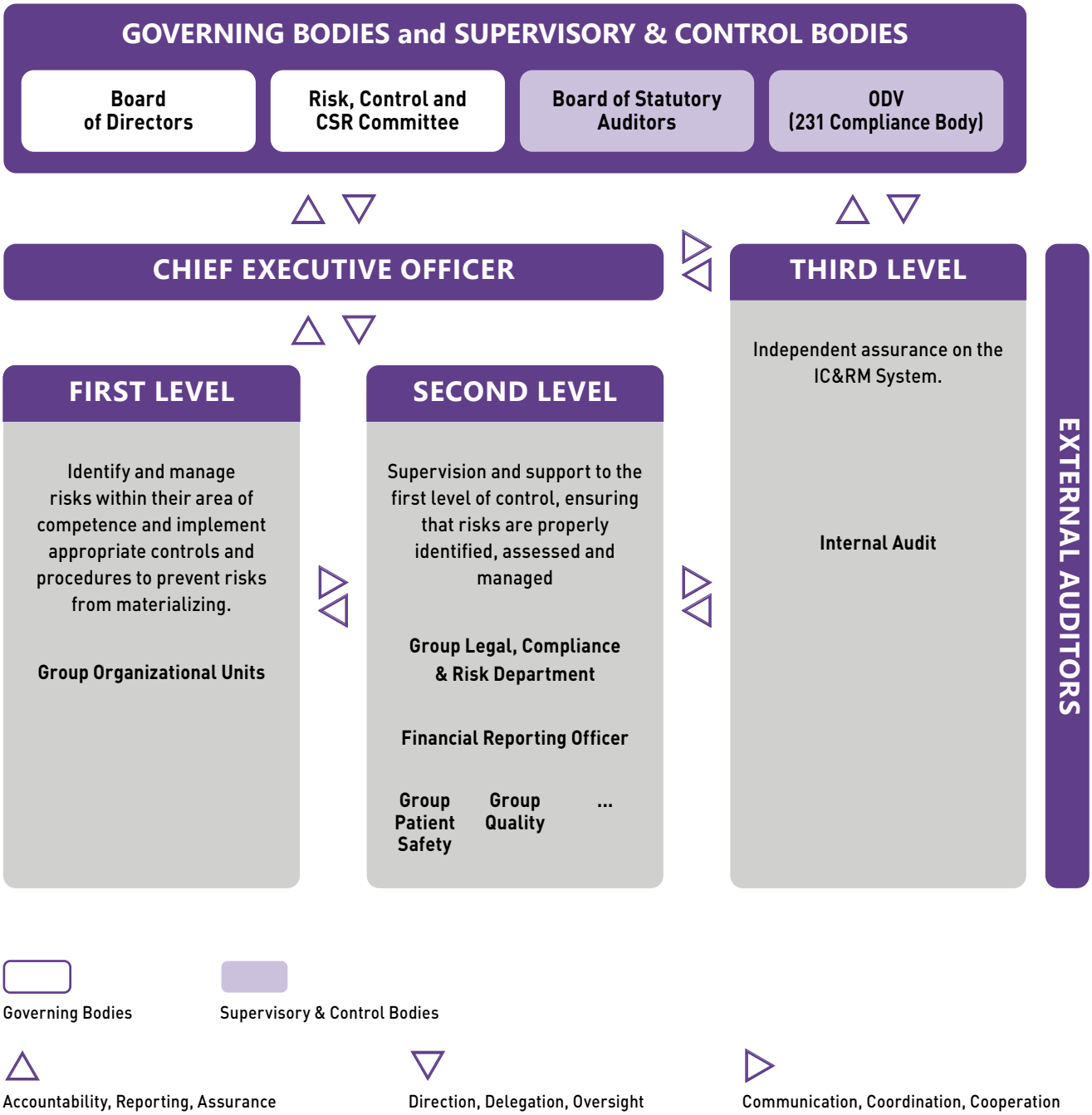
The compliance with laws and regulations



The reliability and completeness of financial and non-financial information

The IC&RM System is an integral part of the more general organizational, administrative and corporate governance structures adopted by the Group and is subject to periodic review, taking into account the evolution of the Group's activities and business environment, as well as national and international best practices. It involves the following individuals with different roles:

- Board of Directors
- Risk, Control and CSR Committee
- Chief Executive Officer
- Group Audit Director
- Group Legal, Compliance & Risk Management Department
- Financial Reporting Officer
- Board of Statutory Auditors
- ODV (231 Compliance Body)
- Management



In particular, the IC&RM System is structured according to the following **three control levels**:

- **First-level of control**: identifies, evaluates and monitors the risks within its area of responsibility and defines specific actions to address and manage them; these are check and control activities undertaken directly by the personnel who carries out the operational processes in accordance with company procedures.
- **Second-level of control:** provides supervision and support to the first level of control, ensuring adequate risk identification, assessment and management.
- **Third-level of control:** provides independent and objective assurance on the adequacy and effectiveness of first and second-level of control and, more generally, on the entire IC&RM System.

With respect to the roles and responsibilities, assigned in the context of the IC&RM System:

- The **Board of Directors** – composed of executive and non-executive directors (some of which are independent) – has the main responsibility for the IC&RM System and periodically assesses its adequacy while promoting a culture that enhances control at Group level.
- The **Risk, Control and CSR Committee**, composed exclusively of independent directors and comprising at least one member with adequate accounting, financial or risk management expertise, conducts investigative and advisory activities supporting the Board of Directors in assessing and deciding on the IC&RM System and approving periodic financial and non-financial reports.
- The **Chief Executive Officer is the Director in charge of the Internal Control and Risk Management System**, who is responsible for establishing and maintaining the Internal Control and Risk Management System.
- The **Internal Audit Director** carries out an independent, objective and professional assurance activity on the adequacy and effectiveness of the IC&RM System and its consistency with the guidelines defined by the Board of Directors and supports the organization in the achievement of corporate objectives, taking the International Professional Practice Framework of the Internal Audit Institute as a reference. The Internal Audit Director reports hierarchically to the Board of Directors and has direct access to all information essential for the performance of the role.
- The **Group Legal, Compliance and Risk Management Department** is responsible for identifying and monitoring the Group's main risk factors and their management methodology (**Risk Management**), as well as for ensuring compliance of the Group's internal regulations, processes and activities with the applicable regulatory reference (**Compliance**). In this respect, the Compliance Department, at the Parent Company level, in addition to exercising a support and guidance role for Group companies, oversees Group compliance risks by making use of the subsidiaries' Compliance Officers and regional Compliance Officers, who functionally report to the Group Compliance & Ethics Officer.

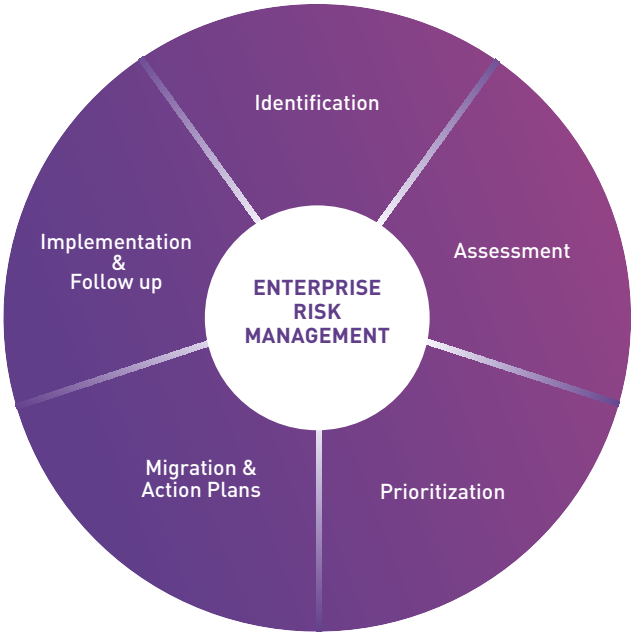
  In this respect, the 2025 financial year was a year of consolidation and further development and strengthening of such departments, including in terms of the structuring of activities and related information flows, in line with best practices and in response to the need to have a system of internal controls that takes into account the expansion of the Group, both in terms of operational size and complexity, and in terms of geography.
- The **Financial Reporting Officer responsible for preparing the company's financial records** is responsible for setting up the **administrative and accounting control system** and for overseeing the **non-financial reporting process**, thereby ensuring the adequacy of financial and non-financial information.
- The **Board of Statutory Auditors** is responsible for ensuring compliance with the law, the Articles of Association and the principles of sound administration and for monitoring the adequacy of the organizational, administrative and accounting structure adopted by the Group and its effective functioning.
- The **ODV (231 Compliance Body) pursuant to Italian Legislative Decree 231/2001 monitors the effectiveness** of the IC&RM System in relation to the provisions of **Italian Legislative Decree 231/2001**.
- **Employees** and **risk owners** contribute to the adequacy and functioning of the IC&RM System.

The above is set out in the **Guidelines for the Internal Control and Risk Management System**, last approved by the Board of Directors at its meeting on 19th March 2026, with the favorable opinion of the Risk, Control and CSR Committee. The **Guidelines for the Internal Control and Risk Management System** have undergone a **substantial review in the 2024–2025 cycle** and a **targeted update for 2026**, with the aim of **explicitly integrating cybersecurity into the scope of the IC&RM System** – clarifying roles and responsibilities and specifying information flows relating to cyber risks - in line with **market best practices** and the applicable regulatory framework, including the **NIS2 Directive**.

The Board of Directors positively assessed the adequacy, effectiveness and actual functioning of the internal control and risk management system, as a whole, also on the basis of information provided in meetings by the Director in charge of the IC&RM System, of the information contained in the reports presented by the Internal Risk, Control and CSR Committee and by the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/01 and therefore having also shared the evolution path described above.

The main components of Recordati's Control and Risk Management System for the 2025 financial year are set out below.

Risk management process: the basic principles characterizing the risk management process within the Company refer to the CG Code to which the Company has stated that it adheres.



Over time, the Group has developed and formalized a Risk Assessment structured process, aimed at supporting the results' safeguard and sustainability and, in general, to ensure an effective overseeing of the risk management processes. With a view to continuous improvement and in line with the Group's dimensional and geographical evolution, this process has been further updated since 2024, following the entry of the Group Risk Director[17].

This process ensures the identification, measurement and monitoring of the Group's exposure to different risk factors (operational – also linked to cybersecurity, strategic, financial, etc.). The Enterprise Risk Management process is guided and promoted by the Group Risk Director and is defined in detail in Recordati's Group Corporate Risk Management Policy and is structured throughout the financial year on the basis of the following steps:

- The **risk identification process** - aimed at identifying the main risks that could affect the achievement of the Group's objectives within the time horizon considered in the analysis - is carried out on an annual basis through the involvement of management in a combination of individual meetings, workshops (e.g. with senior stakeholders, business unit managers, managers of key functions and key markets), horizon scanning or external research.
- The **risk assessment and prioritization process** is designed to assess and then prioritize all identified risks based on their likelihood of occurrence, impact and readiness, in order to focus the Group's efforts on addressing the main threats. Each risk shall be assessed on the basis of the following



LIKELIHOOD OF OCCURRENCE of the event within the 5 years time horizon in coherence with the strategic planning.



QUANTITATIVE/ QUALITATIVE IMPACT with regard to the following dimensions: Revenues, EBITDA, Product Quality & Supply stability, Industrial Operations, Damage to Company reputation, Legal & Compliance, IT Systems.



PREPAREDNESS & READINESS, that represents the level of maturity and readiness of the existing risk management system (i.e. controls).

17 For further information, see the section 'Main Risks and Uncertainties' of the 2025 Consolidated Financial Statements of the Recordati Group.

criteria:
Risks are assessed and validated through meetings with the respective risk owners, coordinated by the Group Risk Director who provides methodological support and ensures the overall consistency of the assessment. Risk specialists (Finance, Legal, Compliance, IT, Business Development, and others) may also be involved to obtain a more accurate assessment depending on the nature and type of risk involved.

- The purpose of **risk mitigation** is to establish and implement appropriate risk mitigation plans to reduce the risk exposure to a level deemed acceptable. The list of risks identified as priorities, as the result of the risk assessment, helps management to assess, based on the nature and level of exposure, the most appropriate risk strategy to be proposed by the identified Risk Owners and to find a balance between the expected benefits in reducing the risk exposure and the costs required for implementing the identified actions. Based on the risk strategy defined, detailed mitigation plans will be developed with the aim of ensuring their implementation and improving existing risk management capabilities.

  The proposed risk mitigation plans are discussed with the Executive Leadership Team (hereinafter, the '**ELT**') and the Chief Executive Officer, who is responsible for the final approval prior to the submission of the Risk Map of the Company and risk assessment to the Risk, Control and CSR Committee and the Board of Directors.
  Risk owners implement risk mitigation plans and promptly inform the Group Risk Director of any significant misalignment with the defined timelines and deadlines.
- **Risk monitoring** aims to monitor exposure to key risks and progress in risk reduction and involves risk owners, who are tasked with monitoring the respective risks in terms of the progress and effectiveness of mitigation plans to understand if further countermeasures are needed. It is coordinated by the Group Risk Director, who facilitates and supports activities and provides appropriate methodologies/tools. This latter shall also regularly report to the ELT, the Chief Executive Officer, the Risk, Control and CSR Committee and the Board of Directors on the progress of risk mitigation plans, their effectiveness and whether any further action is required.
- Finally, the **risk reporting** phase aims to disseminate the results of ERM activities to management, government, supervisory and control bodies. Reporting focuses primarily on:
  - The results of the risk assessment: the Risk Report contains the Group's Heat Map, an overview of the Top Risks and the main risk mitigation plans defined;
  - The results of risk monitoring: the Risk Monitoring Report shall include a summary of progress in implementing risk mitigation plans and an update of risk exposure, if necessary.

In addition to the above-mentioned documents, ad hoc reports may be drawn up during the year whenever necessary.

Risk assessment results are set out by drafting a 'Risk Catalogue', which contains the list of risks and their description, the risks' rating, the mitigation measures, the corporate persons in charge of managing and monitoring the risks.

The Group periodically reviews the Risk Catalogue throughout the year, usually during the meeting called to approve the budget for the following financial year and in conjunction with significant company events, such as the revision of organization charts, and other events that could have an impact on the Company's risks, for example, in conjunction with the approval of extraordinary transactions, such as acquisitions of new assets or company shareholdings that are considered significant.

During 2025, Recordati updated its risk mapping, management and control model (as described above and detailed in the Recordati Group's Corporate Risk Management Policy) and, consequently, the Group Risk Catalogue approved by the Board of Directors on 16th December 2025, prior to approving the budget for the 2026 financial year. In this context, the Board of Directors, with the support of the Risk, Control and CSR Committee, carried out the compatibility assessment of the level and nature of the risks identified with the strategic objectives of the Group's 2026 budget, also in view of the Company's sustainable success.

During the year, the Board of Directors, with the support of the Risk, Control and CSR Committee, also analyzed the potential impact on the Risk Catalogue of certain extraordinary M&A transactions as part of its analysis of those transactions.

The **structural components of the internal control and risk management system** consist of the Code of Ethics, which defines the principles and underlying values of the Company's ethical code and the rules of conduct that are based on those principles; the system of powers and delegations with general and specific authorizations and the internal delegation of powers, according to the responsibilities assigned; corporate operating procedures; IT systems to support both management and production activities and also accounting and financial processes. With regard to Compliance, since April 2003, the Issuer has had an organizational model in place pursuant to Italian Legislative Decree no. 231/2001 on administrative liability of companies, which is continuously updated in relation to the new criminal offences that are gradually being introduced by the legislator, and also a control model pursuant to Italian Law no. 262/2005 for financial reporting (further information is given below on the 'Risk management and internal control systems in relation to financial reporting').

The control mechanisms described above are monitored by management, by the functions and bodies of management and control (i.e., the Board of Directors; the Risk, Control and CSR Committee; the Board of Statutory Auditors; the executive director responsible for the internal control and risk management system; and the ODV (231 Compliance Body)) and involve all personnel of the Recordati Group. The Group's Audit Department also conducts the independent audits called for under the annual audit plan. The results of these audits are reported to the management responsible for carrying out any corrective actions, the Chairman and the Chief Executive Officer, also in his capacity as the executive director responsible for the internal control and risk management system. Periodically, the Group Internal Audit Department reports on the results of audits carried out to the Board of Statutory Auditors, the ODV (231 Compliance Body), the Risk, Control and CSR Committee, and the Board of Directors.

With respect to **reporting on breaches of applicable regulations, of the Code of Ethics and of internal procedures**, the Company has for some time established special whistleblowing channels in place in all Group branches in accordance with applicable regulations. In compliance with the requirements of applicable regulations, all reporting channels implemented protect the confidentiality of the whistleblower, ensuring that the whistleblower who intends to disclose his or her identity receives adequate protection and is protected in the event of retaliatory and/or discriminatory acts.
The Company expressly prohibits any kind of retaliation or discrimination, direct or indirect, against whistleblowers who

have, in good faith, made a report.

9.a) Main characteristics of the risk and internal control management system in relation to the financial reporting process

The Internal Control and Risk Management System, as just defined, covers financial reporting which forms an integral part of it, the preparation of which is governed by organizational procedures and instructions which ensure compliance with the general principles of control laid down by the Issuer (e.g., a proper separation of functions, a proper system of authorizations and powers, checks and balances, accountability, etc.). It is based on the main established reference models (e.g., CoSO Report) being subject at the same time to verification and periodic update by means of a review of the risks to which the Company is exposed.

A description is given below, in accordance with the regulations in force, of the characteristics of the system adopted, with particular reference to (a) the stages of the risk and internal control management system in relation to the financial reporting process and (b) the roles and functions involved and the procedures for co-ordination between the parties involved.

(a) The stages of the risk and internal control management in relation to the financial reporting process

Recordati has implemented a model for the administrative and accounting control of the system (hereinafter also the '**262 Control Model**') for some time now in order to ensure the effectiveness of that system. It has also assigned responsibility for verifying proper application of that model and for monitoring the functioning and adequacy of the Internal Control System in relation to the model to the Financial Reporting Officer.

The 262 Control Model consists of a set of corporate rules and procedures designed to enable objectives of reliability, accuracy, completeness and promptness in financial reporting to be achieved by identification and management of the main risks attached to the preparation and disclosure of financial information.

The 262 Control Model consists of:

- Administrative and accounting risk assessment
- Administrative and accounting manuals and procedures

which are closely related to one another and are subject to continuous update and periodic assessment.

More specifically, administrative and accounting risk assessment is a continuous process of identifying and assessing risks attached to accounting and financial information and it is performed by the Financial Reporting Officer with the support of the Director Group Financial Controls & Compliance a specific organizational role created in 2025, directly reporting to the Financial Reporting Officer, in order to oversee and maintain the financial controls and compliance framework within the organization, including the framework of sustainability reporting. This process is performed annually by means of:

- The identification, by means of quantitative (size) and qualitative (importance) criteria, of items in the financial statements and in financial information which may be highly sensitive and significant or involve risks of error or omission, with reference to the financial statements of the Parent Company or to the consolidated financial statements of the Group.
- The identification of the relative processes and accounting information input for each significant item of the financial statements and of financial information and of the relative controls to manage the risks identified.

If control activities are not found to be adequately documented or regulated in relation to risk areas identified following periodic risk assessment, the function responsible for the process shall provide adequate support documentation, with the support of the Financial Reporting Officer and, if necessary, the Director Group Financial Controls & Compliance, to enable the existing controls in the area subjected to analysis to be assessed.

When risks were identified as a result of the risk assessment activities, the Company and the Group put procedures, protocols and documents in place to control administrative and accounting activities. The body of the administrative and accounting manuals and procedures comprises the following principal documents:

- The Group Accounting and Reporting Manual, designed to ensure the application of uniform criteria in the Group with regard to the recognition, classification and measurement in the accounts of operating and financial events.
- A system of internal certification by the management and administrative chiefs (CEO and Financial Controller) of the subsidiaries of the Recordati Group with regard to the accuracy, reliability and completeness of accounting information and its compliance with Group accounting policies and local regulations. This system, set out in the Group Accounting and Reporting Manual, is designed, amongst other things, to support the signing of certifications and attestations required by law of the Financial Reporting Officer and of the Chief Executive Officer.
- Administrative and accounting procedures and protocols for closing accounts at the end of accounting periods (or 'Financial Closing Protocols') and preparing annual financial statements and reporting packages which define control responsibilities, activities and rules to follow for the administration and accounts of the Parent Company and its subsidiaries.
- Procedures for preparation of the consolidated financial statements which regulate the operations and controls to be performed for the preparation of the consolidated financial statements, describing, amongst other things, the activities to be performed in the consolidation IT system adopted by the Group and used in its subsidiaries and which define the responsibilities of the various functions for the proper functioning of that system.
- Calendar of end of period activities: a document which is updated and distributed monthly, which gives deadlines for the process of closing accounts and preparing financial statements, reporting packages and the consolidated financial statements.
- Operational procedures which define the activities, responsibilities and management operations in terms of authorization, implementation, control, official approval and recognition in the accounts for those accounting and reporting areas considered significant, in co-ordination with annual accounting and administrative risk assessment. Those responsible for the functions and for the subsidiaries involved in the process of preparing and managing accounting and financial information are responsible for the proper functioning and update of the administrative and accounting internal control system in relation to all the processes and accounting reporting under their control and they must constantly monitor those administrative and accounting procedures in order to ensure that they are properly applied and appropriate to the existing processes.
- Tables of administrative and accounting controls, which describe the control activities implemented in each

administrative and accounting process in relation to the risk identified and the related control objectives and which summarize the results of control testing activities performed by the Group Audit Department. The controls described by those tables represent the application of control principles described in administrative and accounting control procedures. These tables are therefore used as a tool for the identification of the key controls in place, specific to each significant process, and for the identification of tests to be performed to assess the adequacy of the administrative and accounting internal audit system. These tables are constantly updated by the Group Audit Department.

The Financial Reporting Officer assesses and certifies the adequacy of the 262 Control Model, which is the administrative and accounting internal control system just described and to the proper functioning of the procedures in place at least twice annually, when the interim half year and annual financial statements (consolidated financial statements of the Group and separate financial statements of the Parent Company) are approved. He is supported by the testing activity performed by the Group Audit Department, designed to assess the adequacy of the design and proper implementation and operational effectiveness of the controls in place.

Independent testing is performed continuously throughout the year on the basis of the Annual Audit Plan drawn up by the Group Audit Department. The results of testing activities, assessments of possible areas for improvement and the relative corrective action are officially published in an annual report addressed by the Group Audit Director to the Director Group Financial Controls & Compliance, the Financial Reporting Officer and the CEO.

The Financial Reporting Officer is also responsible for monitoring the administrative and accounting internal control system on the basis of information received from the chiefs of corporate functions and reports on the activities performed by the Group Audit Department, in order to ensure that the body of procedures is updated and that the controls identified by means of the administrative and accounting procedures are actually implemented.

(b) Roles and functions involved in the system for the management of risks and internal control in relation to the financial reporting process

The roles involved with specific reference to financial reporting processes are: the Board of Directors, the Chief Executive Officer, acting also as Director responsible for the internal control and risk management system, the Director Group Financial Controls & Compliance, the Group Audit Director, the Group Chief Legal Officer (Head of the Legal, Compliance and Risk Management Department), the Group Ethics and Compliance Officer, the Group Risk Director, the Risk, Control and CSR Committee and the Financial Reporting Officer.

The Financial Reporting Officer, with the support of the Director Group Financial Controls & Compliance, in conjunction with the CEO is responsible for putting adequate administrative and accounting procedures in place for the preparation of the separate Parent Company and consolidated financial statements.

The Board of statutory Auditors is also called upon to carry out the functions assigned by current legislation to the **Committee for Internal Control and Audit** ("CCIRC"), established by Italian Legislative Decree no. 39/2010 (so-called "consolidated law on statutory audits"), implementing Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts, and therefore oversees the financial information process, on the effectiveness of the internal control, internal audit and risk management systems, the revision of the annual accounts and consolidated accounts, and the independence of the auditing company. Further information is given in Section 11 on the Board of Statutory Auditors.

9.b) Main characteristics of the risk and internal control management system in relation to the sustainability reporting process

The internal control system in relation to the sustainability reporting process is structured in a manner consistent with the control model adopted by the Company, based on the CoSO Report (Committee of Sponsoring Organizations) framework. This model shall ensure a comprehensive and integrated with the three levels of internal control (operational, compliance and independent) to ensure a comprehensive, multi-level governance structure that strengthens risk management and business monitoring.

With respect to the reporting process for the preparation of Sustainability Reporting, the reporting process is structured in the following three macro-phases:

1. **Initial phase of the reporting process:** This phase defines the reporting timeline and perimeter; it also defines the structure of Sustainability Reporting and selected KPIs, based on the dual relevance analysis, and sets out data and information collection sheets.
   In particular, based on the results of the Group internal and external context's analysis, during this phase, the Group ESG department identifies the impacts and, in consultation with the Group Risk Director, identifies the risks and/or opportunities (IRO) for each potentially relevant sustainability issue (considering both the Group's own activities and the activities of the value chain). The identified IRO list is therefore subject to management assessment and may be subject to change based on the professional judgment of the contacts involved.
   The management of the responsible functions identified carries out the assessment of the IRO according to the procedures provided for by the ESRS, by Italian Legislative Decree no. 125/2024 and the Enterprise Risk Management process, using the methodological approach/metrics/valuation scales defined. In particular, with the support of the Group ESG department, the functions assess the relevance of impacts and, with the support of the Group Risk Director, in agreement with the Group ESG department, they assess the relevance of risks and potential opportunities. The management, in relation to their knowledge of the issues, of processes relevant to their activity and based on professional judgment, may supplement or review the list of IROs.
   The results of the dual relevance analysis are presented to the Top Management/CEO and submitted by the Group ESG department for validation by the Financial Reporting Officer. The list of relevant IROs, as well as the dual relevance analysis process, are finally submitted for approval to the Board of Directors, following preliminary assessment by the Risk, Control and CSR Committee.

2. **Sustainability Reporting drafting phase:** this central stage of the process includes data and information collection by data owners, their approval by function managers and consolidation at group level and the drafting of the Sustainability Reporting.

3. **The final phase of the reporting process:** after an internal review, this phase includes the analysis of the Sustainability

Reporting by the Financial Reporting Officer, the analysis by the Risk, Control and CSR Committee, the analysis by the Board of Statutory Auditors, the approval of the Board of Directors and the certification by the Financial Reporting Officer, as well as the audit activities by the external auditing company, following which the Sustainability Reporting is filed with the Companies' Register, published on the Company's website and rpesented to the Shareholders' Meeting.

The main stages of the reporting process for the preparation of the Sustainability Report are monitored annually by the Group Internal Audit Department with the aim of verifying the consistency and compliance of the company processes involved in the Sustainability Reporting process with the requirements of the CSRD and ESRS, by monitoring the completeness and quality of the sustainability data collected and reported on a sample basis.

The Board of Statutory Auditors shall ensure that the Sustainability Reporting is prepared and published in accordance with the relevant legal requirements and shall monitor the adequacy of the organizational, administrative, reporting and control system adopted in order to allow for a correct and complete representation in the consolidated sustainability reporting of the information necessary to understand, both the impact of the company on sustainability issues and how sustainability issues affect the performance of the Company and its results.

To this end, the Board of Statutory Auditors shall acquire knowledge from the structures responsible for the reporting process of the sustainability reporting and verify (taking into account the nature and size of the Company) the existence of:

a) An appropriate organizational structure for sustainability reporting in terms of human resources, economics and information systems; and,
b) Guidelines, procedures and business practices adopted by the Company to ensure that individual or consolidated sustainability reporting is both timely, complete and reliable, it being understood that the management body remains responsible for structuring the process of producing the sustainability reporting. The Board of Statutory Auditors also monitors the adequacy of the administrative accounting system for the purposes of sustainability reporting and shall monitor the implementation and receipt of appropriate periodic information flows, both quantitative and qualitative, for the purpose of finalizing the sustainability reporting.

The Board of Statutory Auditors verifies that the individual or consolidated sustainability reporting is prepared by the Directors in accordance with the provisions of Italian Legislative Decree no. 125/ 2024. It also has a supervisory role over the completeness, adequacy and effectiveness of the procedures, processes and structures that oversee the production of the sustainability reporting, as well as the verification of compliance with sustainability provisions and the subjective and objective scope of application of the regulations, with the auditor being responsible for the timely verification of compliance of sustainability reporting with ESRS reference rules and standards.

The Board of Statutory Auditors is responsible for monitoring the directors' compliance with the procedural rules relating to the formation, filing and publication of sustainability reports.

The Board of Statutory Auditors therefore carries out a comprehensive audit to verify the correctness of the process under which the consolidated sustainability report is drawn up and acquires a specific certification - made in accordance with the model established by regulation by Consob - from the administrative delegated body and the Financial Reporting Officer responsible for the sustainability reporting.

For a more precise regulation of these aspects, please refer to the Sustainability Reporting available on the Company's website.

9.c) Cybersecurity and NIS 2 Directive implementation – Digital tools and Artificial Intelligence.

(a) Cybersecurity Cybersecurity and NIS 2 Directive implementation

Even before the transposition of the NIS2 Directive in Italy, the Group had gradually developed and consolidated organizational, procedural, and technical controls aimed at monitoring and mitigating cybersecurity risks, ensuring regular reporting to the Risk, Control and CSR Committee on the state of cybersecurity and the main initiatives in the cyber field.

Following the transposition of the Directive UE 2022/2555 ("**NIS 2 Directive**") **in Italy** through Legislative Decree No. 138/2024, Recordati has further strengthened this oversight, by integrating the structured program already previously launched, aimed at ensuring compliance with cybersecurity obligations introduced at EU level, taking into account the specific methods of implementation in Italy. As the Group companies operate in sectors classified as essential and important – namely healthcare and chemicals – they fall within the scope of the NIS2 Directive and are therefore subject to more stringent requirements in terms of cybersecurity risk management, governance, and incident reporting.

As part of this program, Recordati has developed the organizational, procedural, and technical system necessary to ensure compliance with applicable regulations. In this context, the Group has strengthened the implementation of cybersecurity risk management measures, defined structured information flows (at least every six months) and reporting to the Risk, Control and CSR Committee and the Board of Directors, and established incident reporting procedures (effective from January 2026). Preparation of the documentation to be submitted for approval by the Board of Directors by October 2026 has also begun, in line with the timetable set out in the applicable regulations.

Given the strategic importance of cybersecurity governance structures and the central role of the Board of Directors in overseeing and monitoring cyber risks, in 2025 the relevant corporate functions, with the support of external consultants, organized a dedicated training session for the Board of Directors and the Board of Statutory Auditors. The purpose of this session was to explore in depth the role and responsibilities of the Board, Recordati's cybersecurity strategy, the applicable regulatory framework and the related implementation process, as well as the governance and organizational structures adopted and, in general, to raise awareness of cybersecurity issues.

The program is proceeding according to the national timeline, while ensuring compliance with the regulations in each relevant jurisdiction in which the Group operates, with the aim of ensuring full compliance with the NIS2 Directive within the regulatory deadlines.

(b) Digital tools - Artificial Intelligence

In its **digital transformation journey**, Recordati recognizes the added value of advanced digital technologies, including those based on artificial intelligence, as enabling tools for the evolution of the Group's operations and in support of control

functions, in compliance with the principles of integrity, security, and compliance.

In December 2025, Recordati adopted Group Policy on AI Use and Governance. The policy establishes a unified framework for the responsible, ethical, and secure adoption of artificial intelligence across the organization, with the purpose to foster innovation while maintaining a culture of integrity, compliance, and operational safety in all AI related activities across the Group.

Developed in the context of the growing relevance of AI technologies in the pharmaceutical sector and the significant opportunities and risks they introduce, the Policy aims to ensure that all AI systems are used in full compliance with applicable laws, internal regulations, and the Group's ethical standards.

The Policy also defines a structured governance model - supported by the multidisciplinary AI Governance Group (AIG) - to oversee the approval, implementation, monitoring, and periodic review of AI systems, ensuring transparency and accountability throughout their lifecycle.

9.1 DIRECTOR RESPONSIBLE FOR THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

Following the appointment of the Board of Directors on 29th April 2025, the Board of Directors resolved that the Chief Executive Officer, Mr Robert Koremans, be identified as the Executive Director responsible for the internal control and risk management system of the Company and the Group, pursuant to the CG Code, thereby confirming the assignment of the duties identified for this role in the Guidelines of the Internal Control and Risk Management System of the Recordati Group.

Duties

The Director responsible for the Internal Control and Risk Management System, with the assistance of the Group Audit Director:

a) Is responsible, as part of the Risk Assessment process adopted by the Company, for identifying the main corporate risks, taking account of the characteristics of the activities performed by Recordati S.p.A. and its subsidiaries, with particular attention to companies of strategic importance, and periodically submits them to the Board of Directors for examination.
b) Implements the guidelines defined by the Board of Directors, monitoring the structuring, implementation and management of the Internal Control and Risk Management System and constantly checking its adequacy and effectiveness.
c) Takes care of the adaptation of the Internal Control and Risk Management System to the dynamics of the operating conditions and the legislative and regulatory framework;
d) May entrust the Group Audit Department with the task of carrying out checks on specific operational areas and on compliance with internal rules and procedures in the performance of corporate transactions, simultaneously notifying the Chair of the Board of Directors, the Chief Executive Officer (if not identified as the latter person), the Chair of the Risk, Control and CSR Committee and the Chair of the Board of Statutory Auditors.
e) Promptly reports to the Risk, Control and CSR Committee (or to the Board of Directors) on problems and critical issues that have arisen in the performance of its activities or of which it has become aware, so that the Committee (or the Board of Directors) can take the appropriate measures.

Activities carried out in 2025

The Director responsible for supervising the functionality of the internal control and risk management system, during 2025, with the support of the Group Audit Director (also Head of the internal control system pursuant to the TUF), the Group Chief Legal Officer (Head of the Legal, Compliance and Risk Management Departments) and other relevant corporate functions, and particularly the Group Risk Director:

- Has looked after the updating of the Risk mapping, management and control model and, as part of the Risk Assessment process adopted by the Company, has identified the principal business risks, taking account of the characteristics of the activities undertaken by the Company and by its subsidiaries. In detail, he has completed the update of the Recordati Risk Map relating to the 2025 financial year, of which he informed the Risk, Control and CSR Committee and the Board on several occasions during 2025.
- Has looked after the guidelines update and implemented the guidelines defined by the Board and has designed, constructed and managed the internal control and risk management system, while constantly checking its adequacy and effectiveness.
- Has brought the system into line with changes in operating conditions and in the legislative and regulatory framework.
- Has ensured that risk information flows, also at Group level, were adequate, including by implementing specific meetings with the Executive Leadership Team on risk identification, mitigation and monitoring.

9.2 RISK, CONTROL AND CSR (CORPORATE SOCIAL RESPONSIBILITY) COMMITTEE

Composition

During 2025, the Risk, Control and CSR Committee ("**CCRS**") was composed of the following three non-executive and independent Directors: :

- Until 29th April 2025: Ms Michaela Castelli (Chair), Ms Elisa Corghi and Mr Piergiorgio Peluso
- From 29th April 2025 and to date: Ms Diva Moriani (Chair), Mr. Stephen Sands and Mr Piergiorgio Peluso.

The Board of Directors determined that the all the members of such Committee overall have adequate and balanced experience in accounting and finance or risk management matters, taking into account their respective professional backgrounds, as illustrated as detailed in Annex 1 to this Report.

The Committee met 7 times in 2025 and 3 times in the current financial year, with an average meeting time of about 2 hours. The percentage attendance of Committee members at meetings is shown in the table contained at the end of Section 6 of this Report.

The entire Board of Statutory Auditors and the Vice President Corporate Law and Secretary of the Board of Directors, as well as the Secretary of the Committee, have been constantly invited to participate in the Committee's work.

At the invitation of the Chair of the Committee and depending on the agenda items, according to the attendance recorded in the minutes of the meetings, attended the meetings of the Risk, Control and CSR Committee: the Chief Executive Officer and Director responsible for the Internal Control and Risk Management System; the Group Chief Legal Officer; the Group Audit Director and internal member of the ODV (231 Compliance Body); the Group Compliance & Ethics Officer; the members of the ODV (231 Compliance Body); the Group CFO; the Financial Reporting Officer and Senior Vice President Group Finance;

the Vice President Group ESG; Ms Joanna Le Couilliard, Independent Director; the Group Chief People and Culture Officer; the Executive VP Corporate Development, Licensing & Innovation Director; the Executive VP Head of Rare Diseases B.U. and the Executive VP of SPC B.U.; the Executive VP and Chief Medical Officer; the Group Risk Director; the Senior Vice President Group Information & Communication Technology; the Senior Director Group ICT infrastructure and Security; the Director Corporate Finance Italy; Employers and Heads of the Prevention and Protection Service of production sites in Italy in the field of safety at work, the Group Engineering Manager; the SVP Group Supplychain; the VP Group Industrial Strategy & Business Development and Integration, the external auditors as well as consultants who have supported the Company on specific projects examined by the Committee.

Duties assigned to the Risk, Control and CSR Committee

The Risk, Control and CSR Committee has been set up with the task of supporting the Board's assessments and decisions relating to the internal control and risk management system and sustainability issues; in particular, it is in charge of analyzing the issues and instructing relevant practices to control business activity, by carrying out investigative, advisory and proposal-making functions towards the Board with respect to assessments and decisions relating to the internal control and risk management system – understood as the set of rules, procedures and organizational structures for the actual and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the Company's sustainable success (meaning the objective that guides the Board's actions and that consists of the creation of long-term value to the benefit of the shareholders, taking into account the interests of other stakeholders relevant to the Company) – as well as in those relating to the approval of periodic financial and non-financial reports for the purposes of the internal control and risk management system.

More specifically, the Committee plays an investigative and advisory role vis-à-vis the Board in the performance of certain tasks pertaining to the Board itself, such as:

- To carry out the analysis of issues relevant to the creation of long-term value as a preliminary step for the Board's approval of the business plan of the Company and of the Group.
- To examine the methodology adopted by the Company for identifying, assessing and managing risks.
- To examine and assess, at least once a year and in the event of significant strategic M&A transactions, of the results of the periodic risk assessment carried out by the Group Risk Director, in accordance with the Group ERM Policy and reported in the 'Corporate Risk Catalogue' and, in light of this analysis, define the nature and level of risk compatible with the Company's strategic objectives, by including in its assessments all elements that may be relevant to the Company's sustainable success.
- To identify the director responsible for establishing and maintaining an effective internal control and risk management system (Director responsible for the internal control and risk management system) in the event that the Board decides to depart from the recommendation of the CG Code, which identifies the latter as the Chief Executive Officer.
- To define the guidelines of the internal control and risk management system in accordance with the Company's strategies.
- To assess, at least once a year, the adequacy of the internal control and risk management system in relation to the characteristics of the company, its risk profile, as well as its effectiveness.
- To appoint and revoke dismiss the Group Audit Director, by defining his/her remuneration in line with company policies and ensuring that he/she is provided with adequate resources to perform his/her duties. If the Board decides to entrust the internal audit function, as a whole or by operational segments, to a person external to the Company, the Committee shall first assess that the person adequately meets the requirements of professionalism, independence and organization and that adequate reasons for such choice are provided in the Corporate Governance Report.
- To adopt the Audit Charter and to approve, at least once a year, the work plan prepared by the Group Audit Director, after having consulted with the Board of Statutory Auditors, the Director responsible for the internal control and risk management system and, if different from the latter, the Chief Executive Officer.
- To assess, at least once a year, the Group Compliance plan and the Group Risk Management plan, and the respective periodic reporting as well as that of the Data Protection Officer.
- To assess the appropriateness of adopting measures to ensure the effectiveness and impartiality of judgement of the corporate functions involved in controls internal control and risk management system (such as the Compliance & Ethics and the Risk Management functions, with reference to the organizational structures of the Company set up in relation to such functions), verifying that they have adequate professionalism and resources.
- To assign to the Board of Statutory Auditors or to a specially established body – the ODV (231 Compliance Body) – the supervisory functions pursuant to article 6, paragraph (1)(b) of Italian Legislative Decree no. 231/2001; in the second case, (i) to appoint the members of the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/2001, taking care to assess the advisability of appointing to the Body at least one non-executive director and/or one member of the Board of Statutory Auditors and/or the holder of the company's legal or control functions, in order to ensure coordination between the various persons involved in the internal control and risk management system and (ii) to allocate an annual budget to the ODV (231 Compliance Body). In particular, the Committee formulates proposals to the Board regarding the appointment of members of the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/01 and the allocation of an annual budget to that body.
- To assess, in consultation with the Board of Statutory Auditors, the findings set out by the auditor in the letter of suggestions, if any, and in the additional report on key issues arising from the statutory audit addressed to the Board of Statutory Auditors.
- To describe, in the Corporate Governance Report, the main features of the internal control and risk management system and the methods of coordination between the persons involved in it, indicating the models and national and international best practices of reference, expressing its overall assessment of the adequacy of the system itself and giving an account of the choices made regarding the composition of the ODV (23 Compliance Body).
- To evaluate, approve, and supervise the adequacy and implementation of the cybersecurity regulatory framework in accordance with applicable legislation and review periodic reports.
- To generally implement the recommendations contained in the CG Code in relation to the internal control and risk management system.

Moreover, the Risk, Control and CSR Committee, in compliance with the CG Code, in assisting the Board:

- Assesses, together with the Financial Reporting Officer and after having consulted with the auditor and the Board of Statutory Auditors, the correct use of accounting standards and their uniformity for the purposes of preparing the consolidated financial statements, prior to the Board's approval of the consolidated financial statements.
- Assesses the suitability of periodic financial and non-financial information to correctly represent the Company's business model, strategies, the impact of its activities and the performance achieved.
- Examines the content of periodic non-financial information relevant to the internal control and risk management system.
- Expresses opinions on specific aspects relating to the identification of the main corporate risks and supports the Board's assessments and decisions relating to the management of risks deriving from prejudicial facts of which it has become aware.
- Examines the periodic reports on the assessment of the internal control and risk management system and those of particular relevance prepared by the Group Audit Department.
- Monitors the autonomy, adequacy, effectiveness and efficiency of the Group Audit Department.
- May entrust the Group Audit Department with the task of carrying out checks on specific operational areas, simultaneously reporting to the Chair of the Board of Statutory Auditors and the Director responsible for the internal control and risk management system, unless the subject of the request for control specifically concerns the latter's activity.
- Reports to the Board, at least every six months, upon the approval of the annual and half-yearly financial reports, on the activities carried out as well as on the adequacy of the internal control and risk management system.

The Risk, Control and CSR Committee also assists the Board **in relation to sustainability matters**:

- Monitors sustainability issues related to the Company's operations and the dynamics of its interaction with all stakeholders in accordance with the principle of sustainable success.
- Examines the guidelines of the Sustainability Plan and the means for implementing the sustainability policy, also by supervising the adoption of measures aimed at gender equality and equal opportunities within the entire company and group organization, as well as monitoring their specific implementation.
- Examines the general approach of the consolidated non-financial statement and the structuring of its contents, as well as the completeness and transparency of the reporting provided through this document.
- At the request of the Board, expresses opinions on sustainability issues.

Lastly, the Risk, Control and CSR Committee also plays an investigative and advisory role vis-à-vis the Board of Directors in the performance of the following duties pertaining to the Board itself:

- Amending and/or supplementing the Organizational Model pursuant to Italian Legislative Decree no. 231/2001 adopted by the Company; in particular, the Committee makes proposals to the Board of Directors regarding amendments to be made to the Organizational Model pursuant to Italian Legislative Decree no. 231/01 adopted by the Company.
- Appointing and dismissing the Internal Audit Officer(s) pursuant to article 150 of Italian Legislative Decree no. 58/1998.
- Appointing, subject to the mandatory opinion of the Board of Statutory Auditors, the Financial Reporting Officer pursuant to Article 154-bis of Italian Legislative Decree no. 58/1998 and article 25 of the By-Laws; in compliance with the 'Regulations of the Financial Reporting Officer' approved by the Board on 18th March 2020, the Committee carries out the preliminary activities regarding the requirements of professionalism and integrity in support of the Board's resolution.
- Carries out any further duties assigned to it by the Board of Directors.

In addition to the above, the Committee is also assigned the following duties with reference to the Procedure governing Related-Parties transactions:

- Shall express an opinion on the Procedure governing Related-Party Transactions that the Company must adopt in compliance with Consob Regulation no. 17221 of 12th March 2010, as well as on any subsequent amendments to the Procedure itself.
- Shall express an opinion, either binding or non-binding, on Related-Party Transactions of major importance and on Related-Party Transactions of minor importance in compliance with the aforementioned Procedure for Related-Party transactions adopted by the Company, unless they consist of Related-Party Transactions which concern remuneration.

Activities performed in 2025

During the 2025 financial year, the Committee was kept informed by the Company of significant events for which it is competent, and performed, with investigative, advisory and propositional functions within the remits delegated to it by the Board of Directors and/or the CG Code.

In particular, in 2025, the Committee has carried out specific **deep dives** in the following areas:

1) **Cyber security and implementation of regulations introduced in the IT field by the so-called NIS2 Directive**: it met with the IT Director and the IT Security Manager to receive updates on the Group's ICT strategy, cyber security, and the status of implementation of the Network and Information Systems Directive 2022/0383 (so-called NIS2); subsequently, further explored the subject during a specific induction session with the relevant internal departments and external consultants and, finally, met with representatives of the auditing firm EY in relation to their specific IT security assessment activities.
2) As part of the risk analysis, **the evolution of the measures taken or announced by the US Administration**, the possible impacts on Recordati's business and the related mitigation actions.
3) The use of **digital tools** to support the activities of the Audit and Compliance functions as well as the Sustainability function.

Moreover, among the most significant activities carried out in 2025, the Committee:

- In the context of potential business development operations, verified, with the support of the corporate functions, that the nature and level of risk, as well as the value ratio, inherent in those operations were compatible with the risk exposure profile deemed appropriate by the Company and its relevant risk catalogue, for the benefit of the Board's final assessment.
- Examined the Sustainability Plan for the 2025 financial year and its specific targets and monitored its implementation and achievement during the year; it also examined the Sustainability Statement for 2024. Prospectively, it also started the corresponding analyses preparatory to the 2025 Sustainability Statement.
- Examined the reports of the control functions, taking note of the outcomes and the overall assessment made on

the adequacy of the controls, and the activity plans of the functions, verifying their state of implementation over time. It took note of the reports and activity plans of the ODV (231 Compliance Body) as well as of the Data Protection Officer.

- Received the periodic reporting, by competent corporate functions, on health and safety in the workplaces across Group plants.
- Reviewed the updated Risk Catalogue of the Company, receiving insights into the main risks associated with the business model (such as those relating to the supply chain) and the Group's strategic priorities.
- Received the periodical reporting on transactions with related parties.
- On the basis of the information received, it provided the Board of Directors with its assessment of the adequacy of the Internal Control and Risk Management System, with no material weaknesses in its internal controls.

The Committee has constantly maintained the appropriate functional links with the Director in charge of the Internal Control and risk Management System, the Board of Statutory Auditors and the ODV (231 Compliance Body), as well as with the external auditor, for the performance of common activities and for the regular exchange of information, in the usual respect of specific competences.

Minutes were duly taken of the meetings of the Committee, in line with the provisions of the Committee Regulation.

In particular:

- The Committee meets, subject to prior written notice being given by its Chair (or in his/her absence or impediment, by the Committee member who has served longest on the Board of Directors, or in the event of the same length of service, with the greatest seniority in terms of age) indicating the place, date, time and agenda of the meeting to be held, in general, at least three days prior to the date set for the meeting; in cases of urgency, the time limit may be shorter, provided that a minimum of 24 hours' notice is given, at the registered office or elsewhere in Italy, as indicated in the notice of call; the notice of call is sent to the members of the Committee by the Secretary, on the instructions of the Chair of such Committee; the notice is also sent by the Secretary to the statutory auditors of the Board of Statutory Auditors and to any other persons invited by the Chair of the Committee to attend the meeting.
- The Chair, with the assistance of the Secretary, shall ensure that the pre-committee reporting and additional information provided during meetings are suitable so as to enable Committee members to act in an informed manner in carrying out their role; in particular, with regard to the identification of time frames for sending documentation, the Committee indicates the following time frames:
  - Three calendar days in most cases
  - One calendar day for the minutes of the meeting.

  The members of the Committee and the Statutory Auditors are informed in advance if the Chair considers it appropriate that, for particular reasons of confidentiality and/or urgency in relation to the content of the item on the agenda and the related resolution, the supporting documentation be provided directly at the meeting. These timeframes have mainly been complied with, with a few exceptions.
- The Secretary of the Board of Directors acts as Secretary of the Committee and is responsible for taking the minutes of the meetings.

As mentioned above, the documentation supporting the Committee meetings has been made available in accordance with the above and usually, as a best practice, with a significantly higher average.

The Committee had access to the information and company departments necessary to carry out its duties; it did not consider it necessary in 2025 to use external consultants.

9.3 GROUP AUDIT DIRECTOR

It is the responsibility of the Board of Directors, upon the proposal of the Risk, Control and CSR Committee, to appoint and remove the chief of that function, and also to ensure that he has adequate resources to carry out the relative functions and to set the remuneration consistent with Company policies.

The Group Audit Department, headed by Mr Giovanni Minora, is not responsible for any operational area whatsoever and from 2012 reports hierarchically to the Board of Directors; the ordinary management of employment relationships has been assigned to the Chair, also following the renewal of the Board of Directors that occurred in 2025. The Chair was confirmed as being in charge of supervising the activities of the internal audit function and liaising with the Board of Directors.

The Group Audit Director is also in charge of internal control pursuant to article 150 of Italian Legislative Decree no. 58/1998.

When he was appointed, the Board, having consulted with the Risk and Control Committee (as named at the time), assessed the appropriateness of the remuneration paid to the Group Audit Director as an employee of the Company with respect to the Company's policies. In January 2025, the Group Audit Department also voluntary obtained the certification of compliance with Code of Ethics and with International Standards for Professional Practice issued by the Institute of Internal Auditors.

Duties

The duties of the Group Audit Director are as follows:

- To oversee, both on a continuous basis and in relation to specific needs and in observance of international standards, the functioning and the adequacy of the internal control and risk management system, by carrying out an audit plan approved by the Board of Directors, based on a structured process to analyze and set priorities in relation to the main risks.
- To prepare periodic reports containing adequate information on his activities, on the procedures employed to manage risks and on compliance with the plans drawn up to mitigate them. These periodic reports contain an assessment of the appropriateness of the internal control and risk management system.
- Also, upon request by the Board of Statutory Auditors, to promptly prepare reports on events of particular importance.
- To submit periodic reports to the Board of Statutory Auditors, the Risk Control and CSR Committee, the Board of Directors, the Director responsible for the internal control and risk management system and the CEO, except where the subject matter of such reports specifically concerns the activities of such bodies.
- As part of the audit plan, to oversee the reliability of IT systems, including those responsible for bookkeeping.

For the purposes of the above the Group Audit Director has direct access to all information useful for performing his/her duties.

Furthermore, the Group Audit Director:

- Explains the proposed annual work program to the Risk, Control and CSR Committee in order to implement any recommendations that the Committee may intend to make.
- Assists the Executive Director responsible for overseeing the functionality of the internal control and risk management system with the design, implementation and management of the Internal Control and Risk Management System.
- Schedules and carries out, consistent with the annual work plan, direct and specific audit activities at Recordati S.p.A. and at all the subsidiaries, with particular regard to companies of strategic importance, in order to detect any failings there may be in the internal control and risk management system, in the various risk areas.
- Checks that the rules and procedures for auditing and risk management processes are observed and that all individuals involved act in accordance with the predetermined objectives.
- Carries out checks on his own initiative or at the request of the Board of Directors, the Risk, Control and CSR Committee, the Executive Director responsible for monitoring the functionality of the internal control and risk management system or the Board of Statutory Auditors.

Activities in 2025

In detail, during the course of the Financial Year and in meetings of the Board of Directors already held in 2025, the Group Audit Director:

- Explained the annual work program and the organizational structure of his function to the Risk, Control and CSR Committee.
- Had direct access to all the necessary information to carry out his role.
- Carried out direct and specific auditing tasks, in a manner consistent with the annual work plan.
- Reported to the Chairman of the Board of Directors and to the Executive Director responsible for monitoring the functionality of the internal control system on the results of the auditing activities undertaken during the Financial Year.
- Reported on his actions and on the results of the activities undertaken to the Risk, Control and CSR Committee and to the Board of Statutory Auditors of the Company.

The Group Audit Director had an operating budget which was used to carry out the audits and checks performed during the Financial Year.

The Board of Directors was informed by the Director in charge of the Internal Control and Risk Management System of the organizational structure of the Group Audit Department, that during 2025 it has been progressively strengthened also in terms of the number of human resources that comprise it, and it agreed with the assessment of its adequacy in carrying out the responsibilities assigned to it and drawing up the audit plan approved for 2025.

9.4 ORGANISATIONAL MODEL pursuant to Italian Legislative Decree 231/2001

Business Ethics

In conducting its business, the Group acts in an ethical, transparent and honest manner in all the countries in which it operates, complying with the laws in force, the associative codes of ethics, the Code of Ethics, the Anti-Bribery Manual, the Organizational, Management and Control Models and internal procedures.
Recordati Group believes that ethics, integrity and respect for the law are fundamental values of the Company. The Group opposes any violation of the law and is committed to adopting a zero-tolerance policy towards corruption.
Wherever it operates, the Group aims to ensure the highest standards of ethics and compliance, and to contribute to the well-being of all stakeholders, including: patients, employees, business partners, shareholders and all communities in which it operates. These shared commitments form the foundation of the Group's responsible behavior.
The compliance program consists of internal codes of conduct, documents, policies and procedures, such as the Organization, Management and Control Models ex. Legislative Decree 231/2001, the Code of Ethics and the Anti-Bribery Model, which establish responsibilities, principles and conduct to be adopted in the performance of activities. This program applies to all Group companies and employees and, as far as they are concerned, also to the other stakeholders involved (such as collaborators and suppliers).
Furthermore, as described in the Code of Ethics, business relations with third parties (suppliers, consultants, partners) are oriented towards compliance with the principles of fairness, professionalism, efficiency, loyalty, transparency and equal

opportunities. The Group formalizes agreements in writing, specifying the responsibilities between the parties and requires compliance with the principles included in the Code of Ethics.

The Code of Ethics

The Code of Ethics, approved by Recordati S.p.A. for the first time in 2002 and constantly updated and supplemented, is a clear embodiment of the Company's corporate values.

During 2020, the Group approved a new version of its Code of Ethics. This update was guided by the Recordati Group's desire to further increase the accessibility and usability of that document and was achieved by means of meticulous drafting and critical revision by an internal inter-functional team, supported by external specialists as well as by the ODV (231 Compliance Body) of Recordati S.p.A.

The Code of Ethics defines Recordati's fundamental values, updated from time to time, which guide and support the Group in its daily operations and in its relations with both its internal and external stakeholders.

The Code of Ethics also describes the responsibilities of all those to whom it is addressed, both internal and external to the Group, and defines 'shared commitments', i.e., those forms of conduct through which Recordati's values are put into practice. This section includes information on:

- **How we manage our business**, i.e., guidelines concerning:
  - Ethical and legally compliant behavior
  - Product quality and safeguarding health
  - Commitment to environmental protection and sustainable development
  - Conflicts of interest and asset protection
  - Accounting transparency, confidentiality of information, personal data and social media
- **People and workplaces**, i.e., indications concerning:
  - Protection of employees
  - Fairness, equality and protection of human rights
  - Health and safety in the workplace
- **Relations with our stakeholders**

The Code is adopted by all Group companies and applies to all employees, shareholders, directors, members of corporate bodies, commercial partners and other third parties with whom the Group cooperates, such as consultants, intermediaries, agents and contractors, clearly defining the Company's expectations regarding ethical standards and behavior.

The Code is based on the main existing regulations and guidelines on corporate governance, human rights and the environment, such as, for example, the United Nations Universal Declaration of Human Rights, the Charter of Fundamental Rights of the European Union, the decent work standards laid down by the ILO (International Labor Organization) conventions, the OECD (Organization for Economic Co-operation and Development) Guidelines for multinational companies, national and supranational Anti-Bribery regulations (e.g.: OECD Anti-Bribery Convention, Italian Legislative Decree no. 231/2001, Foreign Corrupt Practices Act, Bribery Act, Loi Sapin 2, Ley Organica, etc.) and ISO 14001 environmental standards.

The Code of Ethics defines the procedures for reporting and the management of infringements (whistleblowing).

The Code of Ethics has been published on the Recordati Group's website, in order to ensure that it is widely distributed and accessible and can be consulted at the following link: https://recordati.com/compliance-programmes.

Periodically, Recordati organizes training programs for the employees of the Group, new recruits, and external persons who, although not employees of the Recordati Group, perform activities on an ongoing basis in the name and on behalf of the Recordati Group.

Organizational Model pursuant to Italian Legislative Decree 231/2001

All the Italian companies of the Recordati Group (Recordati S.p.A., Innova Pharma S.p.A., Recordati Rare Diseases Italy S.r.l., Italchimici S.p.A., Natural Point S.r.l.) adopted their own Organization, Management and Control Model as envisaged under Italian Legislative Decree 231/2001 on the administrative liability of organizations. More specifically, Recordati, the Group Parent, adopted its Model in 2003, with constant updating both as regards the General part containing the core items of the Model and the special part of operational management protocols.

In accordance with Confindustria guidelines, the organizational models of the Italian companies of the Recordati Group are dynamic, effective mechanisms as a result of constant monitoring and updating by the ODVs (231 Compliance Bodies). The organizational models call for specific, confidential channels for the reporting of violations or other anomalies by employees and periodic personnel training on the content of Italian Legislative Decree no. 231/2001 and of the Organizational Model. The ODV (231 Compliance Bodies), which have been appointed within the Group's Italian companies, are boards composed of the Internal Audit Director and outside experts. Each ODV (231 Compliance Body) has its own internal regulations and operate in accordance with a specific program. The ODV (231 Compliance Bodies) also periodically report to the Board of Directors and the Board of Statutory Auditors.

In particular, the ODV (231 Compliance Body) of Recordati S.p.A. lastly appointed by the Board of Directors on 22nd April 2024, is composed of the external members, Mr Iole Anna Savini, lawyer, Chair, and Mr Sandro Piazza, and the internal member Mr Giovanni Minora, Group Audit Director. The term of office of the current ODV (231 Compliance Body) will expire with the approval of the 2026 financial statements

Similarly, on 14th March 2018 Spanish subsidiary Casen Recordati adopted a Management and Control Organizational Model in compliance with Ley Organica 2015/1 of 30th March 2015 which introduced in the Spanish criminal code some relevant changes concerning the criminal liability of legal persons. This law, in relation to the conditions for the exemption from administrative liability for legal persons, borrowed the legislative structure envisaged in Italy by Italian Legislative Decree no. 231/01. The model adopted by the Spanish subsidiary therefore has a similar approach to the 231 Models adopted by the Italian companies of the Group. Also, in the Spanish subsidiary, a collective ODV (231 Compliance Body) has been appointed and is operative, as required by best practices. The ODV (231 Compliance Body) of the Spanish subsidiary met periodically during 2025.

The Organization, Management and Control Models adopted by the Group's Italian companies, pursuant to Italian Legislative Decree no. 231/2001, are constantly monitored by the ODVs (231 Compliance Bodies) in charge.

The Models are subject to constant updating both for the introduction of new criminal offences or updating of the

regulations of interest and for organizational changes or internal processes. The updates concern the General part of the Model, with adjustments to risk mapping, the disciplinary system and other general elements and the Special part of the Model, made up of control and behavioral protocols.

The Models consist of a general part and a specific part, arranged into different sections. The general part includes, inter alia, the Code of Ethics, the Disciplinary System and the By-Laws of the ODV (231 Compliance Body). The specific part includes, inter alia, a 'map' of the areas where the risk of offences is more marked and a significant number of 'protocols'' through which measures are put in place to prevent offences being committed in the areas identified in the map.

A presentation of the Model adopted by the Company is available on the Company's website at https://recordati.com/compliance-programmes.

During 2025, as part of the special section of the Model, certain 231 Protocols were updated in order to bring them into line with the new regulatory provisions/new predicate offences introduced in the 231 catalogue. Furthermore, as was the case for the parent company Recordati S.p.A. in 2024, the general section of the Model for all Italian companies was also updated, approved by the respective Board of Directors on 15th September 2025.

The Recordati Group's Anti-Bribery Model

Because of its international reach, the Recordati Group is present in a diverse range of social, cultural, economic and political contexts and is responsible for acting in accordance with applicable laws based on an awareness that any act of corruption would compromise the integrity of the business would jeopardize the organization and would expose the company to legal and financial risks and risks to the company image.

The Group is firmly committed to conducting business transparently, honestly and ethically in every nation in which it operates, and it rejects all forms of corruption, aware of the potential risks deriving from numerous relations with government that are typical of the industry in which the Group operates.

To that end, since 2009, the Group has been conducting an assessment of the status of internal mechanisms in accordance with the main international and supranational anti-bribery laws and regulations in the countries in which it has branches.

The Group's anti-bribery program involves the employees of both the Parent Company and of the various branches and is made up of four stages:

1. Assessment of local and supranational legislation
2. Assessment of the local systems, procedures and models to protect against corruption
3. Analysis of inherent risks and of existing mechanisms for identifying residual risks
4. Definition and release of the Group's Anti-Bribery Model.

Based on the documentation and information gathered over the years through regular review of the Anti-Bribery Model, areas of the organization potentially exposed to a risk of corruption were identified, and the principles of conduct to avoid corruption have been defined for these areas. Based on this analysis, an Anti-Bribery Manual for the Group has been implemented.

The Manual today contains 16 business areas potentially exposed to the risk of corruption and, for each of them, specific principles of conduct have been formulated to avoid cases of corruption.

The 16 areas most exposed to corruption risk are the following: Research and Development; Production; Relations with doctors and healthcare organizations; regulatory activities; transactions with government; consulting; medicine samples; courses and conferences; marketing material; contributions and donations; financial transactions; Human Resources, relations with politicians and political organizations, purchasing management, relations with public administrations and management of agency costs.

Training for Recordati group new recruits continued during 2025 on anti-bribery matters. All members of the Board of Directors of Recordati S.p.A. received communication on the policies and procedures adopted through periodic reporting by the Group Audit Director.

Other models of control and adoption of national codes of ethics

The systemic approach of the Organization, Management and Control Model defined under Italian Legislative Decree no. 231/2001 may also be found in other models in other areas of the company, such as within the scope of health and safety in the workplace, environmental management, and data protection.

Regarding data management and privacy, as from the entry into force of the General Data Protection Regulation (No. 2016/679, hereinafter '**GDPR**'), the Recordati Group has implemented a policy applicable to all European subsidiaries, which incorporates the principles of the GDPR and establishes the Group's personal data management framework. In 2024, the Group issued a Privacy and Data Protection Policy that extends the underlying principles, fundamental rules and responsibilities for the proper handling of privacy and personal data protection to all Group companies, aligning with international standards and best practices. From an organizational perspective, the Policy defines the roles and responsibilities within the Group's privacy governance model. This includes the appointment of a Group Data Protection Officer (DPO), local DPOs where required, a Privacy Manager, and various Key Privacy Persons identified in a dedicated annex, operating in the most relevant affiliates and/or at regional level. During 2025, the Privacy department, within Group Legal, Compliance and Risk Management Department, was further strengthened to provide enhanced support to business operations, with the addition of two privacy specialists.

The Recordati Group also adheres to the codes of self-regulation issued by industry associations that oversee activities related to detailing activities. A large portion of the Group's branches has adopted the codes of ethics defined by their local pharmaceutical associations. These codes of conduct are based on the European Federation of Pharmaceutical Industries and Associations (EFPIA) code, which establishes the ethical standards for European pharmaceutical firms for the management of detailing activities and relations with the medical community.

Within the scope of involvement with the industry associations and adoption of their codes of ethics, the branches are taking specific action aimed at maximizing transparency in their management of relations with the medical and scientific community. This includes the disclosure activities (and publication of the 'Transfers of Value' for healthcare organizations and operators) and the certification of detailing procedures. This disclosure is provided by many of the Group's companies, in compliance with

legal rules (such as those that apply in France, Portugal and the USA) and with ethical standards (in addition to Italy, Spain, Germany and others).

9.5 EXTERNAL AUDITOR

EY S.p.A. is the firm of external auditors appointed to audit the Company for 2025. The appointment was formally made by a Shareholders' Meeting on 29th April 2020 for the financial years 2020-2028, as proposed by the Board of Statutory Auditors.

For further information on the engagement conferred by the Shareholders' Meeting to EY S.p.A., please refer to the Shareholders' Meeting documentation available on Recordati's website in relation to the Shareholders' Meeting of 29th April 2020.

Moreover, following the entry into force of Italian Legislative Decree no. 125 of 6th September 2024 by which the CSRD was transposed into Italian law and the conditions to avail itself of the option provided for in article 18 of the aforementioned decree having been met, E.Y S.p.A. was also entrusted with the issue of the certificate of conformity on sustainability reporting following a Board of Directors' resolution, upon a proposal from the Board of Statutory Auditors, until the end of the current mandate.

9.6 THE FINANCIAL REPORTING OFFICER AND OTHER COMPANY ROLES AND FUNCTIONS

In the 2025 financial year, Mr. Niccolò Giovannini, Senior Vice President Group Finance, has been holding the role of Financial Reporting Officer for accounting and corporate reports under article 154-bis of the TUF and article 25 of the Articles of Association.

At the time of the appointment (i.e. 8th November 2024), it was confirmed that he satisfied the requirements of integrity and professionalism laid down in the applicable legislation and in the Company's Articles of Association, which stipulate, in article 25, that the Financial Reporting Officer must not only satisfy the requirements of integrity laid down by law for those performing administrative and managerial duties but also the requirements of professionalism characterized by specific competence in administrative and accounting matters. This competence, to be verified by the Board of Directors, must be acquired through working experience in a position of adequate responsibility over a suitable period of time.

The Financial Reporting Officer responsible for drawing up accounting and corporate documents has been informed of the tasks and powers for the exercise of the task also with reference to the provisions of the operational Guidelines for the Financial Reporting Officer, approved by the Board of Directors, most recently, on 8th November 2024 in order to also incorporate the tasks concerning sustainability reporting following the implementation of the CSRD in Italy as well as a general updating following the organizational changes that occurred in the meantime.

In particular, the Financial Reporting Officer is responsible for:

a) The definition of the administrative and accounting procedures necessary for the preparation of corporate accounting documents and any other communication of a financial nature as well as their adequacy and effective application.
b) The correspondence of the corporate accounting documents with the results in the accounting books and records and their suitability to provide a true and fair view of the asset, economic and financial position of Recordati and of the Group.
c) The completeness of the contents and, in general, compliance with the rules applicable to financial statement documentation.

In addition, the Financial Reporting Officer is also required to certify, jointly with the delegated management bodies and in accordance with the appropriate scheme approved by Consob, that the sustainability reporting included in the management report has been prepared in accordance with the reporting standards applied pursuant to Directive 2013/34/EU and the Italian Legislative Decree adopted in implementation of article 13 of Italian Law no. 15/2024 and with the specifications adopted pursuant to article 8(4) of Regulation (EU) 2020/852[18].

The Board of Directors or, in any case, the Chief Executive Officer, shall provide the Financial Reporting Officer with economic, technical and human resources and IT tools that allow him/her – with specific reference to Recordati and the entire Group – to set up a team dedicated to the preparation, updating and practical implementation of administrative and accounting procedures for the formation of corporate accounting records, as well as to the preparation of what is necessary to make the sustainability reporting attestation. In this regard, as necessary, the Financial Reporting Officer may make a reasoned request to the Chief Executive Officer, including, where deemed appropriate, a request for the extension of his/her team, through the use of resources from other functions, for specified periods of time.
The Financial Reporting Officer is granted extensive autonomy in organizing his/her team, with the use of internally available resources.

The Financing Reporting Officer has free access to any information, which is relevant or necessary, both with reference to the Company and with reference to the Group companies, he/her can liaise and exchange information with all the management and control bodies of the Company and of the group companies, including the Risk, Control and CSR Committee, the Board of Statutory Auditors and the Audit Firm.

The Financial Reporting Officer is invited to attend all Board of Directors meetings concerning the approval of any additional periodic financial information voluntarily published by Recordati, the half-yearly report, the annual financial statements and the consolidated financial statements, or other relevant data for the attestations that he/she required to issue, including that on the reporting on sustainability matters, as well as whenever deemed appropriate by the Chairman of the Board of Directors/Chief Executive Officer in view of the inclusion on the Board of Directors' agenda of matters that may affect the accounting disclosure of the Company or of the Group.

9.7 CO-ORDINATION BETWEEN THOSE INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Company has specified the roles and responsibilities of those involved in the internal control and risk management system in detail in this document and also the procedures for co-ordination between the parties involved.

In this respect, the Company encourages meetings between the different roles involved in order to exchange information and to co-ordinate. As already reported, the entire Board of Statutory Auditors in particular is constantly invited to participate in the proceedings of the Risk, Control and CSR Committee and also the Director in charge of the internal control and risk management system, the Group Audit Director, the Group Chief

18 Unless the attestation is made by a manager other than the Financial Reporting Officer with specific competence in sustainability reporting and appointed in accordance with the modalities and in compliance with the professional requirements laid down by the Articles of Association.

Legal Officer (to whom the Legal, Corporate Affairs, Compliance and Risk Management report) the Vice President Corporate Law and Secretary of the Board of Directors, the Group Risk Director, the Group Compliance & Ethics Officer, the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/01, the Group CFO and the Financial Reporting Officer as well as senior representatives of the external audit firm have participated in meetings on invitation of the Chair of the Committee and depending on the items on the agenda.

Interactions between the main stakeholders involved in the IC&RM System ensure the effectiveness and efficiency of the system by fostering collaboration and maximizing synergies. They consist of:

- Periodic information flows for the purpose of communicating the status and results of the activities carried out
- Ad hoc meetings to manage specific situations or events, which may require timely monitoring and response.

Information flows shall ensure the transparency of processes and systems designed and developed by the management. Enterprise Risk Management requires an ongoing process of obtaining and sharing the necessary information from internal and external resources, flowing up, down and through the organization.

Information flows refer to information flows (I) from top to bottom (with the aim of maintaining an adequate risk appetite of the organization and setting standards) and (ii) from bottom to top (alerting management to apply relevant investigative controls and procedures to avoid or minimize operational, reputational and financial losses).

The main information flows are identified and regulated in the Internal Control and Risk Management System Guidelines and the Group Enterprise Risk Management Policy in force from time to time.

The Board of Statutory Auditors of the Company and the ODV (231 Compliance Body) pursuant to Italian Legislative Decree no. 231/01 have organized and held joint meetings during the year for the same purposes of co-ordination on matters of common interest.

Finally, the Board of Statutory Auditors meets periodically with the Financial Reporting Officer, the external auditors and the various corporate functions involved in the processes and procedures that must be subject to specific audit by the Board of Statutory Auditors, including those relating to the internal control and risk management system.

9.8 REGULATIONS FOR CONTROLLED FOREIGN COMPANIES LOCATED IN NON-EU COUNTRIES

In relation to the provisions of articles 15 and 18 of the Markets Regulations concerning the conditions for the listing of the parent companies of companies formed and regulated under the laws of countries that do not belong to the EU and which are of significant importance for the purposes of consolidated financial statements, as at 31st December 2025 the regulatory provisions of article 15 of the Markets Regulations have applied to the Turkish subsidiary Recordati Ilaç Sanayi Ve Ticaret Anonim irketi, to the American subsidiary Recordati Rare Diseases Inc, to the Russian subsidiary Rusfic Llc, the Swiss subsidiary Recordati AG and the UK subsidiary Recordati UK limited.

With reference to those companies, the Company:

- Publicly discloses its financial statements used for preparing consolidated financial statements
- Ensures that they regularly deliver information to the external auditor of the Parent Company needed to audit the annual and interim accounts of the Parent Company itself.

Finally, the Company possesses continuous knowledge of the composition of the corporate bodies of the controlled companies with information on the company officers and on the corporate by-laws of the companies.

10. DIRECTORS' INTERESTS AND RELATED-PARTIES TRANSACTIONS

As reiterated also in the Regulation of the Board of Directors, Directors who have an interest, even potential or indirect, with reference to the subject matter of a resolution of the Board of Directors shall promptly and fully inform the Board of Directors.

Without prejudice to the general rules on conflicts of interest and more specifically on related-party transactions, the Board - subject to the prior favorable opinion of the Risk, Control and CSR Committee – already in 2021, and lastly updated in 2025, approved an **ad hoc procedure aimed at regulating possible conflicts of interest of Directors in relation to M&A/ Licensing-in transactions** (the 'Policy on Conflicts of Interest and Disclosure in relation to M&A/Licensing-in Transactions'). Such transactions have been deemed worthy of specific regulation, taking into account that M&A activity has historically been an integral part of the Group's business and that the experience in the Pharma sector, which is preferred in order to enrich the Board's expertise, could give rise to conflict of interest issues.

Under this policy, directors receive certain preliminary information, prior to the details of a possible transaction being shared with them, so that they can promptly disclose to the Chief Executive Officer any interest that may constitute a conflict of interest or a potential conflict of interest. This duty remains in place even if such conflicts of interest arise after more detailed information on the M&A/licensing-in transaction has been received. The Chief Executive Officer shall determine, in consultation with the Executive VP Group Development, Licensing & Innovation Director, whether such a conflict exists and at the same time the Group Chief Legal Officer and the Vice President Corporate Law and Secretary of the Board of Directors will be informed. The director who has a conflict of interest will not receive any further information on the transaction and will not participate in the meetings of the Risk, Control and CSR Committee (called to analyze risks), if it is a member, or of the Board, in relation to the part of the meeting's discussion examining the transaction. The Company has also reserved the right to exercise its discretion in reviewing any situation that is not specifically defined as a conflict of interest under this policy, but which falls within its spirit, in accordance with the procedures set out in this policy. The Risk, Control and CSR Committee is responsible for overseeing this Policy. The Chief Executive Officer periodically reports – or promptly when circumstances render it appropriate – to the Risk, Control and CSR Committee and to the Board of Directors on the matters dealt with in the Policy.

With respect to related-party transactions, subject to the prior favorable opinion of the Risk, Control and CSR Committee identified as the Committee Responsible pursuant to article 4 paragraph 3, of Consob Regulation no. 17221 of 12th March 2010, in a meeting held on 24th November 2010, the Board adopted 'Regulations for related-party transactions' in accordance

with article 2391-bis of the Italian Civil Code and with the aforementioned Regulations.

The Procedure for Related-Party Transactions ('**RPT Procedure**') defines the guidelines and the criteria for the identification of related-party transactions and gives details of the roles, responsibilities and operating procedures designed to ensure adequate reporting transparency and the relative proper conduct in form and substance for those transactions. The Company has also issued internal rules in order to ensure that the Regulations are fully implemented.

The RPT Procedure, which has been in force since 1st January 2011, has been periodically reviewed and updated by the Board and, most recently, in July 2024. Its amendments, in the absence of regulatory intervention in the last three years, have mainly concerned finetuning activities or improvements in wording, or updates resulting from corporate organizational changes.

Furthermore, it should be noted that, on the basis of these Regulations:

- The Risk, Control and CSR Committee was identified as the committee responsible for issuing a reasoned opinion on both transactions of major importance and transactions of minor importance, except for related-party transactions concerning remuneration, for which the committee responsible would be the Remuneration and Nominations Committee ('**Competent Committee**' or '**RPT Committee**').
- The reference is to the definition of related parties in force at the time of the start of negotiations on the transaction (as specified by Consob).
- At the date of this Report, Key Manager Personnel are those persons who have power over and responsibility, either directly or indirectly, for the planning, management and control of the activities of the Company, including the Directors (executive and non-executive) of the Company itself identified as two managers of the Company by the Board of Directors, and proposed by the Chief Executive of the Company, in addition to the two executive directors who sit on the Board of Directors (i.e. the CEO and the Group CFO).
- Transactions of Major Importance are defined as those related-party transactions for which at least one of the relevance indicators contained in the aforementioned Attachment No. 3 of the Consob Related-Party Regulations and which are applicable according to the characteristics of each related-party transaction (i.e. value of the transaction in relation to shareholders' equity or, if greater, to capitalization; total assets of the entity involved in the transaction compared to the total assets of the Company; total liabilities of the entity acquired compared to the total assets of the Company) exceeds 5%.
- Transactions of Minor Importance are defined as those related-party transactions which are not transactions of Major Importance and not transactions of negligible amounts i.e., transactions for an individual amount of less than € 150,000 if the related party is an individual, or not exceeding € 300,000 if the related party is a person other than an individual.

The procedure does not apply to:

- Transactions of Negligible Amounts unless the overall value of more than one Transaction of Negligible Amounts, to be performed as part of a single plan, exceeds the amounts indicated above, depending on the nature of the related party.
- Intercompany Transactions provided that no Significant Interests of other related parties of the Company exist in the subsidiaries of Recordati or in associate companies of Recordati which counterparties to the transaction are. It is considered that the existence of 'Significant Interests' of other related parties could be determined by:
  - The existence of a significant amount receivable by the Chief Executive Officer of the Parent from a subsidiary.
  - One or more directors or other key manager personnel shared between companies who benefit from share-based incentive schemes (or in any case variable remuneration) dependent on the results of subsidiaries or associate companies with which the transaction is performed.
  - An interest held in a subsidiary or associate company (even indirectly) by the party that controls the parent.
- Shareholders' resolutions pursuant to article 2389, first paragraph, of the Italian Civil Code, concerning the remuneration due to members of the Board of Directors and resolutions concerning the remuneration of Directors appointed to special positions which forms part of the total amount determined in advance by shareholders in accordance with article 2389, third paragraph, of the Italian Civil Code.
- Shareholders' resolutions pursuant to article 2402 of the Italian Civil Code, concerning the remuneration due to members of the Board of Statutory Auditors.
- Remuneration schemes based on financial instruments approved by shareholders in accordance with article 114-bis of the TUF and the relative transactions to implement them.
- Decisions (other than those referred to under the preceding point concerning the remuneration of Directors, Directors appointed to special positions and other key manager personnel, when (i) the Company has adopted a remuneration policy approved by the shareholders' meeting (the formulation of which involved a committee formed exclusively of non-executive directors, the majority of which are independent) and (ii) remuneration actually assigned is compliant with that policy and quantified on the basis of criteria that do not involve discretionary assessments. It is understood that, where resolutions on remuneration are subject to the procedure because they do not fall within the exemptions set out in this point, as well as in the three previous points, the first case described above may still apply for transactions for small amounts.
- Transactions which fall within the ordinary performance of Operating Activities and the related financial activities concluded under conditions equivalent to market conditions or standards (i.e. conditions similar to those normally practiced with non-related parties for transactions of an analogous nature, magnitude and risk or based on regulated tariffs or on compulsory prices or those practiced for parties with which the Company is obliged by law to negotiate at a determined consideration). The 'ordinary performance' is identified by considering the contents, recurrence, function or purpose and timing of the transaction and also the nature of the counterparty, even if it is a related-party. Operating Activities are defined as the main revenue generating activities and all other normal activities of the Company that are not classifiable as investment or financial activities pursuant to International Financial Reporting standard seven adopted by EC Regulation No. 1126 of 2008, as subsequently amended from time to time. Should the exemption contained in this point apply, the Company is nevertheless required, without prejudice to Article 17 of Regulation (EU) No 596/2014 (the Market Abuse Regulation), to comply with the provisions of article 13, paragraph 3, letter c), points i) and ii) of the Consob Related-Party Regulation. More specifically, if the transactions mentioned in this item g) are of greater importance pursuant to the subsequent sub-section 03.03, the Company shall notify Consob and the Competent Committee, within seven days from the approval of the transaction, of the counterparty,

the subject and the consideration for the transaction and the reasons why the transaction is considered ordinary and concluded under conditions equivalent to market or standard conditions, providing objective evidence of the same. The Competent Committee verifies without delay, and in any case within seven business days from the communication, the correct application of the aforementioned exemption.

- Transactions approved by the Company and addressed to all shareholders on equal terms, including: full or partial demerger transactions in the strict sense with proportional share allocation criteria (ii) share capital increases with option rights reserved to shareholders and to any holders of financial instruments (therefore issuances which are performed without excluding their option rights) including to service convertible bonds, and capital increases on a gratuitous basis provided for by article 2442 of the Italian Civil Code; (iii) share capital reductions through reimbursement to shareholders provided for by article 2445 of the Italian Civil Code and (iv) purchases of treasury shares pursuant to article 132 of the TUF.
- Transactions to be performed on the basis of instructions for the purpose of stability issued by the supervisory authority, without prejudice to disclosure obligations under Consob Regulations.

The full text of the RPT Procedure is available on the company's website https://recordati.com/other-corporate-documents.

As already mentioned in this Report, the RPT Committee is identified as the Risk, Control and CSR Committee, except for related party transactions concerning remuneration, for which this committee is identified as the Remuneration and Nominations Committee. It should be noted that both Committees are composed of Independent Directors only. Please refer to the table on the structure of Board committees in Section 6 of this Report for further information on their composition and note that there were no changes during the current financial year.

The meetings of the Risk, Control and CSR Committee and the Remuneration and Nominations Committee, acting as RPT Committee, are coordinated by the Chair of the relevant committee and minutes are regularly taken. In view of the fact that the RPT Committee does not constitute an autonomous committee, but that its functions and work are included into those of the two above-mentioned Board Committees, it is not possible to provide independent data on the average duration of meetings as an RPT Committee during the Financial Year.
Reporting on the activities of the two committees, including those acting as RPT Committees, is provided to the first Board of Directors by the chair of the competent committee.

In the financial year 2025, the Remuneration and Nominations Committee was called upon to express itself as an RPT Committee on 5th and 17th September 2025, being it recalled that, when the Remuneration and Nominations Committee examines issues relating to the remuneration of the CEO and, as far as the Key Management Personnel are concerned, it also acts as a safeguard with respect to the Procedure applicable to related parties transactions.

11. BOARD OF STATUTORY AUDITORS

11.1 APPOINTMENT AND REPLACEMENT

The appointment of Statutory Auditors is governed by article 26 of the By-Laws, which is given below:

'Article 26) The Shareholders' Meeting shall appoint the Board of Statutory Auditors, comprising three statutory auditors and two alternate auditors, who may be re-elected, and shall determine their remuneration. Their powers, duties and term of office shall be as established by law. Auditors shall satisfy the requirements laid down in current laws and regulations. As regards requirements of professionalism, the matters and sectors of activity strictly connected with that of the company are the research, production and sale of chemical and pharmaceutical products. The minority shareholders shall elect one Statutory Auditor and one Alternate Auditor.
Unless otherwise provided for in laws or regulations, the Board of Statutory Auditors shall be appointed according to the procedures set out in the following paragraphs on the basis of slates submitted by Shareholders in which candidates are listed by means of a progressive number and in compliance with the existing legislation in force concerning gender balance.
The slate must specify whether each candidate is nominated for the position of Statutory Auditor or for the position of Alternate Auditor.
Only Shareholders individually or jointly possessing a total number of shares with voting rights representing at least 2.5% of capital stock 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 slates.
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 slate or voting for different slates, even through a third party or trust company. Each candidate may only run on one slate on penalty of disqualification. Endorsements of slates and votes cast in violation of this prohibition shall not be attributed to any slate.
The slates submitted shall be deposited at the Company's head offices at least twenty-five 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 must be deposited together with each slate, within the time limit already mentioned:

a) information on the identity of the shareholders who have submitted the slates, indicating the total percentage of capital stock held.
b) a declaration by shareholders other than those who hold, singly or jointly, a controlling interest or relative majority, attesting to the absence of any forms of association with such shareholders, as provided for by the regulations in force.
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.

Slates containing a total number of candidates equal to or greater than three must be composed of candidates belonging to both genders, so that a percentage of candidates to the position of Statutory Auditor and candidates to the position of Alternate Auditor are equal to that required by the legislation in force at the time concerning gender balance for the composition of the Board of Statutory Auditors belongs to the less represented gender in a given slate.
Slates not satisfying the requirements specified above shall be considered as not having been submitted.
Statutory Auditors shall be elected as follows:

1. from the slate which obtained the highest number of votes at the Shareholders' Meeting, two Statutory Auditors and one Alternate Auditor shall be elected, based on the progressive

order with which they are listed in the sections of the slate.

2. *from the second slate which obtained the highest number of votes at the Shareholders' Meeting and which, in accordance with regulations in force, has no connection, not even indirectly, with those who submitted and voted for the slate which obtained the highest number of votes, one Statutory Auditor, who shall chair the Board of Statutory Auditors, and one Alternate Auditor shall be elected, based on the progressive order with which they are listed in the slate.*

In the event of a tie between slates for the appointment of the Auditors indicated in point 2 of the foregoing paragraph, the slate submitted by shareholders owning the largest shareholding or, alternatively, the slate submitted by the largest number of shareholders shall prevail.

If by following the above procedures, the composition of the full members of the Board of Statutory Auditors in compliance with the legislation in force at the time concerning gender balance is not ensured, the necessary replacements shall be made from the candidates to the position of full Statutory Auditor on the slate that obtained the majority of votes on the basis of the order of the names on the slate.

Should a single slate or no slate be submitted, all candidates for that position named on the aforesaid slate or those voted by a Shareholders' Meeting (as long as they receive a relative majority of the votes cast in the Shareholders' Meeting) shall be elected as Statutory and Alternate Auditors and provided the existing legislation in force on gender balance is complied with.

Should they no longer satisfy the requirements laid down by law and in the by-laws, the auditor shall leave office.

Should it become necessary to replace a Statutory Auditor, the Alternate Auditor belonging to the same slate as the outgoing auditor shall take the latter's place or, failing this, should the minority auditor leave office, he shall be replaced by the next candidate on the slate from which the outgoing auditor was elected, or, alternatively, by the first candidate on the minority slate that obtained the second highest number of votes.

It is understood that the Board of Statutory Auditors shall continue to be chaired by the minority auditor and the composition of the Board of Statutory Auditors must comply with the existing legislation in force on gender balance.

The procedure outlined below shall be followed when the Shareholders' Meeting is required to appoint Statutory and/or Alternate Auditors to complete the board: if it is necessary to replace auditors elected on the basis of the majority slate, the replacements shall be appointed by relative majority vote without slate voting; if, however, it is necessary to replace auditors elected on the basis of the minority slate, the Shareholders' Meeting shall replace them by a relative majority vote by choosing them from the candidates on the slate from which the outgoing auditor was elected or on the slate that obtained 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 slates. 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.

The replacement procedures set forth in the above paragraphs must in any event ensure compliance with the legislation in force at the time concerning gender balance.

Members of the Board of Statutory Auditors may participate in meetings remotely by means of audio-visual connection, video conferencing or telephone link-up systems.

In the above case:

- *the following must always be established:*
  - *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 send any documentation and to participate simultaneously in the 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 Chair and Secretary are located.*

The statutory audit of the Company's accounts shall be performed by the Audit Firm on the basis of applicable regulations'.

It is underlined, in particular, that the right to submit slates is held by shareholders who, individually or together with other shareholders submitting slates, hold voting shares representing at least 2.5% of the voting capital in the ordinary Shareholders' Meeting, or representing any lower percentage established by mandatory laws or regulations. It should be noted that In accordance with articles 144-quater and 144-septies of Consob Issuers' Regulations, according to the Consob resolution no. 123155 of 27th January 2026, the minimum percentage of the share capital required to present slates of candidates to the Board of Statutory Auditors of the Company is currently 1%.

The minority slates shall elect one Statutory Auditor and one Alternate Auditor. As regards the appointment mechanism adopted for choosing the candidates on the various slates submitted, we note that, again according to the above transcribed article 26 of the By-Laws, two Statutory auditors and one Alternate auditor are elected from the slate which obtained the highest number of votes in the Shareholders' Meeting, based on the progressive order by which they are listed in the sections of the slate; from the second slate which obtained the highest number of votes after the first slate and which has no connection, not even indirectly, with the shareholders who submitted or voted for the slate which obtained the highest number of votes, one Statutory Auditor, who will chair the Board of Statutory Auditors, and one Alternate Auditor are elected, based on the progressive order by which they are listed in the slate.

With regard to the **rules on gender balance in corporate bodies**, articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of the TUF, provide for a quota reserved for the least represented gender equal to 'at least two-fifths' (compared to previous one 'at least one-third') of the members and established that this allocation criterion applies for 'six consecutive terms of office'.[19] In this respect, Consob, by means of Communication no. 1/20, has provided clarifications on the interpretation of the application, to corporate bodies composed of three members, of the rules on gender quotas, introduced by the aforementioned provisions of the TUF and which have already been applied

19 *As amended by Law No. 160 of 27th December 2019 (2020 Budget Law). Pursuant to the 2020 Budget Law, the allocation criterion of "at least two-fifths" applies "starting from the first renewal of the management and control bodies of listed companies on regulated markets following the date of entry into force of this law," which took place on 1st January 2020*

since the renewal of the Board of Statutory Auditors at the 2020 shareholders' meetings: since in the case of boards composed of three members, the two-fifths reserve is inapplicable due to arithmetical impossibility, Consob has clarified that for corporate bodies composed of three members only the rule of rounding down rather than upwards applies, as currently provided for in article 144-undecies.1, paragraph 3, of the Consob Issuers' Regulations.
It should be noted that the Company By-Laws, as from 2012, provide that the Board of Directors shall be appointed in compliance with the existing legislation in force on gender balance (and in any case on the basis of slates of candidates presented by shareholders).
Again with respect to gender balance in the bodies of listed companies, the Company also acknowledged the recommendations concerning diversity, including as regards gender, in the composition of the corporate bodies introduced first in the Corporate Governance Code for Listed Companies approved in July 2018 by the Corporate Governance Committee and then confirmed by the CG Code, which indicates that at least one third of the board of directors and control body is made up of members of the least represented gender, despite not having put in place, even taking into account the above recommendations, specific policies on diversity in relation to the composition of the control bodies with regard to aspects such as age, gender composition, disabilities or educational and professional background.

Finally, we report that article 19, paragraph 3 of Italian Legislative Decree no. 39/2010, as amended by Italian Legislative Decree no. 135/2016, requires that members of the committee for internal control and the accounting audit – which for 'public interest entities' is the Board of Statutory Auditors – are competent as a whole and also in the sector in which the company operates. The business activities closely related to the Company's activities consist of research, production and trade in chemical and pharmaceutical products.

11.2 COMPOSITION AND FUNCTIONING (pursuant to article 123-bis, paragraph 2, letter d) and d-bis) of the TUF)

The composition of the Board of Statutory Auditors in office on the closing date of the Financial Year is shown below. The Board was appointed by the Ordinary Shareholders' Meeting of 21st April 2023 and its term of office will expire at the Shareholders' Meeting called to approve the financial statements for the year ended on 31st December 2025.

At the Ordinary Shareholders' Meeting of 21st April 2023, two slates for the position of statutory auditor were presented: one by the shareholder Rossini S.àr.l., holder of 108,368,721 ordinary shares equal to 51.82% of the Recordati S.p.A. share capital, and another, following the shareholding required in order to present a minority slate being cut in half, presented by other shareholders – SGR and institutional investors, - which collectively hold 1,080,879 shares equal to 0.51686% of share capital.

In detail:

The first slate, presented by Rossini S.àr.l., named the following individuals to be members of the Board of Statutory Auditors:

Statutory Auditors
Ms Livia Amidani Aliberti
Mr Ezio Simonelli
Mr Emiliano Nitti

Alternate Auditors
Ms Silvia Mina
Mr Luca Giuseppe Piovano

The second slate presented by the other shareholders – management companies and institutional investors – named the following individuals to be members of the Board of Statutory Auditors:

Statutory Auditors
Mr Antonio Santi

Alternate Auditors
Mr Andrea Balelli

The following individuals were elected:

Mr Antonio Santi	Statutory Auditor and Chair
Ms Livia Amidani Aliberti	Statutory Auditor
Mr Ezio Simonelli	Statutory Auditor
Ms Silvia Mina	Alternate Auditor
Mr Andrea Balelli	Alternate Auditor

The voting capital represented 85.153% of the Issuer's share capital with voting rights. In favour of list no. 1, 118,517,527 shares (56.673% of the share capital with voting rights). In favour of list no. 2, 59,064,313 shares (28.244% of the share capital with voting rights).

Curricula vitae providing information on the personal and professional characteristics of each candidate were attached to the slates presented by Rossini S.à.r.l. and by management companies and institutional investors, accompanied by a list of the management and supervisory positions occupied in other companies and which are significant in accordance with the law and also by declarations made by each candidate that they accept their candidature and that there are no grounds for ineligibility or incompatibility and that they satisfy the requirements prescribed by law and in the By-Laws for the office of Statutory Auditor. The above documentation may be consulted on the website https://recordati.com (in the section Investor Relations, Shareholder Information, Shareholders' Meeting of 21st April 2023).
It is reported that, on 4th August 2025, the Statutory Auditor Livia Amidani Aliberti resigned[20] for personal reasons and, effective from the same date, pursuant to the law and the Bylaws, Ms. Silvia Mina, the current female-gender Alternate Statutory Auditor drawn from the same slate mentioned above, took over the position of Standing Statutory Auditor as of today and until the next Shareholders Meeting.

Moreover, it should be underlined that the personal and professional features of each auditor range from economic and financial, to legal and corporate governance subjects and are detailed in Appendix Annex 1 of this Report.

20 Please refer to specific press release issued by the Company on 4th August 2025.

Table of the composition and structure of the Board of Statutory Auditors

BOARD OF STATUTORY AUDITORS CURRENTLY IN OFFICE AS AT 31ST DECEMBER 2025

Office	Members (surname and name)	Year of birth	Date of first appointment	In office since	In office until	Slate (M/m)	Indep. under the Code	Indep. under the TUF	Attendance at the Statutory Auditors' meetings	Number of other offices
			*			**			***	****
Chair	*SANTI Antonio*	1977	11.4.2017	21.4.2023	Approval of the 2025 financial statements	m	X	X	16/16	10
Statutory Auditor	*MINA Silvia*	1988	21.4.2023	04.8.2025(1)	Approval of the 2025 financial statements	M	X	X	5/5	4
Alternate Auditor	*SIMONELLI Ezio*	1958	29.4.2020	21.4.2023	Approval of the 2025 financial statements	M	X	X	14/16	23
Statutory Auditor	*BALELLI Andrea*	1975	11.4.2017	21.4.2023	Approval of the 2025 financial statements	m	X	X	N/A	17
STATUTORY AUDITORS CEASED DURING THE FINANCIAL YEAR										
Statutory Auditor	*AMIDANI ALIBERTI Livia*	1961	17.4.2014	21.4.2023	04.08.2025	M	X	X	9/11	-

* *The date of first appointment of each auditor refers to the date on which the auditor was appointed for the first time (ever) to the issuer's board of auditors.*
** *M/m is indicated in this column depending on whether the member was elected from the slate voted by the majority (M) or by a minority (m).*
*** *This column shows the attendance of Statutory Auditors at meetings of the Board of Statutory Auditors (no. of attendances / no. of meetings held during the actual period of office of the person concerned during the financial year in question).*
**** *This column shows the number of positions as director or auditor held by the person concerned pursuant to article 148-bis of the TUF and the relevant implementing provisions contained in the Consob Issuers' Regulations as at 31st December 2025.*
The full list of the offices is published by Consob on its website pursuant to article 144-quinquiesdecies of the Consob Issuers' Regulations. In addition, please refer to Annex 1 of this document for the curricula of the Statutory Auditors.
(1) Ms. Silvia Mina was appointed as Alternate Auditor for the first time by the Shareholders' Meeting on 21st April 2023. On 4th August 2025, she assumed the role of Standing Auditor following the resignation of Standing Auditor Livia Amidani Aliberti.

INDICATE THE QUORUM REQUIRED FOR THE SUBMISSION OF SLATES BY MINORITY SHAREHOLDERS IN ACCORDANCE WITH THE LAST APPOINTMENT: 0.5% (following the reduction of the 1% threshold in accordance with article 144-sexies, paragraph 5, of the Issuers' Regulations)

NO. OF MEETINGS HELD DURING 2025: 16

During the Financial Year the Board of Statutory Auditors met 16 times, with meetings lasting approximately 1,1 hours on average.

As regards the current financial year and until the Shareholders' Meeting convened for 29th April 2026 (given that the term of office of the current supervisory body is due to expire), 8 meetings are scheduled and the Board of Statutory Auditors has already met 6 times in 2026. The percentage attendance of Statutory Auditors in these meetings during the 2025 Financial Year is shown in the table above.

Criteria and diversity policies

Information on the diversity criteria and policies applied in relation to the composition of the control bodies with regard to aspects such as age, gender composition, disabilities or educational and professional background required by article 123-bis, paragraph 2, letter d-bis, of the TUF, is illustrated in the section of the Report dedicated to the Board of Directors (Section 4.3).

The composition of the Board of Statutory Auditors complies with the criteria indicated in the applicable provisions on gender balance and therefore at least one third of the statutory and alternate auditors is made up of auditors of the least represented gender.

Independence

IIn application of article 144-novies of the Issuers' Regulations and the CG Code, the satisfaction of the independence requirements pursuant to Article 148 of the TUF and the provisions of the CG Code by members of the Board of Statutory Auditors is assessed by the latter, which submits the results to the board of directors which discloses them, after the appointment, by means of a press release, and subsequently on an annual basis, in the corporate governance report

The fulfilment of these requirements was assessed and confirmed by the Board of Statutory Auditors in office, immediately after the appointment by the Shareholders' Meeting held on 21st April 2023, also with reference to Ms. Livia Amidani Aliberti, who, as a result of her confirmation as statutory auditor of the Company, has exceeded the period of nine financial years in office, taking into account what she expressly declared in this regard in the annex to the declaration made at the time of submission of the slates for the appointment by the Shareholders' Meeting. The declaration is available, together with the other declarations, on the website www.recordati.it (in the section Investors, Shareholder Information, Shareholders' Meeting of 21st April 2023). The annual review of the independence of its members took place most recently on 13th February 2025.

As for Ms Silvia Mina, fulfilment of the aforementioned requirements was assessed and confirmed by the Board of Statutory Auditors in its meeting of the 5th August 2025[21].

During 2026, the aforementioned assessment was renewed, with a positive outcome, on 6th February 2026.

Remuneration

The remuneration of statutory auditors is determined by the Shareholders' Meeting at the time of their appointment.

The remuneration of the Board of Statutory Auditors in charge was set by the Shareholders' Meeting of 21st April 2023 – upon recommendation of the Board of Directors included in the Directors' Report on the renewal of the Board of Statutory Auditors - providing for an annual fee of € 70,000 for the Chair of the Board of Statutory Auditors and of € 50,000 for each Statutory Auditor, gross of withholding tax.
Details of the fees earned in 2025 are nevertheless given in detail in the Remuneration Report.

Management of interests

During 2025, no relevant situations within the meaning of Recommendation 37 of the GC Code were brought to the attention of the Chair of the Board of Directors.

11.3 ROLE

The Board of Statutory Auditors monitored the independence of the auditing firm EY S.p.A., verifying both compliance with the relevant regulatory provisions and the nature and extent of non-audit services provided to certain subsidiaries by the same auditing firm and entities belonging to its network. As concerns services other than auditing provided by the audit firm to the Company and its subsidiaries, reference should be made to the specific exhibit concerning 'disclosure of audit and non-audit fees' contained in the consolidated financial statements for the year ended on 31st December 2025 and in the draft separate financial statements of Recordati S.p.A. for the year ended on 31st December 2025.

The Board of Statutory Auditors, in the performance of its activities, liaised with the Group Audit Director and with the Risk, Control and CSR Committee through the constant presence in Committee meetings, in which the Group Audit Director usually participates. It also worked with the ODV (231 Compliance Body) appointed in accordance with Italian Legislative Decree no. 231/2001. The Board reported to the Director in charge of the internal control and risk management system as well as with the Financial Reporting Officer. Finally, it participated in the works of the Remuneration and Nominations Committee and of the Risk, Control and CSR Committee.

It should also be noted that the Board of Statutory Auditors, by participating in the meetings of the Board of Directors, receives periodic updates on operations and on developments within the regulatory and legislative framework, and was involved, during 2025 in the induction activities already reported on in section 4.5.

As part of its oversight of procedures for the concrete implementation of corporate governance rules, the Board of Statutory Auditors:

- Participated in the in-depth analyses, also together with the Independent Directors on governance and risk control issuesVerified that the criteria and procedures of evaluation adopted by the Board to evaluate the independence of its members were implemented correctly.

The Board of Statutory Auditors is also called upon to carry out the duties assigned by the legislation in force to the **Committee for internal control and accounting audit** (CICAA), set up by Italian Legislative Decree no. 39/2010 (the 'Consolidated Statutory Audit Act'), which implements Directive no. 2006/43/EC concerning the statutory audit of annual accounts which entered into force on 7th April 2010, as subsequently amended.

More specifically, the CICAA is required to monitor the efficacy of systems for the internal control of a company's quality and risk management and, if applicable, internal audit, as far as the financial reporting of the entity subject to audit is concerned, without violating its independence.

Furthermore, from the specific viewpoint of the statutory audit, on the basis of the current article 19 of Italian Legislative Decree no. 39/2010, the duties of the CICAA are as follows:

- To monitor the statutory audit of the annual separate company and consolidated financial reports
- To report to the management body and the results of the statutory audit and to submit to it the additional report required by article 11 of Regulation no. 537/2014, accompanied by any remarks that there may be
- To verify and monitor the independence of the statutory auditors or the firm of statutory auditors, especially with regard to the adequacy of non-auditing services provided
- These activities also include responsibility for the procedure for the selection of the auditing firm as well as the indication of the firm to be appointed in the recommendation (in accordance with the provisions of article 16 of Regulation no. 537/2014).

The Board of Statutory Auditors meets systematically with the Directors of the main corporate functions, who provide the information requested by the Board.

For the activities carried out by the Board of Statutory Auditors in the context of Sustainability Reporting, please refer to paragraph 9.b of the Report.

For further details on the supervisory activities carried out by the Board of Statutory Auditors during 2025 and the related results, please refer to the Report of the Board of Statutory Auditors to the Shareholders' Meeting, available, in accordance with the law, on the website www.recordati.it (in the Investors section, Information for Shareholders, Shareholders' Meeting 29th April 2026).

21 Please refer to specific press release issued by the Company on 18th September 2025.

12. RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

As part of its governance system, Recordati places particular importance to stakeholder engagement as a tool for building lasting relationships with key stakeholders and assessing the direct and indirect impacts of the Group's activities. To this end, the Group promotes stakeholder engagement activities aimed at actively involving all interested parties and enhancing their role.

A relationship based on ongoing dialogue and active engagement is indeed essential for long-term value creation, whether it involves **shareholders, investors or other relevant stakeholders**, whose macro-categories are pictured in the chart[22].



Aware that dialogue with all stakeholders represents an important opportunity for mutual growth and enrichment, Recordati's stakeholders' map, as well as the main stakeholders' engagement activities carried out, the methods, the purposes, how expectations are managed and the ways in which dialogue with additional stakeholders relevant to Recordati is promoted are **described in the Sustainability Reporting**, to which reference is made.

As to **relationships with shareholders and investors**, the Company has moreover created a specific section on its website called 'Investors', which is easily identifiable and accessible, and which contains important information about the Company for its shareholders so that they can exercise their rights in an informed manner. The Company has also created a special section of its website dedicated to 'Governance' containing full documentation, including this Report and an archive of past reports as well as a specific section on 'Sustainability'.

With regard to the publishing and storage of regulatory information pursuant to article 113-ter of the TUF we report that the Company - for the transmission of regulated information - makes use of the centralized publishing and storage system called "1 Info", which can be consulted at www.1info.it, which is managed by Computershare S.p.A. based in Milan (Via L. Mascheroni 19) and has been authorized by Consob with Resolution no. 18994 of 30th July 2014 and Resolution no. 18852 of 9th April 2014.

As part of the Company's organizational structure, Ms. Eugenia Litz, the VP Investor Relations, was identified as the person in charge of the management of the relations with the shareholders.

In addition, the tasks of the Group Corporate Law Department also include looking after relations with shareholders in general.

The Investor Relations department of the Company is also responsible for relations with financial analysts who cover the Company and with institutional investors. This function organizes periodic conference calls regarding periodic financial information, and the documentation presented for these calls is also made available to the public on the Company's website and by way of the centralized storage system for regulatory information named '1Info' (see www.1info.it). In some important occasions, such as with respect to new Three-Year Plans or significant business development operations, the Company also organizes face-to-face meetings with the financial community. In any event, connecting remotely to such meetings is also possible.

Recordati promotes dialogue with its shareholders and institutional investors as an essential element for positively influencing the conduct of the Company and increasing the level of transparency. In this context, the Company has established an ongoing and continuous relationship with proxy advisors and major institutional investors in order to encourage their involvement in the process of defining and verifying the actual methods of implementing its governance and policy on the remuneration of directors and key management personnel.

This activity is carried out through the development of an engagement plan performed on a half-yearly or at least annual basis – although interactions with investors may occur over the full year span - which involves corporate functions such as Human Resources, Investor Relations and Secretary of the Board of Directors, supported by the Chair of the Remuneration and Nominations Committee, attesting such Committee's commitment on matters within its competence. In this respect, also supported by the external advisor Georgeson, the Company regularly and proactively fosters and holds engagement sessions with the main proxy advisors and the institutional investors, usually in view of the forthcoming Shareholders' meeting, in order to seize such opportunity to socialize topics for approval by the Shareholders' Meetings, such as with respect to remuneration and governance matters, and collect any input to this end as well as and discuss matters considered relevant.

The results, indications and feedback emerged during such engagement activities, once reported, are examined and assessed by the Remuneration and Nominations Committee. Finally, the Committee reports to the Board of Directors on the relevant developments and significant contents emerging from such engagement activities, through the Chair or another member designated by the latter and a summary is provided in the Remuneration Report. In addition, the CFO provides the Board with reporting on major interactions with investors and analysts as far as it is deemed relevant.

Finally, in compliance with the CG Code, during 2022 the Board, upon the proposal of the Chairman, formulated in agreement with the Chief Executive Officer, adopted a **policy for managing**

22 *Please note that the map of stakeholders presents the macro-categories of stakeholders. Within each of these there may be further sub-categories. For example: the "Employees" category also includes Trade Unions and Workers' Representatives, and the category "Healthcare structures and operators" also includes doctors, hospitals and pharmacies. The category "Government agencies, regulators, PA" also includes industry associations, non-governmental organizations and the national health service. "Customers" includes wholesalers, distributors and all other types of customers. In addition to suppliers, the category "Suppliers and strategic partners" also includes CROs, licensees and licensors, for example.*

dialogue with all of the investors, also taking into account the engagement policies adopted by institutional investors and asset managers.

The Policy for managing the investors dialogue can be found on the Company's website in the Investors Section.

In summary, the adopted Policy substantially formalizes the process already followed in the past and currently by the Company in engaging with investors and potential investors, both in terms of the key players (CEO and CFO), as well as in terms of the dialogue issues. In addition, as required by the CG Code, the Chairman is expected to ensure that the Board is informed, at the first available meeting, on the development and significant contents of the dialogue held with all shareholders. In this regard, in 2025, the Chairman ensured that this disclosure was made to the Board on a timely and regular basis.

The Company has also recently adopted a specific formal **policy for dialogue with patients** (their communities and caregivers). This policy is based on the principle that patients and integrity are non-negotiable values and governs the principles, roles, and processes for structured dialogue with patients and patient associations, ensuring compliance with the highest ethical, legal, and regulatory standards. Recordati interacts with patients - including family members and caregivers - and with patient associations to better understand unmet needs and improve quality of life.

Finally, following the recommendation contained in the letter from the Chairman of the Corporate Governance Committee dated 18th December 2025, the Company is considering the preparation of an additional formal **policy dedicated to interaction with other relevant stakeholders**, such as employees, suppliers, and regulatory authorities.

13. SHAREHOLDERS' MEETINGS (pursuant to Article 123-bis, paragraph 1, letter l) and paragraph 2, letter c), of the TUF)

In accordance with article 9 of the By-Laws in force, Shareholders' Meetings are convened in the manner and within the legal time limits on the Company's website and, where necessary due to mandatory provisions or decided by the directors, in the Official Gazette and in at least one of the following national newspaper.

The law in force establishes that Shareholders' Meetings are convened by a notice published on the Company's website by the thirtieth day prior to the date of the Shareholders' Meeting and also using other procedures and within the time limit set by the Consob with regulations issued in accordance with article 113-ter, paragraph 3 of the TUF, inclusive of the publication of extracts in daily newspapers.

The By-Laws, article 9, states that 'notice to convene may also contain the date of meetings convened subsequent to the first. 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.' Furthermore, that same article 9 of the By-Laws also states that: '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. Where permitted by the law, a Shareholders' Meeting may be convened within one hundred eighty days from 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 share capital.

In accordance with article 12 of the By-Laws in force, resolutions of ordinary and extraordinary meetings, on the first and successive calls, as well as for single calls, are valid if made in the presence of the required number of persons and the majorities required by law. Therefore, an ordinary Shareholders' Meeting is validly constituted in first call with the attendance of shareholders accounting for at least half of the share capital with voting rights at the meeting itself and resolutions are passed by majority of those participating, including abstentions.

An ordinary shareholders' meeting is validly constituted in second call no matter what proportion of the share capital is represented and resolutions are passed by majority of those participating, including abstentions.

An extraordinary shareholders' meeting is validly constituted in first call with the attendance of shareholders accounting for at least half of the share capital and resolutions are passed with the vote in favor of shareholders representing at least two-thirds of the share capital represented in the Shareholders' Meeting.

An extraordinary shareholders' meeting is validly constituted in second call with the attendance of shareholders accounting for at least a third of the share capital and resolutions are passed with the vote in favor of shareholders accounting for at least two-thirds of the share capital represented in the Shareholders' Meeting.

In the case of a single call: an Ordinary Shareholders' Meeting passes resolutions with an absolute majority, whatever the percentage of the capital stock represented and an Extraordinary Shareholders' Meeting is validly constituted when at least one-fifth of the capital stock is represented and it passes resolutions with the vote in favor of at least two-thirds of the share capital represented in the Shareholders' Meeting.

In relation to the right to participate in Shareholders' Meetings and voting rights, on the basis of article 83-sexies of the TUF, legitimate authorization to participate in Shareholders' Meetings and to exercise voting rights is certified by a communication to the issuer, performed by the intermediary, in compliance with its accounting entries, certifying the party entitled to vote on the basis of information relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in first call or a single call. Nevertheless, the legitimate right to participate and vote remains, should the communications be received by the Company later than the aforementioned time limit, provided they are received before the commencement of the proceedings of each single session of the shareholders' meetings.

In accordance with article 10 of the By-Laws, those holding the right to vote may be represented by a written proxy, pursuant to the limitations and manners set out by applicable regulations. 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.

Furthermore, article 135-undecies of the TUF, inserted by Italian Legislative Decree no. 27/2010 introduced the role of the 'Appointed representative of a listed company' *'unless the By-Laws stipulate otherwise, listed companies designate a representative for each Shareholders' Meeting to which shareholders may grant, by the end of the second day of market trading prior to the date set for the Shareholders' Meeting, even in a call after the first one, an authorization with voting instructions on all or some of the motions on the agenda. The proxy is valid solely for proposals in relation to which voting instructions have been given.'* At present Recordati's Company By-Laws contain no provisions in this respect, and this new provision is therefore considered applicable to future Shareholders' Meetings of the Company, until different provisions are introduced to the Company By-Laws.

The Board believes that, for the time being, there are no conditions that require the adoption of particular initiatives regarding attendance of Meetings and the exercise of voting rights by shareholders such as, for example, postal voting.

In accordance with article 127-ter of the TUF, shareholders may submit questions on the items on the agenda even before the Shareholders' Meeting. Answers are given to questions received prior to the Shareholders' Meeting, subject to verification of the relevance and the legitimacy of the asker, at the latest during the meeting itself and the Company has the right to give a single answer to questions having the same content.

In this respect article 127-ter of the TUF, expressly allows the Company to set a time limit within which questions formulated prior to a Shareholders' Meeting must be received if they are to be considered. The time limit is at the discretion of the Company, but cannot be earlier than five trading days prior to the date of the Shareholders' Meeting (in first or single call) or the date indicated in article 83-sexies, paragraph 2, of the TUF if the notice of call provides for the Company to provide, before the Shareholders' Meeting, an answer to the queries received. In such latter case, answers shall be provided at least two days before the Shareholders Meeting, also by publication in a special section of the company's website, and the ownership of voting rights may be certified even after the queries have been sent, provided that this is done by the third day following the date indicated in article 83-sexies, paragraph 2, of the TUF.

Cases where a reply is not obligatory are then specified: when the information required is already available in the format 'answer and reply' in the relevant section of the website and also when the reply has already been published on the website.

The Company adopts a Shareholders' Regulation, the text of which is available on the Company's website at https://recordati.com/, in the Investors – Shareholder Information section; this is to ensure that Shareholders' Meetings can be held in an orderly and functional manner and to ensure that each Shareholder can speak on the items on the agenda.

During the 2025 financial year, the **Shareholders met once**, in ordinary call, on 29th April 2025.

Firstly, it should be noted that, at the meeting mentioned above, as indicated in the respective notice of call, the Company decided to avail itself of the option provided for by article 106 of Italian Law Decree no. 18 of 17th March 2020 - converted with amendments into Italian Law no. 27 of 24th April 2020 as subsequently amended and supplemented - providing that the intervention at the Shareholders' Meeting of those entitled to vote was allowed exclusively through the Delegated Representative of the Company pursuant to article 135-undecies of the TUF to whom a proxy had to be conferred; the Delegated Representative could also be conferred proxies or sub-proxies pursuant to article 135-novies of the TUF, as an exception to article 135-undecies, paragraph 4, of the TUF.

At the Shareholders' Meeting held on **29th April 2025**, in a single call, in ordinary session, **with the attendance of 84.591% of the share capital**, it was resolved (i) to approve the financial statements for the year ended on 31st December 2024 and the allocation of the 2024 profit for the financial year, (ii) the appointment of the Board of Directors; (iii) the binding vote on the first section of the Report on remuneration policy and remuneration paid, and (iv) the authorization to purchase and dispose of treasury shares. The Shareholders' Meeting also cast its non-binding vote on the second section of the Report on remuneration policy and remuneration paid for 2024.
In addition to the Chair Mr. Andrea Recordati (present at the Company's registered office), the Shareholders' meeting was attended by the following directors: Mr. Robert Koremans (CEO, present at the Company's registered office), Ms. Elisa Corghi (via audio/video conference), Mr. Luigi La Corte (via audio/video conference), Ms. Joanna Le Couilliard (via audio/video conference), Mr. Piergiorgio Peluso (via audio/video conference) and Ms. Kim Stratton (via audio/video conference). Also present via audio-video conference for the Board of Statutory Auditors were Mr. Antonio Santi, Chair and Ms. Livia Amidani Aliberti, Statutory Auditor.
In consideration of the fact that, due to the way in which the shareholders' meeting was conducted, it was not possible to hold a debate at the meeting, the Company provided for the answers to any questions raised, pursuant to article 127-ter of the TUF, by certain shareholders to be published one day in advance, compared to the deadline of two days prior to the date of the shareholders' meeting indicated in the regulations, in order to allow a more informed choice in the voting instructions to the Appointed Representative.

The documentation relating to the items on the agenda, together with the voting results, has been filed in accordance with the law and applicable regulations and can be consulted on the website https://recordati.com (section – Investors/Shareholders Information - 2025).

The Remuneration and Nominations Committee and the Risk, Control and CSR Committee decided that they did not need to report to the Shareholders' Meeting on how they exercised their functions, taking into account that this information is contained, with respect to the former, in the Report on Remuneration Policy and Remuneration Paid and, for both, where applicable, also in this Report, which were made available to shareholders prior to the Shareholders' Meeting.

Lastly, it should be noted that during 2025, no changes or events occurred that would have led the Board to deem it necessary to draw up reasoned proposals to be submitted to the Shareholders' Meeting concerning (i) the choice and characteristics of the corporate model (ii) the structure of the administrative and equity rights of the shares; and (iii) the percentages established for the exercise of the prerogatives established to protect minorities. With regard to the size, composition and appointment of the Board and the term of office of its members, with a view to the renewal of the Board expired at the Shareholders' Meeting called to approve the financial statements ended on 31st December 2024, the Board expressed itself in the Guidelines to shareholders on the qualitative and quantitative composition considered optimal: see paragraph 7.1 of the Report for more details. The corporate governance system is functional to the needs of the Company.

14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES (pursuant to article 123-bis, paragraph 2, letter a) of the TUF)

The Issuer does not apply any additional corporate governance practices, other than those described in the preceding sections of this Report.

15. CHANGES OCCURRING SINCE THE END OF THE FINANCIAL YEAR OF REFERENCE

There were no further changes in the Company's corporate governance structure.

16. OBSERVATIONS ON THE LETTER OF THE CHAIR OF THE CORPORATE GOVERNANCE COMMITTEE OF 18th DECEMBER 2025

The recommendations to promote good corporate governance laid down, as per the usual practice, in the letter of the Chair of the Corporate Governance Committee dated 18th December 2025 were brought to the attention, first, of the Chair of the Board of Directors, the Chief Executive Officer, the Director in charge of the Internal Control and Risk Management System, the Board of Statutory Auditors and the members of the Risk, Control and CSR Committee on 23rd February 2026, as well as the members of the Remuneration and Nominations Committee of 26th February 2026.

The aforementioned letter was therefore made available to all of the directors prior to the Board of Directors' meeting of 29th January 2026, together with the considerations carried out by the Company after the preliminary assessment within the Risk, Control and CSR Committee and the Remuneration and Nominations Committee, as appropriate. The Board acknowledged the recommendations contained therein and the considerations made, from which a picture emerged of the Company's substantial compliance with the recommendation of the Chairman of the Corporate Governance Committee with respect to remuneration matters, while work will continue on the preparation of a further policy relating to dialogue with other relevant stakeholders, based on what is already in place at Recordati, such as employees, suppliers, and regulatory authorities.

Milan, 19th March 2026

For the Board of Directors
Chief Executive Officer
Mr Robert Koremans

ANNEX 1
PROFESSIONAL OVERVIEW OF THE DIRECTORS AND STATUTORY AUDITORS

At the date of approval of this Report (19th March 2026)

MEMBERS OF THE BOARD OF DIRECTORS

Andrea Recordati

Andrea Recordati gained a Bachelor of Arts in medieval and modern history from the University of London Royal Holloway and Bedford New College. Between September 1995 and March 1998, he participated in the SmithKline Beecham Management Access Program, in the United Kingdom, starting off as Assistant Product Manager in Consumer Healthcare and then, for one year, occupying the role of medical representative in Essex before becoming Project Manager responsible for the development and implementation of an innovative SmithKline Beecham marketing initiative. He joined Recordati in 1998 as Project Leader for a project aimed at improving Sales Force productivity and better use of marketing investments. In April 1998, he joined the Board of Directors of the Company. In 1999, he was given responsibility for Pharmaceutical Business Development. In March 2002, the Lercanidipine Business Unit was set up and he was appointed head of that unit. Since November 2002, he has been responsible for setting up the subsidiary Recordati Ireland and its industrial plant and, subsequently, for setting up the UK subsidiary. In September 2006, he was appointed Sole Director of the German subsidiary Recordati Pharma GmbH. In August 2007, the Northern and Central Europe Subsidiaries Division was set up and he was appointed head of that division. That division was enlarged in 2010 to include all western European companies. In February 2011 he was appointed General Manager of the International Pharmaceuticals Division. In July 2013 he was appointed Chief Operating Officer, being responsible for all the commercial and production activities of the Group and sitting on several boards of directors within the Group. From 16th August 2016 to 5th February 2019, he was appointed as Vice Chairman and from 16th August 2016 to 1st December 2021 he was appointed as CEO of Recordati S.p.A., while currently he holds the office of Chairman of the Board of Directors.

Robert Koremans

Robert Koremans qualified as a medical doctor from RSM Erasmus University in the Netherlands and has over 30 years' experience in managerial and executive roles, gained mainly in the pharmaceutical industry at various international companies, including Serono, Grünenthal, Sanofi-Aventis and Teva.
He has worked globally and lived in the Czech Republic, Germany, Switzerland and the Netherlands. In 2018, he was appointed as Chief Executive Officer in Nutreco, a global leader in animal nutrition. Previously, he had been President and CEO of Global Specialty Medicines and a member of the Executive Committee at Teva Pharmaceutical Industries Ltd. From 1st December 2021, he is Chief Executive Officer of Recordati S.p.A.

Luigi La Corte

Luigi La Corte has a degree cum laude in Economia and Business (with major in Economics) from LUISS University in Rome and a professional qualification as Fellow of the Chartered Institute of Management Accountants; he has a wide experience in international finance roles, a large part of which spent in the pharmaceutical industry. In 1993 he started his professional career at Procter & Gamble, where he covered different financial positions with growing responsibilities: Financial Analyst for Benelux, Regional Capital Markets Manager and finally Group Manager Financial Planning and Analyst for the Nordics. In 1998 he moved to PepsiCo as International Corporate Finance Manager, to support European and Middle East business. After some years as Consultant at Bain & Company Italy, in 2004 he moved to Alliance Unichem's pharmaceutical wholesaler and distribution business in Italy as Finance & Administration Director. In 2005 he joined AstraZeneca as Chief Financial Officer of the Italian subsidiary, becoming then Regional Finance Director for the Asia-Pacific region and finally being appointed VP Finance for Global Commercial Organization, subsequently taking on financial responsibilities for the Global Product & Portfolio Strategy Unit. In 2014 he joined GlaxoSmithKline as SVP Finance for the global Pharma R&D organization, taking later on also the responsibility of Head of Global Business Development. Finally, in 2017, he joined pladis Group, a leading snack and confectionary company, as Chief Financial Officer.
In November 2019 he joined Recordati as Group Chief Financial Officer, with responsibility for Finance, Investor Relations and Information Systems until December 2025. From April 2022 he is Director of Recordati S.p.A.

Joanna Le Couilliard

Ms. Le Couilliard has 25 years' healthcare management experience gained in Europe, the US and Asia. Much of her career has been in pharmaceuticals at GlaxoSmithKline PLC, UK, where, amongst other roles, Ms. Le Couilliard headed the US vaccines business and Asia Pacific Pharmaceuticals business and led a program to modernize the commercial model. She was previously Chief Operating Officer at the BMI Group of private hospitals in the UK.
Joanna Le Couilliard holds, in addition to her role as independent director of Recordati S.p.A., the following other offices as: (i) member of the Board of Directors of Washington Topco Ltd, UK (significantly-sized company) which is the holding company of GlobalData Healthcare, UK (since September 2024) and (ii) director of PolyPeptide AG (listed on SIX Swiss Exchange) since April 2025.
Previously, Ms. Le Couilliard was a member of the board of directors of Indivior PLC (2021-2025), Niox Group PLC, UK (2018–2024), Alliance Pharma PLC, UK (2019–2024), Cello Health PLC, UK (2018-2020), Duke-NUS Medical School, Singapore (2013-2016), Frimley Park NHS Foundation Trust, UK (2009-2012).
Ms. Le Couilliard graduated in Natural Sciences from Cambridge University and is a Chartered Accountant.

Giampiero Mazza
Giampiero Mazza graduated summa cum laude from Rice University (Houston, Texas, USA) with a degree in Economics in 1991 and he completed a Master in Business Administration at the Harvard Business School (Boston, Massachusetts, USA) in 1996.
He started his career as business strategy Advisor in Bain & Company (Dallas, Texas, USA). He joined James D. Wolfensohn Inc (New York, NY, USA), a firm specialized in M&A transactions. From 2005 to 2010 he was Partner in BC Partners (London, UK), a private equity firm. In 2010 he joined CVC Capital Partners, a private equity fund, where he is currently Managing Partner and member of the Investment Committee of CVC of the Milan office CVC Advisers (Italia) S.r.l., responsible for the Italian business.
Giampiero Mazza also holds the following positions: (i) member of the board of directors of CVC Advisers (Italia) S.r.l., Recordati S.p.A. (listed on the Borsa Italiana Stock Exchange), Multiversity S.p.A., Pegaso Management S.r.l., Università Telematica Pegaso S.p.A., Università Telematica Pegaso S.r.l., Bip S.p.A., Bach HoldCo S.p.A., Bach MidCo S.p.A., Gruppo La Piadineria S.p.A. and (ii) Sole Director of Akoa Place S.r.l.

Diva Moriani
Diva Moriani graduated in Economics at the University of Florence. After graduation, she immediately began her career in the investment field. Within Intek S.p.A., in less than thirteen years, she carried out a large number of acquisitions, restructuring, break-up and divestment operations. She founded and served as chair of Ergycapital S.p.A., the first listed investment company in the renewable energy sector. In 2007 she became managing director of the private equity fund I2Capital partners.
In 2015, she became first managing director, then executive vice president and Chief Transformation Officer of KME SE, a leading European group in the copper semi-finished products sector. Within the same, she played a decisive role in the financial restructuring, strategic repositioning, refocusing of the core business and more recent market consolidation, including through the creation of strategic joint ventures in China and in the USA.
For years she has developed a strong interest in sustainability issues, which led her to become directly involved in the creation of Dynamo Camp, a philanthropic organization dedicated to children with serious or chronic illnesses.
From 2014 to 2020, she was an independent director of ENI S.p.A., where she served as chair of the nomination committee, member of the remuneration committee and member of the control and risk committee.
From 2016 to 2025, she was an independent director of Assicurazioni Generali S.p.A., where she served as chair of the remuneration committee, member of the nomination committee and member of the related parties transactions committee.
Ms. Moriani currently holds the following offices, in addition to her role as director of Recordati S.p.A.:
(i) executive chairman of the board of directors of KME Group S.p.A. (listed on Borsa Italiana stock exchange)
(ii) non independent director, member of the remuneration and nominations committee, and member of the related parties transactions committee, of Moncler S.p.A. (listed at Borsa Italiana stock exchange);
(iii) independent director, lead independent director and chair of remuneration committee, of DiaSorin S.p.A. (listed on Borsa Italiana stock exchange);
(iv) independent director of Juventus Football Club S.p.A. (listed on Borsa Italiana stock exchange).
Ms. Moriani is also chair of Credit Access India B.V. (sponsor company of a microcredit platform for women and SMEs operating in India, Philippines and Indonesia) and Fondazione Dynamo Arte, and serves as director in the board of Dynamo Academy and Fondazione Dynamo Camp.

Piergiorgio Peluso
Diploma in humanities, degree in 'Economics and Social Sciences (D.E.S.)' from Università Commerciale L. Bocconi, with a specialization in Finance, obtained in 1992, and an experience in Arthur Andersen, he joined Mediobanca S.p.A. in the Participations and Special Affairs Service, dealing with mergers, acquisitions and financial restructuring.
In 1998 he worked at Credit Suisse First Boston in London on mergers, acquisitions and capital market transactions in the financial institutions (banking and insurance) and utilities area.
In 2002 he joined Medio Credito Centrale S.p.A. (Capitalia Group), as Central Director of the Advisory Area, and subsequently assumed direct responsibility for the Corporate Division of the Capitalia Group with the title of Central Director and member of the Executive Committee of the banking group. During the years of his management, he was actively involved in the Capitalia Group's recovery plan. In 2007, following the merger between Capitalia S.p.A. and UniCredit Group S.p.A., he was confirmed as Head of Investment Banking in Italy and, subsequently, Managing Director of the corporate bank of the UniCredit Group (UniCredit Corporate Banking S.p.A.) and Head for Italy of the Corporate & Investment Banking Division of the banking group.
From 2011 to September 2012, he was General Manager of Fondiaria-SAI S.p.A., working on the relaunch plan of the insurance group and the subsequent integration with the Unipol group. From September 2012 to June 2019, he was Telecom Italia's CFO, with responsibilities of various kinds in the areas of: planning and control, transformation office, purchasing, real estate and logistics, finance and investments, accounting and financial, tax, mergers and acquisitions and risk management; participation in road shows and meetings with investors; regular attendance in Telecom Italia's Board of Directors and the Internal Control Committee.
From 1st March 2023 through 30th September 2025 he was Chief Financial Officer of Autostrade per l'Italia S.p.A. During his career, he has also held the position of Director in several companies, including Banco di Sicilia S.p.A., Edison S.p.A., Gemina S.p.A., Aeroporti di Roma S.p.A., Milano Assicurazioni S.p.A., Fondazione Telecom Italia, Telecom Italia Media S.p.A. and Telecom Argentina S.A. (Argentina).
He is a member of the Board of Directors of KnowCE Srl, a start-up that deals with the monitoring of infrastructures and diagnostics for risk assessment, and of Recordati S.p.A. (listed on the Borsa Italiana Stock Exchange), and Chairman of the Board of TIMFin S.p.A.
Since 7 November 2025 he is Chief Financial Officer of TIM S.p.A.

Cathrin Petty
Cathrin Petty holds a Master of Arts in Natural Sciences from New Hall, Cambridge University and a post-graduate Diploma in Management Studies from the Judge Institute, Cambridge. She started her career at Schroders and Schroder Ventures. She has been partner at APAX Partners, and prior to moving to CVC Capital Partners, she was Head of Healthcare EMEA with JP Morgan Chase & Co.
Currently, she serves as Managing Partner and Co Head of North America for CVC Capital and Global Head of Healthcare at CVC Capital Partners, where she joined in July 2016.
Cathrin is currently member of the board of directors in the following companies: Rayner, Sebia (significantly-sized company), CVC Capital Partners SICAV-FIS S.A. (significantly-sized company), FutureLife a.s., Therakos Healthcare Limited, Recordati S.p.A. (listed on the Borsa Italiana Stock Exchange) and MedRisk.

Stephen Sands
Stephen Sands earned a Bachelor of Arts in Biology from Oberlin College, a Bachelor of Science and Master of Science in Chemical Engineering from Washington University in St. Louis, and an MBA with a concentration in Finance from New York University.
Stephen Sands is currently a managing director of SKIA Capital. He previously served as Vice Chairman of Investment Banking since March 2014 and Chairman of the Healthcare Group at Lazard Group LLC since May 2016 and has held other positions including the Global Head of the Healthcare Group at Lazard since 1994. He retired from Lazard in 2023 and served as a Senior Advisor unti January 2026.
From July 1986, Stephen Sands worked at McKinsey & Company, leaving as a Partner in the healthcare practice in October 1994.
While on leave from McKinsey from December 1987 to August 1990, he co-founded two life sciences companies: Enzytech (acquired by Alkermes) and Opta Food Ingredients (spun-out of Enzytech and acquired by Stake Technology now SunOpta).
In addition to his role as director of Recordati S.p.A., he is a director of Bicycle Therapeutics plc. (company listed on Nasdaq) since February 2024.
He has previously served as director on the boards of several life sciences companies, including Cytier Therapeutics, Inc., Cytosite BioPharma, Inc., Cognition Therapeutics, Inc., National Imaging Associates, Inc. (acquired by Magellan Health), and Isogen LLC (acquired by Monsanto).
In addition, Stephen Sands is a member of the Washington University (St. Louis) McKelvey School of Engineering & Applied Science National Counsel and of the board of trustees of the New York Hall of Science.

Kim Stratton
Kim Stratton has 30+ years experience in Biopharmaceuticals as CEO, C-Suite and Non-Executive Director and has held a variety of senior commercial leadership roles at both Global and country level, combined with experience in Global External & Public Affairs, HSE and Compliance & Diversity across developed and emerging markets.
Kim Stratton is recognized for her strong track record leading international business transformations and integrations in the rare diseases, specialty and primary care businesses.
Kim is currently (i) Non-Executive Director and member of Nomination and Remuneration Committee and Integration Committee for Novonesis A/S (listed on Copenhagen Stock Exchange), a leading Biotech in industrial enzymes, proteins and microorganisms and ii) member of the Board of Directors of Recordati S.p.A. (listed on the Borsa Italiana Stock Exchange).

MEMBERS OF THE BOARD OF STATUTORY AUDITORS

STANDING AUDITORS

Antonio Santi
Graduated in Business Administration - University of Rome 'La Sapienza', with a PhD in Business Administration at University of Rome 'Roma 3'.
Registered with the Register of Italian Corporate and Tax Affairs Experts (Albo dei Dottori Commercialisti) and with the Register of Certified Auditors (Registro dei Revisori Contabili).
He carries out advisory activities with regards to the appraisal of companies and branches - of both the public and private sector -, economic and financial feasibility studies and restructuring plans. During his professional experience he has developed consistent expertise in accounting control and supervision activities carried out by company control subjects.
He is member of the Board of Directors and the Board of Statutory Auditors of companies and listed companies on the Milan Stock Exchange operating in different sectors.

Silvia Mina
Graduated in Business Administration at the University of Turin with specialization in Chartered Accountant. Registered as Chartered Accountants and Statutory Auditors in Milan.
Her practice focuses on Corporate and Tax Law, specializing in domestic (opinion reports, financial statements and tax returns) and international tax matters.
She mainly deals with ordinary and extraordinary tax and corporate consultancy for national companies and international groups. She has gained significant experience in direct and indirect taxation, also with reference to extraordinary operations, and with reference to international tax matters.
She advices Italian and foreign multi-national and medium-size companies, also dealing with the startup phase and the management of local subsidiaries and/or branches of foreign groups, and having developed a wide experience on clients in the Consumer Products Industry, Medical, Energy market and innovative Start Up.
She is member of several Italian companies' Statutory Board of Auditors and Supervisory Board of financial intermediaries and of various companies, listed below:
- Member of the Statutory Board and Supervisory Board of Arepo Fiduciaria S.r.l.
- Member of the Statutory Board and Supervisory Board of Forvis Mazars Italia S.p.A.
- Member of the Statutory Board of Cloud Care Bidco S.r.l.
- Member of the Statutory Board of Next Value SGR S.p.A. under liquidation
- Auditor of Coolshop S.r.l.
- Auditor of Arch Chemicals S.r.l.
- Auditor of Arxada Milano S.r.l.
- Auditor of BeKind Foundation ETS

Ezio Simonelli
Ezio Simonelli graduated in Economics at University of Perugia (Italy) on 1980 (Grade: 110/110 cum laude). In 1982 he has been registered Italian qualified Chartered Accountant and Tax Adviser (District of Milan) and on 1995 Italian qualified Chartered Statutory Auditor. On 1997: Journalist and Publicist. On 2013 he has been Appointed Honorary Consul of Canada in Milan by the Government of Canada, admitted by a decision issued on 06.03.2013 by the Ministry of Foreign Affairs until May 2023.
Ezio Simonelli is currently a Managing Partner of Studio Legale Tributario Simonelli Associati, with offices in Milan and more than 20 professionals.
Previous Work Experience: Member of the Board of Directors of Banca Nazionale dell'Agricoltura and Interbanca; Member

of the Supervisory Board of Banca Popolare di Milano SCARL; Chairman of Statutory Auditors of UBS Italia, ING Group Italia, Dexia Crediop, Alba Leasing, Mediolanum, Cremonini, Meridiana, Arexpo and Lega Nazionale Professionisti Serie A e Serie B; Member of the Statutory Auditors of Cerved, Banca Akros, Abaxbank, Montetitoli, E-Mid, Mediaset and Arnoldo Mondadori Editore. Chairman of the National Professional League Serie A since December 2024.
As Author or Co-author of the following books:

- 'L'impresa e il nuovo testo unico delle imposte dirette' (IPSOA Editore 1988)
- 'L'attuazione della IV direttiva CEE' (Giuffré Editore 1992)
- 'Oneri deducibili' (Giuffré Editore 1993)
- 'Il revisore contabile' (Editore Il Sole 24 Ore 1996)
- 'Tassazione dell'utile e politiche fiscali sui dividendi' (Maggioli Editore 1997)
- 'Finanza straordinaria d'impresa' (Editore Il Sole 24 Ore 1999)
- 'Economia e gestione della banca' (Editore Mc Grow-Hill 2010).

Holding positions as Chairman or member of Supervisory Boards pursuant to Legislative Decree 231/01 in the following companies:

- Aprilia Racing S.r.l. (Member of the Supervisory Board)
- Principia S.p.A. (Chairman of the Supervisory Board)
- Diasorin S.p.A. (Chairman of the Supervisory Board)
- Fondazione Milano Cortina 2026 (Member of the Supervisory Board).

List of Administration and Control offices held by Mr Simonelli in other companies:

Chairman of Statutory Auditors:

- Chairman of Statutory Auditors of Aprilia Racing S.r.l.
- Chairman of Statutory Auditors of Branchini Associati S.p.A.
- Chairman of Statutory Auditors of Intraco S.p.A.
- Chairman of Statutory Auditors of RTI S.p.A.
- Chairman of Statutory Auditors of MFE Advertising S.p.A.
- Chairman of Statutory Auditors of Sisal Gaming S.r.l.
- Chairman of Statutory Auditors of Sisal S.p.A.
- Chairman of Statutory Auditors of Sisal Italia S.p.A.
- Chairman of Statutory Auditors of TSG Italy S.r.l.
- Chairman of Statutory Auditors of Snaitech S.p.A.
- Chairman of Statutory Auditors of Engie Italia S.p.A.
- Chairman of Statutory Auditors of Vortice S.p.A.

Member of the Board of Statutory Auditors:

- Member of Statutory Auditors of Azzurra Investment II S.p.A.
- Member of Statutory Auditors of Fininvest S.p.A.
- Member of Statutory Auditors of Recordati S.p.A. (company listed on the Borsa italiana Stock Exchange)
- Member of Statutory Auditors of Klepierre Management Italia S.r.l.
- Member of Statutory Auditors of ISCI S.r.l.

Member of the Board of Directors:

- Member of Board of Directors of Amco S.p.A.
- Member of Board of Directors of Ecoprogram S.p.A.
- Member of Board of Directors of Plusadvance S.r.l.

Sole Director:

- Sole Director of Argento Vivo S.r.l.
- Sole Director of Gosen S.r.l.
- Sole Director of Gosen Immobiliare S.r.l.
- Sole Director of UBK S.p.A.

Member of Auditors' committee of Fondazione Altagamma and Federlegno Arredo.

ALTERNATE AUDITORS

Andrea Balelli
Graduated cum laude in Economics at La Sapienza University of Rome in 2000. Business Advisor, Certified Public Accountant and Auditor. He started his professional experience at PricewaterHouseCoopers. He subsequently worked at the Government Printing Office and Mint and Capitalia Service Jv in Rome. He then moved to Milan working for Archon Group (Goldman Sachs Group) as Vice President of the Corporate Accounting Team. He is now top management advisor for both public and private companies on strategic, organizational and financial aspects such as M&A advisory (including mergers, acquisitions, spinoffs, liquidations, fairness opinions); corporate valuations; strategic plans; business and debt restructuring; performance measurement and control systems; organizational models pursuant to legislative decree 231 of 2001. He is member of the Board of Directors and the Board of Statutory Auditors for companies operating in various sectors.

He holds management and supervisory positions in the following companies:

- Sole Director of Fedaia Spv S.r.l.
- Sole Director of Gardenia Spv S.r.l.
- Sole Director of Italian Credit Recycle S.r.l.
- Sole Director of Restart Spv S.r.l.
- Sole Director of Rienza Spv S.r.l.
- Sole Director of Loira Reoco S.r.l.
- Director of Malfante 2009 S.r.l.
- Chairman of the Board of Statutory Auditors of Salvatore Ferragamo S.p.A. (Company listed on the Borsa Italiana Stock Exchange)
- Chairman of the Board of Statutory Auditors of Banca Ifis S.p.A. (Company listed on the Borsa Italiana Stock Exchange)
- Chairman of the Board of Statutory Auditors of Ifis NPL Investing S.p.A.
- Chairman of the Board of Statutory Auditors of illimity Bank S.p.A.
- Chairman of the Board of Statutory Auditors of Wellcomm Engineering S.p.A.
- Chairman of the Board of Statutory Auditors of Sirti Digital S.p.A.
- Statutory Auditor of Pillarstone Italy S.p.A.
- Statutory Auditor of Pillarstone Management HoldCo S.r.l.
- Statutory Auditor of PS Reti S.p.A.
- Statutory Auditor of Sirti S.p.A.

The 2025 consolidated financial statements are presented in accordance with the International Financial Reporting Standards (IFRSs) issued or revised by the International Accounting Standards Board (IASB) and endorsed by the European Union, as well as the provisions issued implementing Art. 9 of Italian Legislative Decree 38/2005. The same accounting standards were used in the preparation of the 2024 consolidated financial statements.

This document contains forward-looking statements relating to future events and future operating, economic and financial results of the Recordati Group. By their nature, forward-looking statements involve risk and uncertainty because they depend on the occurrence of future events and circumstances. Actual results may therefore differ materially from those forecasts as a result of a variety of reasons, most of which are beyond the Recordati Group's control. The information on the Group's pharmaceutical specialties and other products contained in this document is intended solely as information on Recordati's activities and therefore, as such, it is not intended as medical scientific indication or recommendation, nor as advertising.

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ANDREA RECORDATI
Chairman

ROB KOREMANS
Chief Executive Officer

LUIGI LA CORTE

JOANNA LE COUILLIARD
Independent

GIAMPIERO MAZZA

DIVA MORIANI
Lead Independent Director

PIERGIORGIO PELUSO
Independent

CATHRIN PETTY

STEPHEN SANDS
Independent

KIM STRATTON

CONTROL, RISK AND CSR COMMITTEE

DIVA MORIANI
Chair

PIERGIORGIO PELUSO

STEPHEN SANDS

REMUNERATION AND NOMINATIONS COMMITTEE

JOANNA LE COUILLIARD
Chair

DIVA MORIANI

STEPHEN SANDS

BOARD OF STATUTORY AUDITORS

ANTONIO SANTI
Chair

EZIO SIMONELLI
SILVIA MINA
Statutory Auditors

ANDREA BALELLI
Alternate Auditor

AUDIT FIRM

EY S.p.A.

LEADERSHIP TEAM

ROB KOREMANS
Chief Executive Officer

LUIGI LA CORTE
Executive VP
Group Chief Financial Officer
(until 31.12.2025)

MIKE MC CLELLAN
Executive VP
Group Chief Financial Officer
(as of 01.01.2026)

ALBERTO MARTINEZ
Executive VP
Specialty & Primary Care

SCOTT PESCATORE
Executive VP
Rare Diseases

ALESSANDRO GILIO
Executive VP
Group Industrial Operations

GABRIELE FINZI
Executive VP
Corporate Development, Licensing & Innovation

MILAN ZDRAVKOVIC
Executive VP
Research & Development
(until 31.05.2025)
Executive VP
Research & Development and Chief Medical Officer
(as of 01.06.2025)

RAFFAELE SABIA
Group Chief Medical Officer
(until 31.05.2025)

BIBIANNE BON
Executive VP
Group Chief Legal Officer

ALESSANDRA ABATE
Executive VP
Group Chief People and Culture Officer

AUDIT

GIOVANNI MINORA
VP Group Audit

FINANCIAL REPORTING

NICCOLÒ GIOVANNINI
VP Group Finance

INVESTOR RELATIONS

EUGENIA LITZ
VP Group Investor Relations

ESG

STEFANIA PESCE
VP Group ESG

CORPORATE LAW

SILVIA SIGNORETTI
VP Corporate Law and Board Secretary

CORPORATE COMMUNICATIONS

LAURA CONTI
Group Communications Director

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