

Rossini S.à r.l.
Société à responsabilité limitée
Registered office: 20 avenue Monterey, L- 2163 Luxembourg
R.C.S. Luxembourg: B226.214

**ROSSINI S.À R.L. ANNOUNCES THE FINAL RESULTS OF THE MANDATORY
TENDER OFFER ON THE ORDINARY SHARES OF RECORDATI S.P.A.
LAUNCHED BY ROSSINI INVESTIMENTI S.P.A.**

Luxembourg, 4 February 2019 – Rossini S.à r.l. today announced the end of the mandatory tender offer launched by its wholly owned subsidiary Rossini Investimenti S.p.A. (the “**Offeror**”) pursuant to article 102, para. 1 and 3, lett. a), of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended and article 45 of Consob Regulation No. 11971 of 14 May 1999, as subsequently amended, on No. 95,643,680 ordinary shares of Recordati S.p.A. (“**Recordati**”), in addition to up to No. 2,091,500 ordinary shares of Recordati resulting from the exercise of the stock options of Recordati, equal in aggregate to 46.735% of the share capital of Recordati, other than those already indirectly owned by the Offeror (the “**Offer**”).

On the basis of the final results of the Offer indicated by Banca IMI S.p.A., during the offering period ended on 1 February 2019, No. 59,816 ordinary shares of Recordati were tendered in the Offer, equal to approximately 0.061% of the Offer shares and 0.029% of the share capital of Recordati.

As a result of the above, the Offeror will own a participation of No. 108,368,721 ordinary shares, equal to 51.820% of the share capital of Recordati (53.134% net of treasury stocks held by Recordati as of December 17, 2018).

The purchase price due to the holders of the Recordati shares tendered to the Offer during the Offer period, equal to Euro 27.55 per share, for an aggregate amount equal to Euro 1,647,930.80, will be paid on 8 February 2019, *i.e.* on the fifth trading day following the end of the Offer period.

Rossini S.à r.l. also announced today that the Offeror has designated, in accordance with the provisions of the offering document, FIMEI S.p.A. as effective purchaser of all the Recordati shares tendered to the Offer.

* * *

Cautionary Statement.

The Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telephone and the internet. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Offer document and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States.

Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States, or any agent, fiduciary or other Intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The distribution of the Offer document in certain jurisdictions may be restricted by law. Persons into

whose possession the Offer document comes are required by the Offeror to inform themselves about, and to observe, any such restrictions.

This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Offer is made solely pursuant to the Offer document dated 21 December 2018.