



Alkemy S.p.A.

Registered office in Milan, at via San Gregorio 34, Milan - share capital resolved Euro 632,467.00,
Euro 595,534.32 subscribed and paid-up

Registration number with Milan Companies House, tax code and VAT number 05619950966 -
Economic and Administrative Index (REA) no. 1835268

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CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING***

The Ordinary Shareholders' Meeting of Alkemy S.p.A. ("Alkemy" or the "Company") is convened at 2.00 p.m. on April 30, 2025, on single call, to the firm of the Notary Chiara Clerici in Milan, at via Mario Pagano n. 65, to discuss and resolve on the following

AGENDA

1. **Approval of the Financial Statements as of December 31st 2024, accompanied by the Directors' Report on Operations, the Report of the Board of Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as of December 31st, 2024 and of the Corporate Sustainability Report prepared in accordance with Italian Legislative Decree no. 125/2024.**
2. **Allocation of the annual net results for 2024. Related resolutions.**
3. **Report on Remuneration Policy and Fees Paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/98:**
 - 3.1. **binding resolution on the first section on the Remuneration Policy, in accordance with Art. 123-ter, paragraphs 3-bis to 3-ter of Italian Legislative Decree no. 58/1998;**
 - 3.2. **non-binding resolution on the second section on fees paid in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998.**
4. **Appointment of the Board of Statutory Auditors. Related resolutions:**
 - 4.1. **Appointment of the members of the Board of Statutory Auditors;**
 - 4.2. **Appointment of the Chairman of the Board of Statutory Auditors;**
 - 4.3. **Determination of the compensation of the members of the Board of Statutory Auditors.**
5. **Determination of the compensation of the members of the Board of Directors.**
6. **Mutual termination of the audit contract pursuant to art. 13 of Legislative Decree n. 39/2010 and the Implementing Regulation subsequently adopted with the Ministry of the Economy Decree n. 261 of December 28, 2012;**
7. **Simultaneous assignment of a new statutory audit assignment for the nine-year period 2025-2033, pursuant to art. 13 of Legislative Decree n. 29/2010.**

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Right to attend and vote at the Shareholders' Meeting – Shareholders' Meeting attendance

In accordance with art. 106, paragraph 4, of the Decree Law no. 18 of March 7th, 2020, converted with amendments by Italian Law no. 27 of April 24th, 2020 (the "Decree"), whose validity has been



lastly extended to the shareholders' meeting held by December 31st by Italian Law no. 15 of February 21st, 2025, companies with listed shares can specify, in the notice convening the meeting, that the Shareholders' Meeting shall be attended **exclusively** through the designated representative in accordance with Art. 135-*undecies* of Italian Legislative Decree no. 58 of February 24th, 1998 (the "**Consolidated Law on Finance**"); delegations and/or sub-delegations can be conferred upon said designated representative, in accordance with Art. 135-*novies* of the Consolidated Law on Finance, in derogation from Art. 135-*undecies*, paragraph 4 of the Consolidated Law on Finance.

The Directors, the Auditors, the secretary of the meeting, the representative of the independent auditing firm and the Designated Representative, in accordance with Article 135-*undecies* of the Consolidated Law on Finance, may attend the Shareholders' Meeting using remote connection systems that enable their identification, in compliance with current and applicable provisions, according to the procedures that will be made available by the Company to the aforementioned subjects.

Right to participate and vote at the Shareholders' Meeting

In accordance with Art. 126 of the Articles of Association, are entitled to participate to and vote at the Shareholders' Meeting the subjects having the right to vote for which the Company receives the notice – to be requested by each subject having the right to vote to their intermediary depository – from the authorised intermediaries on the basis of their accounting records, referred to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting at single call (*i.e.* by April, 17th 2025, so-called *record date*).

All crediting and debiting of the accounts subsequent to aforementioned date, shall have no relevance for the entitlement to exercise the right to vote at the Shareholders' Meeting; therefore, those who become owners of the Company's shares only after that date will not have the right to participate and vote at the Meeting.

The communication shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting at single call (*i.e.* by April, 25th 2025).

The right to attend and vote at Shareholders' Meeting, however, shall be valid to the extent that the relevant notice is received by the Company after the aforementioned term, but no later than the opening of the Shareholders' Meeting.

Attendance of the Shareholders' Meeting and conferral of proxy to the Designated Representative

In accordance with Art. 106 of the Decree, the Shareholders' Meeting **can only be attended through Monte Titoli S.p.A. with registered office in Milan, Piazza degli Affari no. 6, (hereinafter "Monte Titoli"), the shareholders' representative designated by the Company in accordance with Art. 135-*undecies* of the Consolidated Law on Finance (the "Designated Representative")**.

Holders of the right to vote wanting to attend the Shareholders' Meeting must, therefore, confer upon the Designated Representative the proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form prepared by said Designated Representative by agreement with the Company and available from the website www.alkemy.com – in the Corporate Governance, Shareholders' Meeting section.



The delegation of the Designated Representative, with voting instructions, together with a form of a valid ID - and, if the delegating party is a legal entity, a document proving the power to issue the delegation - must be sent to the Designated Representative by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting at single call (*i.e.* by April, 28th 2025, h. 11.59 p.m.), as follows (alternatively):

- (i) transmission of an electronically reproduced copy (PDF) to the certified email address RD@pec.euronext.com (Ref. "Proxy ALKEMY April 2025 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- (ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Monte Titoli S.p.A., Piazza degli Affari no. 6, Milan (Ref. "Proxy ALKEMY April 2024 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (Ref. "Proxy ALKEMY April 2025 Shareholders' Meeting").

The proxy and voting instructions may be revoked by the same term of April, 28th 2025 as specified above.

The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. Shares for which a full or partial delegation is conferred are calculated for the purpose of determining due establishment of the Shareholders' Meeting.

Please also note that proxies and/or sub-proxies can also be conferred upon the Designated Representative in accordance with Art. 135-*novies* of the Consolidated Law on Finance, in derogation from Art. 135-*undecies*, paragraph 4 of the Consolidated Law on Finance, using the delegation/sub-delegation form available from the website www.alkemy.com - Corporate Governance, Shareholders' Meeting section.

Proxies/sub-proxies should be sent as described above and on the specific form. The delegation must be received by 6 p.m. on the day before the shareholders' meeting (*i.e.* April, 29th 2025 or in any case before the opening of the meeting). The proxy and voting instructions can be revoked at any time within the aforementioned term.

For any clarification necessary on the conferral of the proxy to the Designated Representative (and, in particular, about the compiling of the proxy form and voting instructions and their transmission), Monte Titoli can be contacted by e-mailing RegisterServices@euronext.com or calling (+39) 02.33635810 (on working days, from 9 a.m. to 5 p.m.).

There is no provision for electronic or correspondence voting.

Right to ask questions

In accordance with Art. 127-ter of the Consolidated Law on Finance, **those entitled the right to vote may ask questions on agenda items, prior to the Shareholders' Meeting and by April, 17th 2025, either by e-mailing alkemy.ufficiosocietario@pec.it or by registered letter to the address of the Company's registered office at via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs Department, sent on ahead by ordinary e-mail to the above-specified certified e-mail address.**



Questions received before the Shareholders' Meeting – accompanied by the documents proving that the legal requirements are met, including the intermediary certificate proving the quality of shareholder in case the Company has not received the communication of the intermediary requested to attend the Shareholders' Meeting – will be answered at the latest by the third day before the Shareholders' Meeting, and, therefore, by April, 27th 2025, through publication on the Company's website.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to Art. 126-*bis* of the Consolidated Law on Finance, shareholders who, individually or jointly, represent at least one fortieth of the share capital may request that the list of items to be discussed be supplemented, indicating in the request the additional items proposed or submitting proposed resolutions on items already on the agenda. The agenda cannot be supplemented with matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to in Art. 125-*ter*, paragraph 1, of the Consolidated Law on Finance. The possible supplemented list of items to be discussed during the Shareholders' Meeting as well as any additional proposed resolutions on items already on the agenda, will be published in the same manner as this notice, at least fifteen days before the date scheduled for the Shareholders' Meeting on single call (*i.e.* by April, 15th 2025). Requests – accompanied by the documents proving that the legal requirements are met, including the intermediary's certificate proving the quality of shareholder – must be received at the certified e-mail address alkemy.ufficiosocietario@pec.it or by registered letter to the address of the Company's registered office at via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs Department, sent on ahead by ordinary e-mail to the above-specified certified e-mail address, by the tenth day following the publication of this notice (*i.e.* by March, 31th 2025), signed as an original copy; by the same deadline, a report must be submitted in the same manner on the items proposed for discussion or on the justification for the additional proposed resolutions on matters already on the agenda.

The Company reserves the right not to accept proposed resolutions sent by certified e-mail that are illegible or sent with damaged or in any case illegible files. In the cover message, please provide a telephone number or e-mail address at which the sender can be contacted.

For the relevant publication and in connection with the meeting works, the Company reserves the right to verify the pertinence of the proposals in respect of the items on the agenda, their completeness, their conformity with applicable legislation and the entitlement of the proposers.

Right to present individual proposal for deliberation

Those entitled to vote may individually submit proposals for resolutions on the items on the agenda or proposals whose submission is otherwise permitted by law within the fifteenth day preceding the date of the single call of the Assembly (*i.e.* by April, 15th 2025).

Individual resolution proposals must be submitted by April, 15th 2025, by sending them via registered letter with return receipt to the registered office at Alkemy S.p.A. – Via San Gregorio 34, 20214 – Milan or by certified email of the Company to the address alkemy.ufficiosocietario@pec.it, indicating in the subject line the caption “Alkemy S.p.A., - Shareholders' Meeting April 2025 - individual resolution proposals”.



Proposals must contain the text of the resolution and be accompanied by information on the identity of the submitter and the percentage of the share capital held on the date of submission, as well as the notice sent by the intermediary to the Company.

The legitimacy to individually submit resolution proposals is subject to the Company receiving the communication issued by the intermediary certifying ownership of the right to vote as provided for by Article 83-*sexies* of the Consolidated Law on Finance. The validly submitted proposals will be made available to the public within two days following the deadline for their submission (*i.e.* by April, 17th 2025), by the Company, on the Company's website www.alkemy.com, Corporate Governance/Shareholders' Meeting/2025 section, as well as with other applicable methods.

For the purposes of the relevant publication, as well as in relation to the conduct of the meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable legislation and the legitimacy of the proposers.

Election of the Board of Statutory Auditors

The election of the Board of Statutory occurs according to the provisions of Art. 25 of Articles of Association, to which reference is explicitly made for what is not provided hereinafter.

The Statutory Auditors are elected by means of slate voting. Those shareholders who, alone or together with others, represent at least 2,5% of ordinary capital (minimum level established by Consob Resolution no. 123 of January, 28th 2025, in compliance with laws and regulations) are entitled to present lists.

Ownership of the minimum shareholding required for the submission of a list, is determined concerning the shares recorded in favour of the shareholder on the day on which the lists are deposited with the Company. Related certification may also be submitted after filing, provided submission is within the time limit established for publication of the lists by the Company.

Each shareholder may submit or participate in submitting only one list. Each entitled the right to vote may vote for only one list. The vote expressed by each shareholder will concern the list and therefore all the candidates indicated therein.

Each shareholder, as well as the shareholders belonging to the same company group and the shareholders participating in the same shareholders' agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of the Company, cannot submit or participate in submitting, not even through a third party or through a trust company, more than one list nor they can vote for different lists.

The lists, duly signed by each of those entitled of the right to vote who presented them and accompanied by a certificate proving the percentage of the shareholding held by those entitled of the right to vote and the evidence of title, must be presented at the Company's registered office (Via San Gregorio, 34, Milan, from Monday to Friday, 9:00 a.m. – 5:00 p.m.), or sent by certified e-mail to the certified e-mail address: alkemy.ufficiosocietario@pec.it, by the twenty-fifth day prior to the date of the Shareholders' Meeting (*i.e.* by April 5th 2025).

The Company will make the lists and the relevant exhibits publicly available at the registered office, on the Company's website www.alkemy.com in the Corporate Governance, Shareholders' Meeting section on the storage mechanism “eMarket STORAGE” at the address www.emarketstorage.com, at least twenty-one days before the date of the Shareholders' Meeting (*i.e.* by April 9th 2025).



Each candidate may be presented on only one list, otherwise they will be disqualified.

The lists are split in two sections, containing respectively up to 3 (three) candidates for the office of standing Statutory Auditor and up to 2 (two) alternate Statutory Auditor, listed according to consecutive numbers. Candidates who do not meet the requirements established by applicable legislation cannot be included in the lists.

Lists with a total number of candidates equal to, or greater than, 3 (three) must comprise in both sections candidates from both genders, so that is guaranteed that the composition of the Board of Statutory Auditors, both in the standing and alternative component respects the applicable law and regulatory provision related to gender balance.

The appointment as Statutory Auditor is conditioned upon the possession of the requirements provided by the applicable laws and regulations. The Statutory Auditors must meet the requirements provided by the applicable law.

On the occasion of the submission of the lists must also be filed, notwithstanding that any possible variation that may occur up to the effective date of the Shareholders' Meeting must be communicated to the Company:

- (1) the details of the identity of the shareholders who have submitted the lists, specifying the overall percentage shareholding held and a certification specifying the ownership of said shareholding;
- (2) the *curriculum vitae* of the candidates, as well as a statement by each candidate confirming, under his/her own responsibility, that he/she meets the requirements for holding the office of Statutory Auditor of the Company, accompanied by the indication of the directorships and statutory offices they hold in other companies;
- (3) the declaration from each candidate certifying their acceptance of the nomination;
- (4) any other and different declaration, information and/or document provided by applicable law.

Shareholders others than those who, individually or jointly, hold a controlling or majority interest in the Company must submit a declaration certifying the absence of any connection as defined by art. 147-ter, paragraph 3 of the Consolidated Law on Finance and art. 144-quinquies of Issuers Regulation by Consob no. 11971/1999, taking account of the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009, to which reference is made.

The lists submitted in non-compliance with the abovementioned provisions shall be deemed as not submitted at all.

In the event that by the deadline for the submission of the lists only one list has been filed, or only lists presented by shareholders connected to each other pursuant to Art. 144-quinquies of Issuers Regulation by Consob no. 11971/1999, the deadline for submitting lists will be extended by three days following that date (i.e. by April 8th 2025), in the abovementioned manners. In this case the minimum shareholding required for list presentation will be halved and therefore will be reduced to 1.25% of share capital.

In case, expired the term mentioned in the preceding paragraph, no further lists have been presented, the Board of Statutory Auditors (standing and alternate) is entirely taken from that list, if it obtains the majority required by law.

Finally, it is recalled that, in the event that, for any reason, it is not possible to appoint the Directors according to the slate voting procedure, or in the event that no lists are presented, the Shareholders' Meeting will decide by simple majority.



For more information on the election of the Board of Statutory Auditors, please refer to what is indicated in the explanatory report on the relevant item on the agenda drawn up pursuant to art. 125ter of the Consolidated Law on Finance, which will be made available to the public within the terms and in the manner prescribed by applicable legislation.

Documentation: the documentation relating to the items on the agenda, including the relevant proposed resolutions, will be made available to the public in accordance with the terms and conditions of the laws and regulation, at the storage mechanism “eMarket STORAGE” (available for consultation at www.emarketstorage.it) and on the Company's website www.alkemy.com - in the Corporate Governance/Shareholders’ Meeting section.

The Company’s website www.alkemy.com also contains the Company’s Articles of Association and information on the amount of the share capital subscribed and paid-in, which – at the time of drafting of this notice – was Euro 595,534.32 divided into 5,685,460 shares, all with voting rights and without nominal value except for no. 1,116,786 shares for which the increased vote was obtained (and therefore two votes per share) pursuant to art. 14 of the Articles of Association; therefore, the total number of voting rights exercisable at the Shareholders’ Meeting is equal to 6,802,246. The Company holds no. 58 treasury shares, equal to 0.001% of the share capital.

This call notice is published, pursuant to Art. 125-*bis* of the Consolidated Law on Finance and Art. 84 of the Issuers’ Regulation, on the Company’s website – in the Corporate Governance, Shareholders’ Meeting section, and in extract form in the newspaper “Italia Oggi” on March, 21st 2025; it is also made available on the storage mechanism “eMarket STORAGE” at the address www.emarketstorage.it.

Milan, March, 21st 2025

The Chairman: Barnaba Ravanne