



Alkemy S.p.A.

Registered office in Milan, at via San Gregorio 34, Milan - share capital
resolved Euro 632,467.00, Euro 587,589.00 subscribed and paid-up

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

**Explanatory Report by the directors on the second item on the agenda of the
shareholders' meeting convened for 24 April 2020, at single call.**



Item 2 on the agenda – Allocation of period profit. Related resolutions.

Shareholders,

With regards to the second item on the agenda of the Shareholders' Meeting scheduled to meet on 24 April 2020 at single call, the Board of Directors proposes that you resolve to allocate the net period profit recorded in the Financial Statements for a total of Euro 123,806.00, entirely to the equity item “Profits carried forward”.

For more information, please refer to the Annual Financial Report as at 31 December 2019, comprising the draft Financial Statements and the Consolidated Financial Statements, approved by the Board of Directors on 24 March 2020, the Directors' Report on Operations and the certification pursuant to Art. 154-bis, paragraph 5, of Italian Legislative Decree no. 58 of 24 February 1998, which will be deposited and made available in accordance with the terms and conditions of the law, together with the Report by the Board of Auditors and the Independent Auditors' Report.

It is also noted that there is no need to allocate part of the period profits to the “Legal Reserve” insofar as this reserve already totals one fifth of the share capital, as required by Article 2430 of the Italian Civil Code.

By virtue of the foregoing, we would therefore propose you pass the following resolution:

“The Shareholders' Meeting of Alkemy S.p.A.,

- having examined the Report by the Board of Directors on Operations;*
- having acknowledged the report by the Board of Auditors and by the independent auditing firm KPMG S.p.A.;*
- having examined the Financial Statements as at 31 December 2019, in the draft presented by the Board of Directors, reporting a net period profit of Euro 123,806.00;*
- having examined the proposed allocation of the profits by the Board of Directors,*

resolved

- 1. to allocate the full amount of net period profits of Alkemy S.p.A., of Euro 123,806.00, to the shareholders' equity item “Profits carried forward”.*
- 2. to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, individually and separately, - also through special proxies and delegated representatives - a mandate to act in all ways relevant, consequent or related to the implementation of the resolutions pursuant to point 1) above.”*

* * *

Milan, 25 March 2020

For the Board of Directors

The Chairman, Alessandro Mattiacci