



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

CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to participate and exercise voting rights are convened to the Ordinary Shareholders' Meeting of Alkemy S.p.A. (“**Alkemy**” or the “**Company**”), for 15:00 on 24 April 2020, at 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 at 31 December 2019, 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 at 31 December 2019 and of the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016.**
2. **Allocation of period profit. Related resolutions.**
3. **Report on the Remuneration Policy and fees paid in accordance with 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 and 3-ter of Italian Legislative Decree no. 58/1998;**
 - 3.2. **non-binding resolution on the second section on remuneration paid in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998.**
4. **Appointment of Director in accordance with Article 2386, first paragraph of the Italian Civil Code and Article 19.17.2 of the Articles of Association. Related and consequent resolutions.**

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

in accordance with the Decree Law “*setting out measures to strengthen the national health service and offer economic support to families, workers and businesses in connection with the epidemic emergency caused by COVID-19*” (the “**Decree**”), companies with listed shares can specify, in the notice convening the meeting, that the Shareholders' Meeting shall **only** be attended through the designated representative in accordance with Art. 135-*undecies* of Italian Legislative Decree no. 58 of 24 February 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 and Auditors, as well as the other entitled persons in accordance with the law, other than those with the right to vote, may attend the Shareholders' Meeting by conference call, also guaranteeing their identification, in the manner to be declared by the Company to said persons.

The Directors, Auditors and 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, applicable provisions.



Right to participate and vote at the Shareholders' Meeting

In accordance with Art. 12 of the Articles of Association, the right to participate and vote at the Shareholders' Meeting is for subjects having the right to vote for which the Company receives notices - to be requested by each person with the right to vote from their intermediary depositary - of intermediaries authorised on the basis of its accounting records relating to the end of the accounting day of the seventh trading day prior to the date fixed for the Shareholders' Meeting in single call (i.e. 15 April 2020, the "record date").

All crediting and debiting of the accounts subsequent to said date, shall have no relevance for the entitlement to exercise the right to vote at the Shareholders' Meeting.

The communication shall be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting at single call (i.e. by 21 April 2020).

The foregoing is without prejudice to the entitlement to attend the Shareholders' Meeting and exercise the right to vote if the communication reached the Company after said deadline, but before the Meeting starts.

Attendance of the Shareholders' Meeting and conferral of delegation on the Designated Representative

In accordance with the Decree, **the Shareholders' Meeting can only be attended through the Trust Administrations Company "SPAFID" S.p.A., with registered office in Milan ("Spafid"), the shareholders' representative designated by the Company in accordance with Art. 135-undecies of the Consolidated Law on Finance (the "Designated Representative").**

Shareholders wanting to attend the Shareholders' Meeting must, therefore, confer upon the Designated Representative the delegation - with voting instructions - on all or some of the proposed resolutions on the items on the agenda, using the specific delegation form, electronic or otherwise, 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 ID - and, if the delegating party is a legal entity, a document proving the power to issue the delegation - must be sent to Spafid by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting at single call (i.e. 22 April 2020):

- (i) as a copy reproduced electronically (PDF format) and sent to the certified e-mail address assemblee@pec.spafid.it (even if the delegating party does not use a certified e-mail address) or
- (ii) as an original copy, sent to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref.: "Delega RD Assemblea Alkemy 2020 [Delegation of DR for Alkemy 2020 Shareholders' Meeting]", by means of a letter sent recorded delivery with advice of receipt or courier dispatch.

Except where the delegation is sent as an original copy or by e-mail but with a qualified electronic signature or digital signature considered on a par with written form, in accordance with current legislation, the original copy of the delegation, instructions and a copy of the related documentation must in any case be sent to the office of Spafid, Foro Buonaparte, 10 – 20121 Milan as soon as the measures to contain the medical emergency caused by COVID-19 (CoronaVirus) issued by the competent authorities, have been lifted.

The delegation and voting instructions may be revoked by the same deadline of 22 April 2020 as specified above.

The delegation, 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 delegations and/or sub-delegations 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.



Delegations/sub-delegations should be notified, including electronically, as described on the specific form. The delegation must be received by 18:00 on the day before the shareholders' meeting (i.e. 23 April 2020). The delegation and voting instructions can be revoked at any time before said deadline.

For any clarification necessary on the conferral of the delegation on the Designated Representative (and, in particular, about the compiling of the delegation form and voting instructions and their transmission), Spafid can be contacted by e-mailing confidential@spafid.it or calling (+39) 0280687331 (on working days, from 09:00 to 17:00).

There is no provision for electronic or correspondence voting.

The company reserves the right to supplement and/or amend the above instructions in view of the need to monitor the current Covid 19 epidemic emergency and how it unfolds, which cannot currently be forecast.

Right to ask questions:

Pursuant to Art. 127- *ter* of the Consolidated Law on Finance, **those entitled the right to vote may ask questions on agenda items, also prior to the Shareholders' Meeting and by 15 April 2020, by e-mailing alkemy@pec.it.**

Questions received before the Shareholders' Meeting – accompanied by the documents proving that the legal requirements are met, including the intermediary's certificate proving the shareholder title if the Company has not received the communication of the intermediary necessary to attend the Shareholders' Meeting – will be answered at the latest by the second day before the Shareholders' Meeting, and, therefore, by 12:00 on 22 April, 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 at single call (i.e. by 09 April 2020). Requests – accompanied by the documents proving that the legal requirements are met, including the intermediary's certificate proving the shareholder title – must be received at the certified e-mail address alkemy@pec.it by the tenth day following the publication of this notice (i.e. by 04 April 2020), 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.

Documentation: the following documentation relating to the items on the agenda, including the relevant proposed resolutions, is 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.com) and on the Company's website www.alkemy.com - in the Corporate Governance/Shareholders' Meeting section:

- the explanatory Reports by the directors on items 1), 2), 3) and 4) on the agenda;
- the Annual Financial Report, including the disclosure pursuant to Art. 77, paragraph 2-*bis* of the Issuers' Regulation and the Consolidated Non-Financial Statement as at 31 December 2019, prepared by the Company in accordance with Article 4 of Italian Legislative Decree no. 254 of 30 December 2016, which includes the Alkemy Sustainability Report;
- the Report on the Remuneration Policy.



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 587,589, divided into 5,609,610 shares, all with voting rights and without nominal value.

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 25 March 2020; it is also made available on the storage mechanism "eMarket STORAGE" at the address www.emarketstorage.com).

Finally, the Company reserves the right to supplement and/or amend the contents of this notice, should such be necessary as a consequence of the evolution of the current Covid-19 emergency situation.

Milan, 25 March 2020

The Chairman: Alessandro Mattiacci