



## **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

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### **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**”), at 2.30 p.m. on 26 April 2021, 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 of December 31<sup>st</sup> 2020, 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 31<sup>st</sup>, 2020 and of the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016.**
2. **Allocation of the profit for the year 2020. Related resolutions.**
3. **Approval of the proposed amendments to the 2020/2023 Long-Term Incentive Plan. Related and consequent resolutions.**
4. **Report on Remuneration Policy and Fees Paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/98:**
  - 4.1. **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;**
  - 4.2. **non-binding resolution on the second section on fees paid in accordance with Art. 123-ter, paragraphs 4 and 6 of Italian Legislative Decree no. 58/1998.**
5. **Request for authorisation to purchase and dispose of treasury shares in accordance with Articles 2357 et seq. of the Italian Civil Code; related and consequent resolutions.**
6. **Appointment of Director in accordance with Article 2386, first paragraph of the Italian Civil Code and Article 19.17 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 Decree Law no. 18 of 07 March 2020 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**”), converted with amendments by Italian Law no. 27 of 24 April 2020, also taking into account the provisions of Art. 3, paragraph 6 of Decree Law no. 183 of 31 December 2020, converted with amendments by Italian Law no. 21 of 26 February 2021, 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 depository - 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 2021, 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 2021).

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")**.

Holders of the right to vote 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](http://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 2021), as follows:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for ALKEMY 2021 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: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for ALKEMY 2021 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for ALKEMY 2021 Shareholders' Meeting").

The delegation and voting instructions may be revoked by the same deadline of 22 April 2021 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](http://www.alkemy.com) - Corporate Governance, Shareholders' Meeting section.

Delegations/sub-delegations should be sent, including electronically, as described above and on the specific form. The delegation must be received by 18:00 on the day before the shareholders' meeting (i.e. 25 April 2021) or in any case before the opening of the meeting. 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](mailto:confidential@spafid.it) or calling (+39) 02806873319 - 335 (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:**

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 15 April 2021, by e-mailing [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it) or by letter sent recorded delivery with advice of receipt to the address of the Company's registered office at via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs Office, 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'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. The Company may provide single answers to multiple questions on the same subject.

#### **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 11 April 2021). 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.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it) or by letter sent recorded delivery with advice of receipt to the address of the Company's registered office at via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs Office, 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 06 April 2021), 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.



In the event of proposed resolutions on alternative items on the agenda with respect to those formulated by the Board, the Board's proposal will first be put to the vote (unless it should be withdrawn) and only if the proposal is rejected, will the proposals submitted by the Shareholders be put to the vote. These proposals, even in the absence of a Board proposal, if alternatives, will be submitted to the Shareholders' Meeting in order, starting from the proposal submitted by the Shareholders representing the majority of the capital. Only if the proposal submitted for voting first is rejected will the next proposal in order of capital represented be then put to the vote, and so on.

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.

### **Appointment of a new Director**

With reference to the sixth item on the agenda, it is recalled that for the adoption of the prescribed meeting resolution, the list voting procedure shall not apply and, therefore, as envisaged by Art. 19.17 of the Articles of Association, the Shareholders' Meeting resolves with the legal majorities. For all further information, please refer to the Report prepared by the Board of Directors.

**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](http://www.emarketstorage.com)) and on the Company's website [www.alkemy.com](http://www.alkemy.com) - in the Corporate Governance/Shareholders' Meeting section:

- the explanatory Reports by the directors on items 1), 2), 3), 4), 5) and 6) on the agenda;
- the Annual Financial Report, together with the report of the statutory auditing company and the report of the board of statutory auditors and with the Issuers' Regulation and the Consolidated Non-Financial Statement as of December, 31<sup>st</sup> 2020, prepared by the Company in accordance with Article 4 of Italian Legislative Decree no. 254 of 30 December 2016;
- information about the new director;
- the Report on the Remuneration Policy;
- the Report on Corporate Governance and Ownership Structures.

The Company's website [www.alkemy.com](http://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 except for n. 1,792,990 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 7,402,600. The Company holds no. 112,536 treasury shares, equal to 2.006% 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 27 March 2021; it is also made available on the storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.com](http://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, 26 March 2021

The Chairman: Alessandro Mattiacci