



## **Alkemy S.p.A.**

Registered office in Milan, at via San Gregorio 34, Milan - share capital resolved Euro 632,467.00,  
Euro 595,534.00 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 AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Those entitled to participate and exercise voting rights are convened to the Ordinary and Extraordinary Shareholders' Meeting of Alkemy S.p.A. (“Alkemy” or the “Company”), at 10.00 a.m. on 26 April 2022, 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**

##### **Ordinary session:**

- 1. Approval of the Financial Statements as of December 31<sup>st</sup> 2021, 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>, 2021 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 2021. 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 Directors. Related resolutions:**
  - 4.1. Determination of the number of the members of the Board of Directors;**
  - 4.2. Determination of the term of the Board of Directors;**
  - 4.3. Election of the members of the Board of Directors;**
  - 4.4. Election of the Chairman of the Board of Directors;**
  - 4.5. Determination of the compensation of the Board of Directors.**
- 5. Appointment of the Board of Statutory Auditors. Related resolutions:**
  - 5.1. Election of the members of the Board of Statutory Auditors;**
  - 5.2. Election of the Chairman of the Statutory Auditors;**
  - 5.3. Determination of the compensation of the members of the Statutory Auditors.**
- 6. Share participation plan in favour of Alkemy Group's employees: resolutions under article 114-bis of Italian Legislative Decree 58/98.**
- 7. Request for authorisation to purchase and dispose of treasury shares in accordance with Articles 2357 et seq. of the Italian Civil Code. Related resolutions.**

##### **Extraordinary session:**



1. **Grant of authority to the Board of Directors to approve a share capital increase by payments and consequent amendment of Art. 5 of the Articles of Association. Related resolutions.**
2. **Amendment of Art. 3.1 of the Articles of Association to complete it with the training activity. Related resolutions.**
3. **Amendment of Art. 25.8.2 of the Articles of Association regarding the election of the Board of Statutory Auditors by slate voting, in compliance with the provisions of the Italian Legislative Decree 58/98 related to gender balance. Related resolutions.**

\* \* \*

### **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 07 March 2020, converted with amendments by Italian Law no. 27 of 24 April 2020 (the “**Decree**”), whose validity has been lastly extended to the Shareholders' Meeting held within July, 31th 2022, by art. 3 of the Decree Law no. 228 of 30 December 2021, converted with amendments by Italian Law no. 15 of 25 February 2022, 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. 13 April 2022, 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 2022).

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 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 singlecall (i.e. by 22 April 2022, h. 11.59 p.m.), 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 2022 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 2022 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 2022 Shareholders' Meeting").

The delegation and voting instructions may be revoked by the same deadline of 22 April 2022 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 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 2022 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) 0280687.335/319 (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 13 April 2022, 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 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'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 24 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 11 April 2022). 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 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 26 March 2022), 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.

### **Election of the Board of Directors**

The election of the Board of Directors occurs according to the provisions of Art. 19 of Articles of Association, to which reference is explicitly made for what is not provided hereinafter.



The Directors are elected by means of slate voting. Those shareholders who, alone or together with others, represent at least 4,5% of ordinary capital (minimum level established by Consob Resolution n. 62 of 28 January 2022 in compliance with laws and regulations) are entitled to present lists.

Ownership of the minimum investment 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 of 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), or sent by certified e-mail to the certified e-mail address: [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it), to the attention of the Legal Affairs Department, by the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. by 1 April 2022).

The Company will make the lists and the relevant exhibits publicly available at the registered office, on the Company's website [www.alkemy.com](http://www.alkemy.com) in the Corporate Governance, Shareholders' Meeting section and on the storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.com](http://www.emarketstorage.com), at least twenty-one days before the date of the Shareholders' Meeting (i.e. by 5 April 2022).

Each candidate may be presented on only one list, otherwise they will be disqualified. In each list, the candidates shall be accompanied by consecutive numbers. Candidates who do not meet the requirements established by applicable legislation cannot be included in the lists.

Each list must contain a number of candidates not exceeding 9 (nine), listed according to consecutive numbers.

Each list must contain and expressly indicate at least one director who meets the independence requirements envisaged by the applicable laws; lists with a total number of candidates greater than 7 (seven) must contain and expressly indicate at least 2 (two) directors who meet those requirements.

Lists with a total number of candidates equal to, or greater than, 3 (three) must comprise candidates from both genders, so that at least two fifths (rounded upwards) of the candidates for the office of director belong to the less well represented gender in that list.

The appointment as Director is conditioned upon the possession of the requirements provided by the applicable laws and regulations. The Directors 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 there are no ineligibility or incompatibility reasons and also that he/she meets the requirements for holding the office of Director of the Company, including the possible declaration of possession of the independence requirements;
- (3) the indication of the directorships and statutory offices they hold in other companies;
- (4) the declaration from each candidate certifying their acceptance of the nomination;
- (5) any other and different declaration, information and/or document provided by applicable law.

In case the submitted list contains a number of candidates greater than the half of the members to be elected, in the documentation filed for the submission of the list must be provided an adequate notice about the correspondence of the list to the orientation expressed by the Board of Directors, made available to the public with the modalities indicated in this Call Notice, Paragraph "Documentation", as well as the indication of the candidate to the office of Chairman of the Board of Directors.

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 case only one list is presented, the Board of Directors is entirely taken from that list, if it obtains the majority required by law.

Lists that have not obtained a number of votes equal to at least half the number of shares corresponding to the percentage required for the presentation of the lists are not taken into account.

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 Directors, please refer to what is indicated in the explanatory report on the relevant item on the agenda drawn up pursuant to art. 125-ter 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.

### **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 4,5% of ordinary capital (minimum level established by Consob Resolution n. 62 of 28 January 2022 in compliance with laws and regulations) are entitled to present lists.

Ownership of the minimum investment 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), or sent by certified e-mail to the certified e-mail address: [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it), by the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e. by 1 April 2022).

The Company will make the lists and the relevant exhibits publicly available at the registered office, on the Company's website [www.alkemy.com](http://www.alkemy.com) in the Corporate Governance, Shareholders' Meeting section and on the storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.com](http://www.emarketstorage.com), at least twenty-one days before the date of the Shareholders' Meeting (i.e. by 5 April 2022).

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 4 April 2022), in the abovementioned manners. In this case the minimum shareholding required for list presentation will be halved and therefore will be reduced to 2.25% 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. 125-ter 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 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), 6), 7) and 8) on the agenda of the Ordinary session and on items 1), 2) and 3) on the agenda of the Extraordinary session;
- the Annual Financial Report, together with the notice pursuant to art. 77, paragraph 2-bis of Issuers Regulation by Consob no. 11971/1999, the report of the statutory auditing company and the report of the board of statutory auditors and with the Consolidated Non-Financial Statement as of December, 31<sup>st</sup> 2021, prepared by the Company in accordance with Article 4 of Italian Legislative Decree no. 254 of 30 December 2016, which includes Alkemy Sustainability Report ;
- the Report on the Remuneration Policy;
- the Report on Corporate Governance and Ownership Structures.

The orientation expressed by the Board of Directors on the optimal quantitative and qualitative composition of the next management body has been made available to the public on March, 7<sup>th</sup> 2022 at the registered office and on the Company's website – in the Corporate Governance, Shareholders' Meeting section.

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 595,534.32 divided into 5,685,460 shares, all with voting rights and without nominal value except for n. 1,096,590 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 6,782,050. The





Company holds no. 158,268 treasury shares, equal to 2.784% of the share capital and 2.335% of the voting rights.

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 16 March 2022; it is also made available on the storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.com](http://www.emarketstorage.com)).

Milan, 16 March 2022

The Chairman: Alessandro Mattiacci