



## **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 10.00 a.m. on April, 27<sup>th</sup> 2023, 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 31st 2022, 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, 2022 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 2022. 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. Approval of the *Long Term Incentive Plan 2024-2026*; resolutions according to article 114-bis of Italian Legislative Decree 58/98.**
- 5. Request for authorization to purchase and dispose of treasury shares in accordance with Articles 2357 et seq. of the Italian Civil Code, upon revocation of the authorization granted by the Shareholders' Meeting on April, 26<sup>th</sup> 2022 to the extent that was not executed . Related and consequent resolutions.**

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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 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, 31<sup>th</sup> 2023, by art. 3, paragraph 10-*undecies* of the Decree Law no. 198 of 29 December 2022, converted by Italian Law no. 14 of 24 February 2023, 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 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.

Gli Amministratori, i Sindaci, il segretario della riunione, il rappresentante della società di revisione nonché il Rappresentante Designato ai sensi dell'articolo 135-*undecies* del TUF, potranno intervenire in Assemblea mediante l'utilizzo di sistemi di collegamento a distanza che ne consentano l'identificazione, nel rispetto delle disposizioni vigenti e applicabili, secondo le modalità che verranno rese note dalla Società ai predetti soggetti.

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. 12 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 depositary – 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, 18<sup>th</sup> 2023, 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

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, 24<sup>th</sup> 2023).

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 delegation on the Designated Representative**

In accordance with 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 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 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, 25<sup>th</sup> 2023, 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 2023 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 2023 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to RD@pec.euronext.com (Ref. "Proxy ALKEMY 2023 Shareholders' Meeting").

The delegation and voting instructions may be revoked by the same term of April, 25<sup>th</sup> 2023 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 6 p.m. on the day before the shareholders' meeting (*i.e.* April, 26<sup>th</sup> 2023 or in any case before the opening of the meeting). The delegation and voting instructions can be revoked at any time within the aforementioned term.

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), Monte Titoli can be contacted by e-mailing [RegisterServices@euronext.com](mailto: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, 18<sup>th</sup> 2023, either by e-mailing [alkemy.ufficiosocietario@pec.it](mailto: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 second day before the



Shareholders' Meeting, and, therefore, by 12 p.m. on April, 25<sup>th</sup> 2023, 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 April, 12<sup>th</sup> 2023). 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](mailto: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 April, 7<sup>th</sup> 2023), 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.

**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.it](http://www.emarketstorage.it)) 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) and 5) on the Agenda;
- Information Document according to Article 84-*bis* Issuers Regulation by Consob no. 11971/1999, related to *Long Term Incentive Plan 2024-2026*;



- 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, 31st 2022, 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 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 no. 1,137,200 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 6,822,660. The Company holds no. 150,864 treasury shares, equal to 2.65% of the share capital and 2.21% 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 March, 28<sup>th</sup> 2023; it is also made available on the storage mechanism "eMarket STORAGE" at the address [www.emarketstorage.it](http://www.emarketstorage.it).

Milan, March, 28<sup>th</sup> 2023

The Chairman: Alessandro Mattiacci