

Essential information pursuant to Article 122 of Legislative Decree dated February 24, 1998, no. 58 (“CFA”) and Article 130 of CONSOB Regulation dated May 14, 1999, NO. 11971 (the “CONSOB Regulation”) relating to the agreements entered into on June 14, 2024, by and between Retex S.p.A. – Benefit Corporation (“*Società Benefit*”) and separately each of Claudio Benasso, Silvia Bosani, Luca Bosco, Federica Busino, Paolo Cederle, Guido Cuzzocrea, Paolo Fontana, Enrico Meacci, Alberto Saccardi and Oscar Zoggia, concerning the shares of Alkemy S.p.A.

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Pursuant to Article 122 of CFA and Article 130 of CONSOB Regulation, the following is hereby disclosed.

1. Introduction

On June 14, 2024, Retex S.p.A. - Benefit Corporation (“*Società Benefit*”) (the “**Offeror**”), a company controlled by FSI SGR S.p.A. (in the name and on behalf of the alternative investment fund “*FSI II*”), on the one side, and separately each of Claudio Benasso, Silvia Bosani, Luca Bosco, Federica Busino, Paolo Cederle, Guido Cuzzocrea, Paolo Fontana, Enrico Meacci, Alberto Saccardi and Oscar Zoggia (the “**Adherents**” and, together with the Offeror, the “**Parties**”), on the other, entered into separate agreements (the “**Adherence Undertakings**”) pertaining to the shares issued by Alkemy S.p.A. (respectively, the “**Shares**” and “**Alkemy**” or the “**Issuer**”).

Each of the Adherence Undertakings regulates the mutual undertakings of the Parties in relation to the voluntary tender offer, pursuant to articles 102 *et seq.* CFA, announced on June, 3, 2024 by the Offeror and aimed at acquiring all the Shares, amounting to a total no. 5,685,460 Shares representing 100% of the Issuer’s share capital, and achieving the delisting of the Shares from “Euronext Milan”, a regulated market organised and managed by Borsa Italiana S.p.A. (the “**Offer**”). In particular, the Adherence Undertakings regulate the undertakings of each Adherent to tender to the Offer all the Shares held by the Adherent on the signing date of the Adherence Undertaking, as well as any additional Shares the Adherent may come to hold.

2. Type of shareholder agreement

Certain provisions contained in the Adherence Undertakings are relevant pursuant to Article 122, paragraphs 1 and 5, letters b) and d)-*bis*, of CFA.

3. Companies whose financial instruments are covered by the Adherence Undertakings

The Adherence Undertakings pertain to shares issued by Alkemy S.p.A., a joint-stock company (“*società per azioni*”), incorporated under Italian Law, with registered offices in via San Gregorio, 34, Milan, registered with the companies register of Milan-Monza-Brianza-Lodi, with no. 05619950966, with a share capital of EUR 595,534.32, fully paid-up, divided into no. 5,685,460 Shares, without indication of par value (“*valore nominale*”) and with regular dividend entitlement (“*godimento regolare*”). According to the communications pursuant to Article 85-*bis*, paragraph 4-*bis*, of CONSOB Regulation, as at the date of this essential information, due to the increase in voting rights pursuant to Article 127-*quinquies* CFA and Article 14 of the Issuer’s articles of association (the “**Voting Increase**”), the voting rights exercisable at the Issuer’s shareholder meetings amount to no. 6,832,228.

The Shares are admitted to trading on “Euronext Milan”, a regulated market organised and managed by Borsa Italiana S.p.A.

4. Parties to the Adherence Undertakings and financial instruments covered by the Adherence Undertakings

4.1 Parties to the Adherence Undertakings

The parties to the Adherence Undertakings are as follows:

- (a) **Retex S.p.A. - Società Benefit**, a joint/stock company (“*società per azioni*”), incorporated under Italian law, with registered offices in via Gaetano De Castillia, n. 23, Milan, registered with the companies register of Milano-Monza-Brianza-Lodi, with no. 06054450017, controlled by FSI SGR S.p.A, a joint-stock company (“*società per azioni*”) incorporated under Italian Law, with registered office in Passaggio Centrale, No. 7, Milan, registered with the companies register of Milan-Monza-Brianza-Lodi, with no. 09422290966, and registered with the Register of Asset Management Companies (“*società di gestione del risparmio*”), Section AIFs, pursuant to Article 35, paragraph 1, of CFA, with no. 157 (in the name and on behalf of the alternative investment fund “*FSI II*”); and
- (b) separately from each other, each of:
- **Claudio Benasso**, born in Pavia, on March 14, 1963, fiscal code BNSCLD63C14G388D;
 - **Silvia Bosani**, born in Legnano (MI), on November 18, 1985, fiscal code BSNSLV85S58E514M;
 - **Luca Bosco**, born in Milan, on January 11, 1980, fiscal code BSCLCU80A11F205Z;
 - **Federica Busino**, born in Caserta, Italy, on January 21, 1982, fiscal code BSNFRC82A61B963M;
 - **Paolo Cederle**, born in Crema (CR), on June 15, 1961, fiscal code CDRPLA61H15D142Q;
 - **Guido Cuzzocrea**, born in Milan on August 6, 1964, fiscal code CZZGDU64M06F205F;
 - **Paolo Fontana**, born in Pordenone, Italy, on July 16, 1974, fiscal code FNTPLA74L16G888W;
 - **Enrico Meacci**, born in Bologna, on April 29, 1977, fiscal code MCCNRC77D29A944G;
 - **Alberto Saccardi**, born in Milan on July 11, 1964, fiscal code SCCLRT64L11F205A; and
 - **Oscar Zoggia**, born in Monza (MB), on October 20, 1973, fiscal code ZGGSCR73R20F704Q.

4.2 Financial instruments covered by the Adherence Undertakings

The Adherence Undertakings pertain to all the Shares held by the Parties, which, as the date of this essential information, correspond with the no. 141,634 Shares held by the Adherents jointly considered, representing in aggregate 2.49% of the Issuer’s share capital. Such Shares confer an equal number of voting rights, representing, due to the Voting Increase, 2.07% of the voting rights exercisable at the Issuer’s shareholder meetings.

Below is a separate indication of the Shares covered by each Adherence Undertaking:

Party	no. of Shares	% of the share capital	% of the voting rights
Claudio Benasso	10,409	0.18%	0.15%
Silvia Bosani	8,580	0.15%	0.13%
Luca Bosco	2,539	0.04%	0.04%
Federica Busino	2,630	0.05%	0.04%
Paolo Cederle	7,000	0.12%	0.10%
Guido Cuzzocrea	4,892	0.09%	0.07%
Paolo Fontana	27,260	0.48%	0.40%
Enrico Meacci	41,554	0.73%	0.61%
Alberto Saccardi	8,750	0.15%	0.13%
Oscar Zoggia	28,020	0.49%	0.41%

5. Shareholder provisions contained in the Adherence Undertakings

5.1 Undertaking to tender Shares to the Offer

Each Adherent undertook separately *vis-à-vis* Retex:

- (a) to tender to the Offer all the Shares held by the Adherent on the signing date of the Adherence Undertaking (the “**Adherent Shares**”) by the 5th (fifth) trading day from the starting of the Offer period;
- (b) to tender to the Offer any additional Shares that the Adherent may come to hold, including those granted under the Issuer’s incentive plans (the “**Additional Adherent Shares**”), within the trading day following the purchase of such Shares and in any event not later than the end of the Offer period;
- (c) not to withdraw its acceptance to the Offer in respect of the Adherent Shares and the Additional Adherent Shares; and
- (d) in any event not to sell, transfer or otherwise dispose of, or create liens and encumbrances of any kind or nature whatsoever, or any third party rights over, Shares or financial instruments granting their holders the right to purchase or subscribe Shares or a long position with Shares as underlying securities, nor undertake any commitment thereto.

5.2 Conduct of the Parties during the Offer and thereafter

Under each Adherence Undertaking, the Parties undertook to act in compliance with applicable regulations in relation to the Offer, including the provisions set forth by Articles 41 and 42 of CONSOB Regulation.

Each Adherent undertook:

- (a) not to carry out, directly or indirectly and also through persons acting in concert, acts or transactions triggering an obligation to launch a mandatory tender offer for the Shares pursuant to applicable law;
- (b) not to purchase, or undertake to purchase, Shares or financial instruments granting their holders the right to purchase or subscribe Shares or a long position with Shares as underlying securities, nor undertake or enter into any act, transaction or undertaking which may in any way result in an increase of the consideration of the Offer pursuant to applicable law;
- (c) with the exception of the Adherence Undertaking, not to enter into shareholder agreements or other agreements concerning Shares;
- (d) not to advance, and vote against in the shareholder meetings of Alkemy on, proposals of resolutions concerning acts or transactions that could frustrate the achievement of the Offer’s objectives, also pursuant to Article 104 CFA; and
- (e) in any event, not to carry out acts or transactions that may frustrate the achievement of the objectives of the Offer or are in any way likely to hinder the transaction regulated by the Adherence Undertakings or delay its completion, including the mere search for other offers or alternative transactions.

6. Duration and effectiveness of the Adherence Undertakings

The provisions of each Adherence Undertaking shall be effective starting from its signing date and until the completion of the Offer, with the exception of the provision referred to in Section 5.2, second paragraph, point (b), which shall be effective until the expiration of the 6th month following the last settlement date of the Offer.

7. Person exercising control over Alkemy pursuant to Article 93 CFA

As at the date of this essential information, no person exercises control over the Issuer within the meaning of Article 93 CFA.

8. Filing with the Companies Register

A copy of each Adherence Undertaking was filed on the date hereof with the Milan-Monza-Brianza-Lodi companies register.

9. Website where essential information on the Adherence Undertakings is published

This essential information is published, pursuant to Article 130 of CONSOB Regulation, on Alkemy's website (www.alkemy.com), "*Corporate Governance – Corporate Structures – Shareholder Agreements*" sections.

June 19, 2024