

Excerpt pertaining to the agreement entered into on August 6, 2024, by Retex S.p.A. – Benefit Corporation (“Società Benefit”) and Twinfin S.r.l., containing provisions relevant under Article 122 of Legislative Decree dated February 24, 1998, no. 58 (“CFA”) and Article 129 of CONSOB Regulation dated May 14, 1999, no. 11971 (“CONSOB Regulation”)

ALKEMY S.P.A.

It is hereby disclosed that, on August 6, 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”), and Twinfin S.r.l. (the “**Shareholder**” and, together with the Offeror, the “**Parties**”) have entered into an agreement (the “**Agreement**”) containing provisions that are relevant under Article 122, paragraphs 1 and 5, letters b), c) and d)-bis, CFA, relating to Alkemy S.p.A. (“**Alkemy**” or the “**Issuer**”).

In particular, the Agreement regulates:

- (a) the undertaking of the Shareholder to tender all of its Alkemy shares to the voluntary tender offer pursuant to Articles 102 and 106, paragraph 4, CFA, launched on June 24, 2024, by the Offeror and aimed at acquiring all Alkemy shares, amounting to a total maximum of 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**”).;
- (b) the mutual undertakings of the Parties pending the Offer and thereafter; and
- (c) the mutual undertakings of the Parties concerning – following and subject to the completion of the Offer – the reinvestment by the Shareholder of 100% of the financial proceeds from the acceptance of the Offer through the subscription (“*sottoscrizione e liberazione*”), by means of a cash contribution, of a share capital increase of the Offeror, with the exclusion of option rights (“*diritti di opzione*”) pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, to be performed for a share issue price (“*prezzo di emissione*”) corresponding to the fair market value of the Offeror.

The Agreement pertains to all the Shares held by the Parties which, as at the date hereof, correspond with the no. 285,345 Shares held by the Shareholder, representing in aggregate 5.02% of the Issuer’s share capital. Due to the increase in voting rights pursuant to article 127-*quinquies* CFA and article 14 of the Issuer’s articles of association, and considering the increase in voting rights accrued by the Shareholder on August 4, 2024, with respect to its no. 285,345 Shares, these Shares confer a total of no. 570,690 voting rights (representing 8.01% of the voting rights exercisable at the Issuer’s shareholder meetings).

For a more detailed description of the Agreement, please refer to the relevant essential information published pursuant to Article 130 of CONSOB Regulation on the Issuer’s website (www.alkemy.com), “Corporate Governance – Corporate Structures - Shareholder Agreements” sections.

Milan, August 8, 2024