

Essential information pursuant to Article 122 of Legislative Decree No. 58 of 24 February 1998 (the "TUF") and Article 130 of the Regulations adopted by CONSOB resolution No. 11971 of 14 May 1999 (the "Issuers' Regulations") relating to the agreement entered into on 4 September 2024 among Alessandro Mattiacci, Riccardo Cesare Lorenzini, Lappentrop S.r.l., Qmat S.r.l. and Francesco Hensemberger concerning the shares of Alkemy S.p.A..

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Pursuant to Article 122 of the TUF and Article 130 of the Issuers Regulation, the following is hereby announced.

## Introduction

On 3 June 2024, Retex S.p.A. – Benefit Company (the "**Offeror**"), pursuant to Article 102 of the TUF, announced its intention to promote a totalitarian voluntary tender offer (the "**Tender Offer**") on all the outstanding shares (the "**Shares**") of Alkemy S.p.A ("**Alkemy**" or the "**Company**") at a price of Euro 12.00 (twelve/00) per Share (the "**Consideration**") aimed at delisting the Company. On 24 July 2024, Consob approved the offer document relating to the Tender Offer which was subsequently published by the Offeror on 25 July 2024, pursuant to Articles 102 et seq. of the TUF, and which is available, *inter alia*, on Alkemy's *website* at [www.alkemy.com](http://www.alkemy.com).

On 8 August 2024, the Board of Directors of Alkemy approved the issuer's statement relating to the Tender Offer pursuant to Article 103, paragraphs 3 and 3-*bis* of the TUF, in which the Board of Directors deemed, *inter alia*, the Consideration to be unfair, from a financial point of view. On 8 August 2024, the issuer's statement was published pursuant to applicable laws and regulations and is available, *inter alia*, on Alkemy's *website* at [www.alkemy.com](http://www.alkemy.com).

On 4 September 2024, Alessandro Mattiacci – Chairman of the Board of Directors of the Company ("**AM**"), Riccardo Cesare Lorenzini – member of the Board of Directors of the Company ("**RL**"), Lappentrop S.r.l. – a company wholly owned by Alessandro Mattiacci, who is also its sole director ("**Lappentrop**"), Qmat S.r.l. ("**Qmat**") and Francesco Hensemberger ("**FH**", and, jointly with AM, RL, Lappentrop and Qmat, the "**Parties**") have entered into an agreement (the "**Agreement**") concerning the Alkemy Shares containing shareholders' agreements pursuant to Article 122 of the TUF, the essential information on which is published below pursuant to Article 130 of the Issuers' Regulation.

### 1. Type of shareholder agreement

The shareholders' agreements contained in the Agreement are relevant pursuant to Article 122, paragraph 5, letters (b) and (d)-*bis*, of the TUF.

### 2. Companies whose financial instruments are covered by the Agreement

The Agreement pertains to the shares issued by Alkemy S.p.A., a "joint-stock company" ("*società per azioni*") incorporated under the laws of Italy with registered office in Milan, Via San Gregorio, No. 34, registered with the Companies' Register of Milan–Monza–Brianza–Lodi under No. 05619950966, with a share capital equal to Euro 595,534.32, fully subscribed and paid-in, divided into No. 5,685,460 Shares, without par value ("*valore nominale*") and with regular dividend entitlement ("*godimento regolare*").

According to the communications pursuant to Article 85-*bis*, paragraph 4-*bis* of the Issuers' Regulations, as of the date of this essential information, due to the increase in voting rights pursuant to Article 127-*quinquies* of the TUF and Article 14 of the Company's Articles of Association, the voting

rights exercisable at the Company's shareholders' meetings amount to 6,843,496.

The Shares are admitted to trading on the regulated market Euronext Milan, Euronext STAR Milan segment, organized and managed by Borsa Italiana S.p.A.

### **3. Parties to the Agreement and financial instruments covered by the Agreement**

#### **3.1 Parties to the Agreement**

The parties to the Agreement are as follows:

- (i) AM, born in Rome, on 14 December 1971, Tax Code MTTLN71T14H501T;
- (ii) RL, born in Genoa, on 10 July 1957, Tax Code LRNRCR57L10D969B;
- (iii) Lappentrop, a company incorporated under the laws of Italy with registered office in Rome, Via Aventina 30, VAT number, tax code and registration number with the Companies' Register of Rome 11925881002, share capital of Euro 52,100, wholly owned by Alessandro Mattiacci, who is also its sole director;
- (iv) Qmat, a company incorporated under the laws of Italy with registered office in Rome, Via Vincenzo Tiberi 13, VAT number, tax code and registration number with the Companies' Register of Rome 15518001001, share capital of Euro 50,000, which is subject to the control of Vittorio Massone (born in Bari, on 14 April 1966, Tax Code MSSVTR66D14A662I), who holds a 51% stake in its corporate capital and who is also its sole director; and
- (v) FH, born in Milan, on 16 January 1961, Tax Code HNSFNC61A16F205V.

#### **3.2 Financial instruments covered by the Agreement**

The Agreement relates to all the Shares held by the Parties which, as at the date of this essential information, consist of:

- 27,446 Alkemy Shares corresponding to 27,446 voting rights, representing 0.48% of Alkemy's share capital and 0.40% of voting rights, held by AM;
- 355,220 Alkemy Shares corresponding to 699,440 voting rights, representing 6.25% of Alkemy's share capital and 10.22% of voting rights, held by RL;
- 100,714 Alkemy Shares corresponding to 198,309 voting rights, representing 1.77% of Alkemy's share capital and 2.90% of voting rights, held by Lappentrop;
- 78,890 Alkemy Shares corresponding to 78,890 voting rights, representing 1.39% of Alkemy's share capital and 1.15% of voting rights, held by Qmat;
- 21,250 Alkemy Shares corresponding to 21,250 voting rights, representing 0.37% of Alkemy's share capital and 0.31% of voting rights, held by FH.

The Agreement refers to a total number of 583,520 Shares held by the Parties jointly considered corresponding to 1,025,335 voting rights, representing in the aggregate 10.26% of the Company's share capital and 14.98% of the voting rights.

### **4. Shareholders' agreements contained in the Agreement**

The Agreement provides that, starting from the date of signing of the Agreement, each Party irrevocably undertakes towards the other Parties – with respect to the Alkemy Shares held as of the date of the

Agreement and to any additional Alkemy Shares it may come to hold – not to accept the Tender Offer and/or dispose and/or sell in any way the Alkemy Shares in the Tender Offer, in whole or in part, at a price equal to the Consideration.

According to the terms and conditions of the Agreement, any third party holder of Alkemy's Shares who may be interested may also join the Agreement, by sending a written notice to the Parties with a signed copy of the Agreement, which shall certify the unconditional acceptance by the joining party of all the terms and conditions of the Agreement and which shall be countersigned for acceptance by the Parties. Following the receipt of such notice, the signature of the Agreement and the countersignature for acceptance by the Parties, the joining party shall assume the status of Party and shall be bound by all the commitments, responsibilities and obligations provided for in the Agreement, effective as of the date of signing of the Agreement.

#### **5. Duration and effectiveness of the Agreement**

The shareholders' agreements contained in the Agreement shall remain in force until the settlement of the Tender Offer, as it may be extended, or, if earlier, until the notice by the Offeror of the non-completion of the Tender Offer for any reason whatsoever.

#### **6. Person exercising control over Alkemy pursuant to Article 93 of the TUF**

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

#### **7. Filing of the Agreement with the Companies' Register and publication of essential information concerning the Agreement**

A copy of the Agreement has been filed within the terms of the law with the Milan–Monza–Brianza–Lodi Companies' Register and this essential information is published, in the manner and within the terms of the law, on Alkemy's *website* ([www.alkemy.com](http://www.alkemy.com)), "*Corporate governance – Corporate structures – Shareholders' agreements*" section.

**5 September 2024**