



## **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 EXTRAORDINARY SHAREHOLDERS' MEETING**

The Extraordinary Shareholders' Meeting of Alkemy S.p.A. ("Alkemy" or the "Company") is convened at 10.30 a.m. on January 23, 2025, 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. Proposal to increase the share capital, free of charge, in divisible form and also in multiple tranches, pursuant to Article 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 10,783.40, through the issuance of a maximum of 107,834 new ordinary shares of the Company, without indication of nominal value and having the same characteristics as the outstanding shares and regular dividend rights, to be assigned free of charge to the employees of the Alkemy Group who are beneficiaries of the incentive plan named "Long Term Incentive Plan 2024-2026" approved by the Shareholders' Meeting on April 27, 2023, through the use of a corresponding amount from retained earnings reserves. Amendment of Article 5 of the Company's Bylaws. Consequential and related resolutions.**

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#### **Right to attend and vote at the Shareholders' Meeting – Attendance to the Shareholders' Meeting**

Pursuant to Article 12.3 of the Articles of Association and in accordance with the provisions of Article 135-*undecies.1* of Legislative Decree n. 58 of February 24<sup>th</sup>, 1998 ("CLF"), the attendance at the Shareholders' Meeting by those entitled to exercise the right to vote and its actual exercise will take place **exclusively** through the designated representative, pursuant to art. 135-*undecies* of the CLF, without physical participation by the Shareholders; the aforementioned designated representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the CLF, in derogation from Article 135-*undecies*, paragraph 4, of the CLF.

The Directors, the Statutory Auditors, the secretary of the meeting and/or notary, the designated representative and the other persons who are allowed to participate in the Meeting pursuant to the applicable law and the Articles of Association - other than the Shareholders who must instead necessarily turn to the designated representative - may participate in the Meeting by using remote connection systems that allow their identification, in compliance with the applicable provisions in force, according to the methods that will be made known by the Company to the aforementioned persons.

#### **Right to participate and vote at the Shareholders' Meeting**

According to art. 12 of the Articles of Association, the persons entitled to vote are entitled to participate in the Meeting and to exercise the right to vote if the Company receives the



communications - to be requested by each person entitled to vote from their own depository intermediary - from the authorised intermediaries on the basis of their accounting records at the end of the accounting day of the seventh open market day preceding the date set for the single-call Meeting (i.e. January, 14 2025, the so-called *record date*).

Any credit or debit entry made on the accounts after this deadline shall not be relevant for the purposes of legitimation to exercise the right to vote in the Meeting; therefore, those who become owners of the the Company shares after the record date, will not have the right to participate and vote at the 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 January, 30 2025).

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 proxy to the Designated Representative**

In accordance with artt. 12.3 of the Articles of Association and 135-*undecies.1* of the CLF, **participation in the Meeting is permitted exclusively through the company Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari n. 6 ("Monte Titoli"), shareholders' representative designated by the Company pursuant to artt. 135-*undecies* and 135-*undecies.1* of the CLF ("Designated Representative").**

Shareholders wishing to attend the Meeting must therefore grant the Designated Representative the proxy – with voting instructions – on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the website [www.alkemy.com](http://www.alkemy.com) – *Corporate Governance* section, Shareholders' Meeting.

The proxy to the Designated Representative, with the voting instructions, together with an identity document - and in case the delegator is a legal entity, a document proving the powers to issue the proxy - must be sent to Monte Titoli by the end of the second trading day preceding the date set for the single-call Meeting (i.e. by 11.59 p.m. on January 21, 2025):

- (i) transmission of a PDF copy to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "ALKEMY Proxy Shareholders' Meeting January 2025") from your certified email address (or, in lack of that, from any email address of the electronic document signed with a qualified electronic or digital signature);
- (ii) Transmission of the proxy hard copy signed in original, through courier or registered mail with return receipt to the attention of Area Register Services of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "ALKEMY Proxy Shareholders' Meeting January 2025"), sending a digital PDF copy in advance by ordinary e-mail to the mailbox [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (Subject: "ALKEMY Proxy Shareholders' Meeting January 2025")

The proxy and voting instructions may be revoked within the same deadline of January 21, 2025.

The proxy, thus granted, is effective only for the proposals in relation to which voting instructions have been given. It is specified that the shares for which the proxy, even partial, has been granted are counted for the purposes of the calculation of the *quorum* at the Meeting.



It is also specified that the Designated Representative may also be granted proxies and/or sub-proxies pursuant to art. 135-*novies* of the CLF, in derogation from art. 135-*undecies*, paragraph 4, of the CLF, by using the proxy/sub-proxy form, available on the website [www.alkemy.com](http://www.alkemy.com) – Corporate Governance section, Shareholders' Meeting.

The same procedures indicated above and reported in the specific form must be followed for the transmission of proxies/sub-proxies. The proxy must be received by 6:00 p.m. on the day before the meeting (i.e. January 22, 2025 and in any case before the opening of the Meeting). The proxy and voting instructions can always be revoked within the aforementioned deadline.

For any clarifications regarding the granting of the proxy (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission), the persons entitled to attend the Meeting may contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by calling (+39) 02.33635810 on office days, from 9:00 a.m. to 5:00 p.m.

Please note that voting electronically or by correspondence is not envisaged.

### **Right to ask questions**

Pursuant to art. 127-*ter* of the CLF and art. 135-*undecies.1*, paragraph 3, of the CLF, **those who have the right to vote may submit questions on the items on the agenda, before the Meeting and by January 14, 2025 by email to [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it) or by sending a registered mail with with return receipt to the address of the Company's registered office in via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs office, anticipated by ordinary mail to the aforementioned certified email address.**

Questions received before the Meeting - accompanied by the documentation required to prove the requirements set forth by law, including the certification of the intermediary proving the status of shareholder if the Company has not received the communication from the intermediary required for participation in the Meeting - will be answered no later than the third day before the date of the Meeting, and therefore by January 20, 2025, in writing on a document published on the Company's website.

### **Additions to the agenda and presentation of new proposed resolutions**

Pursuant to art. 126-*bis* of the CLF, the Shareholders who, even jointly, represent at least one fortieth of the share capital may request the integration of the list of items to be discussed, indicating in the request the additional proposed items or present proposals for resolutions on items already on the agenda. The addition to the agenda is not permitted for the topics on which the Meeting deliberates, pursuant to the law, based on the proposal of the Directors or on the basis of a project or a report prepared by them, other than those pursuant to art. 125-*ter*, paragraph 1, of the CLF. Any update to the agenda, as well as additional proposals for resolutions on matters already on the agenda, will be notified in the same manner as this notice, at least fifteen days before the date set for the single-call meeting (i.e. by January 8, 2025). The requests – paired with the documentation required to prove the requirements set by law, including certification from the intermediary proving the status of shareholder – must be sent to the certified email address [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it) or by sending a registered letter with return receipt to the address of the registered office of the Company in via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs office and sent in advance by ordinary email to the aforementioned certified email address, within the tenth day following the



publication of this notice (i.e. by January 3, 2025), signed in original; within the same deadline, a report must be submitted, using the same methods, on the matters proposed for discussion or on the motivation relating to the additional proposed resolutions submitted on items already on the agenda.

The Company reserves the right not to accept resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please include in the body of the email a telephone number or an e-mail address at which the sender can be contacted.

For the purposes of the relevant publication, as well as in relation to the conduct of the Meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable legislation and the legitimacy of the proposers.

### **Right to present individual proposal for deliberation**

Pursuant to art. 135-*undecies.1*, paragraph 2, of the CLF, the submission of resolution proposals at the Meeting is not permitted. Without prejudice to the provisions of article 126-*bis*, paragraph 1, first sentence, of the CLF, those who have the right to vote may individually submit resolution proposals on the items on the agenda or proposals whose submission is otherwise permitted by law within the fifteenth day preceding the date of the single call of the Meeting (i.e. by January 8, 2025).

Individual resolution proposals must be submitted by January 8, 2025, through a registered letter with return receipt to the registered office at Alkemy S.p.A. – Via San Gregorio 34, 20214 – Milan or to the Company's certified email address [alkemy.ufficiosocietario@pec.it](mailto:alkemy.ufficiosocietario@pec.it), indicating, in the subject of the email, the wording “Alkemy S.p.A., January 2025 Shareholders' Meeting - individual resolution proposals”.

The proposals must contain the text of the resolution and be paired with information relating to the identity of the shareholder and the percentage of the share capital held on the date of presentation, as well as the communication sent by the intermediary to the Company.

The legitimacy to individually submit resolution proposals is subject to the Company receiving the communication issued by the intermediary certifying ownership of the voting right provided for by Article 83-*sexies* of the CLF. The validly submitted proposals will be made available to the public within two days following the deadline for their submission (i.e. January 10, 2025), by the Company, on the Company's website [www.alkemy.com](http://www.alkemy.com), section Corporate Governance/Shareholders' Meeting/2025, as well as with other applicable methods.

For the purposes of the relevant publication, as well as in relation to the conduct of the Meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable legislation and the legitimacy of the proposers.

**Documentation:** The documentation relating to the item on the agenda, including the related resolution proposals, is made available to the public pursuant to and within the timeframes set forth by law and regulations at the storage mechanism “eMarket STORAGE” (available at [www.emarketstorage.it](http://www.emarketstorage.it)) and on the Company's website [www.alkemy.com](http://www.alkemy.com) – Corporate Governance section, Shareholders' Meeting.

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 subscribed and paid-up share capital, which - at the time of writing this



notice - is Euro 595,534.32, divided into no. 5,685,460 shares, without nominal value, each of which entitles the holder to one vote, except for no. 1,116,786 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 Meeting is equal to 6,802,246. The Company holds no. 58 treasury shares, equal to 0.001% of the share capital. It should be noted that the granting by the Company of the increased voting right in favor of the shareholder StarTIP S.r.l. with regard to the 404,000 Alkemy shares it owns, was challenged by Retex S.p.A. – Società Benefit, as disclosed by the Company with a press release dated October 7<sup>th</sup>. 2024.

This call notice is published, pursuant to art. 125-*bis* of the CLF and art. 84 of the Issuers' Regulation on the Company's website [www.alkemy.com](http://www.alkemy.com) - Corporate Governance section, Shareholders' Meeting, and in excerpt in the newspaper "Italia Oggi" of December 24, 2024, and made available on the storage mechanism "eMarket STORAGE" (available at [www.emarketstorage.it](http://www.emarketstorage.it)).

Milan, December 24, 2024

The Chairman: Barnaba Ravanne