



**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

**Explanatory Report by the directors on the second item on the agenda of the  
Shareholders' meeting in ordinary session convened for April 30<sup>th</sup> 2025, on a  
single call.**



*Item 2 on the agenda – Allocation of the annual net results for 2024. Related resolutions.*

Shareholders,

With regards to the second item on the agenda of the Shareholders' Meeting scheduled to meet on April 30<sup>th</sup> 2025 on a single call, the Board of Directors proposes that you resolve to cover the net period loss recorded in the Financial Statements for a total of Euro 18,758,051, through the use of "retained earnings" (for Euro 12,329,688) and of "share premium reserves" (for Euro 6,428,363).

For more information, please refer to the Annual Financial Report as of December, 31<sup>st</sup>, 2024, comprising the draft Financial Statements and the Consolidated Financial Statements, approved by the Board of Directors on March 27<sup>th</sup> 2025, the Directors' Report on Operations and the certification pursuant to Art. 154-*bis*, paragraph 5, of Italian Legislative Decree no. 58 of 24 February 1998, which will be deposited and made available in accordance with the terms and conditions of the law, together with the Report by the Board of Auditors and the Independent Auditors' Report.

By virtue of the foregoing, we would therefore propose you pass the following resolution:

*"The Shareholders' Meeting of Alkemy S.p.A.,*

- *having examined the Report by the Board of Directors on Operations;*
- *having acknowledged the report by the Board of Auditors and by the independent auditing firm KPMG S.p.A.;*
- *having examined the Financial Statements as of December 31st, 2024, in the draft presented by the Board of Directors, reporting a net period loss of Euro 18,758,051;*
- *having examined the proposed allocation of the profits by the Board of Directors;*

**resolved**

1. *to cover the full amount of net period loss of Alkemy S.p.A., of Euro 18,758,051, through the use of the use of "retained earnings" (for Euro 12,329,688) and of "share premium reserves" (for Euro 6,428,363);*
2. *to confer upon the Chairman of the Board of Directors and the Chief Executive Officer, individually and separately, - also through special proxies and delegated representatives - a mandate to act in all ways relevant, consequent or related to the implementation of the resolutions pursuant to point 1) above."*

\* \* \*

Milan, March 27<sup>th</sup>, 2025

For the Board of Directors

The Chairman, Barnaba Ravanne