



Alkemy S.p.A.

Registered office in Milan, at via San Gregorio 34, Milan - share capital resolved
Euro 632,467.00, Euro 587,589.00 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 first item on the agenda of the
shareholders' meeting convened for 24 April 2020, at single call.**



Item 1 on the agenda - Approval of the Financial Statements as at 31 December 2019, accompanied by the Directors' Report on Operations, the Report of the Board of Auditors and the Independent Auditors' Report. Presentation of the Consolidated Financial Statements as at 31 December 2019 and of the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016.

Shareholders,

As regards the first item on the agenda of the Shareholders' Meeting convened for this coming 24 April 2020, please examine the Company's Annual Financial Report as at 31 December 2019, approved by the Alkemy Board of Directors on 24 March 2020 and which contains the draft Financial Statements for the Company and the consolidated financial statements, together with the Report by the Board of Directors on Operations and the certification pursuant to Art. 154-bis, paragraph 5, of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

On 24 March 2020, the Board of Directors also approved, in a separate report to the Report by the Board of Directors on Operations, the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016.

This documentation will be made available to the public in accordance with the terms and conditions of the law, as will the Report by the Board of Auditors and the Independent Auditors' Report.

It is recalled that the Company's consolidated financial statements as at 31 December 2019, which report a consolidated net period loss of Euro 240 thousand, as well as the consolidated non-financial statement prepared in accordance with Italian Legislative Decree 254/2016, are submitted for your examination but do not require the approval of the Company's Shareholders' Meeting.

In referring to these documents, we would ask you to kindly approve the Financial Statements as at 31 December 2019, which close with net profit of Euro 123,806.00 and propose the following resolution be passed:

"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 acknowledged the consolidated financial statements as at 31 December 2019, which report a consolidated net period loss of Euro 240 thousand;*
- *having acknowledged the consolidated non-financial statement prepared in accordance with Italian Legislative Decree 254/2016;*
- *having examined the financial statements as at 31 December 2019, in the draft presented by the Board of Directors, reporting a net period profit of Euro 123,806.00;*

resolved

1. *to approve, both as a whole and in its individual items, the Financial Statements as at 31 December 2019, comprising the Balance Sheet, Income Statement, Statement of Changes in Equity, Statement of Cash Flows and Notes, as presented to the Board of Directors, which record a net period profit of Euro 123,806.00;*
2. *to confer upon the Chairman of the Board of Directors and the Chief Executive Officer - also through special proxies and/or delegated representatives - a mandate to act in all ways relevant, consequent or related to the implementation of the resolution pursuant to point 1) above."*

Milan, 25 March 2020

For the Board of Directors

The Chairman, Alessandro Mattiacci