



Alkemy

enabling evolution

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 sixth item on the agenda of the
shareholders' meeting convened for 26 April 2021, at single call.**



Item 6 on the agenda - Appointment of Director in accordance with Article 2386, first paragraph of the Italian Civil Code and Article 19.17 of the Articles of Association. Related and consequent resolutions.

Shareholders,

The Board of Directors has convened you to meet in an ordinary shareholders' meeting to resolve on the appointment of a director, following the resignation tendered by the director Francesco Beraldi on 23 July 2020.

Following this resignation, again on 23 July 2020, in lieu of Francesco Beraldi, the Board of Directors co-opted Massimo Canturi, in accordance with Art. 2386 of the Italian Civil Code and Art. 19.17 of the Articles of Association.

Thereafter, during the meeting held on 11 September 2020, the Board of Directors appointed Massimo Canturi as General Manager of the Company, assigning him specific delegations necessary for the role, as better listed in the Report on Corporate Governance and Ownership Structures – which will be published on the website www.alkemy.com, in compliance with the legal terms - and attributing him, in accordance with Art. 2389, paragraph 3 of the Italian Civil Code, after obtaining a favourable opinion from the Board of Auditors and the Remuneration Committee, a fee that, added to that of the other directors, does not exceed the maximum amount established by the shareholders' meeting in the resolution passed on 25 June 2019.

The Board of Directors proposed confirming Massimo Canturi as Company director until the date of approval by the Shareholders' Meeting of the financial statements relative to the financial year ended on 31 December 2021.

In compliance with the provisions of current legislation and in adhering to the recommendations of the Corporate Governance Code, the Board of Directors invites you to kindly examine the CV of the candidate and the declaration whereby Massimo Canturi accepted the candidacy and certified, at his own responsibility, that there was no reason why he should not be elected or should be ruled incompatible and that he meets the requirements laid down by the Articles of Association, the law and regulations to hold the office of member of the Board of Directors.

Said documents have been made available to you on the website www.alkemy.com, in the Corporate Governance/Shareholders' Meeting section.

In accordance with Art. 2386 of the Italian Civil Code and Art. 19.17.2 of the Articles of Association, the appointment must be resolved without applying list voting procedures, according to the legal majorities.

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Shareholders,

In light of the foregoing, the Board of Directors proposes that you pass the following resolutions:

“The Shareholders' Meeting of Alkemy S.p.A.:

- *having acknowledged the cessation, on today's date, of the Director Massimo Canturi, co-opted in accordance with Art. 2386 of the Italian Civil Code and Article 19.17.2 of the Articles of Association, during the meeting of the Board of Directors held on 23 July 2020, in lieu of the director standing down, Francesco Beraldi;*
- *having examined and discussed the explanatory report prepared by the Board of Directors;*
- *having acknowledged the proposed resolution and candidacies submitted;*

resolved

1. *to appoint, in accordance with and pursuant to Article 2386, first paragraph of the Italian Civil Code and Article 19.17.2 of the Articles of Association, as Company Director, Massimo Canturi, establishing that he shall remain in office until expiry of the mandate of the whole current Board of Directors and,*



therefore, until the date of the Shareholders' Meeting convened to approve the financial statements relative to the financial year ending as of December, 31st, 2021.”

* * *

Milan, 26 March 2021

For the Board of Directors

The Chairman, Alessandro Mattiacci