

## ALKEMY S.p.A.

### PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to art. 106, paragraph 4 of Decree Law no. 18 of 17 March 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19 (the "Decreto Cura Italia") as converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 as converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14.

In accordance with Article 106, paragraph 4, Decree Law no. 18 of 17 March 2020 converted with modifications by Law 24<sup>th</sup> April 2020 no. 27, as extended by effect of art. 3, D.L. 228/2021 converted with modifications by Law 25<sup>th</sup> February 2022 n. 15, and as further extended by art. 3, paragraph 10-undecies Law Decree no. 198/2022, as converted with modifications by Law 24 February 2023 no. 14., the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

**Declaration of the Appointed Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary General Meeting of **ALKEMY S.p.A** (hereinafter the "**Company**") to be held to the firm of the Notary Chiara Clerici in Milan, at via Mario Pagano n. 65, 27 April 2023, at 10.00 a.m., single call, as set forth in the notice of the shareholders' meeting published on the Company's website at <https://corporate.alkemy.com/en/governance/> in the section "Corporate Governance, Shareholders' Meeting" on 28 March 2023, in extract form in the newspaper "Italia Oggi" and having regard to the Reports on the items on the Agenda made available by the Company(§) with this

## PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form (§)

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(§) The Company will process the personal data in accordance with the information attached.

(\*) Mandatory. (\*\*) It is recommended to fill.

MONTE TITOLI S.p.A.

**ALKEMY S.p.A.**

PROXY FORM TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

**in quality of** (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with appropriate representation powers (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

**No. (\*)** \_\_\_\_\_ **shares ISIN** \_\_\_\_\_ Registered in the securities account n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) No.** \_\_\_\_\_ **Supplied by the intermediary:** \_\_\_\_\_

**No. (\*)** \_\_\_\_\_ **shares ISIN** \_\_\_\_\_ Registered in the securities account n. \_\_\_\_\_ at the custodian \_\_\_\_\_ ABI \_\_\_\_\_ CAB \_\_\_\_\_

**referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) No.** \_\_\_\_\_ **Supplied by the intermediary:** \_\_\_\_\_

(to be filled in with information regarding any further communications relating to deposits)

**DELEGATES/SUB DELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**ALKEMY S.p.A.**

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**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Appointed Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy (Personal details)** \_\_\_\_\_

*(indicate the holder of the right to vote only if different - name and surname / denomination)* \_\_\_\_\_

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of ALKEMY to be held in to the firm of the Notary Chiara Clerici in Milan, at via Mario Pagano n. 65, on 27 April 2023, at 10.00 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

**1. Approval of the Financial Statements as of December 31st 2022, 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 of December 31st, 2022 and of the Consolidated Non-Financial Statement prepared in accordance with Italian Legislative Decree no. 254/2016.**

Proposal of the Board of Directors

*Tick only one box*

**In Favour**

**Against**

**Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions (express preference)**

**confirms the instructions**

**revokes the instructions**

**In Favour** : \_\_\_\_\_

**Against**

**Abstain**

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**2. Allocation of the profit for the year 2022. Related resolutions.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3. Report on Remuneration Policy and Fees Paid pursuant to Art. 123-ter of Italian Legislative Decree no. 58/98:**

**3.1. binding resolution on the first section on the Remuneration Policy, in accordance with Art. 123-ter, paragraphs 3-bis to 3-ter of Italian Legislative Decree no. 58/1998;**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**3.2. non-binding resolution on the second section on fees paid in accordance with Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** (*express preference*)

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

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**4. Approval of the Long Term Incentive Plan 2024-2026; resolutions according to article 114-bis of Italian Legislative Decree 58/98.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**

**5. Request for authorization to purchase and dispose of treasury shares in accordance with Articles 2357 et seq. of the Italian Civil Code, upon revocation of the authorization granted by the Shareholders' Meeting on April, 26th 2022 to the extent that was not executed. Related and consequent resolutions.**

Proposal of the Board of Directors *Tick only one box*  **In Favour**  **Against**  **Abstain**

If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory

*Tick only one box*

**Modify the instructions** *(express preference)*

**confirms the instructions**  **revokes the instructions**  **In Favour** : \_\_\_\_\_  **Against**  **Abstain**



\_\_\_\_\_ *(Place and Date) \**

\_\_\_\_\_ *(Signature) \**

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**DIRECTORS' LIABILITY ACTION**

In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Appointed Representative to vote as follows:

*Tick only one box*

**In Favour**

**Against**

**Abstain**



\_\_\_\_\_  
*(Place and Date) \**

\_\_\_\_\_  
*(Signature) \**

**ALKEMY S.p.A.**

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**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

*(in the event of a sub-proxy, the following must be sent to the Appointed Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for ALKEMY 2023 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for ALKEMY 2023 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for ALKEMY 2023 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m..

**INFORMATION NOTICE PURSUANT TO ARTICLES 13 AND 14 OF REGULATION EU 2016/679 AND CURRENT NATIONAL LEGISLATION ON PROTECTION OF PERSONAL DATA**

**Monte Titoli's privacy policy is available at the link:** <https://www.euronext.com/en/privacy-statement>.

**ALKEMY's privacy policy:**

Pursuant to Regulation EU 2016/679 (hereinafter "GDPR") and current national legislation on data protection (hereinafter, together with GDPR, "Privacy Legislation"), Alkemy S.p.A. with registered office in Milan, Via San Gregorio 34 (hereinafter the "Company" or "the Controller") as data controller, is required to an information notice on the use of personal data.

**a) Purpose of the processing and why your personal data is required**

All personal data are processed, in compliance with legal provisions and privacy obligations, for activities strictly connected and necessary for the following purposes: (i) purposes that are strictly connected and functional to the attendance and the representation at the Shareholders' Meeting and the expression of the vote, the recording and updating of the shareholders' register; (ii) purposes connected with law obligations, regulations, European laws, and instructions from competent Authorities or Supervisory and control or bodies. The provision of personal data for such purposes is mandatory. Failure to provide your data will make it impossible for the Company to allow the delegate to participate in the Shareholders' Meeting.

**b) Legal ground**

Legal ground is compliance with laws.

**c) Processing logics**

The processing of your personal data will take place in compliance with the provisions of the Privacy Law, by means of paper, computer or telematic tools, with logic strictly related to the purposes indicated and, in any case, with methods suitable to guarantee security and confidentiality in accordance with the Privacy Law.

**d) Categories of data processed**

In relation to the purposes described above, the Company processes Your personal data (such as i.e. name, surname, address, telephone number, email address, date of birth, identity card, fiscal code, nationality).

**e) Communication and dissemination of data**

In order to achieve the purposes listed under letter a), Your personal data will be communicated to the Company employees acting as authorized encharged of processing. Moreover, your data may be communicated to: a) other Group companies and to subjects that provide support services for the execution of the contract; b) other subjects, in fulfillment of an obligation of law, regulation or Community legislation, or on the basis of provisions given by Authorities legitimated to do so by law or by supervisory and control bodies. A full and updated list of Group Companies and/or third parties that might receive Your personal data is available at Controller's registered office. Your personal data might be transmitted outside the European Union only in presence of adequate safeguards under Privacy Regulation. Personal data processed by the Company are not subject to dissemination.

**f) Data retention**

In accordance with the principles of proportionality and necessity, personal data will be stored in a form that allows the data subject identification for a period of time not exceeding the achievement of the purposes for which they were processed.

**g) Rights of the data subject**

Pursuant to art. 7 of the Privacy Code and art. 15 and ss. of the GDPR, you have the right to obtain: 1. confirmation of the existence or not of personal data concerning you, even if not yet registered, and their communication in an intelligible form; 2. a copy of your personal data; 3. the rectification of your personal data that may be inaccurate; 4. the cancellation of your personal data; 5. the limitation of the processing of your personal data; 6. in a structured format, commonly used and readable by an automatic device, the personal data that you have provided us or that you have created yourself - excluding the judgments created by the Data Controller and / or by the persons in charge pursuant to art. 4 of the Privacy Code / by the persons authorized to process the data in the name and on behalf of the Data Controller pursuant to art. 4 of the GDPR - and to transmit them, directly or through the Data Controller, to another data controller; 7. the indication: a) of the origin of the personal data; b) the categories of personal data processed; c) the purposes and methods of the processing; d) of the logic applied in case of treatment carried out with the aid of electronic instruments; e) the identity of the owner and any managers; f) the retention period of your personal data or the criteria useful for determining this period; g) of the subjects or categories of subjects to whom the personal data may be communicated or who can learn about them as appointed representative in the territory of the State, managers or agents pursuant to art. 4 of the Privacy Code / persons authorized to process data in the name and on behalf of the Data Controller pursuant to art. 4 of the GDPR; h) updating, rectification or, when interested, integration of data; i) the transformation into anonymous form or the blocking of data processed in violation of the law, including those that do not need to be kept for the purposes for which the data were collected or subsequently processed; j) the attestation that the operations referred to in letters a) and b) have been brought to the attention, also as regards their content, of those to whom the data have been communicated or disseminated, except in the case in which this fulfillment is proves impossible or involves the use of means that are manifestly disproportionate to the protected right. You also have the right to object, in whole or in part for legitimate reasons, to the processing of your personal data, even if pertinent to the purpose of the collection. To exercise the aforementioned rights, you can send a communication to the e-mail address [privacy@alkemy.com](mailto:privacy@alkemy.com) indicating in the subject "Privacy - exercise of rights pursuant to Article 7 of Legislative Decree 196/2003 and pursuant to Articles 15 et seq. of the GDPR ". Finally, we inform you that if you believe that your rights have been violated by the Data Controller and / or a third party, you have the right to lodge a complaint with the Guarantor for the Protection of Personal Data and / or other competent supervisory authority in strength of the GDPR.

**h) Controller and Data Protection Officer**

The data controller is Alkemy S.p.A. with Headquarters at Via San Gregorio 34, Milan. Alkemy has designated the Group's Data Protection Officer as the Data Protection Officer. The Data Protection Officer may be contacted at the following address: [alkemy@privacy.com](mailto:alkemy@privacy.com)