

Excerpt pertaining to the agreement entered into on June 3, 2024, by Retex S.p.A. – Benefit Corporation (“*Società Benefit*”) and Duccio Vitali, containing provisions relevant under Article 122 of Legislative Decree dated February 24, 1998, no. 58 (“CFA”) and Article 129 of CONSOB Regulation dated May 14, 1999, no. 11971 (“CONSOB Regulation”)

**ALKEMY S.P.A.**

It is hereby disclosed that, on June 3, 2024 (the “**Relevant Date**”), Retex S.p.A. – Benefit Corporation (“*Società Benefit*”) (the “**Offeror**”), a company controlled by FSI SGR S.p.A. (in the name and on behalf of the alternative investment fund “*FSI II*”), and Duccio Vitali (“**DV**” and, together with the Offeror, the “**Parties**”) have entered into an agreement (the “**Agreement**”) containing provisions that are relevant under Article 122, paragraphs 1 and 5, letters b), c) and d)-*bis*, CFA, relating to Alkemy S.p.A. (“**Alkemy**” or the “**Issuer**”).

Specifically, the Agreement regulates:

- a) the Offeror’s undertaking to launch a voluntary tender offer pursuant to Articles 102 *et seq.* CFA, announced on the Relevant Date, (the “**Offer**”) aimed at: (i) acquiring all Alkemy shares (the “**Shares**”), amounting to a total no. 5,685,460 Shares representing 100% of the Issuer’s share capital; and (ii) achieving the delisting of the Shares from “*Euronext Milan*”, a regulated market organised and managed by Borsa Italiana S.p.A. (the “**Delisting**”);
- b) the mutual undertakings of the Parties in relation to: (i) the Offer, particularly DV’s undertaking to tender no. 625.616 Shares to the Offer, representing the entirety of the Shares held by DV on the Relevant Date, as well as any additional Shares that DV may come to hold, including those granted under the Issuer’s incentive plans; and (ii) in the event of completion of the Offer but failure to achieve the Delisting as a result thereof, the possible merger of the Issuer into the Offeror or into another unlisted company controlled by the latter;
- c) the mutual undertakings of the Parties concerning – following and subject to the completion of the Offer – the reinvestment by DV of part of the financial proceeds from the acceptance of the Offer through the subscription (“*sottoscrizione e liberazione*”), by means of a cash contribution, of a share capital increase of the Offeror, with the exclusion of option rights (“*diritti di opzione*”) pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, to be performed for a share issue price (“*prezzo di emissione*”) corresponding to the fair market value of the Offeror; and
- d) further mutual undertakings of the Parties concerning – following and subject to the completion of the Offer – the position of DV as “*group CEO*” of the new group, who will act in coordination with the current chairman and chief executive officer of Retex .

The Agreement pertains to all Shares owned by the Parties which, as of the date hereof, correspond with the no. 651,040 Shares owned by DV (equal to the sum of the no. 625,616 Shares owned by DV as of the Relevant Date and the no. 25,424 Shares granted to DV, for no consideration (“*a titolo gratuito*”) and under the Issuer’s incentive plan named “*Long Term Incentive Plan 2020-2023*”, after the Relevant Date), representing in aggregate 11.45% of the Issuer’s share capital. Due to the increase in voting rights pursuant to Article 127-*quinquies* CFA provided for by Article 4 of Alkemy’s articles of association, these Shares confer a total of no. 1,246,534 voting rights (representing 18.24% of the voting rights exercisable at the Issuer’s shareholder meetings).

For a more detailed description of the Agreement, please refer to the relevant essential information published pursuant to Article 130 of CONSOB Regulation on the Issuer’s website ([www.alkemy.com](http://www.alkemy.com)), “*Corporate Governance – Corporate Structures - Shareholder Agreements*” sections.

**Milan, June 7, 2024**