



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

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CALL NOTICE CONVENING THE ORDINARY SHAREHOLDERS' MEETING

At the request of Retex S.p.A. – Società Benefit, pursuant to Article 2367 of the Italian Civil Code, those entitled to participate and exercise the right to vote are called to the Ordinary Meeting of Alkemy S.p.A. (“**Alkemy**” or the “**Company**”), convened on December 3rd, 2024, at 3.00 p.m., on a single call, at the firm of the Notary Chiara Clerici, in Milan, via Mario Pagano n. 65, to discuss and resolve upon the following

AGENDA

- 1. Dismissal of the Board of Directors currently in office.**
- 2. Appointment of the Board of Directors, after determining the number of members, determining the term of office and the compensation of the directors, as well as the appointment of the Chairman of the Board of Directors and the waiver of directors with reference to the non-compete obligations pursuant to art. 2390 of the Italian Civil Code.**

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- 2.1 determination of the number of members of the Board of Directors;*
- 2.2 determination of the term of office of the Board of Directors;*
- 2.3 determination of the compensation of the Directors;*
- 2.4 appointment of the Board of Directors;*
- 2.5 appointment of the Chairman of the Board of Directors;*
- 2.6 exemption of directors from the non-compete obligations pursuant to art. 2390 of the Italian Civil Code.*

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Right to attend and vote at the Shareholders' Meeting – Attendance to the Shareholders' Meeting

Pursuant to Article 12.3 of the Articles of Association and in accordance with the provisions of Article 135-*undecies.1* of Legislative Decree n. 58 of February 24th, 1998 (“**CLF**”), the attendance at the Shareholders' Meeting by those entitled to exercise the right to vote and its actual exercise will take place **exclusively** through the designated representative, pursuant to art. 135-*undecies* of the CLF, without physical participation by the Shareholders; the aforementioned designated representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the CLF, in derogation from Article 135-*undecies*, paragraph 4, of the CLF.

The Directors, the Statutory Auditors, the secretary of the meeting and/or notary, the designated representative and the other persons who are allowed to participate in the Meeting pursuant to the applicable law and the Articles of Association - other than the Shareholders who must instead necessarily turn to the designated representative - may participate in the Meeting by using remote connection systems that allow their identification, in compliance with the applicable provisions in



force, according to the methods that will be made known by the Company to the aforementioned persons.

Right to participate and vote at the Shareholders' Meeting

According to art. 12 of the Articles of Association, the persons entitled to vote are entitled to participate in the Meeting and to exercise the right to vote if the Company receives the communications - to be requested by each person entitled to vote from their own depositary intermediary - from the authorized intermediaries on the basis of their accounting records at the end of the accounting day of the seventh open market day preceding the date set for the single-call Meeting (i.e. November 22nd, 2024, the so-called *record date*).

Any credit or debit entry made on the accounts after this deadline shall not be relevant for the purposes of legitimation to exercise the right to vote in the Meeting; therefore, those who become owners of the Company shares after the record date, will not have the right to participate and vote at the Meeting.

The communication shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting at single call (i.e. by November 28th 2024).

The right to attend and vote at the Shareholders' Meeting, however, shall be valid to the extent that the relevant notice is received by the Company after the aforementioned term, but no later than the opening of the Shareholders' Meeting.

Attendance of the Shareholders' Meeting and conferral of proxy to the Designated Representative

In accordance with artt. 12.3 of the Articles of Association and 135-*undecies.1* of the CLF, **participation in the Meeting is permitted exclusively through the company Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari n. 6 ("Monte Titoli"), shareholders' representative designated by the Company pursuant to artt. 135-*undecies* and 135-*undecies.1* of the CLF ("Designated Representative").**

Shareholders wishing to attend the Meeting must therefore grant the Designated Representative the proxy – with voting instructions – on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the website www.alkemy.com – *Corporate Governance* section, Shareholders' Meeting.

The proxy to the Designated Representative, with the voting instructions, together with an identity document - and in case the delegator is a legal entity, a document proving the powers to issue the proxy - must be sent to Monte Titoli by the end of the second trading day preceding the date set for the single-call Meeting (i.e. by 11.59 p.m. on November 29th, 2024):

- (i) transmission of a PDF copy to the certified email address RD@pec.euronext.com (subject "ALKEMY Proxy Shareholders' Meeting December 2024") from your certified email address (or, in lack of that, from any email address of the electronic document signed with a qualified electronic or digital signature);
- (ii) Transmission of the proxy hard copy signed in original, through courier or registered mail with return receipt to the attention of Area Register Services of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "ALKEMY Proxy Shareholders' Meeting December 2024"), sending a digital PDF copy in advance by ordinary e-mail to the mailbox RD@pec.euronext.com (Subject: "ALKEMY Proxy Shareholders' Meeting December 2024")



The proxy and voting instructions may be revoked within the same deadline of November 29th, 2024.

The proxy, thus granted, is effective only for the proposals in relation to which voting instructions have been given. It is specified that the shares for which the proxy, even partial, has been granted are counted for the purposes of the calculation of the *quorum* at the Meeting.

It is also specified that the Designated Representative may also be granted proxies and/or sub-proxies pursuant to art. 135-*novies* of the CLF, in derogation from art. 135-*undecies*, paragraph 4, of the CLF, by using the proxy/sub-proxy form, available on the website www.alkemy.com – Corporate Governance section, Shareholders' Meeting.

The same procedures indicated above and reported in the specific form must be followed for the transmission of proxies/sub-proxies. The proxy must be received by 6:00 p.m. on the day before the meeting (i.e. December 2nd, 2024, and in any case before the opening of the Meeting). The proxy and voting instructions can always be revoked within the aforementioned deadline.

For any clarifications regarding the granting of the proxy (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission), the persons entitled to attend the Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or by calling (+39) 02.33635810 on office days, from 9:00 a.m. to 5:00 p.m.

Please note that voting electronically or by correspondence is not envisaged.

Right to ask questions

Pursuant to art. 127-*ter* of the CLF and art. 135-*undecies.1*, paragraph 3, of the CLF, **those who have the right to vote may submit questions on the items on the agenda, before the Meeting and by November 22nd, 2024 by email to alkemy.ufficiosocietario@pec.it or by sending a registered mail with return receipt to the address of the Company's registered office in via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs office, anticipated by ordinary mail to the aforementioned certified email address.**

Questions received before the Meeting - accompanied by the documentation required to prove the requirements set forth by law, including the certification of the intermediary proving the status of shareholder if the Company has not received the communication from the intermediary required for participation in the Meeting - will be answered no later than the third day before the date of the Meeting, and therefore by November 30th 2024 at 12:00 p.m., in writing on a document published on the Company's website.

Additions to the agenda and presentation of new proposed resolutions

Pursuant to art. 126-*bis* of the CLF, the Shareholders who, even jointly, represent at least one fortieth of the share capital may request the integration of the list of items to be discussed, indicating in the request the additional proposed items or present proposals for resolutions on items already on the agenda. The addition to the agenda is not permitted for the topics on which the Meeting deliberates, pursuant to the law, based on the proposal of the Directors or on the basis of a project or a report prepared by them, other than those pursuant to art. 125-*ter*, paragraph 1, of the CLF. Any

Any update to the agenda, as well as additional proposals for resolutions on matters already on the agenda, will be notified in the same manner as this notice, at least fifteen days before the date set for



the single-call meeting (i.e. by November 18th, 2024). The requests – paired with the documentation required to prove the requirements set by law, including certification from the intermediary proving the status of shareholder – must be sent to the certified email address alkemy.ufficiosocietario@pec.it or by sending a registered letter with return receipt to the address of the registered office of the Company in via San Gregorio 34, Milan 20124, to the attention of the Legal Affairs office and sent in advance by ordinary email to the aforementioned certified email address, within the tenth day following the publication of this notice (i.e. by Sunday November 3rd, 2024), signed in original; within the same deadline, a report must be submitted, using the same methods, on the matters proposed for discussion or on the motivation relating to the additional proposed resolutions submitted on items already on the agenda.

The Company reserves the right not to accept resolution proposals sent by certified e-mail that are illegible or transmitted with damaged or otherwise illegible files. Please include in the body of the email a telephone number or an e-mail address at which the sender can be contacted.

For the purposes of the relevant publication, as well as in relation to the conduct of the Meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable legislation and the legitimacy of the proposers.

Right to present individual proposal for deliberation

Pursuant to art. 135-*undecies.1*, paragraph 2, of the CLF, the submission of resolution proposals at the Meeting is not permitted. Without prejudice to the provisions of article 126-*bis*, paragraph 1, first sentence of the CLF, those who have the right to vote may individually submit resolution proposals on the items on the agenda or proposals whose submission is otherwise permitted by law within the fifteenth day preceding the date of the single call of the Meeting (i.e. by November 18th, 2024).

Individual resolution proposals must be submitted by 12:00 p.m. on November 18th, 2024, through a registered letter with return receipt to the registered office at Alkemy S.p.A. – Via San Gregorio 34, 20124 – Milan or to the Company's certified email address alkemy.ufficiosocietario@pec.it, indicating, in the subject of the email, the wording “Alkemy S.p.A., December 2024 Shareholders' Meeting - individual resolution proposals”.

The proposals must contain the text of the resolution and be paired with information relating to the identity of the shareholder and the percentage of the share capital held on the date of presentation, as well as the communication sent by the intermediary to the Company.

The legitimacy to individually submit resolution proposals is subject to the Company receiving the communication issued by the intermediary certifying ownership of the voting right provided for by Article 83-*sexies* of the CLF. The validly submitted proposals will be made available to the public within two days following the deadline for their submission (i.e. November 20th, 2024), by the Company, on the Company's website www.alkemy.com, section Corporate Governance/Shareholders' Meeting/2024, as well as with other applicable methods.

For the purposes of the relevant publication, as well as in relation to the conduct of the Meeting proceedings, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness, their compliance with applicable legislation and the legitimacy of the proposers.



Appointment of the Board of Directors

In the circumstance of a resolution by the Shareholders' Meeting in favor of the dismissal of the Board of Directors currently in office or in the event that all the directors in office have resigned, the Shareholders' Meeting will be called upon to proceed with the appointment of a new Board of Directors.

The appointment of the Board of Directors of the Company shall be carried out in compliance with the provisions of Art. 19 of the Articles of Association, to which express reference is made for matters not mentioned below.

Directors are appointed through the slate voting system. Slates may be presented by Shareholders who, at the time of presentation of the slate, hold, alone or jointly, a number of Shares at least equal to the *quota* determined by Consob pursuant to the applicable legislative and regulatory provisions (*quota* most recently established by Consob at 4.5% with Executive Decision no. 92 of January 31st, 2024).

The ownership of the minimum shareholding required for the purposes of submitting the slates is determined by taking into account the shares that are registered, in favor of the shareholders who submitted the slate, on the day on which it is deposited with the Company, given that the relevant certification may be produced to the Company even after the deposit of the slate, provided that it is within the deadline set for the publication of the slate by the Company.

Each Shareholder may present or contribute to the presentation of only one slate. Each person entitled to vote may vote for only one slate. Each Shareholder's vote will be recognized to the slate and therefore to all the candidates indicated therein, without the possibility of variations or exclusions. Votes cast in violation of this prohibition will not be attributed to any slate.

Each Shareholder, as well as the Shareholders belonging to the same corporate group and the Shareholders adhering to a relevant shareholders' agreement pursuant to Article 122 of the CLF, may not present nor contribute to the submission, not even through a third party or a trust company, of more than one slate nor may they vote for different slates.

The Slates, duly signed by each of the holders of the right to vote who submitted them and accompanied by a certification showing the percentage of shareholding held by the holders of the right to vote and the ownership of such shareholding, must be deposited at the registered office (Via San Gregorio, 34, Milan), or sent by certified email to the certified email address: alkemy.ufficiosocietario@pec.it, within the twenty-fifth day preceding the date of the Meeting (i.e. by November 8th, 2024).

The Company will make the slates and the related annexes available to the public at the registered office, on the Company's website www.alkemy.com - Corporate Governance section, as well as at the authorized storage mechanism "eMarket STORAGE" at www.emarketstorage.it, at least twenty-one days before the date of the Meeting (i.e. by November 12th, 2024).

Each candidate may be present in only one slate, under penalty of ineligibility. In each slate, candidates must be indicated by a progressive number. Candidates who do not possess the requirements established by the applicable law cannot be included in the slates.

Each slate must contain a number of candidates not exceeding 9 (nine), listed in progressive numbering.

Each Slate must contain and expressly indicate at least one director who meets the independence requirements set forth by the legislation in force at the time; if it contains more than 7 (seven)



candidates, it must contain and expressly indicate at least 2 (two) directors who meet these requirements. Please note that, pursuant to art. IA.2.10.6 of the Instructions to the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the number of independent directors for companies listed on Euronext STAR Milan, such as Alkemy, is considered adequate when there are: (i) at least 2 independent directors for administrative bodies composed of up to 8 members; and (ii) at least 3 independent directors for administrative bodies composed of 9 to 14 members. The independent directors must be different from the chairman.

Slates presenting a number of candidates equal to or greater than 3 (three) must be composed of candidates belonging to both genders, so that at least two fifths of the candidates belong to the less represented gender (rounded up).

The appointment of the office of Director is subject to the requirements established by the legislative and regulatory provisions in force. Directors must meet the requirements established by the legislation in force at the time.

When submitting the slates, the following must also be deposited, without prejudice to the fact that any changes that may occur up until the day of the actual holding of the Meeting must be promptly communicated to the Company:

- (1) information relating to the identity of the members who submitted the slate, with an indication of the overall percentage of shareholding held;
- (2) the *curriculum vitae* of the candidates, as well as a statement with which each candidate certifies, under their own responsibility, the non-existence of causes of ineligibility and incompatibility as well as the existence of the requirements prescribed by the current legislation to hold the position of Director of the Company, including the statement regarding the possible possession of the independence requirements;
- (3) the indication of the administrative and control roles held by the candidates in other companies;
- (4) the statement with which each candidate accepts their candidacy;
- (5) Any other further or different statement, information and/or document provided for by the applicable law and regulations.

Slates submitted without complying with the provisions set out in the Articles of Association in this regard will be considered as not having been submitted at all.

The Board of Directors of the Company: (i) has defined the general criteria regarding the limit on the accumulation of administrative and control roles held by the Directors; (ii) has established the qualitative and quantitative criteria to assess the significance of the relevant circumstances for the purposes of assessing the independence of the Directors pursuant to Recommendation no. 7 of the Corporate Governance Code; and (iii) has adopted diversity and inclusion policies. In the context of the appointment of the new Board of Directors, the Company invites you to take into account the above mentioned; for further information in this regard, please refer to the report on corporate governance and ownership structures relating to the 2023 financial year, available on the website www.alkemy.com – Corporate Governance section, Shareholders' Meeting and to the additional documentation referred to therein and also available on the website www.alkemy.com – Corporate Governance section.

The candidate indicated as such in the slate that obtained the highest number of votes or in the only slate presented is appointed Chairman of the Board of Directors. In default, the Chairman is appointed by the Meeting with the ordinary majorities required by law, without prejudice to the provisions of art. 20.1 of the Articles of Association.



Shareholders other than those who hold, even jointly, a controlling interest or a relative majority must also submit a statement certifying the absence of connections pursuant to Articles 147-*ter*, paragraph 3, of the CLF and 144-*quinquies* of Consob Regulation no. 11971/1999, also taking into account the cases indicated in Consob Communication no. DEM/9017893 of February 26th, 2009, to which reference is made.

If only one slate is submitted, the meeting expresses its vote on it and, if it obtains the majority of votes, all members of the Board of Directors are drawn from that slate, in compliance with the provisions of law and regulations in force from time to time, as well as the provisions on gender balance described above.

If no slate is submitted or if only one is submitted and it does not obtain the majority of votes or if the number of directors elected on the basis of the lists submitted is lower than the number of members to be elected or if the entire Board of Directors does not need to be renewed or if it is not possible for any reason to proceed with the appointment of the Board of Directors with the methods set out in Article 19 of the Articles of Association, the members of the Board of Directors are appointed by the Meeting with the ordinary methods and majorities, without applying the slate voting system, without prejudice to the minimum number of independent directors and the compliance with the provisions on gender balance, as represented above.

Documentation: The documentation relating to the items on the agenda, including the related resolution proposals, is made available to the public pursuant to and within the timeframes set forth by law and regulations at the storage mechanism “eMarket STORAGE” (available at www.emarketstorage.it) and on the Company’s website www.alkemy.com – Corporate Governance section, Shareholders’ Meeting.

In particular, the explanatory report prepared by Retex S.p.A. – Società Benefit pursuant to art. 125-*ter*, third paragraph of the CLF on the request to convene the Ordinary Shareholders’ Meeting of Alkemy to resolve upon the appointment of a new Board of Directors is made available to the public, at the same time as the publication of this notice.

The Company's website www.alkemy.com also contains the Company's Articles of Association and information on the amount of subscribed and paid-up share capital, which - at the time of writing this notice - is Euro 595,534.32, divided into no. 5,685,460 shares, without nominal value, each of which entitles the holder to one vote, except for no. 1,095,696 shares for which the increased vote was obtained (and therefore two votes per share) pursuant to art. 14 of the Articles of Association; therefore, the total number of voting rights exercisable at the Meeting is equal to 6,781,156. The Company holds no. 58 treasury shares, equal to 0.001% of the share capital. It should be noted that the granting by the Company of the increased voting right in favor of the shareholder StarTIP S.r.l. with regard to the 404,000 Alkemy shares it owns, was challenged by Retex S.p.A. – Società Benefit, as disclosed by the Company with a press release dated October 7th. 2024.

This call notice is published, pursuant to art. 125-*bis* of the CLF and art. 84 of the Issuers’ Regulation on the Company's website www.alkemy.com - Corporate Governance section, Shareholders' Meeting, and in excerpt in the newspaper "Italia Oggi" of October 24th, 2024, and made available on the storage mechanism "eMarket STORAGE" (available at www.emarketstorage.it).

Milan, October 24th, 2024

The Chairman: Alessandro Mattiacci