



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 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

**Explanatory Report by the directors on the first item on the agenda of the
shareholders' meeting in ordinary session convened for 30 April 2025, on a
single call.**



Item 1 on the agenda - Approval of the Financial Statements as of December 31st 2024, 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, 2024 and of the Corporate Sustainability Report prepared in accordance with Italian Legislative Decree no. 125/2024.

Shareholders,

As regards the first item on the agenda of the Shareholders' Meeting convened for this coming April, 30th 2025, please examine the Company's Annual Financial Report at 31 December 2024, approved by the Alkemy Board of Directors on March, 27th 2025 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, the Corporate Sustainability Report prepared in accordance with Italian Legislative Decree no. 125/2024 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.

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 at 31 December 2024, which report a consolidated net loss of Euro 14,732 thousand, 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 at 31 December 2024, which close with a net loss of Euro 18,758 thousand 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 Corporate Sustainability Report prepared in accordance with Italian Legislative Decree no. 125/2024;*
- *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 at 31 December 2024, which report a consolidated net loss of Euro 14,732 thousand;*
- *having examined the Financial Statements at 31 December 2024, in the draft presented by the Board of Directors, reporting a net period loss of Euro 18,758,051;*

resolved

1. *to approve, both as a whole and in its individual items, the Financial Statements at 31 December 2024, 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 loss of Euro 18,758,051;*
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, March 27th, 2025

For the Board of Directors

The Chairman, Barnaba Ravanne