Alkemy S.p.A.

Registered office in Milan, at via San Gregorio 34, Milan - share capital Euro 595,534.32 fully paid up

Registration number with Milan Companies House, tax code and VAT number 05619950966 - Economic and Administrative Index (REA) no. 1835268

Institutional website: www.alkemy.com

REPORT ON THE REMUNERATION POLICY

AND COMPENSATION PAID

prepared pursuant to Art. 123-ter of Italian Legislative Decree no. 58 of 24 February 1998

Approved by the Board of Directors on April 8, 2025

Letter of the Remuneration Committee Chairman

Dear Shareholders,

The "*Report on the Remuneration Policy and Remuneration paid*" (the "**Remuneration Policy**" or the "**Report**") with which we present you herewith, explains Alkemy's Remuneration Policy for FY 2025, along with the Remuneration paid to the Directors, Auditors, Key Managers in the Company in FY 2024.

The Remuneration Policy, in compliance with the regulations in force, represents an important open and transparent communication on the remuneration system of the Alkemy Group, which is going through a period of significant transformations for the Company, initiated with the promotion of a takeover bid on 100% of the Alkemy S.p.A. shares by Retex S.p.A., società benefit (the "**takeover bid"**) in the second half of 2024. As stated in the document prepared for the takeover bid, it is aimed at *delisting* the company and creating a new group of significant size. At the date of publication of this Report, Retex S.p.A. - Società Benefit, announced that it had acquired further stakes in Alkemy S.p.A., holding, jointly with the persons acting in concert, more than 90% of the company's capital, and confirmed its intention to proceed with the *delisting* of the company, in accordance with the terms and procedures provided for by the applicable regulations.

In addition, the year 2024 ended with financial results below the targets set, which called for a review of the Remuneration Policy in order to enable the Company to achieve its strategic objectives in a sustainable manner.

For these reasons, Alkemy's Remuneration Policy for this new year is in partial discontinuity with the policies adopted in previous years and does not always fully reflect market *best practices* and the Corporate Governance Code indications. The Remuneration Committee believes that the current situation in terms of remuneration is consistent with the transition phase to a new unlisted group that the Company is going through. At the same time, the Committee considers it appropriate to formulate specific recommendations aimed at defining, in the near future, a remuneration policy that is more balanced in its fixed and variable components. In particular, it is considered necessary to: (i) proceed with the definition of clear and measurable parameters to which the payment of the variable component of the remuneration is anchored; and (ii) structure a medium-long term incentive plan aimed at Executive Directors and Managers with Strategic Responsibilities, based on objectives consistent with the new configuration of the corporate group resulting from the takeover bid.

The Remuneration Committee, in its current composition, was appointed in December 2024, following the election of the current Board of Directors. In the first financial year following its inauguration, the Committee therefore finds itself operating in a particularly articulated context characterised by significant complexities, resulting from the profound transformations that have affected the Company. In this scenario, during the first months of 2025, the Committee played an important supporting role, assisting the Company in identifying and defining the most appropriate ways to close the 2024-2026 Long-Term Incentive Plan, which, as a consequence of the promotion of the Takeover Bid, was automatically accelerated.

I would like to express my sincere gratitude to Board members Lisa Vascellari Dal Fiol and Elvina Finzi for their constant and valuable support, as well as for the synergy that has guided the efforts of the current Remuneration Committee. I also take this opportunity to thank the members of the Board of Auditors, whose contribution, through their qualified opinions, has enriched our action.

On behalf of the whole of the Remuneration Committee, I would finally like to thank you for the attention paid to this Report.

The Chairman of the Board of Directors	The Chairman of the Remuneration Committee
Barnaba Ravanne	*Alessandra Piersimoni*

INTRODUCTION

This document (the '**Report**') is the result of the commitment of Alkemy S.p.A. (the "Company" or "**Alkemy**") to offer a transparent and complete disclosure on the remuneration policies for 2025 and on the remuneration of senior managers for 2024, by providing the necessary tools to accurately value the Company and allow the exercising of rights on an informed basis.

The year 2024 was a year of profound changes for the company, resulting in Alkemy's entry into a new group and the definition of a new management and organisational set-up.

In the new corporate structure too, the principles and guidelines taken as reference to determine and implement the Company's remuneration policies incorporate and respect the cultural values of the Alkemy Group, i.e. Alkemy and its subsidiaries (the "**Group**"), namely quality, a proactive approach in anticipating change and promoting innovative solutions, sensitivity towards sustainability topics, a sense of belonging and the appreciation of the contribution made by people to achieve the corporate objectives.

The definition of the remuneration policy for the financial year 2025 was, however, profoundly influenced by two relevant factors: the change in the Company's ownership structure following the promotion of a takeover bid, and the achievement of lower-than-expected operating results, with a particularly significant impact on margins.

As to the first of the two aspects, please note that, on 3 June 2024, Retex S.p.A. - Società Benefit ("**Retex**") communicated to Consob and the market, pursuant to articles 102 et seq. of the TUF (Consolidated Finance Law), its decision to promote a voluntary, all-inclusive tender offer for the ordinary shares of Alkemy (the "**Bid**"), while on the following 24 June Retex formally promoted the Bid by filing the offer document with Consob.

As a result of the promotion of the Bid, the immediate acceleration of the plan called Long Term Incentive Plan 2024 -2026 ("**LTIP 2024-2026**") occurred, for the reasons and with the effects better described in Paragraph E.3.

The Bid was successfully concluded and, on 17 October 2024, the last payment date took place, as a result of which Retex came to hold, jointly with Duccio Vitali[1], a number of shares representing more than 60% of Alkemy's share capital.

With the entry of Alkemy into the Retex Group (the "**Retex Group**"), following the settlement of the Bid, a process of integration between the two companies has begun, currently at a preliminary stage, which will lead to the definition of a new management and organisational set-up aimed at combining and enhancing the respective areas of expertise.

Moreover, Retex's shareholding in Alkemy has recently been strengthened.

On 31 March 2025, in fact, Retex purchased the entire stake held by certain minority shareholders of the Company (the "**Sale**"). As a result of the Sale, the aggregate shareholding held by Retex and Duccio Vitali exceeded the 90% threshold set forth in Article 108(2) of the Consolidated Law on Finance, and Retex has already announced its intention not to restore a free float sufficient to ensure the regular trading of Alkemy shares on the regulated market.

In this context, it is essential that remuneration policies take into account the larger size of the group of which Alkemy is a part and the transition phase that is emerging with the start of the integration process into the Retex Group. Such circumstances, in fact, represent a situation of an exceptional nature and with a strong

[1] The Offer was made jointly with, among others, Duccio Vitali, the Company's Chief Executive Officer, as a person acting in concert pursuant to Articles 101-bis, paragraphs 4-bis and 4-ter, of the TUF (Consolidated Finance Law) and 44-quater of the Issuers' Regulation.

impact on the business, which justifies a waiver of the remuneration policy pursuant to Art. 123-ter of the TUF (Consolidated Finance Law).

For these reasons, therefore, the remuneration policy for 2025 has some features that are not fully aligned with the recommendations of the Corporate Governance Code and deviates from Section I of the Remuneration Policy Report 2024.

In this regard, it should be emphasised that the Company has always taken into adequate consideration the results of the votes of previous years, conducting a careful analysis in relation to the indications provided by the Shareholders and the *Proxy Advisors*, with the aim of identifying possible areas of improvement of the Remuneration Policy and the related *disclosure*.

However, precisely because of the exceptional and extraordinary circumstances already described, the remuneration policy for 2025 deviates, in several respects, from market best practices, favouring requirements related to the successful outcome of the transition process that the Company is currently going through.

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The Report:

(i) has been prepared pursuant to Art. 123-*ter* of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the "**Consolidated Law on Finance**" or the "**TUF**"), Art. 84-*quater* of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation""**) and Annex 3A, scheme 7-bis of the Issuers' Regulation and recommendations of the Code of Corporate Governance for listed companies approved in January 2020 by the Corporate Governance Committee instituted at Borsa Italiana S.p.A. (the "**Code of Corporate Governance**");

(ii) was approved on April 8, 2025, the Company's Board of Directors (the "**Board**" or the "**Board of Directors**", whose individual members are the "**Directors**") on the proposal of the Remuneration Committee (the "**Remuneration Committee**" or the "**Committee**");

(iii) will be submitted for the approval of the Shareholders' convened, in accordance with Art. 2364 of the Italian Civil Code, to approve the 2024 financial statements for 30 April 2025, at single call, to Via Pagano n. 65, Milan. To this end, in accordance with Art. 84-*quater* of the Issuers' Regulation, the Report is sent to Borsa Italiana and made available to the public at the registered office and on the website *www.Alkemy.com*, in the Governance/Shareholders' Meeting section, through publication by the twenty-first day before the Meeting date and for at least ten years, after which the Company will make sure that the personal data contained in Section II of the Report, if not already included in the obligation for non-publication pursuant to Art. 9-*ter*, paragraph 2 of Directive 2007/36/EC, is no longer publicly accessible;

(iv) it has two Sections:

1) **Section I** describes: (**i**) the policy adopted by the Company to govern the remuneration (the "**Remuneration Policy**") of the Company's Directors and key management personnel (or senior management), with reference at least to the following year, thereby meaning, pursuant to the Corporate Governance Code, those persons, other than Directors, with the power and responsibility - directly or indirectly - for planning, managing and controlling the activities of the Company or the group it is part of, according to the definition given in Annex 1 to the Consob Regulation on related party transactions, adopted by resolution no. 17221 of 12 March 2010 (the "**Key Management Personnel**") - and members of the control bodies; (**ii**) the procedures used to adopt and implement the Remuneration Policy; and (**iii**) the elements of the Remuneration Policy to which derogations can be made where exceptional circumstances apply as per Art. 123-*ter*, paragraph 3-*bis* of the TUF, and the procedural conditions for the application of said derogations;

2) **Section II** provides, named for the Directors, the members of the control bodies and in aggregated form, without prejudice to the provisions of the Issuers' Regulation, for key management personnel: **(i)** an adequate representation of each of the items that make up the remuneration, including any benefits envisaged for termination of appointment or contract of employment, highlighting their consistency with the company's remuneration policy approved the previous year; and **(ii)** analytically illustrates the compensation paid in the year of reference for any reason, and in any form, by the company and by subsidiaries or associates, indicating any components of this compensation that is related to activities carried out in years previous to the year in question, and also highlighting the compensation to be paid in one or more subsequent years against activities carried out in the year in question, and indicating an estimated value for the components that are not objectively quantifiable in the year of reference, and also **(iii)** describes how the Company considered the vote by shareholders on the second section of the Policy for the previous year.

For the purpose of the Report:

a) the Board in office at the Report date was appointed by the Shareholders' Meeting on 03 December 2024 and will remain in office for three financial years, i.e. until the date of the shareholders' meeting called to approve the Financial Statements for the year ended at 31 December 2026, and has the following members:

Barnaba Ravanne	Chairman
Marco Valcamonica	Director
Duccio Vitali	Chief Executive Officer
Alessandra Piersimoni	Director meeting the independence requirements in accordance with Art. 148, paragraph 3, of the TUF (Consolidated Finance Law) and the Corporate Governance Code
Lisa Vascellari Dal Fiol	Director meeting the independence requirements in accordance with Art. 148, paragraph 3, of the TUF (Consolidated Finance Law) and the Corporate Governance Code
Maria Gimigliano	Director meeting the independence requirements in accordance with Art. 148, paragraph 3, of the TUF (Consolidated Finance Law) and the Corporate Governance Code
Elvina Finzi	Director meeting the independence requirements in accordance with Art. 148, paragraph 3, of the TUF (Consolidated Finance Law) and the Corporate Governance Code
Gerardo Gabrielli	Director

b) the Board of Auditors in office at the Report date was appointed by the Ordinary Shareholders' Meeting on 26 April 2022 and will remain in office until approval by the Shareholders' Meeting of the financial statements for the year ended at 31 December 2024 and has the following members:

Chairman:	Gabriele Ernesto Urbano Gualeni
Standing Auditor	Mauro Dario Riccardo Bontempelli
Standing Auditor	Daniela Elvira Bruno
Alternate Auditor	Marco Garrone

Alternate Auditor	Mara Luisa Sartori

c) the 5 Key Executives are the General Manager Financial Reporting Officer and certain managers responsible for business areas the Company holds to be particularly strategic.

SECTION I

REMUNERATION POLICY

A) Bodies or parties involved in the preparation, approval and implementation of the Remuneration Policy

The preparation and approval of the Alkemy Remuneration Policy involves, according to their respective competences, established in accordance with the provisions of the law and regulations in force, and with the recommendations established in the Code of Corporate Governance, A.1) the Shareholders' Meeting; A.2) the Board of Directors; A.3) the Remuneration Committee; A.4) the delegated bodies; and A.5) the Board of Auditors.
The next few paragraphs describe the main tasks of the various corporate bodies with reference to Remuneration-related topics.

A.1 The Shareholders' Meeting:

a. determines the compensation of the members of the Board of Directors and Auditors, in accordance with Art. 2364, paragraph 1, point 3) of the Italian Civil Code;

b. resolves, with binding vote, on the Remuneration Policy pursuant to the first section of the Report in accordance with Art. 123-*ter*, paragraphs 3-*bis* and 3-*ter* of the TUF and, with non-binding vote, on the second section of the Report in accordance with Art. 12123-*ter*, paragraph 6 of the TUF;

c. receives a suitable disclosure on the implementation of remuneration policies;

d. resolves on remuneration plans based on financial instruments intended for directors, employees and collaborators:, including key management personnel, in accordance with Art. 114-bis of the Consolidated Law on Finance.

A.2 The Board of Directors:

a. determines the remuneration of directors vested with special offices, subject to the opinion of the Board of Statutory Auditors, and upon the proposal of the Remuneration Committee, defines the policy for the remuneration of directors - and in particular executive directors and other directors vested with special offices - and Key Executives;

b. approves the Report on the Remuneration Policy and compensation paid, in accordance with Art. 123-ter of the Consolidated Law on Finance, which must be published at least twenty-one days before the Shareholders Meeting envisaged by Art. 2364, second paragraph of the Italian Civil Code;

c. prepares any remuneration plans based on shares or other financial instruments, with the assistance of the Remuneration Committee, submitting these plans for the approval of the Shareholders' Meeting in accordance with Art. 114-*bis* of the Consolidated Law on Finance;

d. implements remuneration plans based on financial instruments, together with - or with the assistance of - the Remuneration Committee, by delegation of the Shareholders' Meeting;

e. establishes the Remuneration Committee within its organisation (of which at least one member must have suitable knowledge and experience in financial matters or remuneration policies).

A.3 The Remuneration Committee:

a. makes proposals to the Board of Directors on the policy for the remuneration of directors and Key Management Personnel;

b. periodically assesses the adequacy, overall consistency and concrete application of the policy for remunerating directors and Key Management Personnel, in this latter regard referring to the information supplied by the CEOs;

c. monitors the concrete application of the remuneration policy and verifies, in particular, the actual achievement of performance targets;

d. presents proposals or gives opinions to the Board of Directors on the remuneration of executive directors and other directors holding particular duties and on the setting of the performance objectives correlated with the variable component of such remuneration.

A.4 The delegated bodies (thereby meaning the members of the Company's Board of Directors holding individual delegated powers, involved each time according to the nature of the delegations held):

a. assist the Committee in identifying potential performance objectives, to which payment of the variable component of their remuneration will be linked;

b. submit the projects for compensation plans based on financial instruments to the Remuneration Committee or, if applicable, assist the Committee in preparing such;

c. provide the Remuneration Committee with all information useful to enable it to assess the adequacy and effective implementation of the remuneration policy, with particular regard to the remuneration of key management personnel;

d. implement the remuneration policies adopted by the Company.

A.5 The Board of Auditors (advisory role):

a. formulates the opinions required by the law and, in particular, expresses an opinion with reference to the proposed remuneration of directors assigned specific duties, in accordance with Art. 2389, paragraph 3 of the Italian Civil Code; in expressing an opinion, verifies the consistency of the proposals made by the Remuneration Committee to the Board of Directors with the remuneration policy;

b. attends Remuneration Committee meetings.

B) Remuneration Committee: members, competences and operating procedure

B.1 Remuneration Committee members

By resolution passed on 09 December 2024, the Board appointed the Remuneration Committee currently in office; the Committee's internal regulation (the "**Regulation**") governs its members, tasks and operating procedures. The activities and requirements of said committee are constantly reviewed and updated so as to reflect the best practices in matters of corporate governance.

at the date of this report, the Remuneration Committee numbers 3 directors, all of whom are independent in accordance with the combined provisions of Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance and Recommendation 26 of the Code of Corporate Governance[2]:

- **Alessandra Piersimoni** (Independent Director with duties of Chairman of the Remuneration Committee), appointed by resolution of the Board of Directors on 09 December 2024;
- **Lisa Vascellari Dal Fiol** (Independent Director), appointed by resolution of the Board of Directors on 9 December 2024;
- **Elvina Finzi** (Independent Director), appointed by resolution of the Board of Directors on 9 December 2024.

[2] Up to 3 December 2024, the composition of the Remuneration Committee was as follows:

- *Serenella Sala* (Independent Director with duties of Chairman of the Remuneration Committee), appointed by resolution of the Board of Directors passed on 26 April 2022;
- *Giulia Bianchi Frangipane* (Independent Director), appointed by resolution of the Board of Directors on 26 April 2022;
- *Riccardo Lorenzini* (non-independent and non-executive Director), appointed by resolution of the Board of Directors on 26 April 2022.

All the members of the Committee have suitable knowledge and experience in financial matters and remuneration policies; this was assessed by the Board at the time of appointment.

The Remuneration Committee meets when convened by its Chairman, each time the Chairman believes it to be appropriate and in any case at least once every six months, or whenever directors assigned specific duties and powers by the Board of Directors (the "**Executive Directors**") so request, or the Chairman of the Board of Auditors or the Chairman of the Board of Directors.

The Remuneration Committee works are coordinated by its chairman. The chairman of the Board of Auditors (or another auditor designated by said chairman) takes part in the meetings of the Remuneration Committee and the other auditors may participate in any event.

The chairman of the Remuneration Committee has the right to invite other subjects to the meetings, whose presence may help assure the best pursuit of the Committee's functions. In order to neutralise any conflicts of interest, in compliance with Recommendation 26 of the Code of Corporate Governance, no director may attend meetings of the Committee during which proposals are made relative to their remuneration, except in the case of proposals regarding all members of internal Committees of the Board of Directors.

Minutes are taken of Committee meetings. The chairman and the secretary sign the meeting minutes, which are kept on file by the secretary in chronological order.

During the 2024 Financial Year, the Committee met a total of 6 times and all sessions were attended by at least one member of the Board of Auditors. Committee meetings last an average of 1.5 hours.

For the 2025 financial year, at least four meetings of the Committee are scheduled, in addition to those considered necessary by the Committee for the correct fulfilment of its duties.

B.2 Remuneration Committee duties

In compliance with the recommendations of the Code of Corporate Governance and by virtue of the Regulation, in going about its duties of making proposals and offering consultancy, the Remuneration Committee:

a) proposes and expresses opinions to the Board of Directors: (**i**) on the remuneration of Executive Directors and any other directors assigned specific duties, having consulted with the Board of Auditors for an opinion; and (**ii**) on the setting of performance objectives correlated with a potential variable component of said remuneration, monitoring the application of the decisions made and the effective achievement of performance objectives;

b) assesses the proposals of the chief executive officers relative to the general criteria of remuneration and incentive, as well as development systems and plans for the management and Company key management personnel;

c) periodically assesses the adequacy, comprehensive consistency and concrete application of the policy for remunerating directors and key management personnel, adopted by the Company, making proposals and general recommendations on the matter to the Board;

d) submits the Remuneration Report and, in particular, the policy for the remuneration of directors and key management personnel to the Board of Directors, for its approval and presentation to the Shareholders' Meeting convened for the approval of the year's financial statements, under the terms provided for by law.

e) verifies the existence of exceptional circumstances allowing for temporary exceptions to the Remuneration Policy approved by the Shareholders' Meeting.

In carrying out its functions the Remuneration Committee may access all information and corporate structures and departments, ensuring suitable functional and operational connections with these for performing its duties. It may use external consultants, at the expense of the Company and in any case within the limits of the budget approved by the Board of Directors, after verifying that such consultants are not in any situation that would concretely compromise their independence of judgement and, in particular, do not provide the HR Department, directors or key management personnel services of significance that would concretely compromise the independent judgement of said consultants.

The Chairman of the Remuneration Committee reports (**i**) to the Board of Directors, at least once every six months, on the activity carried out and (**ii**) to the Shareholders' Meeting, once a year, during approval of the financial statements, on the manner by which it goes about its duties.

C) Consideration of the compensation and working conditions of company employees in determining the policy on remuneration, compensation and working conditions of Company employees.

The criterion for defining each economic package is based on (i) professional specialisation; (ii) organisational role held; and (iii) key responsibilities of the role.

In determining the Remuneration Policy of Key Management Personnel, due fair and consistent consideration was given to the salaries and working conditions of employees, avoiding generating any situations of unjustified imbalance.

In addition, the Company undertakes to offer fixed remuneration that is in line with the external market, which reflects the Job Responsibilities for each role and which optimises the individual skills and professional experience of each employee.

D) Independent experts involved in the preparation of the Remuneration Policy and market practices

For the purpose of preparing the Remuneration Policy, the Remuneration Committee was supported by the relevant corporate functions and an assessment carried out by external consultants in 2022.

The Company has always monitored the main national and international market practices by carrying out specific projects and remuneration benchmarking analyses, aimed at assuring a more in-depth knowledge of the local contexts and remuneration practices applied there, in order to verify the competitiveness of its own remuneration offer, each time choosing independent partners from those available, who can provide the most relevant information to the specific needs of the analysis.

With this in mind, in the course of 2022, Alkemy requested WTW to conduct a remuneration benchmarking survey aimed at detecting market practices with reference to the remuneration of the top roles of Chairman, CEO and Director with Delegated Powers, with an in-depth look at the investors' perspective on remuneration policies linked to ESG indicators.

Although WTW's survey dates back to 2022, in view of the changed corporate environment described in the introductory part of this Report, and the imminent delisting of Alkemy, the Company decided not to proceed with an update of the market analysis conducted by WTW. The current transition phase to a new organisational structure and a group of a different size from the current one, as well as the definition of new incentive and sustainable objectives, in fact, makes it premature to review these remuneration analyses at this time.

E) Purposes pursued with the Remuneration Policy, underlying principles, duration and, in the event of revision, description of any changes to the Remuneration Policy with respect to the previous year and of how such revision takes into account the votes and assessments expressed by shareholders during or after that Shareholders Meeting.

E.1 Purpose

The Remuneration Policy adopted by Alkemy has always aimed at guaranteeing the Company and its group, in the various business sectors and geographical markets in which it operates, an adequate competitiveness in the labour market, consistent with the aim of attracting, developing and retaining highly qualified profiles with strong leadership skills. These results were pursued by periodically setting objectively measurable and generally applicable targets, with a short and medium to long term time frame.

For the financial year 2025, however, the Remuneration Policy currently does not provide for the payment of a variable component based on the achievement of short-term targets, with the exception of the Chief Executive Officer (see below under section F.2.1.). This decision is motivated by the change in the corporate environment in which Alkemy operates and the imminent delisting of the Company, which have led to a significant change in medium- to long-term strategies. In addition, the economic results achieved in 2024, which were below expectations, resulted in the failure to achieve the targets envisaged for short-term variable remuneration and, pending the development of a unified strategic and financial plan with the parent company, a temporary suspension of the variable remuneration component, in line with the prudential approach adopted by the Company in this phase of transition and integration into the Retex Group.

In addition, as will be discussed in detail below (see Section E.3), following the acceleration of the 2024-2026 LTIP during the 2024 financial year, the Company deemed it premature, again for the reasons mentioned above, and not appropriate to implement a new medium-long term incentive plan in 2025.

Alkemy's Remuneration Policy is, therefore, defined with the sole aim of ensuring transparency on the subject of remuneration vis-à-vis stakeholders, through appropriate formalisation: (i) of the related decision-making processes; and (ii) of the criteria on which the remuneration policies and procedures are hinged.

Nevertheless, despite the transition phase and profound change that the Company is currently going through, it continues to pursue, among its objectives, the promotion of the "Alkemy values" (EPIC: Excellence, Passion, Integrity and Concreteness) and the promotion of Alkemy as "best-place-to-work-for" (NPS detector). In line with the above, the Company has identified the principles and values of Diversity & Inclusion and improvement of the work-life balance as its very own path towards sustainable growth taking full account of the interests of the Company's key stakeholders.

E.2 Principles

In light of what has been illustrated in the previous paragraphs, the Remuneration Policy for Executive Directors and Key Executives for the year 2025 is therefore based on the following principles:

a) the fixed component is sufficient to remunerate the performance of Key Executives. This principle is held to be essential in order to discourage any conduct focussed entirely on the short-term and which may not be aligned with the risk appetite defined by the Group;

b) for the Chief Executive Officer alone, the allocation of a variable component is envisaged, the allocation criteria for which are still being defined, due to the transition phase that the Company is facing. With the exception of the above, the determination of a variable remuneration component linked to short-term criteria, as well as the identification of a medium-long term incentive plan, will eventually be defined in the post-delisting phase, taking into account the group's gradual integration;

c) the Company can acknowledge an indemnity to its Executive Directors and Key Management Personnel for early termination or failure to renew, respectively, the administration position and the contract of employment;

d) with the exception of the LTIPs (described below), no mechanisms are envisaged that can guarantee the Company the right to request the return of all or part of variable components (amounts or shares) of remuneration paid (or to withhold components deferred) under claw-back clauses[3]

E.3 Changes in the Remuneration Policy with respect to that approved in the previous year

[3] "Claw-back clauses" are the contractual agreements that allow the Company to request the return of all or part of variable components (amounts or shares) of remuneration paid (or to withhold components deferred), determined on the basis of data that was later found to be clearly incorrect or falsified or in cases of fraud or in connection with wilful or negligent conduct implemented in breach of rules and regulations as well as of company regulations.

With respect to the Remuneration Policy approved by the Shareholders Meeting on 29 April 2024, the following changes have been made in connection with:

MBO:

For the reasons outlined in Paragraphs E.1 and E.2, the definition of the variable component of remuneration (MBO) and its parameters are temporarily suspended for the financial year 2025.

LTIP 2024 - 2026:

As a result of the promotion of the Bid, the acceleration of the LTIP 2024-2026, which was approved by the Shareholders Meeting on 27 April 2023, took place. The LTIP 2024-2026 was a financial instruments-based remuneration plan for Executive Directors, Key Executives and employees of Alkemy, to be implemented through the free allocation of ordinary shares. In particular, the Plan provided for the beneficiaries to be granted the right to receive shares free of charge upon the achievement of specific permanence, performance and ESG objectives identified with reference to the business plan adopted by the Board of Directors.

More specifically, the LTI Plan provided that if, during the term of the LTI Plan and its Regulations, "*(i) a public takeover bid or a public bid of exchange should be submitted in regard to the Shares, or (ii) the Alkemy Shares should be delisted from the Euronext STAR Milan market, regardless of whether or not the Plan Objectives have effectively been achieved, the Date of Attribution of the Grant Shares and Target Shares will be automatically brought forward to (i) the date of notification of the submission of the public takeover or exchange bid or (ii) the start date of revocation of trading of the Shares on the reference market. For the purposes of this provision, the Base Number of Shares shall be determined on the assumption that the Performance Target has been achieved to the extent of 100%*" (Article 15 of the LTI Plan Rules).

To service the assignment of the Plan benefits for 8 of the 10 beneficiaries, the Extraordinary Shareholders Meeting of 23 January 2025 resolved on a bonus share capital increase for a maximum nominal amount of € 10,783.40, through the issue of a maximum of 107,834 new ordinary shares of the Company, to be assigned free of charge to the Alkemy Group employees who are beneficiaries of this Plan, pursuant to Art. 2349 of the Italian Civil Code.

The capital increase will be executed by 30 April 2025.

To the two remaining beneficiaries of the LTIP 2024-2026, who did not qualify as employees of the Company, the Plan benefits were paid in cash.

In view of the corporate events affecting Alkemy during 2024, as described in the *Introduction* to this Report, and the achievement of financial results below expectations, the Company considered it premature at this stage to envisage a long-term incentive plan for 2025.

This decision is further motivated by the need to define a new business plan that reflects the scope of the Retex Group and its future growth and development strategies. This industrial plan will form the basis for the elaboration of a possible future long-term incentive plan, capable of aligning remuneration policies with the priorities and strategic objectives pursued by the new corporate group.

Consensual termination of the executive employment relationship with the Chief Executive Officer Duccio Vitali and consequent amendment of his remuneration:

Pursuant to the agreements contained in the Administration Agreement signed between Retex and Duccio Vitali on 5 December 2024 (the "**Administration Agreement**"), concerning, inter alia, the terms and conditions relating to the assignment and performance of the office of Director of Alkemy, Retex undertook to ensure Alkemy enters into an agreement with Duccio Vitali for the consensual termination of the subordinate employment relationship of managerial nature currently existing with him and the settlement of the same employment relationship with mutual waiver of any and all rights arising out of its execution and/or termination, it being understood that at the date of termination of the employment relationship, Alkemy shall pay Duccio Vitali any and all severance indemnity due by law.

The consensual termination agreement will be signed by 30 April 2025 and will take effect on the date of approval by Alkemy's Shareholders Meeting of the financial statements as of 31 December 2024 and of this Remuneration Policy for Alkemy's directors, general managers, key executives and members of the control bodies.

The Annual Shareholders Meeting will be called upon to resolve on an increase in the remuneration of the Board of Directors in order to allow the Board of Directors to award the CEO with remuneration upon termination of the executive employment relationship. This remuneration, in continuity with that received by the Chief Executive Officer in 2024, is set at Euro 380,000 gross per year, and a variable Remuneration up to a maximum amount of Euro 100,000.00 gross, in the event of reaching or exceeding 100% of objectives to be defined by Alkemy's Board of Directors, in addition to a gross annual severance amount equal to 7.4% of the fixed remuneration (TFM) to be revalued annually. These objectives are, as yet, still being defined.

For further information on the remuneration of the CEO, please refer to Section F.2.1. below.

F) Description of the policies on fixed and variable components of the remuneration with specific regards to the indication of the relevant weight under the scope of comprehensive remuneration and distinguishing between short- and material variable components

Taking into account the aims and criteria pursued by the Remuneration Policy, the remuneration of Directors and Key Executives for the year 2025, based on what can be estimated to date, consists solely of the fixed component.

F.2. THE REMUNERATION POLICY WITH REFERENCE TO THE INDIVIDUAL SIGNIFICANT POSITIONS

F.2.1. The remuneration of the CEO

Fixed part

As from the consensual termination of the employment relationship with the Chief Executive Officer, Duccio Vitali, as better explained in section E.3, the Board of Directors proposed to the Shareholders Meeting to pay the CEO a fixed annual gross remuneration of Euro 380,000.

It should be noted that by virtue of the Administration Agreement, Duccio Vitali receives additional remuneration from Retex S.p.A. - Società Benefit, amounting to Euro 120,000 per annum as a fixed emolument for serving as CEO of that company.

In addition, it was proposed that a gross annual severance payment of 7.4% of the fixed remuneration (TFM), to be revalued annually, be paid to the CEO.

Annual variable part

The Administration Agreement provides for the participation of the Chief Executive Officer in an annual incentive plan (MBO) up to a maximum amount of Euro 100,000 gross, in the event of reaching or exceeding 100% of targets and objectives to be defined by Alkemy's Board of Directors, as set forth in paragraphs E.2 (lett. a) and E.3 above.

In this regard, it should be noted that the criteria for assigning the variable compensation, once defined by the Company, will be submitted to the evaluation of the Remuneration Committee, which has already established that the disbursement of the MBO cannot take place until the Committee itself has approved the objectives and the related reference targets.

Medium/long-term incentives

The CEO is not currently expected to participate in any long-term incentive plan. However, the Remuneration Committee has formulated a recommendation in favor of adopting a plan of this nature, anchored to the achievement of objectives and targets relating to the consolidated perimeter of the Retex Group.

F.2.2. The remuneration of the Chairman, Non-Executive Directors and Independent Directors

The remuneration of Non-Executive Directors (including the Chairman) and Independent Directors is determined as a fixed amount and, in compliance with Recommendation 29 of the Code, envisages a Remuneration that is adequate to the skill, professionalism and commitment required by the duties assigned them in the administrative body and board committees; this Remuneration is not linked to performance objectives.

More specifically, each director is entitled to a fixed emolument for the office amounting to Euro 15,000.00 gross per annum; directors who are members of internal board committees are also entitled to a fixed annual gross emolument amounting to Euro 6,000.00 for each committee they are members of (Euro 9,000.00 for the chairman of each committee).

F.2.3. Remuneration of Key Management Personnel

Fixed part

The fixed part of the compensation is consistent with the salaries identified by the Company in line with the market and is structured in such a way as to adequately remunerate the competences, commitment and work carried out continuously by the Key Management Personnel.

For Key Management Personnel holding the position of Director in subsidiaries, additional compensation and indemnities for the office may also be envisaged in an amount such as to adequately remunerate the commitment required of the office.

Annual variable part

With the exception of the CEO, the recognition of variable remuneration on an annual basis was suspended for the financial year 2025.

Medium/long-term incentives

As of today, there are no plans for Key Executives to participate in any long-term incentive plan.

F.2.4. The remuneration of members of the control bodies

The Chairman of the Board of Auditors and the Standing Auditors are remunerated with gross annual compensation resolved by the Shareholders' Meeting at the time of appointment for the entire term of office, in an amount that is adequate to the competence, professionalism and commitment required by the importance of the role held, the dimensional and sector characteristics of the Company and its position, to be paid on a *pro rata temporis* basis according to the effective term of office. The Chairman of the Board of Auditors and the Standing Auditors shall also be entitled to receive reimbursement of expenses incurred by virtue of their office.

No variable components of remuneration, bonuses, attendance tokens and other incentives are envisaged, nor non-monetary benefits.

G) Policy on non-monetary benefits

Executive Directors and Key Management Personnel shall be assigned non-monetary benefits that may include accident policies and supplementary medical cover.

Benefits may also include use of the company telephone, PC and car, as well as reimbursement (for a predefined maximum amount) of costs incurred by virtue of the office. These benefits are attributed - in respect of principles of sobriety and in a context of cost limitation - taking into account the roles and responsibilities held, in line with reference remuneration market practice and consistently with legislation in force over time, in order to complete and optimise the overall remuneration package.

The Company shall also stipulate suitable D&O insurance for all members of the Board of Directors, Key Management Personnel and members of the control body, covering third party liability of directors and managers.

H) With reference to the variable components, a description of the financial and non-financial performance objectives - where applicable, by considering corporate social responsibility criteria - on the basis of which they are assigned, with a distinction between short- and medium/long-term variable components and information on the link between a change in results and a change in remuneration.

Refer to the information given under paragraph F) above.

I) Criteria used for the assessment of the achievement of performance objectives on which basis shares, options, other financial instruments or other variable components of remuneration are awarded and measurement of the variable component to be disbursed according to achievement of the objectives.

As already mentioned, the remuneration package of Key Executives as of today does not provide for any form of variable remuneration in addition to the fixed component, either in the short or medium-long term, for the year 2025.

J) Information aimed at highlighting the contribution of the Remuneration Policy and, in particular, the Policy on the variable components of remuneration, business strategy, the pursuit of long-term interests and sustainability.

As described in Paragraphs E) and F) above, the Remuneration Policy pursues the objective of supporting the Company in its transition and full integration into the Retex Group. In line with that purpose, the remuneration of Executive Directors and Key Management Personnel is structured in such a way as to:

(i) Aligning remuneration policies with the strategic objectives defined for the transition period, fostering operational and organisational integration with the Retex Group;

(ii) guaranteeing the pursuit of long-term interests, maintaining a balance between management stability and remuneration flexibility, so as to ensure business continuity and value creation for all stakeholders.

K) Vesting period, deferred payment systems, with indication of the deferment period and criteria used to determine these periods and *ex post* correction mechanisms of the variable component.

With reference to the acceleration of the LTIP 2024-2026, please refer to Section F.1.3.

For a detailed discussion of the terms and conditions of the LTI 2024/2026 Plan, please refer to the Plan Regulation, published on www.alkemy.com under Corporate Governance/Incentive Plans.

We point out that the Plan also has *malus* and claw-back mechanisms, by virtue of which the Company shall be entitled not to assign the shares accrued or to obtain their full or partial return, if events should take place that harm the interests of the Company and/or Group.

L) Information on the clauses for keeping financial instruments in the portfolio after their acquisition, with indication of the holding periods and the criteria used to determine such periods.

The 2024-2026 LTI Plan did not specify any limits to transfers (lock-ups) of shares once they have been assigned to their respective beneficiaries. The subsequent transfer of shares will be regulated by applicable legislative and regulatory provisions. The rights assigned in accordance with the LTI Plan cannot instead be transferred (except, once accrued, in the event of the beneficiary's death).

M) Policy on benefits in the event of resignation or termination of employment.

The Remuneration Policy envisages the possibility for the Company to enter into agreements (i) with Directors, regulating *ex ante* the economic aspects in the event of cessation from office or in relation to any early termination of the contract by the Company or party concerned, except as better specified at the next paragraph; and (ii) with Key Management Personnel, which envisage indemnity in the event of resignation or dismissal/revocation without just cause or if the contract of employment ceases following a public takeover bid.

Severance indemnity for Key Management Personnel consists of the indemnity accrued in accordance with national collective bargaining agreements. Moreover, in the event of mutual agreement to terminate the contract of employment, the collective bargaining agreements applied by the Group in Italy, envisage the disbursement of severance indemnity at terms and conditions that are predetermined and not discretionary, to the managers to whom said agreements apply.

In addition, the Company may also sign after seeking the opinion of the Remuneration Committee and in line with regulations governing related party transactions, non-compete agreements with the members of the Board of Directors and with Key Management Personnel, as well as with other senior managers holding particularly important roles; these may envisage the payment of an indemnity commensurate to the terms and extension of the non-compete clause included in said contract. The obligation refers to the segment in which the Company operates at the time of stipulation and the relevant geographic market. The extension of the obligation varies according to the role held by the obliged subject at the date of stipulation.

As described in detail in Section II - Part I - Paragraph 5 of the Report, the Administration Agreement in place with the Chief Executive Officer provides for forms of indemnity in the event of termination following a good leaver and intermediate leaver case, while only the *pro-rata* temporis accrued in the event of *bad leaver* is payable.

N) Information on the presence of additional, non-mandatory insurance, welfare or pension provisions

As indicated in Paragraph G above, non-monetary benefits may include insurance policies covering the third party liability of directors and managers (termed “D&O” insurance), life policies, accident policies and supplementary, non-mandatory medical cover.

O) Remuneration policy applied for: (i) Independent Directors, (ii) participation in committees and (iii) performance of particular duties.

As indicated in Paragraph F.2.2 above, the Policy envisages the attribution of an additional fixed compensation to Non-Executive Directors and Independent Directors who are part of Board Committees, to suitably remunerate the additional work and commitment they carry out and assure to the benefit of the Company.

If the Executive Directors are members of the Committees established within the Board, it is the Board itself, which, having consulted with the Committee and the Board of Auditors, assesses the possibility of attributing additional fixed compensation or one-off extraordinary compensation, depending on the additional commitment and work made available to the Company’s benefit.

For more information and for information about the remuneration of Directors assigned specific duties, please refer to the description given in Paragraph F) above.

P) Indications on the potential use, by way of reference, of remuneration policies of other companies

For the extraordinary and exceptional reasons described in the Introduction and in Section E), the Company’s Remuneration Policy cannot be compared with the policies applied by the main listed Italian companies comparable to the Company in terms of size and business sector.

Q) Policy governing discretionary components and/or exceptional circumstances

In view of the transitional phase the Company is currently going through, where exceptional circumstances apply - thereby meaning, in accordance with Art. 123-*ter*, paragraph 3-*bis* of the Consolidated Law on Finance, only situations in which the derogation to the Remuneration Policy is necessary in order to pursue the long-term interests and sustainability of the Company as a whole or assure its capacity to operate on the market - or in the case of extraordinary transactions having a significant impact on business, the Company may derogate to the following elements of the Remuneration Policy:

a) attribution of an annual bonus parametrised to the objectives that may be set by the Board of Directors, on the proposal of the Remuneration Committee, and, if applicable, having consulted with the Board of Auditors;

b) attribution of a one-off monetary bonus;

c) type of benefits recognised.

These derogations must be adopted by means of specific resolution of the Board of Directors, on the proposal or in any case having first obtained the favourable opinion of the Remuneration Committee, expressed by grounded resolution and after consultation with the Board of Auditors, according to the Related Party Transactions Procedure adopted by the Company.

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SECTION II

COMPENSATION RECEIVED IN 2024 BY THE MEMBERS OF THE BOARD OF DIRECTORS AND THE BOARD OF AUDITORS AND BY KEY MANAGEMENT PERSONNEL

This Section II, which in turn is structured into two Parts, provides a named indication of the remuneration assigned to the administrative and auditing bodies and, in aggregate form, the remuneration of Key Management Personnel paid in 2024. In accordance with Annex 3A, Scheme 7-bis of the Issuers' Regulations, the compensation of Key Management Personnel is reported as an aggregate as in the 2024 financial year none of them received a higher total compensation than the total compensation paid to Directors and also because the Company has a "smaller dimension", pursuant to Article 3, paragraph 1, letter f), of Regulation No. 17221 of 12 March 2010.

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PART I - ITEMS MAKING UP THE REMUNERATION

Part I of Section II offers a complete explanation of the items making up the remuneration of the members of the Board of Directors, the Board of Auditors and Key Management Personnel.

1. Remuneration

As approved by the Shareholders' Meeting, each member of the Board of Directors receives a fixed compensation. In accordance with Article 2389, third paragraph of the Italian Civil Code, the Board of Directors has resolved to attribute to Non-Executive Directors who are also members of the Committees established by the Board of Directors, an additional fixed compensation. Executive Directors receive additional fixed remuneration as resolved by the Board of Directors. The remuneration of Key Management Personnel is determined by the related contracts of employment. The practice followed with regard to remuneration in the financial year 2024 is in line with the provisions of the Remuneration Policy 2024 and deviates from the principles described in Section E above, as explained therein.

1.1 Fixed and variable remuneration of Directors

The Shareholders Meeting of 3 December 2024 set the gross annual remuneration at EUR 15,000.00 (fifteen thousand/00) for each director, leaving it up to the Board of Directors, having heard the opinion of the Board of Statutory Auditors, to establish the remuneration of directors holding special offices in addition to the above-mentioned gross annual remuneration, in accordance with the provisions of Article 2389, paragraph 3, first sentence, of the Italian Civil Code.

With a resolution passed on 9 December 2024, the Board of Directors, having heard the opinions of the Remuneration Committee and the Board of Statutory Auditors, allocated the aforementioned total gross remuneration until the approval of the financial statements as of 31 December 2024 as follows:

(i) a gross annual Euro 15,000.00 for each director;

(ii) Euro 6,000.00 gross per annum for each director that is member of the Control, Risks and Sustainability Committee, the Remuneration Committee and Related Party Transactions and Euro 9,000.00 for the respective Chairmen.

(iii) the following gross annual compensation in the favour of the Executive Directors:

BoD ALKEMY S.p.A. - 2024	Fixed	Variable
	Gross annual remuneration	Gross annual remuneration
Duccio Vitali (CEO)	-	-
Mattiacci Alessandro (Chairman)	226,600	100,000
Massimo Canturi (Director with delegations)	250,000	

The Chief Executive Officer of the Company, Duccio Vitali, has **not** been attributed fixed emoluments for this role, insofar as they are included in the gross annual remuneration of Euro 380,000 assigned by way of fixed emoluments and the gross variable Euro 100,000 he receives as Company manager, subject to the Company achieving the business objectives set forth in the business plan, and which is inclusive of the gross annual remuneration of Euro 15,000 by way of member of the board of directors.

The CEO was a beneficiary of the LTI 2024-2026 Plan for the financial year 2024, for the terms of which please refer to the relevant regulation.

Following the promotion of the Bid, the acceleration of the Plan occurred, as described in Paragraph E.3. of Section I. The allotment of shares to the beneficiaries of the Plan took place during the Financial Year 2024 and the allotment of shares took place during the Financial Year 2025.

For the final balance of the 2024-2026 Plan, please refer to Table 3A

Each member of the Board of Directors has the right to receive reimbursement of costs incurred by virtue of the office held.

1.2 Remuneration of Auditors

The Shareholders' Meeting held on 26 April 2022 determined the compensation due to the board of auditors, as follows:

a) Euro 24,000.00 to the Chairman of the Board of Auditors, per year;

b) Euro 18,000.00 to each Standing Auditor, per year.

No monetary and non-monetary benefits are envisaged in the Auditors' favour, nor any variable compensation.

2. Remuneration of Key Management Personnel

Key Management Personnel received the fixed portion of remuneration determined by the respective contracts of employment, including emoluments due in accordance with applicable provisions of law and contract (holidays, transfer indemnities, etc.).

In line with the 2024 Remuneration Policy, Key Management Personnel took part in the annual MBO incentive plan. Due to the Company's failure to achieve the Group's EBITDA target results for the financial year 2024, on which the recognition of the MBO-related variable remuneration was conditional, the latter was not awarded.

The Key Executives were beneficiaries of the LTI 2024-2026 Plan for the financial year 2024, for the features of which please refer to the relevant regulation.

Following the promotion of the Bid, the acceleration of the Plan occurred, as described in Paragraph E.3. of Section I. The allotment of shares to the beneficiaries of the Plan took place during the Financial Year 2024 and the allotment of shares took place during the Financial Year 2025.

For the final balance of the 2024-2026 Plan, see Table 3A.

3. Non-monetary benefits

For executive directors, the Company has stipulated an insurance policy to cover the third party liability of directors and managers (termed D&O).

Executive Directors and Key Management Personnel are entitled to company cars for both personal and professional use, life policies, injury policies and supplementary medical cover. The related benefits are calculated in compliance with tax legislation and form part of their gross remuneration. The practice applied in terms of remuneration in 2024 is in line with the principles described in Paragraph E above.

The items comprising the remuneration are detailed in Table 1, as per Annex 3A, Scheme 7-bis, of the Issuers' Regulation, given in the appendix to Part II of this Section.

4. Incentive plans based on financial instruments

During the year, the Company did not have any stock option and other share-based incentive plans executed and/or to be executed by the Company, with the exception of the LTIP 2024-2026, for the detailed analysis of which please refer to the Plan Regulations, published on www.alkemy.com under the Corporate Governance/Incentive Plans section.

5. Agreements envisaging indemnity in the event of the early termination of the contract of employment

The Administration Agreement signed with the Chief Executive Officer provides, inter alia, for the latter to be paid an indemnity for termination of his directorship in the event of "*good leaver*", to be understood as (i) revocation or non-renewal of office in the absence of just cause; (ii) resignation from office for just cause; (iii) other circumstances agreed upon as events of good leaver, as well as in the case of good leaver events. "*intermediate leaver*", to be understood as (i) death of the Chief Executive Officer and (ii) revocation of, or resignation from, the office due to illness or incapacity of the Chief Executive Officer that prevents him from carrying out the activities and exercising the office for more than 180 days, including non-consecutive days, in a period of one year.

In the event of *good leaver*, the Chief Executive Officer shall be entitled to the payment, in addition to the fixed *pro-rata temporis* remuneration until the effective date of termination of office and to the Severance Pay (TFM), of an all-inclusive indemnity equal to: (i) 2 annuities of the fixed remuneration (or an amount equal to the fixed remuneration that would have been received until the expiry of the term of office, whichever is greater, if the early termination occurs before the expiry of the term of office) (ii) the variable remuneration, if any, accrued and not yet paid with reference to the last financial year closed before the date of termination of the office; (iii) the variable remuneration *pro-rata temporis*, if and to the extent that it has accrued, with reference to the financial year current on the date of termination of the office.

In the case of *intermediate leaver*, the Chief Executive Officer shall be entitled to the payment, in addition to the fixed remuneration *pro-rata temporis* up to the effective date of termination of office and the TFM, of an all-inclusive indemnity equal to the fixed remuneration that he would have received up to the expiry date (or up to the expiry of the renewal if the termination occurs after the renewal of the office) and the variable remuneration, if any, accrued and not yet paid with reference to the last financial year closed before the date of termination of the office.

No other agreements were signed envisaging indemnity in the event of the early termination of the contract with Directors, Auditors and Key Management Personnel, save for the application to the latter of any agreements set out in applicable national collective bargaining agreements.

6. Derogations to the Remuneration Policy for FY 2023.

No derogations were made to the Remuneration Policy for FY 2024.

7. Application of *ex post* correction mechanisms.

In FY 2024, with reference to the variable component of remuneration, no *ex post* correction mechanisms were applied.

8. Change to remuneration and comparative information.

Below are comparisons and totals of the following: (a) the annual change in total remuneration (including fixed remuneration, remuneration for participating in committees, non-equity variable remuneration, non-monetary benefits, other remuneration) of the members of the Board of Directors and Board of Auditors relative to FYs 2020, 2021, 2022, 2023 and 2024 and (b) average remuneration, calculated on a full-time equivalent basis, of employees (managers and office workers) of the Company, other than those listed under letter (a) above, on the workforce at the date, respectively, of 31 December 2020, 2021, 2022, 2023 and 31 December 2024. The figures listed for compensation are in euros.

Name and surname	Office	2024 remuneration	% change	2023 remuneration	% change	Compensation 2022	% change	Compensation 2021	% change	Compensation 2020	% change
Alessandro Mattiacci (1)	Chairman of the Board of Directors	207,717	-8%	226,600	0%	226,600	-31%	326,600	44%	226,600	-9%
Duccio Vitali	Chief Executive Officer	380,000	21%	315,000	26%	250,000	-29%	350,000	40%	250,000	0%
Massimo Canturi (1)	General Manager	225,074	-10%	250,000	0%	250,000	0%	250,000	100%	125,000	
Serenella Sala (1)	Independent director	28,200	0%	28,200	-10%	31,333	42%	22,000	0%	22,000	193%
Giulia Bianchi Frangipane (1)	Independent director	25,450	0%	25,450	-29%	36,000	0%	36,000	0%	36,000	380%
Ada Villa (1)	Independent director	23,000	0%	23,000	19%	19,333		=			
Riccardo Lorenzini	Director	=	=	=		=		=		=	
Barnaba Ravanne	Chairman of the Board of Directors	1,250	=								
Marco Valcamonica	Director	1,250	=								
Vincenzo Pompa	Independent director	1,250	=								
Elvina Finzi (2)	Independent director	1,250	=								
Alessandra Piersimoni (2)	Independent director	1,250	=								
Lisa Vascellari Dal Fiol (2)	Independent director	1,250	=								
Gerardo Garbrielli	Independent director	1,250	=								
Gimigliano Maria (2)	Independent director	1,250	=								
Mauro Bontempelli	Regular Auditor	18,000	0%	18,000	-10%	20,000	-17%	24,000	0%	24,000	33%
Gabriele Gualeni	Chairman of the Board of Auditors	24,000	0%	24,000	9%	22,000	22%	18,000	0%	18,000	20%
Daniela Bruno	Regular Auditor	18,000	0%	18,000	0%	18,000	0%	18,000	0%	18,000	20%

(1) Director terminated in Financial Year 2024.

(2) For Directors appointed on 3 December 2024, compensation relating to participation in internal board committees is not included.

	2024	% change	2023	% change	2022
AVERAGE EMPLOYEE REMUNERATION	57	3%	56	3%	54

Below are comparisons and totals of the Company's results, on the basis of the data given in the statutory financial statements, relative to FYs 2021, 2022, 2023 and 2024. Figures are given in thousands of euros.

	2024	% change	2023	% change	2022	% change	2021
Revenue	115,336	-3%	119,140	12%	106,574	12%	95,185
net profit	-14,003	496 %	3,535	-37%	5,627	32%	4,271

9. Vote cast by the Shareholders' Meeting on this section for last year

The Ordinary Shareholders' Meeting held on 29 April 2024 resolved in favour of Section II of the Report on Remuneration and Compensation Paid relative to FY 2023, with 3,030,530 votes in favour, accounting for 85.81% of those in attendance (501,039 votes not in favour, accounting for 7.33% of those in attendance, zero abstentions and no votes expressed in a manner that was not compliant with the instructions received or without instructions).

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PART II - TABLES

Part II of this Section II provides an analytical report of the remuneration paid in 2024 by any title and in any form to Directors, Auditors and Key Management Personnel by the Company and the other Group companies, using Table 1, envisaged by Annex 3, Scheme 7-bis of the Issuers' Regulation. The information is supplied separately with reference to the appointments in the Company and those held in subsidiaries and associates of the Group.

This Report also includes Table 1 and Table 2, envisaged by Annex 3, Scheme 7-ter of the Issuers’ Regulation, which sets out the equity investments held in the Company and its subsidiaries, by the Directors, Auditors and Key Management Personnel, in compliance with Art. 84-quater, paragraph 4 of the Issuers' Regulation.

Finally, in relation to the remuneration of the Chief Executive Officer and the other executive directors, an executive summary is included below, in tabular form, showing the composition of the remuneration package, with an indication of the characteristics and weighting of the fixed, short-term variable and long-term variable components with respect to the overall remuneration, at least with reference to the achievement of the target objective of the variable components.

* * *

Summary table of compensation paid to the Company's directors in the 2024 financial year

2024	period months	fixed compensation	number of committees	fees for delegations	variable compensation	total
Alessandro Mattiacci	11	13,750		193,967		**207,717**
Vitali Duccio (1)	11					
Massimo Canturi	11	13,750		236,250		**250,000**
Riccardo Lorenzini	11	-	1	-		**-**
Giulia Bianchi Frangipane	11	13,750	2	11,700		**25,450**
Serenella Sala	11	13,750	2	14,450		**28,200**
Villa Ada	11	13,750	1	9,250		**23,000**
Barnaba Ravanne	1	1,250				
Marco Valcamonica	1	1,250				
Vincenzo Pompa	1	1,250				
Elvina Finzi (2)	1	1,250	1	-		
Alessandra Piersimoni (2)	1	1,250	1	-		
Lisa Vascellari Dal Fiol (2)	1	1,250	1	-		
Gerardo Garbrielli	1	1,250				
Gimigliano Maria (2)	1	1,250	2	-		

(1) Classified as manager

(2) For Directors appointed on 3 December 2024, compensation relating to participation in internal board committees is not included

TABLE 1: Remuneration accrued or paid to members of administrative and auditing bodies, general managers and other key executives

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	appointed position	Period for which the office was held (months)	Expiry of office (1)	Fixed compensation	Compensation for participating in committees	Variable compensation (non equity)		Non-monetary benefits	Other compensation	total	Fair Value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Alessandro Mattiacci	Chairman	11	31 December 2024	207,717	=		=	company car	=	=	=	=
Duccio Vitali	Chief Executive Officer	12	31 December 2024	(5)	=	=	=	company car	=	=	=	(2)
Riccardo Lorenzini	Director	11	31 December 2024	-	=	=	=	company car	=	=	=	=
Giulia Bianchi Frangipane	Director	11	31 December 2024	13,750	11,700	=	=	=	=	=	=	=
Serenella Sala	Director	11	31 December 2024	13,750	14,450	=	=	=	=	=	=	=
Ada Villa	Director	11	31 December 2024	13,750	9,250	-	-	-	-	-	=	-
Massimo Canturi (3)	Director with/without delegation o(4)	9	31 December 2024	225,074	=	-	=	=	=	=	=	=
Barnaba Ravanne	Chairman	1	31 December 2024	1,250								
Marco Valcamonica	Director	1	31 December 2024	1,250								

Vincenzo Pompa	Director	1	31 December 2024	1,250								
Elvina Finzi	Director	1	31 December 2024	1,250								
Alessandra Piersimoni	Director	1	31 December 2024	1,250								
Lisa Vascellari	Director	1	31 December 2024	1,250								
Gerardo Garbrielli	Director	1	31 December 2024	1,250								
Gimigliano Maria	Director	1	31 December 2024	1,250								
Paolo Cederle	General Manager	9	(2)	150,000				company car				(2)
Key executives	5	12	(2)	942,798	=	-	=	company car	=	=		(2)
(I) Remuneration in the company drafting the financial statements				**1,576,839**	=	=	=	=	=	=	=	
(II) Remuneration from subsidiaries and associates				-	=	=	=	=	=	=	=	
(III) Total				**1,576,839**	=	=	=	=	=	=	=	
-	-	-	-	-	-	-	-	-	-	-	-	-

(1) the expiry date of office is that of approval of the financial statements relative to the date specified - - - - -

(2) terms envisaged by the CCNL (Italian National Collective Bargaining Agreement) for trade managers - -

(3) Massimo Canturi's 2024 remuneration until 30.4.2024 took into account the delegated powers assigned; after that date, it was raised to the level of the other members without delegated powers. It also includes 135,000 euro extraordinary bonus. - -

(4) until 30.4.2024, he held the position of DG with delegated powers; for the following months, until his resignation on 7.10.24, he was a member of the management body without delegated powers. - -

(5)	director's remuneration is absorbed in the remuneration paid as an executive officer (gross annual remuneration 380,000); no variable remuneration was paid in 2024 and no shares were paid out under the LTIP.	-	-

TABLE 3A: Incentive plans based on financial instruments, other than stock options, in favour of members of the administrative body, general managers and other key management personnel

			Financial instruments assigned in previous years and not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not attributed	Financial instruments vested during the financial year and attributed		Financial instruments accrued during the year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and surname	Office	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at assignment date	Vesting period	Assignment date	Market price at assignment	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair Value
Alessandro Mattiacci	Chairman		25,424		- of shares	-			-	- of shares	of shares	-	-
Duccio Vitali	Chief Executive Officer	LTP 2020-2023 + LTP 2024-2026	25,424		23,962 of shares	282,752		24/6/2024, i.e. date of promotion of the Retex takeover bid	282,752	of shares	of shares	-	-
Massimo Canturi	General Manager	LTP 2020-2023	17,331		- of shares	-			-	of shares	of shares	-	-
Paolo Cederle	General Manager	LTP 2024-2026			23,962 of shares	282,752		24/6/2024, i.e. date of promotion of the Retex takeover bid	282,752				
4 Key executives		LTP 2020-2023 + LTP 2024-2026	84,578		43,934 of shares	518,421		24/6/2024, i.e. date of promotion of the Retex takeover bid	518,421	of shares	of shares	-	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)											
		Plan B (date of relevant resolution)											
(II) Compensation from subsidiaries and associates		Plan A (date of relevant resolution)											

	Plan B (date of relevant resolution)													
(III) Total		**152,757**		**91,858**		**1,083,924**			**1,083,924**		**-**		**-**	**-**

TABLE 3B: Monetary incentive plans in favour of members of the administrative body, general managers and other key management personnel

A	B	(1)	(2)			(3)			(4)
Name and surname	appointed position	Plan	2023 bonus			Bonus of previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Payable/Paid	**deferred**	**Deferment period**	**No longer payable**	**Payable/paid**	**Still deferred**	
Alessandro Mattiacci	Chairman		-	-	**Jul-24**		=	=	=
Duccio Vitali	Chief Executive Officer		-	-	**Jul-24**		=	=	=
Managers	5		-	-	**Jul-24**	=	=	=	=
(I) Compensation in the company drafting the financial statements		Plan A (date of relevant resolution)	=			=			
		Plan B (date of relevant resolution)							
		Plan C (date of relevant resolution)							
(II) Compensation from subsidiaries and associates		Plan A (date of relevant resolution)	=			=			
		Plan B (date of relevant resolution)							
(III) Total			-	-				-	

Table 4: Equity investments of members of Administrative and Auditing Bodies, General Managers and other Key Management Personnel

Name and surname	appointed position	Investee company	Number of shares held at the end of the previous year	Number of shares purchased (**)	Number of shares sold	Number of shares held at year end
Alessandro Mattiacci (*)	Chairman	Alkemy spa	128,502	27,524	55,312	100,714
Duccio Vitali	Director	Alkemy spa	622,616	27,524	403,378	246,762
Riccardo Lorenzini	Director	Alkemy spa	355,220			355,220
Massimo Canturi	Director	Alkemy spa	13,385	12,331	25,716	-
Paolo Cederle	General Manager	Alkemy spa		7,000	7,000	-
Managers	6	Alkemy spa	25,204	82,039	107,243	-
Total			**1,144,927**	**156,418**	**598,649**	**702,696**

(*) shares held also through the company Lappentrop S.r.l.

(**) the shares purchased also include those assigned in execution of the 2021-2023 Incentive Plan.