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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**ALVOTECH**

(Exact name of Registrant as Specified in Its Charter)

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**Grand Duchy of Luxembourg**  
(Jurisdiction of Incorporation or  
Organization)

**2836**  
(Primary Standard Industrial Classification  
Code Number)

**98-1629342**  
(I.R.S. Employer  
Identification No.)

*Société Anonyme*  
(Public Limited Company)

**9, Rue de Bitbourg,  
L-1273 Luxembourg,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B258884  
+354 422 4500**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**Alvotech Management Incentive Plan**  
(Full title of the plan)

**Joel Morales  
Chief Executive Officer  
Alvotech USA Inc.  
1201 Wilson Blvd., Ste. 2130  
Arlington, Virginia 22209  
Tel: (703)-819-3765**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copies to:*

**Michal Berkner, Esq.  
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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of this Registration Statement will be delivered in accordance with Form S-8 and Rule 428(d) under the Securities Act of 1933, as amended (the “Securities Act”). These documents are not required to be, and are not, filed with the Securities and Exchange Commission (the “Commission”) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

Our ordinary shares and warrants are listed on The Nasdaq Stock Market LLC under the ticker symbols “ALVO” and “ALVOW”, respectively, and our ordinary shares are listed on the Nasdaq First North Growth Market (“Nasdaq First North”) under the ticker symbol “ALVO,” and to ensure compliance with applicable Icelandic and European securities rules and regulations, due to the listing of our ordinary shares on Nasdaq First North, this Registration Statement on Form S-8 will be published on Nasdaq First North’s website as well.

#### ITEM 1. PLAN INFORMATION

Not required to be filed with this Registration Statement.

#### ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION

Not required to be filed with this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following document(s) filed with the Commission by Alvotech, a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg (the “Company”), pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference:

- (1) The prospectus dated [May 10, 2022](#), filed by the Company pursuant to Rule 424(b) under the Securities Act, relating to the Registration Statement on Form F-4 filed on [December 20, 2021](#), as amended (File No. 333-261773), and all amendments to such registration statement;
- (2) The Company’s Shell Company Report on Form 20-F, filed with the Commission on [June 22, 2022](#) (File No. 001-41421); and
- (3) The description of the Company’s Ordinary Shares which is contained in the Company’s Registration Statement on Form F-1, filed with the Commission on [July 14, 2022](#) (File No. 333-266136), and any amendment or report filed for the purpose of updating any such description.

In addition to the foregoing, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and all reports on Form 6-K, or portions thereof, subsequently filed by the Registrant which state that they are incorporated by reference herein, prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any document or any statement contained in a document or report incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a document or a statement contained in any subsequently filed document or report that is also incorporated or deemed to be incorporated by reference herein modifies or supersedes such document or statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement. Subject to the foregoing, all information appearing in the Registration Statement is qualified in its entirety by the information appearing in the documents incorporated by reference.

**ITEM 4. DESCRIPTION OF SECURITIES**

Not applicable.

**ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL**

None.

**ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Luxembourg law permits companies to keep directors indemnified against any expenses, judgments, fines and amounts paid in connection with liability of a director towards the Company or a third party for management errors i.e., for wrongful acts committed during the execution of the mandate (*mandat*) granted to the director by the Company, except in connection with criminal offenses, gross negligence or fraud. Luxembourg law does not provide for an *ex ante* limitation of liability but it permits the Company to keep directors indemnified as set out above.

As permitted by Luxembourg law, the directors and officers of the Company have entered into, or will enter into, indemnification agreements with the Company. Under such agreements, the directors and officers will be entitled to indemnification from the Company to the fullest extent permitted by Luxembourg law against liability and expenses reasonably incurred or paid by him or her in connection with any claim, action, suit, or proceeding in which he or she would be involved by virtue of his or her being or having been a director or officer and against amounts paid or incurred by him or her in the settlement thereof. Luxembourg law permits the Company to keep directors indemnified against any expenses, judgments, fines and amounts paid in connection with liability of a director towards the Company or a third party for management errors i.e., for wrongful acts committed during the execution of the mandate (*mandat*) granted to the director by the Company, except in connection with criminal offenses, gross negligence or fraud. The rights to and obligations of indemnification among or between the Company and any of its current or former directors and officers are generally governed by the laws of Luxembourg and subject to the jurisdiction of the Luxembourg courts, unless such rights or obligations do not relate to or arise out of such persons' capacities listed above. Although there is doubt as to whether U.S. courts would enforce this indemnification provision in an action brought in the United States under U.S. federal or state securities laws, this provision could make it more difficult to obtain judgments outside Luxembourg or from non-Luxembourg jurisdictions that would apply Luxembourg law against the Company's assets in Luxembourg.

The Company's amended and restated articles of association provide that it will indemnify its directors and officers, past and present, to the fullest possible extent permitted by law, against liability and against all expenses reasonably incurred or paid by such person in connection with any claim, action, suit or proceeding which he becomes involved as a party or otherwise by virtue of his or her being or having been a director or officer of the Company, or, at the request of the Company, of any other company of which the Company is a shareholder or creditor and by which he is not entitled to be indemnified, and against amounts paid or incurred by him or her in the settlement thereof. The words "claim", "action", "suit" or "proceeding" shall apply to all claims, actions, suits or proceedings (civil, criminal or otherwise including appeals) actual or threatened and the words "liability" and "expenses" shall include without limitation attorneys' fees, costs, judgments, amounts paid in settlement and other liabilities.

The Company maintains directors' and officers' liability insurance for its directors and officers.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED**

Not applicable.

**ITEM 8. EXHIBITS**

- 4.1 [Amended and Restated Articles of Association of Alvotech \(incorporated by reference to Exhibit 1.1 to the Shell Company Report filed on Form 20-F filed June 22, 2022\).](#)
- 5.1\* [Opinion of Arendt & Medernach.](#)
- 10.1 [Management Incentive Plan \(incorporated by reference to Exhibit 4.39 to the Shell Company Report filed on Form 20-F filed June 22, 2022\).](#)
- 23.1\* [Consent of WithumSmith+Brown, PC, independent registered public accounting firm for OACB.](#)
- 23.2\* [Consent of Deloitte ehf., independent registered accounting firm for Alvotech.](#)
- 23.3\* [Consent of Arendt & Medernach \(included as part of Exhibit 5.1\).](#)
- 24.1\* [Power of Attorney \(included on the signature page hereto\).](#)
- 107\* [Filing Fee Table.](#)

\* Filed herewith.

## ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Grand Duchy of Luxembourg, on August 15, 2022.

## ARRIVAL

By: /s/ Mark Levick

Name: Mark Levick

Title: Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned individuals hereby severally constitutes and appoints each of Mark Levick, Joel Morales and Helga Tatjana Zharov as the attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution, to sign on such person's behalf, individually and in each capacity stated below, any and all amendments to this registration statement, and any subsequent registration statement filed by the Registrant pursuant to Rule 462(b) of the Securities Act, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, and each of them, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following person in the capacities indicated and on the date indicated below.

Signature	Title	Date
<u>/s/ Mark Levick</u> Mark Levick	Chief Executive Officer (principal executive officer)	August 15, 2022
<u>/s/ Joel Morales</u> Joel Morales	Chief Financial Officer (principal financial and accounting officer)	August 15, 2022
<u>/s/ Robert Wessman</u> Robert Wessman	Executive Chairman of the Board	August 15, 2022
<u>/s/ Richard Davies</u> Richard Davies	Deputy Chairman of the Board	August 15, 2022
<u>/s/ Tomas Ekman</u> Tomas Ekman	Director	August 15, 2022
<u>/s/ Faysal Kalmoua</u> Faysal Kalmoua	Director	August 15, 2022
<u>/s/ Ann Merchant</u> Ann Merchant	Director	August 15, 2022
<u>/s/ Arni Hardarson</u> Arni Hardarson	Director	August 15, 2022
<u>/s/ Lisa Graver</u> Lisa Graver	Director	August 15, 2022
<u>/s/ Linda McGoldrick</u> Linda McGoldrick	Director	August 15, 2022

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**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of the Securities Act, this registration statement on Form S-8 has been signed on behalf of the Registrant by the undersigned, solely in his capacity as the duly authorized representative of the Registrant in the United States, on August 15, 2022.

By: /s/ Joel Morales

Name: Joel Morales

To  
**Alvotech**  
9, rue de Bitbourg,  
L - 1273 Luxembourg,  
Grand Duchy of Luxembourg  
(the “**Company**”)

Luxembourg, August 15, 2022

**AO/ADSA – 016843-70014.37509213v7**

**Alvotech – Registration Statement S-8**

Dear Madam, dear Sir,

We have acted as Luxembourg legal advisers to **Alvotech**, a company existing under the laws of the Grand Duchy of Luxembourg as a *société anonyme*, with its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés à Luxembourg*) (the “**RCS**”) under number B 258884 in connection with the Registration Statement on Form S-8 (the “**Registration Statement**”) filed with the U.S. Securities and Exchange Commission, relating to the management incentive plan of the Company (the “**Plan**”) approved on June 13, 2022 and further acknowledged by the board of the Company on June 23, 2022, and the registration of **16,802,386** ordinary shares with a nominal value of USD 0.01 per ordinary share that may be issued and/or allocated under the Plan (the “**Plan Issuable Shares**” and, together with the Treasury Shares, as defined below, the “**Shares**”).

**1. Scope**

- 1.1. In arriving to the opinions expressed below, we have examined and relied exclusively on the documents (the “**Documents**”) identified in Appendix A hereto.
- 1.2. We express no opinion with respect to any laws, rules or regulations other than Luxembourg law. We express no opinion (a) on public international law or on the rules promulgated under any treaty or by any treaty organisation or on any accounting, criminal, data protection or tax laws, rules or regulations of any jurisdiction (including Luxembourg) or (b) with respect to the effect of any laws, rules or regulations other than Luxembourg law even in cases where, under Luxembourg law, a foreign law, rule or regulation should be applied, and we therefore assume that no provisions of any foreign laws, rules or regulations affect, qualify or have any bearing on the opinions expressed herein.
- 1.3. A reference to a convention, law, rule or regulation in this opinion is to be construed as a reference to such convention, law, rule or regulation as amended or re-enacted.



## 2. Assumptions

For the purpose of this opinion, we have assumed, and we have not verified independently:

- 2.1. that each signature (whether manuscript or electronic) is the genuine signature of the individual concerned and was affixed or inserted by such individual concerned or authorized to be inserted in the relevant document by the individual concerned;
- 2.2. the completeness and conformity to originals of all Documents supplied to us as drafts, certified, photostatic, scanned, electronically transmitted copies or other copies of the documents reviewed and the authenticity of the originals of such documents and the conformity to originals of the latest drafts reviewed by us and the completeness and correctness of the representations and statements made therein;
- 2.3. that there have been no amendments to the Documents in the form delivered to us for the purpose of this opinion, and there will be none prior to their execution to the extent provided in draft form, which would have a bearing on this opinion;
- 2.4. that there is no other resolution, decision, agreement or undertaking and no other arrangement (whether legally binding or not) which renders any of the Documents or information reviewed or provided to us inaccurate, incomplete or misleading or which affects the conclusions stated in this opinion and that the Documents reviewed accurately record the whole of the terms agreed between the parties thereto relevant to this opinion;
- 2.5. that the board of directors of the Company and/or its delegate(s), as applicable, (i) in the case of the Plan Issuable Shares will adopt one or several resolutions to issue and deliver the Plan Issuable Shares, and take all necessary steps and comply with applicable requirements at the time to give full effect to the issuance of the Plan Issuable Shares in accordance with the Plan and Luxembourg law or (ii) in the case of the Treasury Shares, will hold, acquire or purchase for delivery a sufficient number of Treasury Shares to settle its obligations under the Plan;
- 2.6. that the Plan is and will, until issuance and/or allocation of Shares, remain in full force and effect and beneficiaries will be allocated grants in accordance with its terms;
- 2.7. that all approvals, authorisations, clearances, consents, filings or licenses, orders or registrations required from any governmental, public, regulatory or other agencies, authorities, bodies or other persons outside Luxembourg in respect of the issuance and/or allocation of Shares have been obtained or fulfilled and are and will remain in full force and effect; that all steps outside Luxembourg and requirements outside Luxembourg affecting the legality, validity, binding effect and enforceability of the Documents (and the transactions contemplated therein) and that all conditions to which the transactions under the Documents are subject will be satisfied prior to the issuance and/or allocation of Shares;
- 2.8. the existence, capacity, power and authority of each of the parties to the Documents (other than the Company) to enter into the Documents to which it is a party and perform its obligations under those Documents and that each individual purporting to have signed the Documents has in fact signed the Documents and had legal capacity when he or she signed and each individual intended to sign the Documents will in fact sign the Documents and will have legal capacity when he or she signs;

- 2.9. that all statements made by the Company in the Certificate (as defined below) are correct, complete and up to date at the date of the Certificate and will still be correct, complete and up to date as of the date hereof and on the date of issuance of the Plan Issuable Shares;
- 2.10. that the Shares will not be offered to the public in circumstances where the obligation arises to publish a prospectus in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended;
- 2.11. that the entry into the Documents and the performance of any rights and obligations under the Documents are in the best corporate interests (*intérêt social*) of the Company and that the head office (*administration centrale*), the place of effective management (*siege de direction effective*), and, for the purposes of the regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on insolvency proceedings (recast), the center of main interests (*centre des intérêts principaux*) of the Company is located at the place of their registered office (*siege statutaire*) in Luxembourg.

### **3. Opinions**

This opinion is given on the basis that it is governed by and construed in accordance with Luxembourg law only and is subject to the exclusive jurisdiction of the courts of Luxembourg. We express no opinion on accounting, economic, financial, monetary, policy and tax aspects. On the basis of the assumptions set out above and subject to the qualifications set out below and to any factual matters, documents or events not disclosed to us, we are of the opinion that:

- 3.1. The Company is a public limited company (*société anonyme*) and has been incorporated for an unlimited duration and is validly existing under the laws of Luxembourg.
- 3.2. In case of the Plan Issuable Shares, the Plan Issuable Shares will be validly issued, fully paid up and non-assessable (meaning no further payments will have to be made thereon) subject to and upon the accomplishment of all the requirements and formalities set out in the Company's articles of association and the Plan for issuance of the Plan Issuable Shares.
- 3.3. In case of the Treasury Shares, the Treasury Shares have been validly issued and are fully paid up and non-assessable (meaning that the holder of such shares shall not be liable, solely because of his/her/its shareholder status, for additional payments to the Company or the Company's creditors).

### **4. Qualifications**

The opinions expressed herein are subject to the following qualifications:

- 4.1. Luxembourg legal concepts are expressed in English terms and not in their original French terms. The concepts in question may not be identical to the concepts described by the same English terms as they exist in the laws, rules and regulations of other jurisdictions;

- 4.2. the opinions expressed herein are subject to all limitations by reason of national or foreign administration, bankruptcy, *concordat préventif de la faillite*, controlled management, fraudulent conveyance, general settlement with creditors, *gestion contrôlée*, *faillite*, insolvency, liquidation, moratorium, receivership, reorganisation, *sursis de paiement*, suspension of payment, voluntary arrangement with creditors, winding-up or similar orders or proceedings affecting the rights of creditors generally;
- 4.3. deeds (*actes*) or extracts of deeds (*extraits d'actes*) and other indications relating to the Company and which, under Luxembourg law, must be published on the RESA (as defined below) (and which mainly concern acts relating to the incorporation, the formation, the functioning, the appointment of managers or directors and the liquidation of the relevant company as well as amendments, if any, to the articles of association) will only be enforceable against third parties after they have been published on the RESA except where the Company proves that such third parties had previous knowledge of the deeds or extracts of deeds. Third parties may rely on deeds or extracts of deeds prior to their publication. For the fifteen days following the publication, the deeds or extracts of deeds will not be enforceable against third parties who prove that it was impossible for them to have had knowledge of the deeds or extracts of deeds within that time.

## 5. Reliance

- 5.1. This opinion is issued solely for the purposes of the filing of the Registration Statement and the issuance and/or allocation of the Shares.
- 5.2. It may not be used, circulated, quoted, referred to or relied upon for any other purpose without our written consent. We hereby consent to filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under section 7 of the U.S. Securities Act of 1933, as amended. This opinion is strictly limited to the matters stated in it and is given on the date set out on page 1; we have no obligation to update this opinion or inform of any changes in law following such date.
- 5.3. This opinion is issued by and signed on behalf of Arendt & Medernach SA, admitted to practice in the Grand-Duchy of Luxembourg and registered on list V of the lawyers of the Luxembourg bar association.

Yours faithfully,

By and on behalf of Arendt & Medernach SA

/s/ Alexander Olliges

Alexander Olliges

Partner

## APPENDIX A – DOCUMENTS

1. A scanned copy of the resolutions of the sole shareholder of the Company approving the Plan dated June 13, 2022.
2. A scanned copy of the written resolutions of the chairperson of the Company dated June 13, 2021 approving, *inter alia*, the entry of the Company into the Plan.
3. A scanned copy of the minutes of the meeting of the board of directors of the Company, acknowledging, *inter alia*, the Plan, dated June 23, 2022.
4. A scanned copy of the notarial deed of acknowledgement of capital increase by an amount of two hundred seventy thousand seven hundred twenty-one US dollars and sixty-seven cent (USD 270,721.67) through the issuance of twenty-seven million seventy-two thousand one hundred and sixty-seven (27,072,167) shares (the “**Treasury Shares**”) dated July 4, 2022.
5. A scanned copy of the subscription form signed by Alvotech Manco ehf. dated July 4, 2022.
6. A scanned copy of the consolidated articles of association of the Company dated July 14, 2022 (the “**Articles**”).
7. An extract dated August 12, 2022 and issued in electronic form by the RCS in respect of the Company.
8. A certificate of non-registration of a judicial decision (*certificat de non-inscription d’une décision judiciaire*) dated August 12, 2022 and issued in electronic form by the RCS in respect of the Company.
9. A scanned copy of the draft Registration Statement.
10. A scanned copy of the signed certificate issued by the Company on August 10, 2022 (the “**Certificate**”).

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2022, relating to the financial statements of Oaktree Acquisition Corp. II, included in the prospectus, dated May 10, 2022, which is incorporated herein by reference. We also consent to the reference to us under the caption "Experts" in the prospectus.

/s/ WithumSmith+Brown, PC

New York, New York  
August 15, 2022

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2022, relating to the financial statements of Alvotech Holdings S.A. appearing in Registration Statement No. 333-261773 on Form F-4 of Alvotech.

/s/ Deloitte ehf.

Kópavogur, Iceland

August 15, 2022

## Calculation of Filing Fee Tables

### Form S-8 (Form Type)

### Alvotech (Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, with a nominal value of \$0.01 per share	Other	16,802,386	\$7.86	\$132,066,753.96	0.0000927	\$12,242.59
Total Offering Amounts					\$132,066,753.96		\$12,242.59
Total Fee Offsets							—
Net Fee Due							\$12,242.59

- (1) This registration statement covers a total of 16,802,386 ordinary shares with a nominal value of \$0.01 per share of Alvotech (“Ordinary Shares”) that are issuable under the Alvotech Management Incentive Plan (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement shall also cover any additional Ordinary Shares which may become issuable by reason of any share split, share dividend, recapitalization, or any other similar transaction effected without consideration which results in an increase in the number of the outstanding Ordinary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices of the Ordinary Shares on The Nasdaq Stock Market LLC on August 12, 2022 (\$7.86 per Ordinary Share). This calculation is in accordance with Rules 457(c) and 457(h) of the Securities Act.