

PRESS RELEASE

THE ORDINARY SHAREHOLDERS' MEETING OF ANTARES VISION S.P.A HAS APPROVED:

- **the increase in the number of Board Directors from 9 to 10, appointing Gianluca Mazzantini as new board director;**
- **the integration of the Board of Statutory Auditors;**
- **the amendment of the 2023 remuneration policy;**
- **the adoption of a share-based incentive plan, in favour of Gianluca Mazzantini.**

THE BOARD OF DIRECTORS OF ANTARES VISION S.P.A. ALSO:

- **appointed Gianluca Mazzantini as new Chief Executive Officer;**
- **resolved on a share capital increase to cover the share-based incentive plan.**

Travagliato (Brescia), 28 February 2024 – Antares Vision S.p.A. (EXM, AV:IM) ("**Antares**" or the "**Company**") announces that both the Company's Ordinary Shareholders' Meeting and its Board of Directors met today.

Resolutions passed by the Ordinary Shareholders' Meeting

The Shareholders' Meeting, in agreement with the proposal made by the Board of Directors, which seeks to integrate the expertise currently present in the Board and to strengthen the Company's organisational structure, resolved: (i) to increase the number of members of the Company's Board of Directors from 9 to 10; (ii) to appoint Gianluca Mazzantini as a Board Director until the end of the term in office of the current Board of Directors and, therefore, until the date of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2023; as well as (iii) to acknowledge the newly-elected board director the same fee paid to the other board directors in office, corresponding to Euro 25,000.00 gross per year *pro-rata temporis*, without prejudice to the calculation of remuneration paid to directors vested with specific powers established pursuant to art. 2389, para. 3 of the Italian Civil Code.

Mr. Mazzantini's curriculum vitae and further supporting documentation are available on the Company's website www.antaresvisiongroup.com ("*Investor Relations*" – "*Shareholders' Meetings*" – "*2024*" section) and on the authorised storage mechanism 1INFO, which can be consulted at www.1info.it.

Furthermore, on the proposal of the majority shareholder Regolo S.p.A., which holds an investment of 50.69% in the share capital of Antares and 62.53% of total voting rights, the Shareholders' Meeting, resolving according to the majorities established by law pursuant to the Articles of Association, arranged the integration of the Board of Statutory Auditors pursuant to art. 2401 of the Italian Civil Code, by confirming Ms. Ramona Corti as standing auditor and Mr. Germano Giancarli as chairman of the Board of Statutory Auditors, and appointing Ms. Raffaella Piraccini and Mr. Francesco Mazzoletti as alternate auditors. The statutory auditors appointed by the Shareholders' Meeting hold today will remain in office until the end of the term in office of the Board of Statutory Auditors

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currently in office and, therefore, until the date of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2023.

Following today's resolutions, the Board of Statutory Auditors of Antares is comprised as follows:

- **Standing auditors:** Germano Giancarli (Chairman), Stefania Bettoni and Ramona Corti;
- **Alternate auditors:** Raffaella Piraccini and Francesco Mazzeletti.

The composition of the Board of Statutory Auditors complies with the provisions of current legislation regarding gender balance. Note that on today's date, as far as the Company is aware, none of the new statutory auditors hold any Company shares.

The curriculum vitae of the new statutory auditors and further supporting documentation are available on the Company's website www.antaresvisiongroup.com ("*Investor Relations*" – "Shareholders' Meetings" – "2024" section) and on the authorised storage mechanism 1INFO, which can be consulted at www.1info.it, together with the disclosure regarding the proposed resolutions then submitted by the shareholder Regolo S.p.A.

The Shareholders' Meeting also resolved to approve the amendment to the remuneration policy for 2023, approved by the Company's Ordinary Shareholders' Meeting held on 28 April 2023, in accordance with the terms illustrated in the document entitled "Amendment of 2023 Remuneration Policy", available on the Company's website www.antaresvisiongroup.com ("*Investor Relations*" – "Shareholders' Meetings" – "2024" section) and on the authorised storage mechanism 1INFO, which can be consulted at www.1info.it, to which the reader should refer for more information in this regard.

Lastly, the Shareholders' Meeting approved the adoption of a share-based incentive plan (the "**Plan**") for Mr. Gianluca Mazzantini as General Manager, as illustrated in more detail in the relative disclosure document drawn up pursuant to art. 114-*bis* of Italian Legislative Decree no. 58/1998 and art. 84-*bis* of Consob Regulation no. 11971/1999, available on the Company's website www.antaresvisiongroup.com ("*Investor Relations*" – "Shareholders' Meetings" – "2024" section) and on the authorised storage mechanism 1INFO, which can be consulted at www.1info.it, to which the reader should refer for more information in this regard. The Plan is considered of particular relevance pursuant to articles 114-*bis*, para. 3 of Italian Legislative Decree no. 58/1998 and 84-*bis*, para. 2 of Consob Regulation no. 11971/1999 as the beneficiary is the Company's General Manager.

Resolutions adopted by the Company's Board of Directors

The Company's Board of Directors, which met today after the Shareholders' Meeting, appointed Mr. Gianluca Mazzantini as Chief Executive Officer of the Company, awarding him specific management mandates.

Following Gianluca Mazzantini's appointment as CEO, Emidio Zorzella maintains his position as Chairman of Antares Vision Group and of the US subsidiary Antares Vision Inc., with powers of representation and internal mandate for high-level strategy, while Massimo Bonardi continues to be part of the Group as Chief Technology Officer, maintaining the mandates for Research & Development.

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On today's date, the Board of Directors, which met at the office of the Notary, also resolved, in partial implementation of the mandate awarded pursuant to art. 443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting held on 22 February 2021, a share capital increase to cover the Plan, excluding the option right pursuant to art. 2441, para. 8 of the Italian Civil Code, for a maximum nominal amount of Euro 3,331,64, through the issue of a maximum of 1,382,422 Company ordinary shares, the subscription of which is reserved to Mr. Gianluca Mazzantini as beneficiary of the Plan, with the subscription deadline set as 30 April 2024. The Board of Directors then approved the amendment of art. 5 of the Articles of Association in accordance with the above-illustrated resolutions. For further information on the Plan, refer to the disclosure document mentioned above. Information relating to the implementation of the Plan will be provided pursuant to art. 84-bis, para. 5, of Consob Regulation no. 11971/1999.

It should be noted that as of today, to the best of the Company's knowledge, without prejudice to the foregoing, Mr Gianluca Mazzantini does not hold any shares in the Company.

On this occasion, the Board of Directors also verified, taking note of the information received from the members of the Board of Statutory Auditors, that the Statutory Auditors appointed by the Shareholders' Meeting held on today's date met the independence requirements set forth by law and the Corporate Governance Code.

Registration of documentation

The minutes of the Shareholders' Meeting and a brief summary of voting, as well as the minutes of the Board of Directors for the part relating to the above-mentioned share capital increase, and the amended articles of association, will be made available to the public in accordance with legal procedure and terms.
