

ANTARES VISION S.P.A.

Tax Code 02890871201 - VAT no. 02890871201

VIA DEL FERRO, 16 - 25039 TRAVAGLIATO (BS)

Economic Administrative Index no. BS - 523277

Companies' Register of BRESCIA no. 02890871201

Fully paid-in Share Capital of EUR 143,073.94

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The persons entitled to attend and exercise their voting rights at the shareholders' meeting of Antares Vision S.p.A. (the '**Company**' or '**Antares Vision**') are convened to the ordinary and extraordinary shareholders' meeting (the '**Shareholders' Meeting**') to be held solely through remote communications means, in first call on 22 February 2021, at 11:00 a.m. and, if necessary, in second call on 23 February 2021, at the same time and through the same communications means, in order to discuss and resolve on the following

AGENDA

Ordinary part

1. *Approval of the project for the admission to trading of the ordinary shares and warrants of Antares Vision S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly the STAR segment, with simultaneous withdrawal of such shares and warrants from trading on the AIM Italia; related and consequent resolutions.*
2. *Engagement for a nine-year term of the auditing firm for the purposes of the statutory audit pursuant to Legislative Decree no. 39/2010, with effect subject to the commencement of trading of the ordinary shares and warrants of Antares Vision S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly the STAR segment; related and consequent resolutions.*
3. *Appointment of the Board of Directors, with effect subject to the commencement of trading of the ordinary shares and warrants of Antares Vision S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly the STAR segment:*
 - a) *determination of the number of the members of the Board of Directors;*
 - b) *determination of the duration of the office;*
 - c) *determination of the relevant remuneration;*
 - d) *appointment of the Board of Directors;*
 - e) *appointment of the Chairman of the Board of Directors.*
4. *Appointment of the Board of Statutory Auditors, upon determination of the relevant remuneration, with effect subject to the commencement of trading of the ordinary shares and warrants of Antares Vision*

S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly the STAR segment;

- a) *appointment of the Board of Statutory Auditors;*
- b) *determination of the relevant remuneration;*
- c) *appointment of the Chairman of the Board of Statutory Auditors.*

Extraordinary part

1. *Granting to the Board of Directors, in accordance with Article 2443 of the Civil Code, the authority to increase the Company's share capital in one or more tranches with the exclusion of the pre-emption right pursuant to Article 2441, paragraphs 4, 5 and 8, of the Civil Code, or to Article 44 of Law Decree no. 76 of 16 July 2020 (converted with amendments by Law no. 120 of 11 September 2020), by issuing, even in one or more tranches, for a maximum nominal amount of EUR 48,000.00, up to a maximum of no. 20,000,000 ordinary shares, to service the admission to listing of the financial instruments of Antares Vision S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly STAR segment and/or any possible extraordinary transactions or business combinations and/or of the implementation of possible incentive plans based on financial instruments in favour of employees and/or directors with delegated powers, consultants or other similar persons of Antares Vision S.p.A. and/or companies belonging to the corporate group. Amendment of Article 5 of the Bylaws. Related and consequent resolutions.*
2. *Adoption of a new text of the Bylaws in order to comply with the applicable regulations concerning companies listed on regulated markets, with effect subject to the commencement of trading of the ordinary shares and warrants of Antares Vision S.p.A. on the Italian Equities Market (Mercato Telematico Azionario - MTA) organised and managed by Borsa Italiana S.p.A., possibly the STAR segment; related and consequent resolutions.*

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PROCEDURE FOR THE SHAREHOLDERS' MEETING

In view of the COVID-19 epidemiological emergency and in accordance with the provisions of Article 106 of Italian Law Decree no. 18 of 17 March 2020, converted with amendments by Italian Law no. 27 of 24 April 2020, as extended by paragraph 6 of Article 3 of Italian Law Decree no. 183 of 31 December 2020, not yet converted into law, containing provisions related to this emergency:

- a) attendance to the Shareholders' Meeting and the exercise of voting rights by the persons entitled are permitted solely through the Designated Representative (as defined and as indicated below). Shareholders are not allowed to physically attend the Shareholders' Meeting;
- b) members of the Board of Directors and of the Board of Statutory Auditors, the Designated Representative, as well as managers and employees of the Company, representatives of the Auditing Firm and other persons whose presence at the Shareholders' Meeting is deemed useful by the Chairman in relation to the items on the agenda to be discussed and to the proper conduct of the Shareholders' Meeting, are allowed to attend the Shareholders' Meeting through remote communication means that ensure, *inter alia*, the identification of the attendees, without the need for the Chairman and the appointed Notary to be present at the same place; Shareholders must instead avail themselves of the Designated Representative.

INFORMATION ON SHARE CAPITAL

It should be noted that, at the date of this notice of call, the Company's share capital amounts to EUR 143,073.94, divided into no. 58,128,282 ordinary shares, no. 250,000 special B shares and no. 1,189,590 special C shares, all without any indication of any par value, as provided for by Article 5 of the Company's Bylaws (hereinafter, the '**Bylaws**'), available in the '*Investors - Governance - Corporate Documents*' section of the Company's website www.antaressvision.com. Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, while special B and C shares do not

have voting rights. It should be noted that, as of 5 February 2021, Antares Vision holds no. 33,916 treasury shares amounting to 0.057% of the share capital.

LAWFUL ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to Article 13.2 of the Bylaws and Article 83-*sexies* of Italian Legislative Decree no. 58/1998 (the 'TUF'), the lawful entitlement to attend the Shareholders' Meeting and exercise the relevant voting right - which may only be exercised through the Designated Representative - shall be certified by a communication to the Company, made by an authorised intermediary in favour of the person entitled to vote, on the basis of evidence in its accounting records relating to the **end of the accounting day of the seventh trading day** preceding the date set for the Shareholders' Meeting in first call (*i.e.* **11 February 2021**, the so-called '**record date**'). Credit and debit entries made to the accounts after that date are not relevant for the purposes of being entitled to exercise voting rights at the Shareholders' Meeting and, therefore, those persons who will be holders of ordinary shares of Antares Vision only after such date will not have the right to attend and vote in the Shareholders' Meeting.

The Company must receive the communications made by the authorised intermediary **by the end of the third trading day** prior to the date set for the first call of the Shareholders' Meeting (*i.e.* by **17 February 2021**). If the communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the opening of the meeting in first call, the right to attend the meeting and exercise voting rights shall not be affected.

PROXY TO THE DESIGNATED REPRESENTATIVE - COVID-19 EMERGENCY

In view of the extraordinary need to contain the negative effects of the COVID-19 epidemiological emergency, in accordance with the provisions of the emergency regulations and by way of exception from the law and the Bylaws, attendance at the Shareholders' Meeting will take place **only through Computershare S.p.A.**, with registered office in Milan, Via Mascheroni, 19 ('**Computershare**'), as **the representative designated by the Company**, pursuant to Article 135-*undecies* of the TUF (the '**Designated Representative**').

Shareholders willing to attend the Shareholders' Meeting must therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposed resolutions on the items on the agenda using the specific proxy form, including the electronic proxy form, prepared by such Designated Representative in agreement with the Company and available on the Company's website at www.antaresvision.com (section '*Investors - Investor Relations - Shareholders' Meeting*') containing a link to the procedure for the electronic submission of such proxy.

The proxy form with voting instructions must be submitted in accordance with the instructions on the form and on the Company's website **by the second trading day** preceding the shareholders' meeting, *i.e.* by **18 February 2021** for first call, and by 19 February 2021 for second call; the proxy may be revoked by the same deadline.

It should also be noted that the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF, by way of exception to Article 135-*undecies*, paragraph 4, of the TUF, exclusively by means of the form, in the manner and by the term indicated on the Company's aforementioned website.

For any clarifications concerning the granting of proxy to the Designated Representative (and in particular concerning the completion of the proxy form and voting instructions and their transmission), please contact Computershare by e-mail at ufficiomi@computershare.it or by telephone on the following number: +39 0246776826 (during opening hours, from 9 a.m. to 6 p.m.).

RIGHT TO ASK QUESTIONS CONCERNING THE AGENDA

Those persons who are entitled to vote may ask questions on the items on the agenda even before the Shareholders' Meeting. Those persons who intend to avail themselves of this right must submit their questions to the Company no later than the record date, *i.e.* by **11 February 2021**.

The questions, to which must be attached the communication issued by the authorised intermediary in accordance with applicable law certifying the legal entitlement to exercise the right, must be sent **to the Company to the certified e-mail address** antares.vision@legalmail.it (it being understood that the

message may also come from a non-certified e-mail address), in accordance with the deadline indicated above. It should be noted that the ownership of the voting right may also be certified after the submission of the questions, provided that it is by the third day following the record date (*i.e.* by 15 February 2021).

Questions received by this deadline will be answered by the Company no later than **the end of the third trading day preceding** the date of the Shareholders' Meeting, and therefore by **17 February 2021**.

The questions and answers provided by the Company will be published on the Company's website www.antaresvision.com in the section '*Investors - Investor Relations - Shareholders' Meeting*'.

It should be noted that i) no reply is due, even at the Shareholders' Meeting, to questions put prior to the Shareholders' Meeting when the relevant answers have already been published on the Company's website and ii) the Company may nevertheless provide uniform replies to questions concerning the same issue.

DETERMINATION OF THE NUMBER AND APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS

All the Directors have resigned from office with effect from the date of appointment of the new Board of Directors.

These resignations are part of the project for the admission to trading of the Company's ordinary shares and warrants on the Italian Equities Market (*Mercato Telematico Azionario* - MTA) organised and managed by Borsa Italiana S.p.A. ('**MTA**') for which it is necessary, *inter alia*, to adapt the composition of the Board to the applicable laws and regulations, as well as to the best practices applicable to companies listed on a regulated market and, where applicable, to companies listed on the STAR Segment, which provides for more stringent requirements in terms of composition of the management body and corporate governance.

The Shareholders' Meeting is therefore called upon to resolve on the determination of the number and appointment of the new members of the Board of Directors, as well as the remuneration of its members. Pursuant to Article 15 of the Bylaws, directors are appointed by means of voting slates submitted by shareholders, in accordance with the procedure provided for by such article.

In order to allow those persons entitled to vote to express their informed opinion, Shareholders that intend to submit a slate are invited to submit their candidates together with the curriculum vitae of each candidate and the documentation certifying the status of shareholder **by no later than 1:00 p.m. on the seventh day** prior to the date of the first call of the Shareholders' Meeting (*i.e.* by **15 February 2021**). By the same deadline, the declarations must be filed by which the individual candidates accept their candidacy and declare, under their own responsibility, that there are no causes of ineligibility and incompatibility as provided for by law, and that the prerequisites required for holding office under the articles of association and/or the law and regulations for members of the Board of Directors are met, also in light of the requirements of the specific regulations relating to the MTA, STAR segment.

In view of the restrictions arising from the current emergency situation due to COVID-19, the filing must be made by sending an electronically reproduced copy (PDF) of the above documentation to the certified email address antares.vision@legalmail.it (it being understood that the message may also be sent from a non-certified email address).

The candidacies received by the Company in accordance with the above deadlines will be announced through publication on the Company's website www.antaresvision.com in the section '*Investors - Investor Relations - Shareholders' Meeting*' **by 16 February 2021 at the latest**. By the same deadline, the Company will make the appropriate adjustments to the proxy form available on the Company's website at www.antaresvision.com (section '*Investors - Investor Relations - Shareholders' Meetings*'), so as to allow those entitled to vote to express their informed opinion on the candidacies submitted and to allow the Designated Representative to collect voting instructions on them.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

All of the Statutory Auditors have resigned from their office with effect from the date of appointment of the Company's new supervisory body.

These resignations are part of the project for the admission of the Company's ordinary shares and warrants to trading on the MTA, with the aim, *inter alia*, of bringing the composition of the Board of Statutory Auditors in line with the provisions and best practices applicable to companies listed on a

regulated market, also in terms of gender balance.

The Shareholders' Meeting is therefore called upon to resolve on the appointment of the new members of the Board of Statutory Auditors and their remuneration. Pursuant to Article 20 of the Bylaws, auditors are appointed by means of voting slates submitted by shareholders, in accordance with the procedure provided for by such article.

In order to allow those persons entitled to vote to express their informed opinion, Shareholders that intend to submit a slate are invited to submit their candidates together with the curriculum vitae of each candidate and the documentation certifying the status of shareholder **by no later than 1:00 p.m. on the seventh day** prior to the date of the first call of the Shareholders' Meeting (*i.e.* by **15 February 2021**). By the same deadline, the individual candidates are invited to file their statements by which they accept the candidatures and declare, under their own responsibility, that they meet the requirements set forth by law for members of the Board of Statutory Auditors.

In view of the restrictions arising from the current emergency situation due to COVID-19, the filing must be made by sending an electronically reproduced copy (PDF) of the above documentation to the certified email address antares.vision@legalmail.it (it being understood that the message may also be sent from a non-certified email address).

The candidacies received by the Company in accordance with the above terms will be announced through publication on the Company's website www.antaresvision.com in the section '*Investors - Investor Relations - Shareholders' Meeting*' **by 16 February 2021 at the latest**. By the same deadline, the Company will make appropriate adjustments to the proxy form available on the Company's website at www.antaresvision.com (section '*Investors - Investor Relations - Shareholders' Meeting*'), so as to allow those entitled to vote to express their informed opinion on the candidacies submitted and to allow the Designated Representative to collect voting instructions on them.

OTHER RIGHTS OF SHAREHOLDERS

In relation to the fact that attendance at the Shareholders' Meeting is permitted solely through the Designated Representative, eligible Shareholders that intend to submit proposals for resolutions and votes on the items on the agenda may submit them **no later than 1:00 p.m. on the seventh day** prior to the date of the first call of the Shareholders' Meeting (*i.e.* by **15 February 2021**). By the same deadline, the certification attesting to the ownership of the shareholding and a report stating the reasons for the additional resolution and voting proposals submitted on the items on the agenda must be filed.

The filing must be made by sending an electronically reproduced copy (PDF) of the above documentation to the certified email address antares.vision@legalmail.it (it being understood that the message may also be sent from a non-certified email address). These proposals will be published without delay on the Company's website and the Company will make appropriate adjustments to the proxy form available on the Company's website at www.antaresvision.com (section '*Investors - Investor Relations - Shareholders' Meeting*'), so as to allow those entitled to vote to express their informed opinion also taking into account such new proposals and allow the Designated Representative to collect voting instructions on them.

DOCUMENTATION

This notice of call shall be published on the Company's website at www.antaresvision.com, Section '*Investors- Investor Relations - Shareholders' Meeting*', on the circuit '1Info SDIR' as well as publishing an extract in the daily newspaper '*Italia Oggi*'.

Due to the restrictions deriving from the current emergency situation due to COVID-19, it is acknowledged that the documentation relating to the Shareholders' Meeting, provided for by applicable regulations, including the explanatory reports on the items on the agenda as well as the proxy form to the Designated Representative with the relevant instructions, shall be made available to the public at the same time as the publication of this notice of call on the Company's website at www.antaresvision.com.

For any clarifications, Shareholders may contact the Investor Relator and/or the Corporate and Legal Affairs Department of the Company by e-mail at the following addresses: investors@antaresvision.com; Anna.Tribbia@antaresvision.com, during opening hours, from 9.00 a.m. to 5.00 p.m.

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The Company reserves the right to supplement and/or modify the information contained in this notice of call as may be necessary as a result of the current epidemiological emergency caused by COVID-19 and its currently unforeseeable developments.

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Travagliato (BS), February 5, 2021

For the Board of Directors

The Chairman

Emidio Zorzella