

**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 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 shareholders' meeting (the '**Shareholders' Meeting**') to be held solely through remote communications means, in first call on 24 March 2021, at 3 p.m. and, if necessary, in second call on 25 March 2021, at the same time and through the same communications means, in order to discuss and resolve on the following

**AGENDA**

- 1. Approval of the financial statements of Antares Vision S.p.A. for the year ended on 31 December 2020. Reports of the Board of Directors, of the Board of Statutory Auditors and of the Auditing Firm. Related and consequent resolutions. Submission to the Shareholders' Meeting of the consolidated financial statements of the Antares Vision Group for the year ended on 31 December 2020.*
- 2. Resolutions regarding the result for the financial year ended on 31 December 2020. Related and consequent resolutions.*
- 3. Engagement for a three-year term of the auditing firm for the purposes of the statutory audit for the financial years 2021-2023. Related and consequent resolutions.*
- 4. Approval of the shareholders' meeting regulations. Related and consequent resolutions.*
- 5. Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation resolved upon by the Ordinary Shareholders' Meeting on 20 May 2020. Related and consequent resolutions.*
- 6. Approval of the guidelines of the new stock option plan concerning ordinary shares of Antares Vision S.p.A. reserved for employees and/or directors with delegated powers, consultants or other similar persons of Antares Vision S.p.A. and the companies controlled by it. Related and consequent resolutions.*
- 7. Approval of the remuneration policy. Related and consequent resolutions.*

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**PROCEDURES 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, converted with amendments into law n. 21 of 26 February 2021, containing provisions related to this emergency:

- 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;
- 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 also through remote communication means that ensure, *inter alia*, the identification of the attendees, without the need for the Chairman and the appointed Secretary 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.antaresvision.com](http://www.antaresvision.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 9 March 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.* **15 March 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 19 March 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](http://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 **22 March 2021** for first call, and by 23 March 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](mailto: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 **15 March 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** [antaresh.vision@legalmail.it](mailto:antaresh.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 18 March 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 **19 March 2021**.

The questions and answers provided by the Company will be published on the Company's website [www.antareshvision.com](http://www.antareshvision.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.

#### **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 **17 March 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 [antaresh.vision@legalmail.it](mailto:antaresh.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.antareshvision.com](http://www.antareshvision.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.antareshvision.com](http://www.antareshvision.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.antareshvision.com](http://www.antareshvision.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](mailto:investors@antaresvision.com); [Anna.Tribbia@antaresvision.com](mailto: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), March 9, 2021**

For the Board of Directors

The Chairman

Emidio Zorzella