

ANTARES VISION S.P.A.

Registered Office in Travagliato (Brescia, Italy), Via del Ferro 16
Subscribed and paid-up share capital EUR 169,456.78
Brescia Companies Register, tax code and VAT number 02890871201

**NOTICE OF CALL
OF ORDINARY SHAREHOLDERS' MEETING**

Persons entitled to participate and vote at the shareholders' meeting of Antares Vision S.p.A. (the "**Company**" or "**Antares Vision**") are called, in ordinary session, to the Auditorium of the Brixia Forum (Brescia Exhibition Centre), Via Caprera 5, Brescia, on **28 February 2024**, at 10:30 am, at single call, to discuss and resolve upon the following

AGENDA:

1. *Enlargement of the Board of Directors. Related and ensuing resolutions.*
 - 1.1 *Enlargement of the number of members of the Board of Directors from 9 (nine) to 10 (ten).*
 - 1.2 *Appointment of the new director.*
 - 1.3 *Determination of the remuneration of the new director.*
2. *Supplementation of the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code. Related and ensuing resolutions.*
 - 2.1 *Appointment of a Standing Auditor.*
 - 2.2 *Appointment of the Chairperson of the Board of Statutory Auditors.*
 - 2.3 *Supplementation of the Alternate Auditors.*
3. *Proposal to modify the 2023 remuneration policy. Related and ensuing resolutions.*
4. *Share incentive plan proposal pursuant to Article 114-bis of Legislative Decree No. 58/1998. Related and ensuing resolutions.*

Information on the share capital

At the date of this notice of call, the Company's subscribed and paid-up share capital amounted to Euro 169,456.78, divided into 69,121,137 ordinary shares, 250,000 special B shares and 1,189,590 special C shares, all without any indication of par value, as envisaged by Article 5 of the Company's Articles of Association (hereinafter, the "**Articles of Association**"), available on the Company's website at www.antaressvision.com ("Investors – Governance – Corporate Documents" section).

Each ordinary share entitles the holder to one vote in the Company's ordinary and extraordinary shareholders' meetings, with the exception of ordinary shares that have been granted increased voting rights pursuant to Article 6 of the Articles of Association, whereas special B and C shares have no voting rights.

Therefore, the total number of voting rights that may be exercised at the shareholders' meeting is 112,068,160.

At the date of this notice of call, the Company held 33,916 treasury shares, i.e. approximately 0.05% of the share capital.

Entitlement to participate and vote at the Shareholders' Meeting

Those who hold voting rights may participate at the Shareholders' Meeting.

Pursuant to Article 13.2 of the Articles of Association and Article 83-*sexies* of the Italian Consolidated Law on Finance, the entitlement to participate at the Shareholders' Meeting and to exercise the voting right is certified by means of a communication sent to the Company by the authorised intermediary pursuant to the applicable regulations, based upon evidence of the accounts for the end of the accounting day of the seventh open market day ("record date") prior to the date set for the Shareholders' Meeting (i.e. 19 February 2024).

Those who become owners of shares after that date will not be entitled to participate and vote at the Shareholders' Meeting. That communication must be delivered to the Company by the end of the third open market day prior to the date set for the Shareholders' Meeting (i.e. by 23 February 2024). This is without prejudice to the entitlement to participate and vote even if the Company receives this communication beyond the aforementioned deadline, as long as it is received before the start of the Shareholders' Meeting.

There are no procedures for voting by correspondence or electronically.

Those entitled to participate at the Shareholders' Meeting are invited to arrive early in order to facilitate the registration process, which will begin at 9:30am.

Exercise of proxy voting

Pursuant to Article 135-*novies* of the Italian Consolidated Law on Finance and Article 11.3 of the Articles of Association, those entitled to participate at the Shareholders' Meeting may be represented by written or electronically conferred proxy in accordance with the law and the Articles of Association. For this purpose, the proxy form should be used; the form and the instructions on how to complete and submit it can be found on the Company's website at www.antaressvision.com ("*Investors – Investor Relations - Shareholders' Meeting*" section).

The proxy may be transmitted by sending a message to the certified e-mail address antaress.vision@legalmail.it, for the attention of the Investor Relator Department.

If the representative delivers or sends to the Company, including in electronic format, a copy of the proxy in place of the original, they shall certify (with full acceptance of personal liability) that the proxy is a true copy of the original, as well as the delegating party's identity.

Pursuant to Article 135-*undecies* of the Italian Consolidated Law on Finance and Article 11.4 of the Articles of Association, the Company has designated Computershare S.p.A., with registered office in Milan, Via Mascheroni No. 19, as the entity to which shareholders may confer, at no cost to themselves, a written proxy with voting instructions on all or some of the proposals on the agenda (the "**Designated Representative**"). In this case, the proxy must be granted by completing and signing the specific proxy form, prepared by the Designated Representative itself in agreement with the Company, available on the Company's website at www.antaressvision.com ("*Investors - Investor Relations - Shareholders' Meetings*" section).

The proxy form with voting instructions must be submitted by following the instructions stated on the form itself and on the Company's website, by the end of the second open market day prior to the date set for the Shareholders' Meeting (i.e. by 26 February 2024).

The proxy and the voting instructions may be revoked by the same deadline indicated above (i.e. by 26 February 2024).

The proxy has no effect with regard to proposals for which no voting instructions have been given. Shares of the Company for which a proxy has been given, including partial, are calculated for the purposes of determining the due constitution of the Shareholders' Meeting.

In the absence of any communication from the authorised intermediary certifying the entitlement to participate at the Shareholders' Meeting, the proxy shall be deemed ineffective.

For any clarifications on granting the proxy to the Designated Representative (and specifically on filling in the proxy form and the voting instructions and their transmission), contact Computershare S.p.A. by email at the address ufficiomi@computershare.it or on the following telephone number 39 02 4677 6816 or 0246776814.

Right to ask questions on the agenda items

Pursuant to Article 127-*ter* of the Italian Consolidated Law on Finance, those entitled to vote may ask questions on the items on the agenda, including prior to the Shareholders' Meeting.

The questions, to which the communication issued by the authorised intermediary pursuant to the regulations in force certifying the entitlement to exercise the right must be attached, should be sent to the Company at the certified e-mail address antares.vision@legalmail.it (it being understood that the message may even originate from a non-certified e-mail box).

The questions must be accompanied by certifications as to the entitlement to vote and must be submitted no later than the record date (i.e. by 19 February 2024). Ownership of the voting right may even be certified after the questions have been submitted, provided that this occurs no later than the third day after the record date (i.e. by 22 February 2024).

The Company will provide a response to questions received by the aforementioned deadline, after verifying their relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the applicant, at least two days prior to the Shareholders' Meeting and, therefore, no later than 26 February 2024, by means of publication on the Company's website www.antaressvision.com ("Investors – Investor Relations – Shareholders' Meeting" section).

It is noted that (i) no response is due, not even at the Shareholders' Meeting, to questions asked prior to the same, when the answers have already been published on the Company's website, and (ii) the Company may provide unitary responses to questions having the same content.

Further information is made available to shareholders on the Company's website (www.antaressvision.com).

Additions to the agenda and presentation of new resolution proposals on items already on the agenda

Pursuant to Article 126-*bis* of the Italian Consolidated Law on Finance, shareholders who either individually or jointly represent at least one-fortieth of the share capital may request, within ten days from the publication of this notice (i.e. by 4 February 2024), additions to the list of items to be discussed, indicating in the request the proposed additional items, or they may submit resolution proposals on items already on the agenda.

By the same deadline, the proposing shareholders must submit to the Board of Directors a report stating the reasons for the resolution proposals on the new matters they wish to discuss or stating the reasons for the additional resolution proposals on items already on the agenda.

The requests must be filed by sending an electronically reproduced copy (PDF) of the above documentation to the certified mail address antares.vision@legalmail.it (it being understood that the message may even originate from a non-certified e-mail box).

Information on any additions to the agenda items or the submission of additional resolution proposals on items already on the agenda shall be provided by the same methods established for publication of the notice of call, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 13 February 2024). At the same time as the publication of the notice of additional items, the report prepared by the requesting shareholders, accompanied by any assessments of the management body, will be made available to the public, in the same form as the documents relating to the Shareholders' Meeting.

Additions are not allowed for issues on which the Shareholders' Meeting resolves, in accordance with the law, at the proposal of the directors or based on a project or report prepared by them.

In any case, each shareholder with voting rights may individually submit at the Shareholders' Meeting resolution proposals.

Enlargement of the Board of Directors through the appointment of a new director

With reference to item 1 on the agenda of the Shareholders' Meeting, it should be noted that, in compliance with the provisions of Article 13 of the Articles of Association, the Shareholders' Meeting will pass resolutions with the legal majorities, as the list voting mechanism does not apply. For further information, see the explanatory report of the Board of Directors on the items on the agenda, which will be filed and made available to the public at the Company's registered office and on the Company's website at www.antaressvisiongroup.it ("Investor Relations" - "Shareholders' Meetings" - "2024" section), as well as on the authorised storage mechanism 1INFO available at www.1info.it.

Supplementation of the Board of Auditors and appointment of its Chairperson

With reference to item 2 on the agenda of the Shareholders' Meeting, it should be noted that, in compliance with the provisions of Article 18 of the Articles of Association, the Shareholders' Meeting will pass resolutions with the legal majorities, as the list voting mechanism does not apply. For further information, see the explanatory report of the Board of Directors on the items on the agenda, which will be filed and made available to the public at the Company's registered office and on the Company's website at www.antaresvisiongroup.it ("Investor Relations" - "Shareholders' Meetings" - "2024" section), as well as on the authorised storage mechanism 1INFO available at www.1info.it.

Shareholders' Meeting documentation and shareholder information

This notice of call is published on the Company's website, "Investors - Investor Relations - Shareholders' Meeting" section, at <https://it.antaresvision.com/investitori/investor-relations/1921/assemblea>, on the "1Info" dissemination and storage system, as well as, in excerpts, in the daily newspaper Italia Oggi.

The documentation relating to the items on the agenda of the Shareholders' Meeting will be filed at the Company's registered office, on the Company's website, "Investors - Investor Relations - Shareholders' Meeting" section, at <https://it.antaresvision.com/investitori/investor-relations/1921/assemblea>, as well as on the "1Info" dissemination and storage system within the terms and according to the procedures established by law.

The shareholders are entitled to obtain a copy of the same.

For any clarifications, the shareholders may contact the Company's Investor Relator Department and/or the Legal and Corporate Affairs Department by e-mail at the following addresses: investors@antaresvision.com; Anna.Tribbia@antaresvision.com on working days, from 9:00 am to 5:00 pm.

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Travagliato, 25 January 2024

The Chairperson of the Board of Directors

Emidio Zorzella