

ANTARES VISION S.P.A.

Head office: Via del Ferro 16, Travagliato (BS)
Subscribed and paid-up share capital €172,788.42
Business Register of Brescia, tax code and VAT number 02890871201

**NOTICE OF
EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

Those entitled to attend and exercise their right to vote at the shareholders' meeting of Antares Vision S.p.A. (the "Company" or "Antares Vision") are convened, in extraordinary and ordinary session, at the Studio Notarile Agostini-Chibbaro, Via Luigi Illica no. 5, 20121 Milan, on **10 July 2024** at 10:00, in a single call, to discuss and resolve on the following

AGENDA:**Extraordinary part**

1. *Proposal to introduce the option of holding meetings through participation exclusively by so-called designated representative (amendment to Articles 10 and 11 of the Articles of Association); related and consequent resolutions.*

Ordinary part

1. *Approval of the financial statements of Antares Vision S.p.A. as at 31 December 2023, accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, together with a statement containing non-financial information pursuant to Legislative Decree No. 254 of 30 December 2016. Presentation to the Shareholders' Meeting of the consolidated financial statements of Antares Vision S.p.A. as at 31 December 2023.*
2. *Resolutions on the result for the year ended 31 December 2023.*
3. *Appointment of the Board of Directors.*
 - 3.1 *Determination of the number of members of the Board of Directors.*
 - 3.2 *Determination of the term of office of the Board of Directors.*
 - 3.3 *Appointment of members of the Board of Directors.*
 - 3.4 *Appointment of the Chair of the Board of Directors.*
 - 3.5 *Determination of the remuneration of members of the Board of Directors.*
4. *Appointment of the Board of Statutory Auditors.*
 - 4.1 *Appointment of three Statutory Auditors and two Alternate Auditors.*
 - 4.2 *Appointment of the Chair of the Board of Statutory Auditors.*
 - 4.3 *Determination of the remuneration of the members of the Board of Statutory Auditors.*
5. *Approval of the remuneration policy pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58 of 24 February 1998.*
6. *Resolutions on the second section of the report pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58 of 24 February 1998.*
7. *Proposed share incentive plan pursuant to Article 114-bis of Legislative Decree. No. 58/1998. Related and consequent resolutions.*
8. *Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation approved by the Ordinary Shareholders' Meeting on 28 April 2023 where not used.*

Information on the share capital

It should be noted that, as of the date of this notice of meeting, the Company's subscribed and paid-up share capital amounts to €172,788.42 divided into 70,753,559 ordinary shares, all without any indication of nominal value, as provided for in Article 5 of the Company's Articles of Association (hereinafter, the "**Articles of Association**"), which are available in the "Investors – Governance – Corporate Documents" section of the Company website at www.antaressvisiongroup.com.

Each ordinary share entitles the holder to one vote at ordinary and extraordinary shareholders' meetings of the Company, except for ordinary shares that have been granted increased voting rights pursuant to Article 6 of the Articles of Association.

The total number of voting rights exercisable at the shareholders' meeting amounts to 113,700,582.

As of the date of this notice of meeting, the Company holds 33,916 treasury shares, amounting to 0.05% of the share capital.

Entitlement to participate and vote at the Shareholders' Meeting

Those who are entitled to vote may attend the Shareholders' Meeting.

Pursuant to Article 13.2 of the Articles of Association and Article 83-*sexies* of the Consolidated Law on Finance (CLF), entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified by means of a communication addressed to the Company by the intermediary authorised pursuant to the applicable legislation on the basis of records in the accounts at the end of the accounting day (the so-called "record date") on the seventh market trading day prior to the date set for the Shareholders' Meeting (i.e. 1 July 2024).

Those who become holders of shares after that date will not be entitled to attend or vote at the Meeting. The said communication must be received by the Company by the end of the third market trading day prior to the date set for the Shareholders' Meeting (i.e. by 5 July 2024). Entitlement to attend and vote is unaffected if the notice is received by the Company after the said deadline, provided it is received before the proceedings of the meeting commence.

Pursuant to Article 11, paragraph 2, of Law No. 21 of 5 March 2024, which extended the effects of Article 106, paragraph 7 of Decree-Law No. 18 of 17 March 2020, converted with amendments into Law No. 27 of 24 April 2020, the Company has availed itself of the option to provide that intervention of those entitled to vote at the Shareholders' Meeting shall take place exclusively through the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree 24 February 1998, No. 58 (the "**CLF**"), without physical participation by those entitled, as indicated below.

Members of the Board of Directors and the Board of Statutory Auditors, the Designated Representative, as well as directors and employees of the Company, representatives of the independent auditors, and other persons whose presence at the Meeting is deemed useful by the Chairman in relation to the items to be discussed and the orderly conduct of the meeting, are permitted to participate by means of remote communication that ensure, *inter alia*, the identification of the participants, without any requirement in any case that the Chairman, the Secretary and/or the Notary be located in the same place.

Representative Designated by the Company

Therefore, it is hereby announced that participation and exercise of voting rights at the Shareholders' Meeting may take place exclusively through the conferment of a proxy with voting instructions to Computershare S.p.A., the Designated Representative appointed for this purpose by the Company pursuant to Article 135-*undecies* of the CLF, without any expense to be incurred by the delegating party.

Shareholders that wish to participate in the Shareholders' Meeting must therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposed resolutions on items on the agenda, using the specific proxy form drafted by the Designated Representative by agreement with the Company, which will be available in the "Investors – Investor Relations – Shareholders' Meeting" section of the Company website at www.antaressvisiongroup.com.

The proxy form with voting instructions must be submitted in accordance with the instructions on the proxy form and on the Company's website by the end of the second market trading day prior to the date set for the Shareholders' Meeting (i.e. by 8 July 2024).

The proxy and voting instructions may be revoked within the same period indicated above (i.e. by 8 July 2024).

The proxy has no effect with regard to proposals for which no voting instructions have been given. It should be noted that the shares in the Company on the basis of which the proxy has been conferred, including partially, are counted for the purpose of the regular convocation of the Shareholders' Meeting.

The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the CLF,

by way of derogation from Article 135-*undecies*, paragraph 4, of the CLF. Those who do not intend to avail themselves of the intervention method provided for in Article 135-*undecies* of the CLF may, alternatively, confer on the said Designated Representative a proxy or sub-proxy pursuant to Article 135-*novies* of the CLF, necessarily containing voting instructions on all or some of the proposals on the agenda, by using the relevant proxy/sub-proxy form, which will be available in the "Investors - Investor Relations - Shareholders' Meeting" section of the Company website at www.antareshvisiongroup.com, by 12:00 on 9 July 2024. The proxy and voting instructions may be revoked within the same period indicated above (i.e. by 9 July 2024).

In the absence of any communication from the authorised intermediary attesting to the entitlement to participate in the Shareholders' Meeting, the proxy shall be deemed null and void.

It should be noted that no provision is made for voting by correspondence or by electronic means.

For any clarifications regarding the granting of a proxy to the Designated Representative (and in particular regarding compilation of the proxy form, voting instructions and their transmission), please contact Computershare S.p.A. by email at ufficiomi@computershare.it or by telephone at +39 0246776816-0246776814 (weekdays from 9:00 a.m. to 6:00 p.m.).

Right to ask questions concerning items on the agenda

Pursuant to Article 127-ter of the CLF, those entitled to vote may ask questions concerning the items on the agenda, including before the Shareholders' Meeting takes place.

The questions, to which the communication issued by the authorised intermediary pursuant to applicable legislation attesting to entitlement exercise the right must be appended, must be submitted to the Company at the certified electronic mail address antaresh.vision@legalmail.it (it being understood that the message may be received from an uncertified electronic mailbox).

Questions must be accompanied by certificates attesting to entitlement to vote and sent at the latest by the record date (i.e. by 1 July 2024). It should be noted that entitlement to vote may also be demonstrated after the questions are submitted, provided that such proof is received by the third day following the record date (i.e. by 4 July 2024).

The Company will provide a response to questions that are received by the deadline indicated above, following verification their relevance to items on the agenda for the Shareholders' Meeting and the sender's entitlement, at the latest three days prior to the Shareholders' Meeting by means of publication in the "Investors - Investor Relations - Shareholders' Meeting" section of the Company website at www.antareshvisiongroup.com.

It should be noted that (i) no response shall be provided, even at the Shareholders' Meeting, to questions asked prior to the Shareholders' Meeting, if the responses have already been published on the Company website, and (ii) the Company may still give a single response to various questions of similar content.

Further information is available to shareholders at the Company website (www.antareshvisiongroup.com).

Additions to the agenda and submission of new proposals for resolutions on items already on the agenda

Pursuant to Article 126-*bis* of the CLF, shareholders who, including jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice (i.e. by 10 June 2024 which is the first business day following the deadline - i.e. Sunday 9 June 2024 - since the latter is a public holiday), to supplement the list of items to be discussed, indicating in their request the additional items they propose, or submitting proposals for resolutions on items already on the agenda.

The proposing shareholders are required to submit to the Board of Directors, by the same deadline, a report indicating the reasons for the proposed resolutions on new items they propose to discuss, or the reasons for further proposed resolutions on items already on the agenda.

Requests must be submitted by sending an electronically reproduced copy (PDF) of the documentation indicated above to the certified electronic mail address antaresh.vision@legalmail.it (it being understood that the message may be received from an uncertified electronic mail box).

Any additions to the agenda or submission of further proposals for resolutions on items already on the agenda shall be announced, by the same procedure established for notices of meeting, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 25 June 2024). At the same time as the publication of the notice of inclusion of further items, the report produced by the requesting shareholders, accompanied by any assessments by the administrative body, shall be made available to the public by the same methods as established for documentation relating to the Shareholders' Meeting.

It should be noted that the inclusion of further agenda items is not permitted for matters on which the Shareholders' Meeting resolves, in accordance with law, on a proposal of the directors or on the basis of a draft or report prepared

by directors.

Submission of new proposals for resolutions (pursuant to Article 126-bis, paragraph 1, penultimate paragraph, of the CLF)

Given that participation in the Shareholders' Meeting is permitted exclusively through the Designated Representative, for the purposes of this Shareholders' Meeting, in order to enable interested parties to exercise the right established in Article 126-bis, paragraph 1, penultimate paragraph, of the CLF, and in order to ensure that all those entitled to participate at the Shareholders' Meeting have an opportunity to study the individual proposals for resolution and that the right to vote is exercised with sufficient time to provide voting instructions to the Designated Representative, provision is made for those entitled to vote to individually submit proposals for resolutions on items on the agenda to the Company by 25 June 2024.

Shareholders in favour of whom the Company has received a specific communication by an authorised intermediary in accordance with applicable legislation are entitled to submit new proposals for resolution. Such proposals, formulated in a clear and complete manner, must be submitted in writing, indicating the agenda item of the Shareholders' Meeting to which they refer, the text of the proposed resolution, and information enabling identification of the person submitting them.

Proposals for resolutions must be sent to the Company at the certified electronic mail address antares.vision@legalmail.it.

Proposals for resolution received by the Company by the deadline and in the manner described above shall be published on the Company website by 27 June 2024, so that those entitled to vote can view them for the purpose of conferring proxies and/or sub-proxies, with the relevant voting instructions, to the Designated Representative.

For the purposes of this procedure, and for the proceedings of the Shareholders' Meeting, the Company reserves the right to verify the relevance of proposals for items on the agenda, their completeness, their compliance with applicable legislation, as well as the entitlement of the proposers.

Appointment of corporate bodies

The Board of Directors and the Board of Statutory Auditors are appointed pursuant to Articles 12, 13 and 18 of the Articles of Association, to which reference is made. Members of the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders.

Only shareholders who, alone or in association with others, hold a total of shares with voting rights representing at least 2.5% of the share capital are entitled to submit lists. The certification issued by a qualified intermediary proving the ownership of the number of shares required to submit the list may be produced at the time that the list is filed or at a later date, provided that it is submitted no later than 19 June 2024 to the certified electronic mail address antares.vision@legalmail.it.

Lists submitted by shareholders must be deposited at the Company's registered office or by sending by certified electronic mail to antares.vision@legalmail.it no later than the twenty-fifth day prior to the date of the meeting convened to decide on the appointment (i.e. no later than 15 June 2024). The Company makes the lists available to the public at its registered office, in the section dedicated to the Shareholders' Meeting on the Company website, and on the "1Info" dissemination and storage system, under the terms and in accordance with law, at least twenty-one days before the one set for the said Shareholders' Meeting (i.e. by 19 June 2024). With specific reference to the appointment of the Board of Statutory Auditors, in the event that only one list has been deposited, or more than one list has been deposited, but the lists have been submitted by shareholders that are related to each other within the meaning of the applicable laws and regulations, or more than one list has been deposited, but only one list is deemed to be validly deposited in compliance with applicable legislation and the Articles of Association, the Company will announce the situation in the prescribed manner. In each of these cases, lists may be submitted – in the same manner as indicated above – until 18 June 2024 by shareholders representing, on their own or together with other shareholders, at least 1.25% of the share capital.

Shareholders that intend to submit lists for the appointment of members of the Board of Directors and/or for the appointment of the Board of Statutory Auditors are invited to take into account the recommendations set out in Consob Communication DEM/9017893 of 26 February 2009.

Appointment of the Board of Directors

Directors are appointed by the Ordinary Shareholders' Meeting on the basis of lists submitted by the shareholders, in accordance with the laws and regulations in force from time to time, in which no more than 11 (eleven) candidates are listed by sequential numbering.

Pursuant to Article 13.3 of the Articles of Association, each list that presents more than 3 candidates must include a number of persons – in accordance with the provisions of the applicable legislation – that meet the independence requirements established by law, by applicable regulatory provisions (including the regulations of the regulated market organised and managed by Borsa Italiana S.p.A.) and any corporate governance codes of conduct that may have been adopted by the Company.

It should be noted that the Company – which is listed on the Euronext STAR Milan market organised and managed by Borsa Italiana S.p.A. - is subject to the application of the provision referred to in Article IA.2.10.6 of the Instructions for the Rules for Markets Organised and Managed by Borsa Italiana S.p.A.

Pursuant to Article 13.4 of the Articles of Association, for the period of application of the legislation, including the regulations in force *pro tempore* on gender balance and in accordance with the provisions of codes of conduct for corporate governance that may be adopted by the Company, each list that presents more than 3 (three) candidates must also include candidates belonging to the less represented gender, at least in the minimum proportion required by the legislation, including the regulations in force *pro tempore*, or by the aforementioned codes of conduct on corporate governance.

The following documentation must be deposited with each list:

- (i) information on the identity of the shareholders who submitted them, indicating the total number of Shares held, supported by a specific declaration issued by an intermediary;
- (ii) a declaration by the shareholders other than those who hold, even jointly, a controlling interest or relative majority, attesting to the absence of a relationship of connection, including an indirect connection, pursuant to regulations in force *pro tempore* with the said controlling interest or relative majority;
- (iii) comprehensive information on the personal and professional characteristics of the candidates;
- (iv) a declaration by the candidates that they accept their candidacy and attest, under their own responsibility, that there are no grounds for their ineligibility or incompatibility and that they meet the requirements for the position;
- (v) any declaration of eligibility to qualify as independent directors pursuant to applicable legislation and, if applicable, to any corporate governance codes of conduct adopted by the Company; (vi) any other declaration, information and/or document required by laws and regulations in force *pro tempore*.

Lists submitted without complying with the provisions of the Articles of Association are deemed not to have been submitted.

Each shareholder, shareholders that are parties to a shareholders' agreement relating to the Company that is relevant pursuant to Article 122 of the CLF, the parent company, subsidiaries, those under joint control and other entities among which there is a relationship of connection, even indirectly, pursuant to laws and regulations in force *pro tempore*, may not submit - or participate in the submission of, even through a third party or trust company - more than one list or vote for more than one list. A candidate may appear on one list only, under penalty of ineligibility.

For further information on composition, procedures and deadlines, and on the documentation to be filed for the presentation of lists, please refer to the more detailed description in the in the Explanatory Report of the Board of Directors and, in general, to the applicable provisions of law and the Articles of Association.

Appointment of the Board of Statutory Auditors

Pursuant to Article 18 of the Articles of Association, the corporate management is supervised by a Board of Statutory Auditors consisting of 3 (three) Standing Auditors and 2 (two) Alternate Auditors, appointed and operating in accordance with law. Statutory auditors must meet the requirements established by law. The powers, duties and term of office of the Statutory Auditors are established by law and as set out in codes of conduct for corporate governance that may be adopted by the Company. For the purposes of the provisions of Article 1, paragraphs 2 and 3, of Decree No. 162 of the Ministry of Justice dated 30 March 2000, matters relating to commercial law, economics and corporate finance, together with matters pertaining to the Company's sector of business, as identified in Article 3 of the Articles of Association, are deemed to be strictly pertaining to the Company's scope of business.

Statutory auditors are appointed by the Shareholders' Meeting on the basis of lists submitted by the shareholders in accordance with the laws and regulations in force *pro tempore*.

Each list is submitted in compliance with the provisions of law, regulations, and codes of conduct on corporate governance that may be adopted by the Company from time to time, and in application of regulations in force *pro tempore* on gender balance.

Each list submitted by shareholders must be divided into two sections: one for candidates for the office of standing auditor and the other for candidates for the office of alternate auditor. In each section, the candidates must be listed by sequential numbering. The first of the candidates of each section must be selected from among the statutory auditors listed in the special register referred to in Article 2397 of the Italian Civil Code.

Furthermore, each list that – considering both sections – contains 3 (three) or more candidates, must include

candidates belonging to both genders, in such a way that the number of candidates belonging to the lesser represented gender complies with laws and regulations in force *pro tempore* on gender balance, for candidates for the office of Standing Auditor and for candidates for the office of Alternate Auditor.

The following documentation must be deposited with each list:

- (i) information on the identity of the shareholders who submitted them, indicating the total number of Shares held, supported by a specific declaration issued by an intermediary;
- (ii) a declaration by the shareholders other than those who hold, even jointly, a controlling or relative majority interest, attesting to the absence of a relationship of connection, including an indirect connection, pursuant to regulations in force *pro tempore* with the said controlling interest or relative majority interest;
- (iii) comprehensive information on the personal and professional characteristics of the candidates, indicating directorships and auditing positions held in other companies;
- (iv) a declaration by the candidates that they accept their candidacy and attest, under their own responsibility, that there are no grounds for their ineligibility or incompatibility and that they meet the requirements for the position, including provisions on the accumulation of offices;
- (v) any other statement, information and/or document required by law, including regulations, in force *pro tempore*.

Lists submitted without complying with the provisions of the Articles of Association are deemed not to have been submitted.

Each shareholder, shareholders that are parties to a shareholders' agreement relating to the Company that is relevant pursuant to Article 122 of the CLF, the parent company, subsidiaries, those under joint control and other entities among which there is a relationship of connection, even indirectly, pursuant to laws and regulations in force *pro tempore*, may not submit - or participate in the submission of, even through a third party or trust company - more than one list or vote for more than one list. A candidate may appear on one list only, under penalty of ineligibility. A shareholder may not, including through an intermediary or trust company, submit or vote for more than one list. A candidate may appear on one list only, under penalty of ineligibility.

For further information on composition, procedures and deadlines, and on the documentation to be filed for the presentation of lists, please refer to the more detailed description in the in the Explanatory Report of the Board of Directors and, in general, to the applicable provisions of law and the Articles of Association.

Shareholders' meeting documentation and information for shareholders

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

The documentation on items on the agenda of the Shareholders' Meeting, together with proposed resolutions, will be deposited at the Company's registered office, in the "Investors - Investor Relations - Shareholders' Meeting" section of the Company website at <https://it.antaresvision.com/investitori/investor-relations/1921/assemblea> and on the "1Info" dissemination and storage system under the terms and in the manner prescribed by law.

Shareholders are entitled to obtain a copy.

For any clarification, shareholders may contact the Investor Relator of the Company by email at the following address investors@antaresvision.com on weekdays between 9:00 a.m. and 5:00 p.m.

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Travagliato, 30 May 2024

The Chairman of the Board of Directors

Emidio Zorzella