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ANTARES VISION: BOARD OF DIRECTORS APPROVES CERTAIN RESOLUTIONS IN CONNECTION WITH THE MTA LISTING

SHAREHOLDERS' MEETING TO BE CONVENED

Travagliato (BS), January 21, 2021 – Further to the matters disclosed to the market on January 13, 2021, with respect to the listing of the ordinary shares and the warrants of Antares Vision S.p.A. ("**Antares Vision**" or the "**Company**") on the *Mercato Telematico Azionario* (the "**MTA**") organized and managed by Borsa Italiana S.p.A., possibly the STAR segment (the "**Listing**"), the Company announces that today the Board of Directors resolved to submit the Listing project to the approval of the extraordinary and ordinary shareholders' meeting of the Company, which will be held by the end of February 2021 and will be convened in accordance with applicable law.

Specifically, the shareholders' meeting of the Company will be called to approve the Listing project and, among other things:

- appoint an external auditor for the nine-year period required under applicable law for companies listed on a regulated market (so called *enti di interesse pubblico*), according to articles 13 and 16 of Italian Legislative Decree no. 39/2010;
- appoint a new Board of Directors and Board of Statutory Auditors in accordance with legal requirements and best market practice for listed companies; and
- approve a draft of the new bylaws, in line with legal requirements for listed companies.

If approved, the above resolutions will be effective on admission to trading of the ordinary shares and warrants of the Company on MTA.

To ensure a sufficient number of shares is distributed to the public in accordance with the free float requirement for listing on the MTA, a placement will take place in the United States to Qualified Institutional Buyers as defined under Rule 144A of the United States Securities Act of 1933, as amended (the "Securities Act") alongside an international offering to qualified investors outside the United States and other countries, pursuant to Regulation S under the Securities Act, subject to all applicable restrictions and limitations (the "Institutional Placement"), in addition to a possible concurrent public offering only to retail investors in Italy (all together, the "Global Offering").

The Board of Directors also resolved to convene an extraordinary shareholders' meeting to grant authority to the Board of Directors, under article 2443 of the Italian Civil Code, to carry out a divisible share capital increase of up to Euro 48.000,00 (par value) by issuing up to no.20.000.000 ordinary shares, in one or more tranches, excluding pre-emption rights to existing shareholders under article 2441, paragraphs 4, 5 and 8, of the Italian Civil Code or pursuant to article 44 of Law Decree n. 76, dated July 16, 2020, converted with amendments into Law n. 120, dated September 11, 2020, in connection with the Listing and/or M&A activity or other extraordinary transactions and/or incentive plans based on financial instruments for employees and/or executive directors, advisers or other similar persons, in each case of Antares Vision and/or other companies belonging to its group.





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For further information regarding the items on the agenda of the shareholders' meeting to be convened, please see the report (the so-called "relazione illustrativa") of the Board of Directors, which will be published on the company website (www.antaresvision.com) in accordance with applicable law, together with the other documentation relating to the meeting.

The notice of call of the meeting will be released on the company website (www.antaresvision.com) and in the newspaper "Italia Oggi", as well as on the "1Info SDIR" system, in accordance with applicable law.

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For further information

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About Antares Vision

Listed since April 2019 on the AIM Italia market of the Italian Stock Exchange, **Antares Vision Group** guarantees the protection of **products**, **people and brands** through **inspection systems** for quality control, **Track & Trace solutions** for anti-counterfeiting and supply chain transparency, **smart data management** tools for maximized efficiency and digitalization of the supply chain, from the point of production to the end consumer. The Antares Vision Group is active in the life science sector, including the pharmaceutical, medical device and hospital segments, as well as in other industries, including, primarily, food & beverage, cosmetics and in consumer-packaged goods. The Group reaches over 60 countries worldwide with complete and flexible solutions, hardware and software, with related services: it has five offices in Italy (Brescia, Parma, Piacenza, Latina and Vicenza), 15 foreign branches (Germany [2], France [2], USA [3], Latin America [2], India, Russia, Hong Kong, China, Croatia and Serbia), three Innovation and Research Centers (Italy) and a worldwide network of more







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than 40 partners. With the twenty years of experience in vision technologies of the two founding partners, the Antares Vision Group is the supplier of ten of the 20 leading pharmaceutical companies in the world (by turnover), with more than 25,000 inspection systems, which ensure everyday product safety and quality, 6,500 quality controls and more than 3,500 serialization modules on lines installed all over the world. With the aim of continuing and supporting the growth and development strategy, during 2019, Antares Vision finalized participation agreements with **T2 Software**, a Brazilian company specialized in smart data management solutions, and **Orobix**, an Italian company leader in artificial intelligence services, and acquired 100% of **FT System**, leader in control and inspection in the beverage sector. In 2020, Antares Vision acquired 82.83% of **Tradeticity**, a Croatian company specialized in software management of traceability and serialization processes, 100% of **Convel**, an Italian company specialized in automated inspection machines for the pharmaceutical industry, the assets of **Adents High Tech International**, a French company specialized in software for serialization and traceability, and 100% of **Applied Vision**, a global leader in inspection systems for glass and metal containers in food & beverage. In 2019, **Emidio Zorzella** and **Massimo Bonardi** won the Ernst & Young "**Entrepreneur of the Year**" award for innovation. For more info: www.antaresvision.com.

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The information contained in this communication does not constitute or form any part of, and should not be construed as, any offer, invitation or recommendation to purchase, sell or subscribe for any securities in any jurisdiction and neither the issue of the information nor anything contained herein shall form the basis of or be relied upon in connection with, or act as any inducement to enter into, any investment activity.

The securities referred to herein may not be offered or sold in the United States unless registered under the U.S. Securities Act of 1933 as amended (the "Securities Act") or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The securities referred to herein have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. There will be no public offer of securities in the United States, Australia, Canada or Japan and Antares Vision S.p.A. ("Antares Vision" or the "Company") does not intend to register any portion of securities in the United States. Copies of this communication are not being made available and may not be distributed or sent into the United States, Australia, Canada or Japan.

Any public offering will be conducted in Italy pursuant to the prospectus that will be published following the approval by CONSOB (the "Prospectus") in accordance with applicable laws and regulations. In the United Kingdom, this communication is being distributed to, and is directed only at, persons who: (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Order; or (iii) are persons to whom it may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). This communication is directed at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available in the United Kingdom only to Relevant Persons and will be engaged in only with Relevant Persons. This communication has been prepared on the basis that any offer of shares or other securities in the United Kingdom will be made pursuant to an exemption under Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulation") from the requirement to publish a prospectus for the offers of shares or securities. Accordingly, any person making or intending to make an offer in the United Kingdom of securities which are the subject of this communication may only do so in circumstances in which no obligation arises for the Company or any of the underwriters to publish a prospectus pursuant to Section 85 of the Financial Services and Markets Act 2000 or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer. Neither Antares Vision nor the underwriters have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the Company or the underwriters to publish or supplement a prospectus for such offer.

This communication has been prepared on the basis that any offer of shares or other securities in any Member State of the European Economic Area, other than Italy (each a "Member State"), will be made pursuant to an exemption under Regulation (EU) Regulation 2017/1129 (the "Prospectus Regulation") from the requirement to publish a prospectus for the offers of



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shares or securities. Accordingly, any person making or intending to make an offer in a Member State of securities which are the subject of this communication may only do so in circumstances in which no obligation arises for the Company or any of the underwriters to publish a prospectus pursuant to Article 1 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither Antares Vision nor the underwriters have authorized, nor do they authorize, the making of any offer of securities in circumstances in which an obligation arises for the Company or the underwriters to publish or supplement a prospectus for such offer.

This communication is an advertisement pursuant to (i) the Prospectus Regulation; (ii) Italian Legislative Decree No. 58 of February 24, 1998 (as amended) and CONSOB Regulation No. 11971/1999 (as amended), implementing the Prospectus Regulation, and (iii) the UK Prospectus Regulation. This communication does not purport to contain all of the information that may be required to evaluate any investment in the Company or any of its securities and should not be relied upon to form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. This communication is intended to present background information on the Company, its business and the industry in which it operates and is not intended to provide complete disclosure upon which an investment decision could be made. The merit and suitability of investment in the Company should be independently evaluated and determined by investors. Analyses in this communication are not, and do not purport to be, appraisals of the assets, stock or business of the Company, and do not form any publicity material relating to the securities. With respect to the public offer of Antares Vision's securities in Italy contemplated in the Prospectus, any decision regarding the exercise of rights and the subscription of Antares Vision's securities in the context of the offering should only be made on the basis of the information contained in the Prospectus. Any person considering an investment in the Company is advised to obtain independent advice as to the legal, tax, accounting, regulatory, financial, credit and other related advice prior to making an investment. The Prospectus will be available at the registered office of the Company and on the website www.antaresvision.com/investors/1857/investorrelations following the Prospectus' approval by CONSOB.