





www.antaresvision.com / info@antaresvision.com

PRESS RELEASE

NOT INTENDED FOR DISTRIBUTION, COMMUNICATION OR PUBLICATION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN OR ANY OTHER JURISDICTION WHERE SUCH DISTRIBUTION, COMMUNICATION OR PUBLICATION IS NOT PERMITTED UNDER APPLICABLE LAWS IN THOSE COUNTRIES

OFFERING PRICE RANGE SET BETWEEN A MINIMUM OF EURO 11 AND A MAXIMUM OF EURO 12.25 PER SHARE

THE BOARD OF DIRECTORS EXERCISES THE AUTHORITY TO INCREASE SHARE CAPITAL

Travagliato (BS), May 4, 2021 – Antares Vision S.p.A. ("Antares Vision" or the "Company") announces that today the Board of Directors of the Company determined the price range for the ordinary shares to be offered as part of the institutional placement (the "Offering") aimed at the admission to trading of the ordinary shares and warrants (the "Financial instruments") of the Company on the Mercato Telematico Azionario ("MTA"), organized and managed by Borsa Italiana S.p.A. ("Borsa Italiana") and, should the specific requirements be met, on the STAR segment (the "Listing"), reserved to qualified investors in Italy and institutional investors abroad pursuant to Regulation S of the United States Securities Act of 1933, as subsequently amended (the "Securities Act") and, in the United States of America, limited to qualified institutional buyers pursuant to Rule 144A of the Securities Act, with the exclusion of those countries in which the Offering is not permitted in absence of authorization by the competent authorities, in accordance with applicable laws, or applicable statutory or regulatory exemptions.

The price range has been set between a minimum price of Euro 11 per ordinary share and a maximum price of Euro 12.25 per ordinary share, corresponding to a valuation range of the economic capital of the Company, prior to the Capital Increase (as defined below), between c. Euro 646.6 and Euro 719.9 million.

The Offering will include: (i) up to 10,200,000 newly issued ordinary shares – resulting from a capital increase with exclusion of pre-emption rights – and (ii) up to 6,800,000 ordinary shares offered for sale by the shareholders Regolo S.p.A. and Sargas S.r.l. (jointly, the "Selling Shareholders"). In the context of the Offering, the Selling Shareholders will grant a greenshoe option in favour of the Joint Global Coordinators, for the purchase, at the offer price, of up to 2,550,000 ordinary shares, corresponding to up to 15% of the shares placed in the context of the Offering. Upon completion of the Offering, assuming full placement of the shares subject to the Offering and full exercise of the greenshoe option, the free float will be 38.7% of the Company's ordinary share capital.

In connection with the Offering, the Company, the Selling Shareholders and certain directors and senior managers of the Company will agree to a lock-up period of 180 days (for the Company) and 365 days (for the Selling Shareholders and certain directors and senior managers of the Company), subject to customary exceptions and waiver by the Joint Global Coordinators.

Furthermore, certain funds managed by Capital Research Global Investors and Capital International Investors (the "Investors") have undertaken vis-à-vis the Company and the Selling Shareholders to (i) place, in the context of the Offering, a binding order for the subscription/purchase of aggregate







PRESS RELEASE

no. 5,376,400 ordinary shares – and, respectively, no. 2,690,800 ordinary shares by Capital Research Global Investors and no. 2,685,600 ordinary shares by Capital International Investors – equal to 7.8% of the ordinary share capital of the Company after the Offering (assuming the Company's share Capital Increase is fully subscribed) (the "Investors Shares"), at a price per ordinary share corresponding to the Offering price, which the Company and the Selling Shareholders have undertaken to allocate to the Investors and, consequently, (ii) subscribe/purchase the Investors Shares on the payment date of the ordinary shares.

The commitment undertaken by the Investors is subject to, by June 30, 2021 (or by the different date subsequently agreed upon by and between the parties), the satisfaction of each of the following conditions precedent (with the exception of those which the Investors may have declared their jointly intention to waive): (i) the execution of the institutional underwriting agreement (and the lack of its termination); (ii) the listing of the ordinary shares of the Company on the MTA and the commencement of trading; (iii) the Offering price not exceeding Euro 12.25 per ordinary share; and (iv) the aggregate amount paid for the subscription and/or purchase of the Investors Shares not exceeding Euro 65,860,900.00. The Board of Directors has considered the aforementioned agreement for fixing the valuation range, with particular regard to the upper part of the range. Please note that the above-mentioned agreement does not include shareholders agreements relevant pursuant to art. 122 of the TUF.

In regard to the Capital Increase (as defined below), Antares Vision announces that today the Board of Directors resolved to exercise the authority (the "**Authority**"), pursuant to Article 2443 of the Italian Civil Code, granted by the Extraordinary Shareholders' Meeting on February 22, 2021, as referred to it in the press release of February 22, 2021.

On that date, the Extraordinary Shareholders' Meeting granted an authority to the Board of Directors under Article 2443 of the Italian Civil Code to carry out a share capital increase, with the exclusion of pre-emption rights also under Article 2441, paragraphs 5, in connection with, among other things, the offer aimed at the Listing of the Financial Instruments of the Company on the MTA.

The Board of Directors therefore decided to exercise this Authority in order to form the free float necessary for the ordinary shares of Antares Vision to be listed on the MTA, and consequently resolved to carry out the share capital increase, against payment and divisible, with the exclusion of pre-emption rights pursuant to Article 2441, paragraph 5, of the Italian Civile Code, by issuing a maximum of 10,200,000 new ordinary shares, without nominal value, which would represent 14.48% of the new share capital and 14.78% of the total number of new ordinary shares (the "Capital Increase"). Pursuant to the aforementioned resolution, the offer price of the new shares deriving from the Capital Increase and to be issued in the context of the Offering will be determined, in any case without exceeding Euro 12.25 per ordinary share, upon completion of the bookbuilding procedure and, with regard of each share, Euro 0.0024 will be charged to the share capital and the difference to the share premium. If fully subscribed, the Capital Increase will result in an increase in the nominal share capital of the Company from Euro 24,480.00 to Euro 169,161.59 (taking into account the additional 1,660 ordinary shares resulting from the conversion of warrants during April 2021).

The net proceeds deriving from the subscription of the Capital Increase will be used by the Company to fund the development and growth of the Company's business, strengthen its capital structure and

www.antaresvision.com / info@antaresvision.com





PRESS RELEASE

maximize its future financial flexibility, by way of prepayment of the facility granted to the Company in connection with the acquisition of rfXcel, as disclosed on February 16, 2021. Moreover, the net proceeds will support the implementation of the Group's strategic objectives, as well as to improve its competitive position in the sectors in which it operates, with an increase in operations both geographically and in terms of the range of products offered, including through ongoing investment in research and development.

The closing of the Offering is subject to obtaining the necessary authorizations from Borsa Italiana on the admission to listing and CONSOB on the approval of the prospectus.

The Offering Period will begin as of today, May 4, 2021 and will terminate on May 11, 2021, unless extended or closed earlier.

The Offering will be carried out on the basis of an offering circular issued in English. The prospectus on the admission to trading on the MTA of the Financial Instruments issued by the Company (divided into three parts) pursuant to EU Regulation no. 1129/2017, EU Delegated Regulation no. 979/2019 and EU Delegated Regulation no. 980/2019, will be made available to the public only after the issuance of the authorization to publish it from CONSOB - Commissione Nazionale per le Società e la Borsa, and in accordance with the forms and the manners prescribed by the law.

For further information regarding the exercise of the Authority and further conditions relating to the Capital Increase, please see the Report of the Board of Directors on the exercise of the Authority, available on the Company website: www.antarevision.com.

In connection with the Offering, J.P. Morgan AG, Mediobanca – Banca di Credito Finanziario S.p.A. and Morgan Stantley & Co. International plc are acting as Joint Global Coordinators and, together with Equita SIM S.p.A. as Joint Bookrunners. Equita SIM S.p.A. is also acting as Sponsor and Specialist Operator in the admission to listing of the Shares on the MTA. Rothschild & Co acts as financial advisor of the Company.

Orsingher Ortu - Avvocati Associati and Skadden, Arps, Slate, Meagher & Flom (UK) LLP are acting as legal advisors of the Company, whilst Gianni & Origoni and Cleary Gottlieb Steen & Hamilton LLP are acting as legal advisor of the joint global coordinators and joint bookrunners. The Company's auditing firm is EY S.p.A.

Antares Vision announces that, pursuant to provisions of Article 2.2.3, paragraph 3, of the Regulation of the Markets Organised and Managed by Borsa Italiana, in the event of admission to the STAR segment, the additional periodic financial information limited to Antares Vision Group's consolidated revenue figures at 31 March 2021 will be made available to the public in accordance with the law on 14 May 2021.







PRESS RELEASE

Antares Vision S.p.A. will adhere to the simplification regime under Articles 70, paragraph 8, and 71, paragraph 1-bis, of CONSOB Regulation on issuers no. 11971/1999, as subsequently amended, thereby availing itself of the right to derogate from the obligation to disclose the information documents envisaged by Articles 70, paragraph 6, and 71, paragraph 1, of the aforementioned Regulation on the occasion of significant mergers, demergers, capital increases effected by contribution in kind, acquisitions and sales.

For further information

ISSUER ANTARES VISION S.P.A.

VIA DEL FERRO, N. 16 25039 – TRAVAGLIATO (BS) ALESSANDRO BAJ BADINO (INVESTOR RELATOR)

TEL.: +39 030 72 83 500

E-MAIL: INVESTORS@ANTARESVISION.COM

NOMINATED ADVISER AND SPECIALIST

EQUITA SIM S.P.A.
VIA FILIPPO TURATI, N. 9
20121 – MILANO
MARCELLO DAVERIO

TEL.: +39 02 6204 1

E-MAIL: M.DAVERIO@EQUITA.EU

IR ADVISOR

IR TOP CONSULTING VIA BIGLI, N. 19 20121 – MILANO

TEL.: +39 02 45473884

MARIA ANTONIETTA PIREDDU

E-MAIL: M.PIREDDU@IRTOP.COM

ANTONIO BUOZZI

E-MAIL: A.BUOZZI@IRTOP.COM

About Antares Vision

Listed since April 2019 on the AIM Italia market of the Italian Stock Exchange, the 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 seven production facilities in Italy (Brescia, Parma, Piacenza, Latina, Padua and Vicenza), 23 foreign subsidiaries (Germany [2], France [2], USA [7], Brazil [2], United Kingdom, India, Russia [3], Hong Kong, China, Ireland, Croatia and Serbia), three Innovation and Research Centers (Italy) and a worldwide network of more than 40 partners. With the twenty years of experience in vision technologies of the two founding partners, the Antares Vision Group is the supplier to more than ten of the 20 leading pharmaceutical companies in the world (by turnover), with more than 25,000 inspection cameras installed on medicine packaging lines and over 3,500 serialization modules installed on tracking lines all over the world. With the aim of continuing and supporting its growth and development strategy, in 2019, Antares Vision acquired a 51% interest in









PRESS RELEASE

T2 Software, a Brazilian company specialized in smart data management solutions, a 37.5% interest in Orobix, an Italian company leader in artificial intelligence services, and the entire quota capital of FT System, leader in control and inspection in the beverage sector. In 2020, Antares Vision acquired an 82.83% interest in Tradeticity, a Croatian company specialized in software management of traceability and serialization processes, the entire quota capital 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 the entire share capital of Applied Vision, a global leader in inspection systems for glass and metal containers in food & beverage. In 2021, Antares Vision acquired the entire share capital of rfXcel Corporation, a leading US-based company in end-to-end software solutions for digital supply chains and, through FT System, the entire share capital of each of Pen-Tec and Tecnel, increasing its specialisation in inspection for the food and beverage sector. In 2019, Emidio Zorzella and Massimo Bonardi won the Ernst & Young "Entrepreneur of the Year" award for innovation. For more info: www.antaresvision.com.

* * :

This document is an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and as such the information contained in this press release does not constitute or form part of, and should not be construed as, an offer, solicitation or recommendation to buy, sell or subscribe for any securities in any jurisdiction and neither the dissemination of the information nor anything contained in this release shall constitute a basis for, be relied upon by, or serve as an inducement to engage in any investment activity. A prospectus prepared pursuant to the Prospectus Regulation, Commission Delegated Regulation (EU) 2019/980, the Commission Delegated Regulation (EU) 2019/979 (the "Delegated Regulations"), Legislative Decree n. 58/1998 of 24 February 1998, as subsequently amended (the "Consolidated Financial Law") and Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999, as subsequently amended (the "Issuers' Regulation"), is expected to be approved by the Consob and be made available in accordance with the requirements of the Prospectus Regulation, the Delegated Regulations, the Consolidated Financial Law and the Issuers' Regulation. Financial products referred to in this press release may not be offered or sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or offered in a transaction not subject to the registration requirements of the Securities Act. Any offer of securities to the public that may be deemed to be made pursuant to this communication in any EU Member State is addressed solely to qualified investors (within the meaning of Article 2(1)(e) of the Prospectus Regulation) in that Member State.

The securities referred to in this announcement have not been registered and will not be registered under the Securities Act or under applicable law in Australia, Canada or Japan. There will be no public offering 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 part of the securities offering in the United States. Copies of this press release are not being made available and may not be distributed or sent in the United States, Australia, Canada or Japan.

In the United Kingdom, this press release is being distributed to, and is addressed only to, persons who: (i) have the professional investment experience referred to in section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"); (ii) fall within section 49(2)(a) to (e) ("high net worth companies, unincorporated associations, etc.") of the Order; or (iii) are persons to whom it might otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). This release is addressed to Relevant Persons and should not be construed or relied upon by any person who is not a Relevant Person. Any investment or investment activity referred to in this release is available in the United Kingdom only to Relevant Persons and only Relevant Persons may undertake it. This press release 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 from the requirement to publish a prospectus for offers of shares or securities under Regulation (EU) 2017/1129 which is part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "UK Prospectus Regulations"). Accordingly, any person promoting or intending to promote an offer in the United Kingdom of financial products referred to in this announcement may only do so in circumstances where there is no requirement for the Company or the underwriters to publish a prospectus under section 85 of the Financial Services and Markets Act 2000 or to

supplement a prospectus under Article 23 of the UK Prospectus Regulations, in each case, in connection with such offer. Neither Antares Vision nor the underwriters have authorised, nor do they authorise, the offer of securities in circumstances where there is a requirement for the Company or the underwriters to publish or supplement a prospectus in respect of such offer.





www.antaresvision.com / info@antaresvision.com



PRESS RELEASE

This press release has been prepared on the basis that any offer of shares or other securities in any Member State of the European Economic Area, (each a "Member State"), will be made pursuant to an exemption from the requirement to publish a prospectus for offers of shares or securities under the "Prospectus Regulation. Accordingly, any person promoting or intending to promote an offer in a Member State of financial products referred to in this announcement may only do so in circumstances where there is no obligation on the Company or the underwriters to publish a prospectus pursuant to Article 1 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in connection with such offer. Neither Antares Vision nor the underwriters have authorised, nor do they authorise, an offer of securities in circumstances where there is an obligation on the Company or the underwriters to publish or supplement a prospectus in connection with such offer. This press release does not purport to contain all the information which may be necessary to evaluate an investment in the Company or any of its securities and should not be relied upon in connection with, nor form the basis of, any contract, commitment or investment decision of any kind.

This press release is intended to present basic information about the Company, its activities and the industry in which it operates and is not intended to provide full disclosure on which an investment decision might be made. The merits and suitability of investments in the Company must be independently assessed and determined by investors. The analyses contained in this release do not constitute, and do not purport to be, valuations of the Company's assets, stock or business and do not constitute advertising material relating to financial instruments. Any decision regarding the exercise of rights and the subscription of securities of Antares Vision in the context of the offering must be made solely on the basis of the information that will be contained in the Prospectus as approved by Consob, to be issued by the Company in connection with the admission to trading on the MTA. The approval of the Prospectus by Consob shall not constitute an evaluation of the economic and financial soundness of the transaction and the quality or solvency of the Company. It is recommended that anyone considering an investment in the Company should

obtain independent advice on legal, tax, accounting, regulatory, financial, credit and other matters before making an investment. The Prospectus will be available at the registered office of Antares Vision and on the website www.antaresvision.com/investors/1857/investor-relations following its approval by CONSOB.

None of the banks acting as joint global coordinators and/or joint bookrunners in the contest of the potential initial offering (the "Managers") or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future. None of the Managers assumes any responsibility for its accuracy, completeness or verification and accordingly the Managers disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement. The Managers are each acting exclusively for the Company and the Selling Shareholders in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Managers.

Certain statements contained in this communication, particularly with respect to the Company's possible or assumed future results and the liquidity of its securities, are or may be forward-looking statements based on the Company's current expectations and projections about future events. In some cases, forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes," "intends," "may," "will" or "should" or, in each case, their negative meanings or comparable variations.

The statements contained in this release do not represent historical facts and are "forward-looking" within the meaning of Section 27A of the U.S. Securities Act and 2(1)(e) of the U.S. Securities Exchange Act of 1934. Forward-looking statements are not guarantees or predictions of future performance and speak only as of the date of this communication. By their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond our control, and which may cause actual results, performance or achievements to differ materially from those expressed or implied in the forward-looking statements contained in this communication (and from past results, performance and achievements). The Company and its management make no representation as to the future accuracy of the estimates of future performance contained in this communication or as to the actual occurrence of the anticipated developments. Readers are cautioned not to place undue reliance on forward-looking statements.



via del Ferro, 16 - 25039 Travagliato, Brescia - Italy T. +39 030 72 83 500 / F. +39 030 51 09 958

C.F. / VAT nr. IT 02890871201

www.antaresvision.com / info@antaresvision.com

PRESS RELEASE

Forward-looking statements include statements regarding our plans, expectations, projections, goals, objectives, strategies, future events, future revenues or performance, capital expenditures, financing requirements, plans or intentions related to acquisitions, our strengths and weaknesses, plans or objectives related to anticipated production, reserves, financial position and future operations and development, our business strategy and trends we anticipate in the industries and political and legal environment in which we operate, and other information that is not historical information.

The data and information contained in this communication are subject to change. Although the Company reserves the right to make such changes as it deems necessary or appropriate, it assumes no obligation to update, amend or revise this communication or any forward-looking statements contained in this communication, except as required by law. Any reference to the Company's past performance should not be taken as an indicator of future results.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares of the Company (the "Shares") have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the joint global coordinators and joint bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.