



# ANTARES VISION GROUP

[www.antaresvision.com](http://www.antaresvision.com)

**ANTARES VISION S.P.A.**

Registered office: Via del Ferro No. 16, Travagliato (Brescia)

Share capital: €169,456.78 subscribed and paid up

Brescia Companies Register, Tax Code and VAT Number 02890871201

## **NOTICE OF CONVOCATION OF ORDINARY SHAREHOLDERS' MEETING**

Persons entitled to attend and exercise voting rights at the shareholders' meeting of Antares Vision S.p.A. (the **Company** or **Antares Vision**) are convened to the ordinary shareholders' meeting to be held by means of telecommunications on 28 April 2023 at 10:00, in a single convocation, to discuss and pass resolution on the following

### **AGENDA:**

1. *Approval of the financial statements as at 31 December 2022 of the merged company Convel S.r.l.;*
2. *Approval of the financial statements of Antares Vision S.p.A. as at 31 December 2022 accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, and a declaration containing information of a non-financial nature 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 2022;*
3. *Resolutions on the result for the year ended 31 December 2022;*
4. *Proposal for the appointment of the director appointed by co-optation pursuant to Article 2389 of the Italian Civil Code; resolutions pertaining thereto and resulting therefrom;*
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. *Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the ordinary Shareholders' Meeting on 22 April 2022, to the extent not used.*

## Arrangements for the Shareholders' Meeting

Pursuant to the provisions of Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and economic support for families, workers and businesses connected to the COVID-19 epidemiological emergency", converted with amendments into Law No. 27 of 24 April 2020, as subsequently extended, most recently by effect of Article 3, paragraph 10-undecies, of Legislative Decree No. 198 of 29 December 2022, converted with amendments into Law No. 14 of 24 February 2023, note that participation in the Shareholders' Meeting and the exercise of the voting rights by those entitled may take place exclusively through the designated representative, Computershare S.p.A. (the **Designated Representative**), with registered office at Via Mascheroni No. 19, Milan, designated for this purpose by the Company pursuant to Article 135-undecies of Legislative Decree 58/98 as amended (the **Italian Consolidated Law on Finance or TUF**), to which proxies and/or sub-proxies may be granted pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the said TUF.

Shareholders are not permitted to physically attend the Shareholders' Meeting.

All information regarding the procedures and timescales for issuing a proxy notice is provided in the relevant section of the notice.

Members of the Board of Directors and of the Board of Statutory Auditors, the Designated representative as well as executives and employees of the Company, representatives of the independent auditors and other persons whose presence at the Shareholders' Meeting is deemed appropriate by the Chairman in relation to the matters to be discussed and the proper conduct of the meeting, may participate by distance communication means that ensure, *inter alia*, the identification of the participants, without any requirement for the Chairman and the Secretary of the meeting to be in the same location.

## Entitlement to attend and vote at the General Meeting

Pursuant to Article 13.2 of the Company's Articles of Association and Article 83-sexies of the Italian Consolidated Law on Finance, entitlement to take part in the Shareholders' Meeting and to exercise voting rights, which may only be exercised through the Designated Representative, is certified by means of a communication addressed to the Company by the authorised intermediary pursuant to applicable law, on the basis of records of the accounts at the end of the accounting day on the seventh trading day (the "*record date*") prior to the date set for the Shareholders' Meeting (i.e. 19 April 2023). Those who hold shares after that date will not be entitled to participate and vote at the Shareholders' Meeting. The said communication must be received by the Company by the end of the third trading day before the date set for the Shareholders' Meeting (i.e. 25 April 2023). The right to attend and vote shall remain unaffected even if the communication is received by the Company after the said deadline, provided that it is received before the proceedings of the meeting commence and without prejudice to the principle that the right to attend and vote at the meeting may be exercised exclusively through the Designated Representative.

## Representative Designated by the Company

Pursuant to the provisions of emergency legislation that remains in force and in derogation of the provisions of law and the Company's Articles of Association, it should be noted that participation and the exercise of voting rights at the Shareholders' Meeting can take place exclusively by proxy with voting instructions to Computershare S.p.A., the Designated Representative appointed by the Company for this purpose pursuant to Article 135-undecies of the Italian Consolidated Law on Finance (TUF), at no cost to 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 proposals for resolutions on the items on the agenda, using the specific proxy form, produced by the Designated Representative by agreement with the Company, which is available on the Company website at [www.antaresvision.com](http://www.antaresvision.com) (in the "Investors - Investor Relations - Shareholders' Meeting" section).

The proxy form with voting instructions must be sent by following the instructions on the form itself and on the Company's website by the end of the second trading day before the date set for the Shareholders' Meeting (i.e., by 26 April 2023).

The proxy and voting instructions are revocable by the deadline indicated above (i.e. by 26 April 2023).

The proxy is void for proposals for which no voting instructions have been provided. Note that the shares of the Company for which a proxy has been conferred, including partially, are calculated for the purposes of the regular constitution of the Shareholders' Meeting.

The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the Consolidated Law on Finance (TUF), in derogation of Article 135-undecies, paragraph 4, of the TUF. Those who do not intend to avail themselves the means of intervention provided for by Article 135-undecies of the Consolidated Law on Finance (TUF) may, alternatively, grant the Designated Representative a proxy or sub-proxy pursuant to Article 135-novies of the TUF, necessarily containing voting instructions on all or some of the proposals on the agenda, using the appropriate proxy/sub-proxy form, available on the Company's website at [www.antaresvision.com](http://www.antaresvision.com) ("Investors - Investor Relations - Shareholders' Meeting" section) by 12 pm on 27 April 2023.

In the absence of a communication from the authorised intermediary attesting to an entitlement to participate in the Shareholders' Meeting, the proxy shall be considered void.

Note that there are no postal or electronic voting procedures.

For any clarifications regarding the granting of a proxy to the Designated Representative (in particular on the completion of the proxy form or voting instructions and their transmission), please contact Computershare S.p.A. by email at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it) or by telephone at the following numbers: +39 0246776831, 0246776814, 0246776818 (during business days from 9 am to 6 pm).

## **The Right to ask questions on items on the agenda**

Pursuant to Article 127-ter of the TUF, those entitled to vote can ask questions regarding items on the agenda even before the Shareholders' Meeting.

The questions, to which the communication issued by the authorised intermediary pursuant to applicable legislation attesting to an entitlement to exercise the right, must be attached, must be sent to the Company at the certified email address [antares.vision@legalmail.it](mailto:antares.vision@legalmail.it) (the message may be sent from an uncertified email address).

Questions must be accompanied by certificates attesting to entitlement to exercise voting rights and must be sent by the record date at the latest (i.e. by 19 April 2023). Note that entitlement to vote may be certified after the applications have been sent, provided that it is no later than the third day following the record date (i.e. by 22 April 2023).

The Company will provide answers to questions after verifying their relevance to the matters on the agenda of the Shareholders' Meeting and the legitimacy of the applicant, by the end of the third trading day prior to the date of the Shareholders' Meeting, i.e. by 23 April 2023, through publication on the Company website ([www.antaresvision.com](http://www.antaresvision.com), in the section "Investors - Investor Relations - Shareholders Meeting").

It should be noted that (i) no response is given, either before or during the Shareholders' Meeting, to questions posed prior to the meeting, if the responses have already been published on the company website, and (ii) the company may in any case provide unitary responses to questions that have the same content.

Further information is available to shareholders on the Company's website ([www.antaresvision.com](http://www.antaresvision.com)).

## **Addition of items to the agenda and submission of new proposals for resolutions**

Pursuant to Article 126-bis of the Consolidated Law on Finance, shareholders who individually or collectively represent at least one fortieth of registered capital can request, within ten days of the publication of this notice (i.e. by 8 April 2023), the addition of items to the list of matters to be discussed, indicating in the request the additional items proposed or submitting resolution proposals on items already on the agenda.

By the same deadline, proposing shareholders are required to submit a report to the Board of Directors stating the reasons for the resolution proposals on the new matters they propose to deal with or the reasons for the additional resolution proposals submitted on matters already on the agenda.

Requests must be submitted by sending a copy (PDF) of the above documents to the certified email address [antares.vision@legalmail.it](mailto:antares.vision@legalmail.it) (the message may be sent from an uncertified email address).

Any additions to the agenda or submission of further draft resolutions on items already on the agenda are notified, in the same form as for publication of the notice of meeting, at least fifteen days prior to the date set for the Shareholders' Meeting (i.e. by 13 April 2023). Concomitantly with the publication of the notice of addition, the report produced by the requesting shareholders, accompanied by any evaluations of the Board of Directors, will be made available to the public in the same form as the documentation relating to the Shareholders' Meeting.

Note that additions are not permitted for matters on which the shareholders' meeting resolves, in accordance with law, on the proposal of the directors, or on the basis of a plan or report produced by the directors.

## **Right to individually submit draft resolutions before the Shareholders' Meeting**

In addition to the above provisions, given that attendance at the Shareholders' Meeting is possible exclusively through the Designated Representative, persons entitled to participate in the Shareholders' Meeting who intend to formulate draft resolutions on items on the agenda are invited to submit them in advance, by 8 April 2023, by the same methods as indicated in the preceding paragraph. Such proposals will be published on the Company's website by 13 April 2023, in order to enable those entitled to vote to express their informed opinions, also taking into account such new proposals and to enable the Designated Representative to collect any voting instructions for such proposals. The applicant must provide appropriate documentation proving their entitlement to participate at the meeting and granting a proxy to the Designated Representative to participate at the Shareholders' Meeting.

## **Appointment of a director**

As is known, on 25 January 2023, the Company's Board of Directors, by resolution approved by the Board of Statutory Auditors, proceeded, pursuant to Article 2386, first paragraph, of the Italian Civil Code and Article 13 of the Articles of Association, to co-opt Mr Alberto Grignolo, who will remain in office until the date of the Shareholders' Meeting, as a non-independent non-executive director in replacement of the outgoing director Prof. Marco Vitale.

The appointment of a director will therefore take place, in accordance with the provisions of law and the Articles of Association, without the application of list voting, by relative majority vote on the basis of the proposals made.

Shareholders interested in submitting a candidacy for the position of Director are invited to submit, by 8 April 2023, any proposals to the registered office, at Via del Ferro 16, Travagliato (Brescia), for the attention of the Corporate Affairs Secretariat, or by certified electronic mail to: [antares.vision@legalmail.it](mailto:antares.vision@legalmail.it), in order to allow the Company to publish them at least twenty days before the date of the Shareholders' Meeting. Proposals received by the Company will be published on the Company website.

The proposals must be accompanied by:

- comprehensive information on the personal and professional characteristics of the candidates;

- a declaration by the candidates accepting their candidacy and attesting, under their own responsibility, that there are no grounds for ineligibility and incompatibility, and that they meet the requirements for the office;
- a declaration of eligibility to qualify as independent directors pursuant to applicable legislation and, where applicable, the Corporate Governance Code.

These candidacies will be posted on the Company's website by the following 13 April 2023, in order to allow those entitled to vote to make an informed decision, including taking into account these new proposals and to allow the Designated Representative to collect voting instructions on them as well, if necessary.

### **Shareholders' meeting documentation and information**

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

In accordance with applicable legislation, the following documents or information are made available on the Company website at <https://it.antaesvision.com/investitori/investor-relations/1921/assemblea> as of the respective publication schedules:

- the documents submitted to the Shareholders' Meeting, with the full text of the draft resolutions, together with the relevant reports;
- proxy forms for a Designated Representative with the relevant instructions;
- information on the amount of share capital with an indication of the number of shares into which the Company's capital is divided (at the time of publication of this notice) and the total voting rights.

The above documentation is also made available to the public at the Company's registered office. Shareholders may obtain a copy.

For any clarifications, shareholders may contact the Investor Relator and/or the Legal and Corporate Affairs Office of the Company by email at the following addresses: [investors@antaesvision.com](mailto:investors@antaesvision.com); [Anna.Tribbia@antaesvision.com](mailto:Anna.Tribbia@antaesvision.com) on business days from 9 am to 5 pm.

\* \* \*

Travagliato, 29 March 2023

The Chairman of the Board of Directors

Emidio Zorzella