

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

Head office in Travagliato (Brescia, Italy), Via del Ferro 16

Subscribed and paid-up share capital Euro 172,788.42

Brescia Business Register, tax code and VAT number 02890871201

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

The persons entitled to participate and exercise the right to vote at the shareholders' meeting of Antares Vision S.p.A. (the "**Company**" or "**Antares Vision**") are convened in ordinary and extraordinary session, exclusively by teleconference, on **7 May 2025**, at 10:00 a.m., in a single call, to discuss and resolve upon the following

**AGENDA:****Ordinary business**

1. *Approval of the financial statements of Antares Vision S.p.A. as at 31 December 2024 accompanied by the reports of the Board of Directors, the Board of Statutory Auditors and the Audit Company. Presentation to the Shareholders' Meeting of the consolidated financial statements of Antares Vision S.p.A. as at 31 December 2024 and of the sustainability report as at 31 December 2024 pursuant to Legislative Decree No. 125 of 6 September 2024.*
2. *Resolutions on the result for the year ending 31 December 2024.*
3. *Approval of the remuneration policy pursuant to Article 123-ter, para. 3-bis, of Legislative Decree no. 58 of 24 February 1998.*
4. *Resolutions on the second section of the report pursuant to Article 123-ter, para. 6, of Legislative Decree no. 58 of 24 February 1998.*
5. *Proposal for the 2025-2029 long-term share incentive plan pursuant to Article 114-bis of Legislative Decree No. 58 of 12 February 1998.*
6. *Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation approved by the Ordinary Shareholders' Meeting of 10 April 2024 for the unused portion.*

**Extraordinary business**

1. *Proposal for a share capital increase, free of charge and potentially in multiple tranches, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 3,300.00, through the issuance of a maximum of 1,346,364 ordinary shares of the Company, without nominal value, to be allocated to employees of the Antares Vision Group who are beneficiaries of the 2025-2029 long-term share-based incentive plan, by utilising profits and/or retained earnings, with consequent amendment to Article 5 of the Articles of Association.*
2. *Proposal to grant the Board of Directors a proxy pursuant to Article 2443 of the Italian Civil Code to increase the share capital with the exclusion of pre-emption rights pursuant to Article 2441, paragraphs 5 and 8 of the Italian Civil Code, for a maximum amount of Euro 3,380.00, through the issuance of a maximum of 1,382,421 ordinary shares of the Company, without indication of par value, in order to implement the share incentive plan approved by the Shareholders' Meeting on 10 July 2024, with consequent amendment to Article 5 of the Articles of Association.*

## Information on the share capital

It should be noted that, as of the date of this notice of call, the Company's subscribed and paid-up share capital amounted to EUR 172,788.42, divided into 70,753,559 ordinary shares, all without any indication of nominal value, as provided for by Article 5 of the Company's Articles of Association (hereinafter, the "**Articles of Association**"), available on the website of the Company at [www.antaresvisiongroup.com](http://www.antaresvisiongroup.com) (section "*Investors - Governance - Corporate Documents*").

Each ordinary share entitles the holder to one vote in the ordinary and extraordinary general meetings of the Company, with the exception of ordinary shares that have an increased right to vote pursuant to Article 6 of the Articles of Association.

The total number of exercisable voting rights at the shareholders' meeting is 112,338,959.

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

Pursuant to Article 11 of the Articles of Association and in compliance with Article 135-undecies.1 of Legislative Decree No. 58 of 24 February 1998 (the "**Consolidated Law on Finance**"), participation in the Shareholders' Meeting by those with a right to vote and exercising the right to vote will take place exclusively through a designated representative without physical participation by the Shareholders; this designated representative may also be granted proxies and/or sub-proxies pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4 of the Consolidated Law on Finance. Pursuant to Article 11 of the Articles of Association, directors, statutory auditors, representatives of the audit company, the secretary of the meeting or the notary, the designated representative and other persons who are permitted to participate in the Shareholders' Meeting pursuant to the law and the Articles of Association, other than those with right to vote, may attend the Shareholders' Meeting exclusively through the use of remote connection systems that ensure that the participants can be identified and their participation in the meeting, in compliance with the applicable provisions in force, in a manner to be specified by the Company to the aforementioned persons.

Pursuant to Article 83-sexies of the Consolidated Law on Finance, the right to participate in the Shareholders' Meeting and to exercise the right to vote - which, as better specified below in this notice of call, may only take place through a designated representative - is confirmed by a communication to the Company by an authorised intermediary, in accordance with its accounting records, on behalf of the person entitled to vote on the basis of the evidence in its accounting records relative to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting in single call (i.e. record date), coinciding with Friday 25 April 2025. Accordingly, those who have right to vote at the end of the accounting day of Friday 25 April 2025 and for whom the Company has received the relevant communication from an authorised intermediary are entitled to attend the Shareholders' Meeting. Additions or removals made to the accounts after that term are not taken into account for the purposes of entitlement to exercise the right to vote at the Shareholders' Meeting; therefore, persons who become owners of the Company's shares only after that date will not have the right to attend and vote at the Shareholders' Meeting.

The intermediary's communication must be received by the Company by the end of the third trading day prior to the date of the Shareholders' Meeting (i.e. Friday 2 May 2025). However, shareholders will be entitled to participate and vote if the Company has received the statements after that date but before the shareholders' meeting is called to order.

There are no procedures for voting by correspondence or electronically.

The Company has appointed Computershare S.p.A. - with registered office at Via Lorenzo Mascheroni No. 19, 20145 - Milan (MI) - to represent the Shareholders pursuant to Articles 135-undecies and 135-undecies.1 of the Consolidated Law on Finance and the provisions of Article 11 of the Articles of Association (the "**Designated Representative**"). All those entitled to attend and vote who wish to participate in the Shareholders' Meeting must therefore mandatorily give a proxy to the Designated Representative.

## Company Designated Representative

Therefore, it is hereby notified that participation and exercise of the right to vote in 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 Consolidated Law on Finance, without expenses to be borne by the delegating party.

Shareholders who 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 the items on the agenda using the specific proxy/sub-proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's website at [www.antareshvisiongroup.com](http://www.antareshvisiongroup.com) (section "Investors - Investor Relations - Shareholders' Meetings").

The proxy/sub-proxy form with voting instructions must be submitted according to the instructions on the form and on the Company's website by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e. by 5 May 2025).

The proxy/sub-proxy and voting instructions can be revoked within the same period as above (i.e. by 5 May 2025).

The proxy/sub-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 an authorised intermediary confirming the entitlement to participate at the Shareholders' Meeting, the proxy shall be deemed ineffective.

It is noted that there are no procedures for voting by correspondence or electronically.

For any clarifications concerning the granting of proxy to the Designated Representative (and in particular concerning the completion of the proxy form and voting instructions and their transmission), please contact Computershare S.p.A. by e-mail at [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it) or at the following telephone number +39 0246776816-0246776814 (on office days, from 9:00 a.m. to 6:00 p.m.).

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

Pursuant to Article 127-*ter* of the Consolidated Law on Finance and Article 135-*undecies*.1, paragraph 3 of the Consolidated Law on Finance, those who have the right to vote may ask questions on the items on the agenda prior to the Shareholders' Meeting.

The communication issued by an authorised intermediary pursuant to current legislation confirming the entitlement to exercise the right must be attached to the questions, and they must be sent to the Company at the certified e-mail address [antaresh.vision@legalmail.it](mailto:antaresh.vision@legalmail.it) (the message may also originate from a non-certified e-mail address).

Questions must be sent by the record date (i.e. by 25 April 2025). The right to vote may even be confirmed after the questions have been submitted, provided that this occurs no later than the third day after the record date (i.e. by 28 April 2025).

Questions received prior to the Shareholders' Meeting - accompanied by the documentation proving the requirements provided for by law, including the intermediary's statement proving the shareholder's status, if the Company has not received the intermediary's communication required for participation in the Shareholders' Meeting - will be answered, after verifying their relevance to the Shareholders' Meeting agenda items and that the person asking the questions is entitled to do so, at the latest by the third day prior to the date of the Shareholders' Meeting, and therefore by Sunday 4 May 2025 at 12:00 p.m., by publication on the Company's website [www.antareshvisiongroup.com](http://www.antareshvisiongroup.com) (section "Investors - Investor Relations - Shareholders' Meetings").

The Company will not respond to questions that do not comply with the terms and conditions set out above.

Further information is made available to shareholders on the website of the Company ([www.antareshvisiongroup.com](http://www.antareshvisiongroup.com)).

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

Pursuant to Article 126-*bis* of the 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 17 April 2025), 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.

Requests must be filed by sending a computer-generated copy (PDF) of the above documents to the certified e-mail address [antares.vision@legalmail.it](mailto:antares.vision@legalmail.it) (it being understood that the message may also come from a non-certified e-mail address).

Any additions to the agenda or the presentation of further proposed resolutions on items already on the agenda shall be announced, in the same form provided for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting (i.e. by 22 April 2025). 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.

The Company reserves the right not to accept resolution proposals sent by e-mail that are illegible or transmitted with damaged or otherwise illegible files. A contact telephone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with applicable legislation and the shareholders submitting them are entitled to do so.

### **Option to make individual proposals for resolution**

Pursuant to Article 135-undecies.1, paragraph 2 of the Consolidated Law on Finance, no proposed resolutions may be submitted at the Shareholders' Meeting. Without prejudice to the provisions of Article 126-bis(1), first sentence, of the Consolidated Law on Finance, those with the right to vote may individually submit resolution proposals on the items on the agenda or proposals whose submission is otherwise permitted by law by the fifteenth day prior to the date of the single call of the Shareholders' Meeting (i.e. by Tuesday 22 April 2025).

Individual resolution proposals must be submitted by Tuesday, 22 April 2025, by sending them by certified e-mail to [antares.vision@legalmail.it](mailto:antares.vision@legalmail.it), indicating "*Antares Shareholders' Meeting - Individual resolution proposals*" on the subject line of the e-mail.

Proposals must contain the text of the resolution and be accompanied by information on the identity of the person submitting the proposal and the percentage of the share capital held on the date of submission, as well as the communication sent by the intermediary to the Company.

The entitlement to present individual resolution proposals is subject to receipt by the Company of a communication issued by an intermediary confirming the right to vote pursuant to Article 83-sexies of the Consolidated Law on Finance.

Validly submitted proposals will be made available to the public within two days following the expiry of the term for their submission (i.e. Thursday 24 April 2025), by the Company, on its website at [www.antaresvisiongroup.com](http://www.antaresvisiongroup.com) (section "Investors - Investor Relations - Shareholders' Meetings") in the section dedicated to this Shareholders' Meeting, on the "1Info" dissemination and storage system within the time limits and according to the procedures provided by law, as well as with the other applicable procedures.

The Company reserves the right not to accept resolution proposals sent by e-mail that are illegible or transmitted with damaged or otherwise illegible files. A contact telephone number or e-mail address should be included in the accompanying message so that the sender may be contacted if necessary.

For the purposes of publication, as well as in relation to the proceedings of the Shareholders' Meeting, the Company reserves the right to determine whether the proposals are relevant to the items on the agenda, are complete, comply with applicable legislation and the shareholders submitting them are entitled to do so.

### **Shareholders' Meeting documentation and shareholder information**

This notice of call is published on the Company's website, Section "Investors - Investor Relations - Shareholders' Meetings", at [www.antaresvisiongroup.com](http://www.antaresvisiongroup.com), at the "1Info" dissemination and storage system, as well as, in excerpts, in the daily newspaper Italia Oggi.

The documents relating to the items on the agenda of the Shareholders' Meeting, together with the proposed resolutions, will be filed at the registered office, on the Company's website, Section "Investors - Investor Relations - Shareholders' Meetings", at [www.antaresvisiongroup.com](http://www.antaresvisiongroup.com) as well as on the "1Info" dissemination and storage system in accordance with the law.

The shareholders are entitled to obtain a copy.

For any clarifications, shareholders may contact the Investor Relator of the Company by e-mail at the following address: [investors@antaresvision.com](mailto:investors@antaresvision.com) on office days, from 9:00 a.m. to 5:00 p.m.

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Travagliato, 7 April 2025

The Chairperson of the Board of Directors

Emidio Zorzella