

COMUNICATO STAMPA

ANTARES VISION S.P.A.: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING HELD

- **Approval of the Company's financial statements as of December 31, 2024**
- **Approval of the allocation of the financial year's result**
- **Approval of the remuneration policy and compensation report as of December 31, 2024**
- **Approval of the new 2025–2029 long-term equity-based incentive plan**
- **Approval of a new authorization to purchase and dispose of treasury shares**
- **Approval of share capital increases to support equity-based incentive plans**

Travagliato (Brescia), 7 May 2025 – The Shareholders' Meeting of Antares Vision S.p.A. (EXM, AV:IM) ("Antares Vision" or the "Company") met today in ordinary and extraordinary session, chaired by Eng. Emidio Zorzella. The meeting was held with 64.16% of the ordinary share capital present, representing 71.59% of total voting rights, exclusively through proxies granted to Computershare S.p.A., the designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998 ("TUF").

Approval of the Financial Statements as of December 31, 2024, and Allocation of the Result

The Ordinary Shareholders' Meeting reviewed and approved the Company's financial statements as of December 31, 2024, along with the Management Report prepared by the Board of Directors. The financial statements showed a net loss of €25,524,153. The Meeting also acknowledged the consolidated financial statements as of the same date, which reported a consolidated net loss of €18,714,113, of which €18,766,923 was attributable to the Group, and the Sustainability Report prepared in accordance with Legislative Decree No. 125 of September 6, 2024.

In 2024, the Group reported Consolidated Net Revenues of €207.5 million, down €6.4 million (-3.0%) compared to the previous year. Changes in the consolidation scope (Antares Vision Rus, Markirovka As A Service LLC, Rfxcel LLC, and T2 Software) resulted in a decrease of €10 million. Adjusted EBITDA was €31.7 million as of December 31, 2024, compared to €14.3 million in 2023 (+€17.4 million, +121.1%), with a margin of 15.3% (6.7% in 2023). The increase was driven in part by reduced labor costs, totaling €93.1 million in 2024 versus €103.9 million in 2023 (-10.3% YoY).

Adjusted EBIT was €10.6 million (vs. -€2.8 million in 2023), up €13.4 million, representing 5.1% of revenues (-1.3% in 2023). This figure was affected by increased depreciation due to capitalized development costs and usage rights for company locations, as well as higher provisions for bad debts and product warranty funds. Financial income and expenses amounted to €4.9 million, impacted by €6.5 million in interest and financing costs. EBT stood at -€16.6 million (vs. -€100.4 million in 2023), an €83.8 million improvement. After taxes and minority interest, the net result was -€18.8 million (vs. -€99.6 million in 2023).

COMUNICATO STAMPA

For a clearer view of profitability, the net result was normalized by removing the effects of PPA, goodwill impairment, extraordinary items, forex differences, and warrant-related impacts, resulting in a normalized net income of €3.1 million, compared to a loss of €9.5 million in 2023.

The Ordinary Meeting resolved to carry forward the 2024 net loss of €25,524,153 as reported in the approved financial statements.

Remuneration Policy and Compensation Report

The Ordinary Meeting also reviewed the Remuneration Policy and Compensation Report, approving the 2025 remuneration policy as described in the first section, and favorably voted on the second section concerning the compensation paid or due for FY 2024, pursuant to Article 123-ter of the TUF.

Equity-Based Incentive Plan

The Meeting approved the adoption of a long-term equity-based incentive plan for executive directors and other top management, as well as employees (managerial staff and executives) of the Company and its subsidiaries with strategically important roles. Details are available in the information document drafted pursuant to Article 114-bis of the TUF and Article 84-bis of Consob Regulation No. 11971/1999 ("Issuers' Regulation"), available at www.antaresvisiongroup.com under "Investor Relations" → "Meetings" → "2025" and through the authorized storage system "1INFO" at www.1info.it.

This plan is considered to be of particular significance under Articles 114-bis, paragraph 3, of the TUF and 84-bis, paragraph 2, of the Issuers' Regulation.

Authorization to Purchase and Dispose of Treasury Shares

Following the revocation of the previous authorization granted on July 10, 2024, the Meeting renewed the authorization to purchase and dispose of treasury shares. The Board of Directors was authorized, pursuant to Articles 2357 and 2357-ter of the Civil Code, for a period of 18 months starting from the date of the resolution, to carry out such transactions.

It was clarified that, under the whitewash exemption provided in Article 44-bis, paragraph 2, of the Issuers' Regulation, treasury shares acquired under this authorization will not be excluded from the ordinary share capital (and thus will be counted) if such purchases cause a shareholder to exceed the thresholds relevant under Article 106 of the TUF.

Further information is available in the explanatory report prepared pursuant to Article 125-ter of the TUF and Article 73 of the Issuers' Regulation, accessible at the Company's registered office, on the website www.antaresvisiongroup.com, and on the authorized storage system "1INFO" at www.1info.it.

As of today, the Company directly holds 33,916 treasury shares.

COMUNICATO STAMPA

Share Capital Increases for Equity-Based Incentive Plans

The Extraordinary Shareholders' Meeting approved:

- (i) A free share capital increase, in one or more tranches, pursuant to Article 2349 of the Civil Code, of up to €3,300.00 through the issuance of up to 1,346,364 ordinary shares (without nominal value) to be allocated to employees of the Antares Vision Group under the 2025–2029 long-term equity incentive plan, by using profits and/or profit reserves, with an amendment to Article 5 of the bylaws;
- (ii) The delegation to the Board of Directors, pursuant to Article 2443 of the Civil Code, to increase share capital excluding pre-emptive rights under Article 2441, paragraphs 5 and 8, of the Civil Code, for a maximum amount of €3,380.00 by issuing up to 1,382,421 ordinary shares (without nominal value) for the execution of the equity incentive plan approved by the Shareholders' Meeting on July 10, 2024, with a corresponding amendment to Article 5 of the bylaws.

For more details, refer to the explanatory report on the extraordinary agenda items, prepared pursuant to Article 125-ter of the TUF and Article 72 of the Issuers' Regulation, available at the Company's registered office, on its website, and on the authorized storage system "1INFO" at www.1info.it.

Document Filing

The minutes of the Shareholders' Meeting, the summary report of votes, and the updated bylaws will be made available to the public in accordance with legal requirements.

The executive responsible for preparing the company's accounting documents, Stefano De Rosa, declares, pursuant to Article 154-bis, paragraph 2, of the TUF, that the accounting information contained in this press release corresponds to the documented results, books, and accounting records.

COMUNICATO STAMPA

ANTARES VISION GROUP

Antares Vision Group is an Italian multinational listed since 2021 on the Euronext STAR Milan segment (EXM, AV:IM), which ensures product safety and supply chain transparency through innovative technologies for quality control, traceability, and integrated data management. It operates in the Life Science sectors (Pharmaceuticals, Medical Devices, Hospitals), Cosmetics, and FMCG (Fast-Moving Consumer Goods), supporting companies in digitalizing processes to improve efficiency, productivity, and visibility. Antares Vision Group is a global leader in pharmaceutical traceability, supplying the world's top producers (over 50% of the top 20 multinational Companies) and numerous Government authorities. With a presence in over 60 countries, more than 1,200 employees, and a network of around 40 international partners. It achieved revenues of €214 million in 2023, marking a 7% increase compared to 2022. www.antareshvisiongroup.com

FURTHER INFORMATION

Issuer

Antares Vision Group

Alessandro Baj Badino

Head of IR & Corporate Communication

+39 030 72 83 500

investor@antareshvision.com

Davide Antonioli

IR & Corporate Communication Specialist

+39 030 72 83 500

davide.antonioli@antareshvision.com