



PRESS RELEASE

**OTHER RESOLUTIONS OF THE BOARD OF DIRECTORS AT THE MEETING HELD
ON 7 MARCH 2022**

Travagliato (Brescia), 9 March 2022 – Further to that already communicated to the market on 7 March 2022, note that the Board of Directors of Antares Vision S.p.A. (**Antares Vision** or the **Company**), which met on the same date, in addition to approving the draft annual financial statements and the consolidated financial statements as at 31 December 2021, passed the resolutions indicated below.

Allocation of the results for the year 2021

The Board of Directors resolved to submit a proposal to the Company's Shareholders' Meeting to cover the entire loss for the 2021 financial, amounting to 280,428 euros, entirely through the use of the Extraordinary Reserve.

2021 Consolidated non-financial statement

Pursuant to Italian Legislative Decree no. 254/2016, the Board of Directors approved the consolidated non-financial statement for the year ending 31 December 2021, drawn up as a separate report to the annual financial statements.

The consolidated non-financial statement, drawn up in compliance with the Global Reporting Initiative Sustainability Reporting Standards (GRI Standards), contained a description of the policies, the performance and the risks relating to important issues regarding the environmental and social dimensions, personnel, respect of human rights and the fight against corruption.

Proposal for authorisation to purchase and dispose of own shares

The Board of Directors approved the proposal to submit to the Shareholders' Meeting for authorisation to purchase and dispose of own shares, after revoking the authorisation resolved by the Shareholders' Meeting on 24 March 2021.

The rationale underlying the request to authorise the Board of Directors to purchase and dispose of own shares lies in the opportunity to provide the Company with a valid tool, which will enable the same to achieve the following:

- (i) to use its own shares for investment purposes, thus making efficient use of the liquidity generated by the Company's core business;
- (ii) to proceed with purchases of own shares to implement incentive plans in whatever form the same may be structured, namely, to make free assignments to shareholders, or to fulfil obligations originating from warrants, convertible financial instruments, mandatory conversion with shares (based on existing operations or those to be approved/implemented);
- (iii) to permit the use of own shares in operations related to the core business, namely in projects consistent with the strategic directions that the Company intends to pursue, in relation to which the opportunity for share swaps may arise, with the main objective of developing integration opportunities with potential strategic partners; as well as
- (iv) to intervene, also through brokers, with operations to support market liquidity, so as to facilitate exchanges of said securities and encouraging orderly trading performance, in compliance with the provisions set forth in Regulation (EU) no. 596/2014 relating to market abuse (the MAR Regulation) and the relative community and national implementing regulations (together with the MAR Regulation, the Law on Market Abuse), and permitted market practices in force at the time, as established by the competent supervisory authorities in compliance with art. 13 of the MAR Regulation (Admitted Market Practices).

The main characteristics of the proposed programme are as follows:

- a) the purchase may be made on one or more occasions, within 18 months of the date of the resolution, up to a maximum number of own shares which, taking account of the shares held in



PRESS RELEASE

the portfolio, on each occasion, by the company and by its subsidiaries, does not collectively exceed the limit of 2% of the Company's share capital, and in any event, complies with legal limits (as well as, in any event, in compliance with the conditions regulated by the discipline in force at the time, regarding the conditions for trading in own shares, in terms of purchase price and daily volumes, and in accordance with Regulation (EU) no. 596/2014, with the relative community and national implementing regulation and market practices in force at the time, as established by the competent supervisory authorities in compliance with art. 13 of Regulation (EU) no.596/2014), at a unit price not less than the minimum of 10% and no higher than the maximum of 10% with respect to the reference prices that the security will have recorded at the market session on the day prior to each individual operation;

- b) the purchase may be made on regulated markets, in accordance with operating procedures established in the organisation and management regulations of said markets and agreed with Borsa Italiana S.p.A., which in any event allow the equal treatment of shareholders to be respected, as well as in compliance with any other applicable law or regulation, or with different procedures, where permitted by article 132, paragraph 3, of the cited Italian Legislative Decree no. 58 of 24 February 1998, or by any other legislative or regulatory provision applicable at the time of the operation, with any one of the following procedures: (i) public offer of purchase or exchange, pursuant to article 144-bis, paragraph 1, letter a), of Consob Regulation no. 11971/1999 cited, following a resolution of the Board of Directors in compliance with the laws in force; (ii) purchases made with procedures that do not allow the direct matching of buy orders against predetermined sell orders, in compliance with that indicated in article 132 of the TUF, and in article 144-bis, paragraph 1, letter b) of the Issuers' Regulation, or (iii) with any other procedure permitted by law, as assessed on each occasion with regard to the best outcome of the shareholders' meeting proxy in this sense;
- c) the purchase, also in more than one tranche, must be made within the limits of distributable profits and/or available reserves resulting from the last financial statements formally approved by the Company at the time the operation was carried out, establishing a reserve of own shares and in any event making the necessary accounting recognitions in accordance with and within the limits dictated by law;
- d) only shares that have been fully paid up may be purchased;
- e) in order for the management body, pursuant to and by effect of art. 2357-ter of the Italian Civil Code, to be able to dispose at any time, of all or part, on one or more occasions, even before having terminated the purchases, of own shares acquired on the basis of this resolution or in any event in the Company's portfolio, through the sale of the same on the market, through block trading or otherwise off-market, accelerated book building, or the assignment of any real and/or personal rights relating to the same (including therein, merely by way of example, securities lending), with the power to establish, in accordance with legislative and regulatory provisions (as well as, in any event, in accordance with the operating procedures envisaged pursuant to the provisions of Regulation (EU) no. 596/2014, of the relative implementing community and national regulations, and of market practices in force at the time, as established by the competent supervisory authorities in compliance with art. 13 of Regulation (EU) no. 596/2014), the terms, the procedures and the conditions of the deed of disposal of own shares retained most suitable in the interests of the Company, without prejudice that said operations may take place at a price or value or, in any event, according to criteria and conditions, which will prove to be consistent and in line with the operation, also taking into account market and share price trends and/or the development prospects of the issuer, or the economic convenience of finalising the operation with regard to the market scenario or that of the operation (also through integration) to be set in place, with regard to the actual operating procedures employed.

The Board also resolved to expressly acknowledge that, in application of the so-called whitewash set forth in art. 44-bis, paragraph 2, Consob Regulation no. 11971/1999, in the event of the approval of the proposed resolution for the authorisation to purchase (and dispose of) own shares, with the

PRESS RELEASE

majorities envisaged of said disposal, the own shares purchased by the Company in execution of said authorising resolution will not be excluded from the ordinary share capital on which the relevant shareholding is calculated for the purposes of art. 106 of the TUF.

Independence and self-assessment

The Board of Directors also (i) verified that all directors continued to meet the requirements needed to hold office and the independence requirements for directors Marco Claudio Vitale, Cristina Spagna and Fabiola Mascardi and (ii) acknowledged the self-assessment report drawn up by the Board of Statutory Auditors regarding, *inter alia*, an assessment of the work of said body in the previous year, as well as verifying fulfilment of the requirements of independence, professionalism and integrity by the auditors.

Approval of the Report on Corporate Governance and Ownership Structure as at 31 December 2021 and of the Report on remuneration and compensation paid as at 31 December 2021

The Board of Directors approved the Report on corporate governance and ownership structure, drawn up pursuant to art. 123-bis of Italian Legislative Decree no. 58 of 24 February 1998, as amended (**TUF**), and the Report on remuneration and compensation paid, drawn up according to art. 123-ter of the TUF, which will be made available within the terms of the law at the Company's head office, the authorised storage mechanism, info available at <https://www.1info.it/PORTALE1INFO> and on the Company's website <https://it.antaresvision.com/>, section "Investors – Investor relations – Shareholders' Meeting".

Call of the Shareholders' Meeting

The Board of Directors also resolved to call an Ordinary Shareholders' Meeting of the Company to be held by remote telecommunication means, on 22 April 2022, at 2:00pm, with a single call, to discuss and resolve on the following agenda:

Ordinary Session

- 1) Approval of the annual financial statements of Antares Vision S.p.A. as at 31 December 2021, comprised by the reports of the Board of Directors, of the Board of Statutory Auditors and of the Independent Auditors, and by the statement containing non-financial information pursuant to Italian 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 2021;
- 2) Resolutions regarding the result for the year ending 31 December 2021;
- 3) Approval of the remuneration policy pursuant to article 123-ter, paragraph 3-bis, of Italian Legislative Decree no. 58 of 24 February 1998;
- 4) Resolutions on the second section of the report pursuant to article 123-ter, paragraph 6, of Italian Legislative Decree no. 58 of 24 February 1998;
- 5) Authorisation to purchase and dispose of own shares, after revoking the authorisation resolved by the Ordinary Shareholders' Meeting on 24 March 2021, insofar as not utilised.

Extraordinary Session

- 1) Amendments to the By-Laws: amendment of Articles 6 ("Majority vote"), 13 ("Appointment of directors"), 15 ("Call and meetings").

Given the extraordinary need to contain the negative effects of the COVID-19 pandemic emergency, pursuant to the provisions of article 106, paragraph 4, of Italian Decree Law no. 18 of 17 March 2020, regarding "Measures to strengthen the National Health Service and to provide economic support to families, workers and businesses relating to the COVID-19 pandemic emergency", converted, with amendments, into Italian Law no. 27 of 24 April 2020, as subsequently extended most recently by effect of paragraph 1 of art. 3 of Italian Decree Law no. 228 of 30 December 2021, converted into Italian Law no. 15 of 25 February 2022, note that speaking at the Shareholders' Meeting and



PRESS RELEASE

exercising the right to vote by those eligible, may only take place through the designated representative, Computershare S.p.A., registered office in Milan, Via Mascheroni 19, designed by the Company for this purpose pursuant to article 135-undecies of the TUF, to which proxies and/or sub-proxies may be conferred, pursuant to art. 135-novies of the TUF, in derogation of art. 135-undecies, paragraph 4, of the same TUF.

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

All information regarding the procedures and the terms:

- for speaking and voting at the shareholders' meeting;
- for exercising the right to ask questions before the shareholders' meeting and the right to add items to the agenda or to submit other proposals for resolutions on the items already contained in the agenda, and;
- the accessibility to the proposed resolutions, to reports on any matter envisaged in the agenda and to the documents that will be submitted to the shareholders' meeting;

is contained in the notice of call, the text of which, together with the documentation relating to the shareholders' meeting, will be published according to procedure and terms of the law on the Company's website <https://it.antaresvision.com/> (section: "Investors - Investor Relations - Shareholders' Meeting").

ABOUT ANTARES VISION GROUP

Antares Vision Group is an outstanding technology partner in digitalization and innovation for enterprises and institutions, guaranteeing the safety of products and people, business competitiveness and environmental protection.

Antares Vision Group is a technological enabler of supply chain transparency and of sustainable transition, to protect business competitiveness and the uniqueness of each country.

It provides a unique and comprehensive ecosystem of technologies to guarantee product quality (inspection systems and equipment) and end-to-end product traceability (from raw materials to production, from distribution to the consumer), with integrated data, production and supply chain management, also achieved through the application of artificial intelligence and the use of blockchains.

Antares Vision Group is active in the Life Science sector (pharmaceutical, biomedical devices and hospitals), in the beverage, food and cosmetics industries, and has potential in other sectors. The world leader in Track&Trace systems for pharmaceutical products, it provides the major global manufacturers (over 50% of the top 20 multinationals) and numerous government authorities with solutions to monitor their supply chains and validate product authenticity.

Listed since April 2019 on the Italian Stock Exchange in the AIM (Alternative Investment Market) segment, and from 14 May 2021 in the STAR segment of the MTA (Electronic equity market), Antares Vision Group recorded a turnover of Euro 162 million in 2020, operates in 60 countries, employs around 1000 people and has a consolidated network of over 40 international Partners.

Further information please visit www.antaresvision.com and www.antaresvisiongroup.com.

For further information

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