



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

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Astrocast SA

Chemin des Ramiers 20

CH-1022 Chavannes-près-Renens

IDE: CHE-415.432.149

## Invitation to the extraordinary general meeting Astrocast SA

**Organisation concerned:**

Astrocast SA

CHE-415.432.149

Chemin des Ramiers 20

1022 Chavannes-près-Renens

**General meeting details:**

28.05.2024, 11:00 Uhr, Astrocast SA

Chemin des Ramiers 20

1022 Chavannes-près-Renens

Switzerland

**Invitation/Agenda:**

**AGENDA**

**1. De-listing of the shares from Euronext Growth Oslo**

**2. Miscellaneous.**



# NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

of Astrocast SA (the "**Company**" and the "**EGM**")

to be held on **May 28, 2024 at 11:00 am (CEST)**

Location: the EGM will be held at the office of the Company in Chemin des Ramiers 20, 1022 Chavannes-près-Renens, Switzerland

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## AGENDA

1. De-listing of the shares from Euronext Growth Oslo
2. Miscellaneous.

## PROPOSALS OF THE BOARD OF DIRECTORS

### 1. De-listing of the shares from Euronext Growth Oslo

The Board of Directors proposes to approve the de-listing of the shares of the Company from Euronext Growth Oslo.

#### Background and Explanations of the Board of Directors:

*As stated in the annual financial statements and the first half report for 2023 for the Company, a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. The Board of Directors and the management are actively working on a plan to raise new funds and further measures to remedy the over indebtedness and secure financing of the Company for the next 12 months. Discussions are ongoing, but the work has to date not resulted in available alternatives that can improve the liquidity position of the Company within an appropriate timeframe. The Company has been reasonably confident that it will be able to secure funding and establish a plan for continued operations and is currently continuing its work on this basis. However, the financial situation of the Company remains critical, and it is urgent to establish a plan to raise new funds to restore liquidity and further measures to remedy the over indebtedness of the Company. Attracting additional funding or raise the necessary financing through collaborations with third parties related to the development and/or commercialisation of its products, within a short period of time, is critical. Should the Company's lack of funding extend further in time, the Company will move towards a situation where the Board of Directors must assess its obligations to close down operations. Discussions with certain interested parties are ongoing. During these discussions the Company has unfortunately experienced that certain investors that could support the funding do not have it within their investment mandates to inject capital into publicly traded companies. Not being eligible for such venture and risk capital contributions is imposing a significant restriction for the*





*Company in its current financial position. Further, the Company must assess all cost reducing measures.*

*For these reasons, and after having received written support letters from a significant majority of shareholders, the Board of Directors has applied for a de-listing on April 19, 2024, which application was rejected on April 26, 2024 by Oslo Stock Exchange, as the company understands mainly on the basis that a de-listing should be approved by a formal general meeting of shareholders. The Board of Directors proposes therefore to call a general meeting of shareholders to resolve on the de-listing.*

***Procedure:*** *To approve the proposal of de-listing the Company from trading on Euronext Growth Oslo, it will require a two-third (2/3) majority vote from the shares represented at the EGM (art. 704 para. 1 ch. 12 of the Swiss Code of Obligations). If the proposal receives approval at the EGM, the Company will formally request Oslo Børs to remove the Company's shares from trading on Euronext Growth Oslo. The de-listing of the Company's shares depends on this request's approval.*

*A formal offer to buy shares in connection with the delisting is not made and shareholders are not obliged to sell their shares until the delisting.*

*Additional details on the de-listing procedure will be provided by separate announcement(s).*

## **2. Miscellaneous**

Questions of the shareholders will be answered.

[General information on the following pages]



## ORGANISATIONAL MATTERS

### General Information & Shareholders Rights

Astrocast SA is a Swiss company limited by shares (*société anonyme; Aktiengesellschaft*). At the time of this notice, the Company's share capital amounts to CHF 396,609.08 divided into 39,660,908 ordinary registered shares of a nominal value of CHF 0.01 each. Each share entitles its holder to one vote at the general meeting (except the treasury shares held by the Company, for which the voting rights are suspended).

The shareholders have *inter alia* the following rights in respect of a general meeting:

- the right to attend general meetings, either directly or through their proxy;
- the right to vote at such general meetings;
- the right for one or more shareholders representing together at least 5% of the share capital to demand the calling of a general meeting;
- the right for one or more shareholders representing at least 0.5% to demand that an item be placed on the agenda of the general meeting or that motions relating to items on the agenda be included in the notice convening the general meeting;
- the right to be given access to the business report (*rapport de gestion; Geschäftsbericht*), the compensation report and the related auditors' reports no later than 20 days prior to the annual general meeting and to request from the Company during the year following the general meeting a copy of such reports, if the latter have not been made available electronically;
- the right to require at the general meeting information from the Board of Directors on the affairs of the Company and from the auditors on the methods and results of their audit.

### Documentation

The notice of the EGM, including the agenda and the proposals of the Board of Directors, is published on the Swiss Official Gazette of Commerce.

### Registration & Admission to vote

Shareholders registered with voting rights in the share register as of the close of business on **May 20, 2024** (the "**Record Date**") will be authorized to participate and to vote at the EGM. From the day following the Record Date until the date of the EGM no registrations will be entered in the share register.

Shareholders who sell their shares after the Record Date shall inform the Company thereof and will no longer be entitled to attend or exercise any voting rights at the EGM linked to such sold shares, and previously issued power of attorneys will become invalid automatically.

### Location and Form

The EGM will be held in the form of a physical meeting. Only the shareholders or their representatives attending in person the EGM will be entitled to exercise shareholders' right at the EGM.



## Attendance & Representation

### Personal attendance

For organizational purposes, shareholders wishing to attend the EGM personally are kindly requested to confirm their presence by email to [investors@astrocast.com](mailto:investors@astrocast.com) by no later than May 24, 2024 (date of receipt) at 6:00 pm (CEST) (the "**Submission Date**").

### Representation by a representative chosen by the Shareholder

Personal attendance to the EGM is not required and shareholders may also be represented by the independent proxy (the "**Independent Proxy**") or any other representative of their choice, it being specified that the representation by corporate bodies or custodian banks within the meaning of art. 689b para. 2 of the Swiss Code of Obligations are not permitted by law.

Shareholders who wish to appoint a representative are invited to use the Power of Attorney Form, which will be made available upon request (the request is to be sent by email at [investors@astrocast.com](mailto:investors@astrocast.com)), and to send such form by regular mail or by email to:

#### If the representative is not the Independent Proxy:

Astrocast SA  
Chemin des Ramiers 20  
1022 Chavannes-près-Renens  
Switzerland  
Attention: Mr. Kjell Karlsen  
Email: [investors@astrocast.com](mailto:investors@astrocast.com)

#### If the representative is the Independent Proxy:

Mr. Matthieu Sinner  
Avenue du Théâtre 7  
1005 Lausanne  
Switzerland  
e-mail: [msinner@pbslaw.ch](mailto:msinner@pbslaw.ch)

Any Power of Attorney Form or any change in voting instructions received by the Independent Proxy after the Submission Date will not be processed. Please note that, in the absence of voting instructions on the Power of Attorney Form, the Independent Proxy will abstain to vote.

## Special rules applicable to holders of VPS (ESO) Shares admitted to trading on Euronext Growth Oslo

### Investors registered in the ESO Register

The investors who hold Norwegian securities representing the beneficial interests in the Company's shares (the "**ESO Shares**", formerly designated VPS Shares) who are registered in the register held by DNB Bank ASA as at the Record Date (the "**ESO Register**") are as a rule not recorded as shareholders in the Company's share register and may only vote at the general meetings of shareholders through DNB Bank ASA, Oslo, Norway, or its custodian bank, who will in turn appoint the Independent Proxy to participate in the EGM. The holders of ESO Shares recorded in the ESO Register may send their voting instructions by using the Power of Attorney Form which is available upon request (the request is to be sent by email at [investors@astrocast.com](mailto:investors@astrocast.com)). The Power of Attorney Form must be sent to the Independent Proxy (see the contact details above) no later than the Submission Date.



Investors registered in the ESO Register through SIX SIS AG

The investors who hold their ESO Shares through SIX SIS AG are not registered directly in the ESO Register, but have the option to be recorded as shareholder in the share register of the Company. Those investors who have taken the necessary steps with SIX SIS AG and are recorded as shareholders in the share register of the Company as at the Record Date will be treated as any other shareholder with voting rights (see above).

\* \* \*

Chavannes-près-Renens, April 30, 2024

**Astrocast SA**

On behalf of the Board of Directors

*José Achache, Chairman*