



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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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:

27.09.2021, 11:00 Uhr, c/o CPV Partners
18, avenue d'Ouchy
1006 Lausanne
Suisse

Invitation/Agenda:

1. Election of new members of the Board of Directors

- 1.1. Election of Mr. Jonathan Cholak as new member of the Board of Directors
- 1.2. Election of Mr. Jan Eivin Wang as new member of the Board of Directors

2. Re-election of the Chairman of the Board of Directors

- 2.2. Re-election of Mr. José Achache as Chairman of the Board of Directors

3. Election of the Independent Proxy

- 3.1. Election of Mr. Matthieu Sinner, notary, as Independent Proxy

4. Election of the Compensation Committee

- 4.1. Election of Mr. José Achache as member of the Compensation Committee
- 4.2. Election of Mr. Jonathan Cholak as member of the Compensation Committee

5. Approval of the compensation of the members of the Board of Directors

6. Approval of the compensation of the members of the Senior Management

7. Miscellaneous

Remarks:

Due to the global coronavirus (COVID-19) outbreak, the Federal Council has enacted measures to prevent the spread of the coronavirus under the Ordinance 3 on Measures to fight Coronavirus (COVID-19) of 19 June 2020 (COVID-19 Ordinance 3). Based on Article 27 para. 1 letter b of the COVID-19 Ordinance 3 and in accordance with Article 17 of the Company's articles of association, the Board of Directors has decided that the Company's shareholders will only be able to exercise their rights at the Extraordinary General Meeting through the independent proxy, Mr. Matthieu Sinner, notary in Lausanne, Switzerland. Shareholders will not be granted access to the meeting room on the day of the meeting.



INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of Astrocast SA (the **Company**)

to be held on **September 27, 2021, at 11:00 am (CEST)**

at CPV Partners, 18 avenue d'Ouchy, 1006 Lausanne (access limited)

You are hereby invited to attend an extraordinary general meeting of the shareholders (**EGM**) of Astrocast SA to be held on **September 27, 2021, at 11:00 am (CEST)** at CPV Partners, Avenue d'Ouchy 18, 1006 Lausanne, Switzerland to deal with the items set forth below.

Based on Article 27 para. 1 letter b of the Ordinance 3 on Measures to fight Coronavirus (COVID-19) of 19 June 2020 (status as of August 2, 2021), and in accordance with Article 17 of the Company's articles of association, the Board of Directors has decided that the Company's shareholders will only be able to exercise their rights at the EGM through an independent proxy, Mr. Matthieu Sinner, notary in Lausanne, Switzerland (**Independent Proxy**). Shareholders will not be granted access to the meeting room on the day of the meeting.

AGENDA

1. Election of new members of the Board of Directors
2. Re-election of the Chairman of the Board of Directors
3. Election of the Independent Proxy
4. Election of the Compensation Committee
5. Approval of the compensation of the members of the Board of Directors
6. Approval of the compensation of the members of the Senior Management
7. Miscellaneous

PROPOSALS OF THE BOARD OF DIRECTORS

1. Election of new members of the Board of Directors

The Board of Directors proposes to elect individually:

- Jonathan Cholak; and
- Jan Eyvin Wang

as new members of the Board of Directors for a term which will end at the next annual general meeting of shareholders (**AGM**).

2. Re-election of the Chairman of the Board of Directors

The Board of Directors proposes to re-elect José Achache as Chairman of the Board of Directors for a term which will end at the next AGM.

3. Election of the Independent Proxy

The Board of Directors proposes to elect Mr. Matthieu Sinner, notary in Avenue du Théâtre 7, 1005 Lausanne, Switzerland, as Independent Proxy for a term which will end at the next AGM.

4. Election of the compensation committee

The Board of Directors proposes to elect individually:

- José Achache; and
- Jonathan Cholak

as members of the Compensation Committee for a term which will end at the next AGM.

5. Approval of the compensation of the members of the Board of Directors

The Board of Directors proposes to approve a maximum aggregate compensation of CHF 760,000 for the term of office from the 2021 AGM until the 2022 AGM.

Note:

The proposed amount covers the fixed monetary compensation, the fair value of the stock options (assessed at the value of CHF 3 per option) and related social security contributions. No variable monetary compensation has been granted.

6. Approval of the aggregate compensation of the members of the Senior Management

The Board of Directors proposes to approve a maximum aggregate compensation of CHF 2,200,000 for the period from June 30, 2021 until the 2022 AGM.

Note:

The proposed amount covers the fixed monetary compensation, variable monetary compensation, the fair value of the stock options (assessed at the value of CHF 3 per option) and related social security contributions.

7. Miscellaneous

Questions of the shareholders will be answered.

PROCEDURAL RULES

Admission to vote

Shareholders registered with voting rights in the share register as of the close of business on September 16, 2021 (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.

Representation and power of attorney

In accordance with the COVID-19 Ordinance 3, the Board of Directors has decided that shareholders cannot physically attend the EGM. Shareholders may exercise their shareholders rights only through the Independent Proxy. Power of attorney must be granted by signing the Power of Attorney Form which will be sent to all shareholders registered in the share register as of the Record Date.

If a shareholder wishes to exercise his/her shareholders' rights using the Power of Attorney Form, he/she/it must send it duly signed to the following address or email address as soon as possible, but by no later than September 24, 2021 (date of receipt) at 6:00 pm (CEST).

Mr. Matthieu Sinner
Avenue du Théâtre 7
CH-1005 Lausanne
e-mail: msinner@pbslaw.ch

Any Power of Attorney Form or any change in voting instructions received by the Independent Proxy after September 24, 2021 at 6:00 pm (CEST) will not be processed.

Please note that, in the absence of specific voting instructions on the Power of Attorney Form, general authorization is granted to the Independent Proxy to vote in favor of the proposals of the Board of Directors. This rule will also apply to items that are not included in this invitation but that may be submitted at the EGM. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

Holders of VPS Shares admitted to trading on Euronext Growth Oslo

The investors who hold depository receipts representing the beneficial interests in the Company's shares which are admitted to trading on Euronext Growth Oslo (the **VPS Shares**) are not recorded as shareholders in the share register of the Company and may only vote at the EGM through DNB Bank ASA, Oslo, Norway or its custodian bank. The holders of VPS Shares recorded as at the date of this invitation will be contacted directly by DNB Bank ASA, Registrars Department. Any persons acquiring new VPS shares between the date of the invitation and the Record Date must directly contact DNB Bank ASA. DNB Bank ASA will provide to the holders of VPS Shares the form of power of attorney to be used for the EGM. The power of attorney will have to be provided back to DNB Bank ASA no later than September 17, 2021 at 6:00pm (CEST). Any power of attorney form or any change in voting instructions received by DNB Bank ASA after that deadline, will not be processed. Further details on the process will be provided directly by DNB Bank ASA to the concerned holders of VPS shares.

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Chavannes-près-Renens, September 6, 2021

Astrocast SA

On behalf of the Board of Directors

José Achache, Chairman