



## **NOTICE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

of Astrocast SA (the "Company")

to be held on August 31, 2023 **at 10:00 am (CEST)**

Location: the general meeting will be held in the premises of the Company in Chemin des Ramiers 20, 1022 Chavanne-près-Renens, Switzerland

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### **AGENDA**

1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2022 and appropriation of the results
2. Consultative vote on the 2022 Compensation Report
3. Discharge of the members of the Board of Directors and of the Senior Management
4. Re-election of the members of the Board of Directors and of the Chairman of the Board of Directors
  - 4.1. Re-election of José Achache as member and as Chairman of the Board of Directors
  - 4.2. Re-election of Fabien Jordan as member of the Board of Directors
  - 4.3. Re-election of Federico Belloni as member of the Board of Directors
  - 4.4. Re-election of Roland Loos as member of the Board of Directors
  - 4.5. Re-election of Yves Pillonel as member of the Board of Directors
  - 4.6. Re-election of Jan Eyvin Wang as member of the Board of Directors
  - 4.7. Re-election of Jonathan Cholak as member of the Board of Directors
5. Re-election of the members of the Compensation Committee
  - 5.1. Re-election of José Achache as member of the Compensation Committee
  - 5.2. Re-election of Jonathan Cholak as member of the Compensation Committee
6. Re-election of the Auditors
7. Re-election of the Independent Proxy
8. Compensation of the Board of Directors and the Senior Management
  - 8.1. Approval of the aggregate compensation of the members of the Board of Directors
  - 8.2. Approval of the aggregate compensation of the members of the Senior Management
9. Miscellaneous.

# PROPOSALS OF THE BOARD OF DIRECTORS

## 1. Approval of the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year and appropriation of the results

The Board of Directors proposes to approve the Annual Report, the Annual Financial Statements and the Consolidated Financial Statements for the business year 2022.

The Board of Directors proposes that the loss for the business year 2022 be carried forward.

## 2. Consultative vote on the 2022 Compensation Report

The Board of Directors proposes that the Compensation Report for the business year 2022 be ratified in a non-binding consultative vote.

Note:

*In line with the recommendations of the Swiss Code of Best Practice for Corporate Governance, the Board of Directors has decided to submit the 2022 Compensation Report to a separate non-binding consultative vote of the shareholders. The 2022 Compensation Report includes the content required by law and furthermore describes the compensation system and its application in the business year under review.*

## 3. Discharge of the members of the Board of Directors and of the Senior Management

The Board of Directors proposes that discharge be granted to the members of the Board of Directors and the Senior Management for their activities in the business year 2022.

## 4. Re-election of the members of the Board of Directors and of the Chairman of the Board of Directors

The Board of Directors proposes the re-election of its members, Fabien Jordan, Roland Loos, Federico Belloni, Yves Pillonel, Jan Eyvin Wang and Jonathan Cholak as members of the Board of Directors and the re-election of José Achache as Chairman of the Board of Directors for a term of one year which will end until completion of the next AGM.

Note:

*Pursuant to article 21 of the Articles of Association, the members of the Board of Directors and the Chairman must be elected individually each year at the AGM; re-election is admitted.*

### 4.1. Re-election of José Achache as member and as Chairman of the Board of Directors

The Board of Directors proposes the re-election of José Achache as member of the Board of Directors and as Chairman of the Board of Directors for a term of one year which will end until completion of the next AGM.

### 4.2. Re-election of Fabien Jordan as member of the Board of Directors

The Board of Directors proposes the re-election of Fabien Jordan as member of the Board of Directors for a term which will end until completion of the next AGM.

#### **4.3. Re-election of Federico Belloni as member of the Board of Directors**

The Board of Directors proposes the re-election of Federico Belloni as member of the Board of Directors for a term which will end until completion of the next AGM.

#### **4.4. Re-election of Roland Loos as member of the Board of Directors**

The Board of Directors proposes the re-election of Roland Loos as member of the Board of Directors for a term which will end until completion of the next AGM.

#### **4.5. Re-election of Yves Pillonel as member of the Board of Directors**

The Board of Directors proposes the re-election of Yves Pillonel as member of the Board of Directors for a term which will end until completion of the next AGM.

#### **4.6. Re-election of Jan Eyvin Wang as member of the Board of Directors**

The Board of Directors proposes the re-election of Jan Eyvin Wang as member of the Board of Directors for a term which will end until completion of the next AGM.

#### **4.7. Re-election of Jonathan Cholak as member of the Board of Directors**

The Board of Directors proposes the re-election of Jonathan Cholak as member of the Board of Directors for a term which will end until completion of the next AGM.

### **5. Re-election of the members of the Compensation Committee**

The Board of Directors proposes the re-election of José Achache and Jonathan Cholak as members of the Compensation Committee for a term of one year which will end until completion of the next AGM.

#### Note:

*Pursuant to article 32 of the Articles of Association, the members of the Compensation Committee must be elected individually each year at the AGM; re-election is admitted.*

#### **5.1. Re-election of José Achache as member of the Compensation Committee**

The Board of Directors proposes the re-election of José Achache as member of the Compensation Committee for a term which will end until completion of the next AGM.

#### **5.2. Re-election of Jonathan Cholak as member of the Compensation Committee**

The Board of Directors proposes the re-election of Jonathan Cholak as member of the Compensation Committee for a term which will end until completion of the next AGM.

### **6. Re-election of the Auditors**

The Board of Directors proposes to re-elect BDO SA (IDE: CHE-347.141.454) as statutory auditors for the business year 2023.

### **7. Re-election of the Independent Proxy**

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

Note:

*Pursuant to article 17 of the Articles of Association, the Independent Proxy must be elected each year at the AGM; re-election is admitted.*

**8. Compensation of the Board of Directors and the Senior Management**

**8.1. Approval of the aggregate compensation of the members of the Board of Directors**

The Board of Directors proposes to approve a maximum total compensation of CHF 200k for the term of office from the 2023 AGM until the 2024 AGM.

Note:

*The proposed amount covers the fixed monetary compensation and related social security contributions. The proposed amount has been reduced compared to the precedent total compensation approved by the AGM 2022, which amounted to CHF 760k as it is not envisaged to grant equity-based compensation during reference period and to keep fixed compensation at a low level.*

**8.2. Approval of the aggregate compensation of the members of the Executive Management**

The Board of Directors proposes to approve a maximum total compensation of CHF 1.5 million for the period from January 1, 2024 until December 31, 2024.

Note:

*The proposed amount covers the fixed monetary compensation, variable monetary compensation, the fair value of the stock options and related social security contributions planned to be paid during the reference period. The amount decided at the AGM 2022 was set at CHF 9M, but covered 18 months and the grant of options assuming completion of the acquisition of Hiber. The proposed amount has been reduced to take into account the shorter reference period of 12 months and a level of compensation adjusted to take into account the new development plan.*

**9. 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 general meeting, including the agenda and the proposals of the Board of Directors, has been published on the Swiss Official Gazette of Commerce.

The 2023 Annual Report, including the Management Report, the Annual Financial Statements, the Consolidated Financial Statements, the Compensation Report, and the related auditors' reports for the business year 2022 will be available to the shareholders for inspection at the Company's registered office at Chemin des Ramiers 20, 1022 Chavannes-près-Renens, Switzerland, and will be available from the Company's website: <https://www.astrocast.com/investors-relations/> as from **August 9, 2023**. The documents will also be mailed to the shareholders upon request.

## Registration & Admission to vote

Shareholders registered with voting rights in the share register as of the close of business on **August 16, 2023** (the "**Record Date**") will be authorized to participate and to vote at the general meeting. From the day following the Record Date until the date of the general meeting no registrations will be entered in the share register.

## Representation & Power of Attorney

Shareholders may either attend in person or exercise their participation rights by a representative of their choice, provided however that the delegation of voting rights to corporate bodies or to custodian banks are not permitted. Shareholders are invited to use the Power of Attorney Form, which will be made available upon request to [investors@astrocast.com](mailto:investors@astrocast.com).

## **Independent Proxy**

Mr Matthieu Sinner has been elected by the last AGM as independent proxy and may be appointed as voting proxy by the shareholders by sending a Power of Attorney Form to the following address or email address by no later than August 30.2023 (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 the above date will not be processed.

The Power of Attorney and the voting instructions may be given in writing or by electronic means.

Shareholders who sell their shares before the general meeting will no longer be entitled to attend or exercise any voting rights at the general meeting linked to such sold shares, and previously issued Power of Attorneys will become invalid automatically.

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 notice but that may be submitted at the general meeting. To the extent the voting instructions are not clear, the shares will be deemed non-represented.

## **Location and Form**

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

## **Holders of VPS (ESO) Shares admitted to trading on Euronext Growth Oslo**

The investors who hold Norwegian securities representing the beneficial interests in the Company's shares which are admitted to trading on Euronext Growth Oslo (the "**ESO Shares**", formerly designated VPS Shares) are as a rule not recorded as shareholders in the Company's share register and may only vote at the general meeting through DNB Bank ASA, Oslo, Norway, or its custodian bank. The holders of ESO Shares recorded as at the date of this notice will be contacted directly by DNB Bank ASA, Registrars Department. Any persons acquiring new ESO Shares between the date of this notice and the Record Date must directly contact DNB Bank ASA. DNB Bank ASA will provide to the holders of ESO Shares the form of voting instructions to be used for the general meeting. The Power of Attorney will have to be received by DNB Bank ASA or the custodian bank designated by DNB Bank ASA no later than August 17, 2023 at 12:00pm (noon) (CEST). Any voting instructions form or any change in voting instructions received by DNB Bank ASA (or the designated custodian bank) 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 ESO Shares.

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Chavannes-près-Renens, June 30, 2023

## **Astrocast SA**

On behalf of the Board of Directors

*José Achache, Chairman*