

## **NOTICE OF EXTRAORDINARY GENERAL MEETING OF ASETEK A/S**

In accordance with Article 7.7 of the Articles of Association, notice is hereby given of the extraordinary general meeting of Asetek A/S to be held on:

**Monday, 14 January 2019 at 10:00 AM CET**

at

**Assensvej 2**

**9220 Aalborg East**

**Denmark**

Asetek A/S is a Danish company and is subject to the Danish Companies Act.

### **Agenda**

1. Election of members to the Board of Directors.

The Nomination Committee proposes the election of the following member:

- a) Maria Hjorth

The Board of Directors agrees to the Nomination Committee's above proposal.

Information on the nominated candidate is available on the Company's website [\[link\]](#).

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### **Majority requirements**

The proposal can be adopted by a simple majority of votes.

### **Share capital and voting rights**

The Company's share capital is DKK 2,578,484.10 divided into shares of DKK 0.10 or any multiple thereof. Each share of a nominal value of DKK 0.10 carries one vote (see Article 9.1 of the Articles of Association).

## **Registration Date**

A shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is - pursuant to Article 9.4 of the Articles of Association - determined in accordance with the number of shares held by such shareholder on **7 January 2019** (the "**registration date**").

The number of shares held by each shareholder is determined on the basis of (i) the shareholdings registered in the name of the respective shareholder in the shareholders register at the registration date and (ii) in accordance with any notifications (along with proper documentation) of shareholdings received no later than on the registration date, but not yet registered, by the Company in the shareholders register.

Shares held in the name of a depository-/ nominee bank: Any shareholders wishing to exercise their rights in connection with the general meeting and which are registered in the shareholders register in the name of their respective depository-/ nominee bank (i.e. not being registered in their own name) are encouraged to contact their respective depository-/ nominee bank well in advance of the registration date to ensure that correct and sufficient notification and documentation is received by the Company no later than on the registration date.

The shareholders' right to attend the general meeting is further subject to the shareholders notice of attendance (described below).

## **Notice of Attendance**

A shareholder or its proxy wishing to attend the general meeting must give notice of their participation using the Notice of Attendance available on the Company's website [\[link\]](#).

Notice of Attendance may be sent by e-mail to [vote@dnb.no](mailto:vote@dnb.no) or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Notice of Attendance must be received by DNB Bank ASA **no later than 11:59 PM on 11 January 2019**.

The Company will provide all attending shareholders and their proxies with access passes prior to the general meeting.

## **Proxy**

Shareholders may attend the general meeting physically (accompanied by an adviser, if relevant) or by proxy. If you wish to appoint a proxy, please submit the instrument of proxy available on the Company's website [\[link\]](#) duly signed and dated, to the Company. Alternatively, your instrument of proxy may be submitted at the general meeting to the chairman of the meeting.

### **Postal vote**

Pursuant to Article 9.6 of the Articles of Association, you may also submit your votes by post before the date of the meeting. The postal vote shall only have legal effect if it is received by the Company before the general meeting. If you wish to vote by post, please fill in and submit the attached voting paper, which is also available on the Company's website [\[link\]](#).

### **Submission**

Notice of Attendance/ Proxy Form or a Postal Vote may be submitted by post to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway or by e-mail to [vote@dnb.no](mailto:vote@dnb.no).

### **Questions and publication of documents**

At the general meeting, the Board of Directors will answer questions from the shareholders on matters of importance to the Company's situation and other issues to be considered at the meeting. Shareholders may also ask questions in writing about the agenda and the documents to be used at the general meeting.

Questions may be sent by post to Assensvej 2, DK-9220 Aalborg East, Denmark or by email to [egm2019@asetek.com](mailto:egm2019@asetek.com).

The following information and documents are available on the Company's website, [\[link\]](#): (i) The notice convening the general meeting; (ii) the total number of shares and voting rights at the date of registration; (iii) all documents to be submitted to the general meeting; (iv) the agenda and the full text of all proposals to be submitted to the general meeting and (v) notice of attendance, proxy forms and voting paper.

### **Language**

The language at the general meeting will be English, without simultaneous interpretation to and from Danish (see Article 9.8 of the Articles of Association).

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Aalborg, 12<sup>th</sup> December 2018

Best regards

The Board of Directors  
Asetek A/S