

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

In accordance with Article 7.6 of the Articles of Association, notice is hereby given of the extraordinary general meeting of Asetek A/S to be held on:

**29 November, 2024 at 11 AM CET at  
Skjoldet 20  
9230 Svenstrup J  
Denmark**

Asetek A/S (the "**Company**") is a Danish company and is subject to the Danish Companies Act.

### **Agenda**

1. Proposal to authorise the Board of Directors to increase the Company's share capital and issue new shares with pre-emptive rights for the existing shareholders
2. Proposal to authorise the chairman of the general meeting

Elaboration on the items of the above agenda can be found in the enclosed Appendix 1 to this notice.

---oo0oo---

### **Majority requirements**

The proposal under item 1 of the agenda can only be adopted by an affirmative vote of at least two-thirds of the votes cast as well as at least two-thirds of the votes represented at the extraordinary general meeting. The proposal under item 2 of the agenda can be adopted by a simple majority of the votes cast.

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

The Company's share capital is DKK 9,831,389.20 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**

Pursuant to Article 9.4 of the Articles of Association, a shareholder's right to participate in the general meeting and the number of votes, which the shareholder is entitled to cast, is determined in accordance with the number of shares held by such shareholder on **22 November 2024** (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.

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

### **Notice of Attendance**

Shareholders may attend the general meeting physically (accompanied by an adviser, if relevant) or by proxy. A shareholder or its proxy wishing to attend the general meeting must give notice of their participation **no later than 11:59 PM CET on 25 November 2024.**

- By registering electronically at the link provided on the website of Euronext Securities [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm)
- By using the Notice of Attendance form available on the Company's website <https://ir.asetek.com/egm2024>. The Notice of Attendance form duly filled out may be sent by either e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or by regular post to Euronext Securities, Nicolai Eigveds Gade 8, DK-1402 Copenhagen K, Denmark.
- By calling Euronext Securities on +45 4358 8866 (weekdays from 09:00 to 16:00 CET).
- Shareholders who are not yet registered with VP Securities A/S must give notice of their intention to participate by using the Notice of Attendance form available on the Company's website <https://ir.asetek.com/egm2024>. The Notice of Attendance form duly filled out may be sent by either e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or by regular post to Euronext Securities, Nicolai Eigveds Gade 8, DK-1402 Copenhagen K, Denmark.

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 by proxy. If you wish to appoint a proxy, please submit the instrument of proxy available on the Company's website <https://ir.asetek.com/egm2024> or at the website of Euronext Securities [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm). Shareholders who are not yet registered with VP Securities A/S can obtain the instrument of proxy available on the Company's website <https://ir.asetek.com/egm2024>.

The instrument of proxy must be sent by either e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or by regular post to Euronext Securities, Nicolai Eigveds Gade 8, DK-1402 Copenhagen K, Denmark. The instrument of proxy must be received by Euronext Securities **no later than 11:59 PM CET on 25 November 2024.**

### **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 only has legal effect if it is received by either the Company or Euronext Securities Copenhagen **no later than 4:00 PM CET on 28 November 2024.**

If you wish to vote by post, please fill in and submit the postal voting form, which is available on the Company's website <https://ir.asetek.com/egm2024> or at the website of Euronext Securities [www.euronext.com/cph-agm](http://www.euronext.com/cph-agm).

Shareholders who are not yet registered with VP Securities A/S can only vote by post by using the postal voting form available on the Company's website <https://ir.asetek.com/egm2024>.

The postal vote may be sent by either e-mail to [CPH-investor@euronext.com](mailto:CPH-investor@euronext.com) or by regular post to Euronext Securities, Nicolai Eigtvæds Gade 8, DK-1402 Copenhagen K, Denmark.

### **For shares not yet registered with VP Securities A/S in Denmark**

Shareholders who are not yet registered with VP Securities A/S and who are therefore not able to access the shareholder portal on Euronext's website, can obtain the Notice of Attendance form, the instrument of proxy, and the postal voting form on the Company's website <https://ir.asetek.com/egm2024> as described above.

### **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 general 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 Asetek A/S, Skjoldet 20, DK-9230 Svenstrup J, Denmark or by email to [EGM2024@asetek.com](mailto:EGM2024@asetek.com).

The following information and documents are available on the Company's website, <https://ir.asetek.com/egm2024>: (i) The notice convening the general meeting including: (a) appendix 1; (b) the total number of shares and voting rights at the date of the notice; and (c) the agenda and the full text of the proposals to be submitted to the general meeting; (ii) the Notice of Attendance form, instrument of proxy, and postal voting form; and (iii) all other documents to be submitted to the general meeting.

### **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).

### **Processing personal data**

Asetek A/S process your personal data for the purpose of summoning to and conducting our extraordinary general meeting. In this regard, we may share your information with our legal service providers. For further information on how we process your personal data, including your individual rights such as the right of access, please see our group privacy policy here: [Privacy Policy](#).

---o0o---

Aalborg, 7 November 2024

Best regards

The Board of Directors  
Asetek A/S

## **Appendix 1 - Elaboration on the items of the agenda**

### **Item 1) Proposal to authorise the Board of Directors to increase the Company's share capital and issue new shares with pre-emptive rights for the existing shareholders**

As announced in the Company's announcement on 7 November 2024 (the "**Announcement**"), the Company expects to complete a rights issue in Q4 of 2024 or in Q1 of 2025. For further information reference is made to the Announcement.

The authorisation is to be viewed in the light of that the Company wishes to raise necessary proceeds to be able to execute on the mid-term ambitions as further described in the Announcement, however, the exact number of shares to be issued will amongst other depend on how the share price develops until the authorization is utilised. Accordingly, the suggested authorisation is framed so that the Board of Directors have the necessary flexibility to raise the needed capital.

The Board of Directors intend only to exercise such part of the authorization necessary to raise the proceeds estimated to be sufficient for the Company to achieve the medium-term ambitions as further set out in the Announcement.

In this regard, please be informed that the new shares are expected to be issued at a subscription price not to exceed the theoretical share price exclusive of the pre-emptive rights (TERP) based on the volume-weighted average price (VWAP) of the Company's shares on Nasdaq Copenhagen on the last trading day prior to the publication of a prospectus to be finally determined by the Company's Board of Directors. However, the subscription price can never be below DKK 0.1.

As a consequence, the Board of Directors proposes that the general meeting authorises the Board of Directors, during the period up to and including 30 May 2025, to increase the share capital of the Company in one issue of up to nominally DKK 140,000,000. The proposal entails adopting a new Article 5.6 of the Articles of Association with the following wording:

*5.6 Bestyrelsen er i perioden frem til og med den 30. maj 2025 bemyndiget til, med fortegningsret for eksisterende aktionærer, at forhøje selskabets aktiekapital én gang ved tegning af nye aktier med indtil nominelt DKK 140.000.000 (1.400.000.000 aktier á DKK 0,10).*

*Forhøjelsen af aktiekapitalen skal ske ved kontant indbetaling til en tegningskurs, der kan være lavere end markedskursen. Der kan ikke ske delvis indbetaling af aktiekapitalen. De nye aktier skal med hensyn til fortegningsret ved fremtidige forhøjelser være stillet som selskabets eksisterende aktier.*

*The Board of Directors is authorized, for the period up to and including 30 May 2025, with pre-emption rights for existing shareholders, to increase the Company's share capital in one issue by subscription of new shares with a up to nominally DKK 140,000,000 (1,400,000,000 shares of DKK 0.10 each).*

*The share capital shall be increased by cash payment at a subscription price which may be lower than the market value of the shares. The share capital cannot be paid in part. The new shares shall carry the same pre-emption rights in connection with future increases as the Company's existing shares.*

*De nye aktier skal være omsætningspapirer og skal udstedes på navn og noteres på navn i selskabets ejerbog. Der skal ikke gælde indskrænkninger i de nye aktiers om sættelighed, og ingen aktionær skal være forpligtet til at lade sine aktier indløse helt eller delvist.*

*The new shares shall be negotiable instruments and issued in the names of the holders and shall be entered in the Company's register of shareholders. No restrictions shall apply to the transferability of the new shares, and no shareholder shall be obliged to have his shares redeemed in whole or in part.*

*Vilkårene for aktietegningen fastsættes i øvrigt af bestyrelsen.*

*The terms and conditions of the subscription for shares shall be determined by the Board of Directors.*

As a consequence of the adoption of the proposal the authorization currently in Article 5.6 of the Articles Association, which has expired, will be replaced by the new authorization.

**Item 2) Proposal to authorise the chairman of the general meeting**

The Board of Directors proposes that the chairman of the general meeting is authorized to register the resolutions passed by the general meeting with the Danish Business Authority and to make such amendments and additions thereto or therein, including to the Articles of Association of the Company, as the Danish Business Authority may require for registration.

---oo0oo---