



Category: Notifications issued to company members

Sub-category: Invitation to the General Meeting

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Astrocast SA (CHE-415.432.149)
Chemin des Ramiers 20
1022 Chavannes-près-Renens
Switzerland

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:

28.06.2022, 10:30 Uhr, Python Avocats
Avenue C.F. Ramuz 80
1009 Pully
Switzerland

Invitation/Agenda:

1. Ordinary share capital increase

2. Conversion of existing registered shares into bearer shares

3. Amendments to the Articles of Association

3.1. Introduction of bearer shares and related amendments to the Articles of Association

3.2. Amendments to the authorized capital

3.3. Increase of the conditional capital (option)

3.4. Increase of the conditional capital (debt)

3.5. Other amendments

4. Miscellaneous

Remarks:

Based on Article 27 para. 1 letter b of the the Ordinance 3 on Measures to fight Coronavirus (COVID-19) of 19 June 2020 (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.



NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

of Astrocast SA (the **Company**)

to be held on **June 28, 2022, at 10:30 am (CEST)**

at Python Avocats, avenue C.F. Ramuz 80, 1009 Pully, Switzerland (access limited)

Based on Article 27 para. 1 letter b of the Ordinance 3 on Measures to fight Coronavirus (COVID-19) of 19 June 2020, and in accordance with Article 17 of the Company's articles of association (**Articles of Association**), the Board of Directors has decided that the shareholders will be able to exercise their rights at the general meeting(s) exclusively by sending voting instructions to the independent proxy, Mr. Matthieu Sinner, notary in Lausanne, Switzerland (the **Independent Proxy**). Shareholders will not be granted access to the meeting room on the day of the meetings.

AGENDA

1. Ordinary share capital increase
2. Conversion of existing registered shares into bearer shares
3. Amendments to the Articles of Association
 - 3.1. Introduction of bearer shares and related amendments to the Articles of Association
 - 3.2. Amendments to the authorized capital
 - 3.3. Increase of the conditional capital (option)
 - 3.4. Increase of the conditional capital (debt)
 - 3.5. Other amendments
4. Miscellaneous

PROPOSALS OF THE BOARD OF DIRECTORS

Preliminary note:

*The Company contemplates to carry out an international placement of shares (the **Offering**) in view of its admission to trading on Euronext Growth Paris (the **Admission**). The Admission would be in addition to the current listing of ESO shares (formerly designated as VPS shares) on Euronext Growth in Oslo.*

The Board of Directors may adjust or withdraw the following proposals to facilitate the Offering and the Admission and to take into account comments of the Vaud commercial register, Euronext Growth Oslo, Euronext Growth Paris, the Autorité des Marchés Financiers, Euroclear France, and/or the banks syndicate advising the Company in connection with the Offering and the Admission.

*As at the date of this Notice, it is expected that the shares to be traded on Euronext Growth Paris will likely have to be in the form of bearer shares (subject to further discussions with the relevant central securities depositories). Depending on the requirements linked to the admission to trading in Euronext Growth Oslo and Paris, there could be three situations, i.e. a first situation (**situation A**) where all shares issued by the Company would be in bearer form, a second situation (**situation B**) where the shares would partly be registered shares and partly bearer shares, and a last situation (**situation C**) where all shares would be registered shares. The requirements are expected to be confirmed in the coming days. However, in order to be able to complete the Offering and the Admission before the summer break, subject to market conditions, the Board of Directors has decided to call the EGM and submit to it alternative proposals taking into accounts the three above-mentioned situations. The final proposal of the Board of Directors will be communicated as soon as possible before the EGM.*

1. Ordinary share capital increase

For purposes of the Offering and the Admission, the Board of Directors proposes to resolve on an ordinary capital increase on the following conditions:

Maximum number, nominal value and type of shares and the preferential rights attaching to specific share classes	The share capital will be increased by a maximum amount of CHF 435 700.00, divided by a maximum number of 43 570 000 ordinary shares, with a nominal value of CHF 0.01 each, to be fully paid up.
Type of shares	The new shares will be bearer shares. <u>Alternative proposal:</u> The new shares will be registered shares
Issue price and date on which the dividend entitlement commences	The issue price per share will be determined by the Board of Directors. The new shares will benefit of the dividend for the business year 2022.
Type of capital contributions to be made (cash, offset of claims, etc.)	The new shares will be paid in cash and, with respect to debt instrument converting into new shares (if any) by offset of claims.
Acquisition (or contemplated acquisition) of assets	None.
Special advantage	No specific advantage will be granted in relation to the new shares.
Cancellation or limitation of the preferred subscription rights and non-exercised or excluded preferred subscription rights	The preferred subscription rights of the shareholders will, to the extent not waived, be cancelled for valid reason in accordance with art. 652b CO, i.e. for purposes of (i) placing new shares at the Offering at the price that will result from the bookbuilding, (ii) the expansion of the shareholders' base and/or (iii) a quick and flexible procurement of capital that could not be procured if the preferred subscription rights of the current shareholders had not been cancelled or limited.

	All or part of the new shares will be issued at par value and issued by the banks syndicate or any of its member(s) advising the Company with respect to the Offering and the Admission, acting as underwriter(s) pursuant to an underwriting agreement. The new shares subscribed by the banks syndicate will then be placed in the Offering at the conditions of the Offering approved by the Board of Directors. The eligibility criteria and the allocation of the new shares placed at the Offering will be determined by the Board of Directors.
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2. Conversion of existing registered shares into bearer shares

The Board of Directors proposes to convert all existing registered shares into bearer shares.

Alternative proposal

The Board of Directors proposes to convert up to all existing registered shares into bearer shares. The conversion will be made on the number of shares with respect to which the shareholders have required a conversion on or before the general meeting.

The Board of Directors propose to amend art. 5 of the Articles of Association accordingly.

Note

The purpose of this conversion is to allow the Company and possible shareholders to exchange all or part of their shares into bearer shares (in view of their trading on Euronext Growth Paris). The Board of Directors may withdraw this proposal if it is confirmed that registered shares may be traded on Euronext Growth Paris.

3. Amendments to the Articles of Association

3.1. Introduction of bearer shares and related amendments to the Articles of Association

The Board of Directors proposes to amend the Articles of Association in relation to the introduction of shares in bearer form (*actions au porteur; Inhaberaktien*) as follows:

Version telle que proposée par le conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Article 6 – Forme des actions et titres intermédiés

Les actions sont nominatives ou au porteur.

L'assemblée générale peut en tout temps décider de convertir tout ou partie

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Article 6 – Type of shares and intermediated securities

The shares shall be registered or bearer shares.

des actions nominatives en actions au porteur et réciproquement.

Les actions sont en principe émises sous forme de droits-valeurs simples. Le conseil d'administration peut toutefois décider d'émettre des certificats individuels ou un certificat global.

Les actions sont en principe remises à un dépositaire et inscrites au crédit de comptes de titres (titre intermédiés).

Les actionnaires renoncent à leur droit d'exiger l'impression ou la délivrance de certificat d'actions pour leurs actions. ~~Chaque actionnaire~~ **L'actionnaire détenteur d'actions** nominatives peut toutefois en tout temps requérir de la Société qu'elle émette une confirmation du nombre d'actions nominatives détenues par l'actionnaire requérant, tel que cela résulte du registre des actions.

Les actions nominatives émises sous forme de droits-valeurs simples, y compris les droits liés à de telles actions, se transfèrent uniquement par cession écrite. Une telle cession n'est valable que si elle est notifiée à la Société.

Les titres intermédiés fondés sur des actions nominatives **ou au porteur**, y compris sur les actions inscrites au Registre **VPS ESO (tel que ce terme est défini à l'art. 7 ci-dessous)** ou auprès de tout autre dépositaire, sont cédées par le débit et crédit de comptes de titres et ne peuvent pas être cédés par cession. Il ne peut non plus être constitué de sûreté par cession sur ces titres intermédiés.

~~Les actions nominatives émises sous forme de droits-valeurs simples qui sont inscrites au Registre VPS (tel que ce terme est défini à l'art. 7 ci-dessous) ESO peuvent être mises en gage selon le droit norvégien.~~

Article 7 – Registre des actions **nominatives**

La Société tient un registre des actions **nominatives (s'il y en a)** qui mentionne le

The general meeting may, at any time, convert registered shares into bearer shares and vice-versa.

The shares are as a rule issued in the form of simple uncertificated securities. The board of directors is however entitled to issue individual share certificates or a global certificate.

The shares are as a rule delivered to a custodian and credited to securities accounts (intermediated securities).

Shareholders waive their right to demand the printing or delivery of share certificates for their shares. ~~Each shareholder~~ **The shareholder holding registered shares** may however at any time request the Company to issue a confirmation of the number of registered shares held by the requesting shareholder, according to the share register.

Registered shares issued in the form of simple uncertificated securities, including all rights arising thereunder, may be transferred only by way of a written assignment. In order to be valid, such assignment requires the notification to the Company.

~~The~~ intermediated securities based on registered **or bearer** shares, including shares registered with the **VPS ESO Register (as this term is defined in art. 7 below)** or any other custodian, are transferred by the credit and debit of the securities account and cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.

~~Simple uncertificated registered shares, which are registered with the VPS (as this term is defined in art. 7 below) ESO Register may be pledged in accordance with the Norwegian law.~~

Article 7 – ~~Share register~~ **Register of registered shares**

The Company shall keep a share register of **registered** shares **(if any)** in which the

nom et l'adresse de leurs propriétaires et usufruitiers. Si un actionnaire inscrit change d'adresse, la nouvelle adresse doit être communiquée à la Société. En ce qui concerne les actions **nominatives** enregistrées dans le Registre ~~VPS-ESO~~ (**tel que défini ci-dessous**), cette communication pourra intervenir via ~~le VPS I'ESO~~. Tant que l'actionnaire n'aura pas communiqué de nouvelle adresse, toutes les communications seront envoyées valablement à l'adresse inscrite au registre des actions ou, le cas échéant, au Registre ~~VPS ESO~~.

Les acquéreurs d'actions nominatives sont, sur demande, inscrits comme actionnaires avec droit de vote.

Nonobstant ce qui précède, les acquéreurs d'actions peuvent être inscrits dans le registre des actions géré par le dépositaire central norvégien (~~Verdipapirsentralen ASA ou VPS Euronext Securities Oslo, ESO, anciennement "VPS"~~) et tenu par DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway, conformément au droit norvégien (le Registre ~~VPS-ESO~~). Les acquéreurs d'actions nominatives inscrites au Registre ~~VPS-ESO~~ sont réputés actionnaires avec droit de vote dès leur inscription au Registre ~~VPS-ESO~~. **Par souci de clarté, le présent paragraphe ne s'applique pas aux actions détenues par ou pour le compte de DNB Bank ASA, agissant comme teneur de registre (Registrar) pour le compte de l'ESO.**

Si les actions ne sont plus cotées sur Euronext Growth Oslo ou toute autre plateforme de négociation gérée par Euronext Oslo Stock Exchange, le conseil d'administration peut décider que les actions ne peuvent plus être enregistrées au Registre ~~VPS-ESO~~.

Note:

The aim of the abovementioned amendments is to allow the Company to issue registered and bearer shares. It will give the Company sufficient flexibility in view of the Admission and the requirement that only bearer shares may be traded on Euronext Growth Paris (confirmation pending). The Board of Directors may withdraw this proposal if it is confirmed that registered shares may be traded on Euronext Growth Paris.

owners and usufructuaries shall be entered with their names and addresses. If a registered shareholder changes his address, the new address must be communicated to the Company. For **registered** shares registered with the ~~VPS ESO~~ Register (**as defined below**), such communication may be made through the ~~VPS ESO~~. As long as such communication has not been done, all notices by letter will be sent validly to the address entered in the share register or, if applicable, in the ~~VPS ESO~~ Register,

Acquirers of registered shares shall upon application be registered as shareholders with the right to vote.

Notwithstanding the foregoing, acquirers of shares may be entered in the register with the Norwegian central securities depository (~~Verdipapirsentralen ASA or the VPS Euronext Securities Oslo, ESO, formerly "VPS"~~), which is kept by DNB Bank ASA, Registrars Department, Dronning Eufemias gate 30, 0191 Oslo, Norway, in accordance with Norwegian law (the ~~VPS ESO~~ Register). Acquirers of registered shares recorded in the ~~VPS-ESO~~ Register are considered as shareholders with voting right as soon as they are recorded with the ~~VPS-ESO~~ Register. **For the sake of clarity, this paragraph does not apply to shares held by or on behalf of DNB Bank ASA acting as Registrar of the ESO.**

If the shares cease to be listed on Euronext Growth Oslo or any other trading venue by the Euronext Oslo Stock Exchange, the board of directors may determine that the shares shall no longer be registered with the ~~VPS ESO~~ Register.

Furthermore, the Board of Directors proposes to amend article 7 of the Articles of Association to reflect the current structure implemented to facilitate the trading on Euronext Growth Oslo. In the current situation, the ESO shares (formerly VPS shares) are traded on Euronext Growth Oslo. The ESO shares represent the economic interest of the (Swiss) registered shares. The registered shares are held of record held by or on behalf of a Norwegian Registrar, i.e. DNB Bank ASA or its custodian. The holders of ESO Shares have therefore only a beneficial (and indirect) interest in the corresponding registered shares and are not considered as direct shareholder. The ESO Register therefore only contains the names of holders of ESO Shares and is not considered as a share register per se. The situation may change in the future if the Company opts for a direct registration of the shares with the ESO in lieu of the depository structure currently in place. In such case, the ESO Register would be considered as a sub-share register. The current Articles of Association already provides for such set-up, which would become effective as soon as the registered shares are directly registered with the ESO Register and not through the current depository structure.

3.2. Amendments to the authorized capital

The Board of Directors proposes to (i) increase the authorized capital in an amount of CHF 81 067.04 from CHF 117 237.50 to CHF 198 304.54, (ii) extend its term, (iii) amend the conditions on which the Board of Directors may cancel or limit the preferred subscription rights and accordingly (iv) adopt a new article 5bis as follows:

Version telle que proposée par le conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Article 5bis – Capital-actions autorisé

Le conseil d'administration est autorisé à augmenter le capital-actions comme suit:

Article 5bis – Authorized share capital

The board of directors is authorized to increase the share capital as follows:

Jusqu'au <i>until</i>	12.5.2023 18.6.2024
Montant maximum <i>Maximum amount</i>	CHF 117 237.50 198 304.54
divisé en maximum <i>divided into a maximum of</i>	11 723 750 19 830 454 actions nominatives à libérer entièrement registered shares to be fully paid-up.
valeur nominale de chaque action <i>nominal value of each share</i>	CHF 0.01 par action <i>per share</i>
Espèce des actions Type of shares	Bearer shares <u>Alternative proposal</u> <u>Registered shares</u>

Une augmentation du capital-actions en plusieurs tranches est autorisée.

An increase of the share capital in partial amounts shall be permitted.

Le conseil d'administration fixe la date d'émission des actions nouvelles, leur prix d'émission, la manière de les libérer, ainsi que les conditions d'exercice du droit préférentiel de souscription et l'époque à compter de laquelle les actions nouvelles donneront droit au dividende. Le conseil d'administration peut laisser se périmer les droits de souscription préférentiels qui n'ont pas été exercés; il peut également vendre aux conditions du marché ces droits et/ou les actions liées aux droits de souscription préférentiels accordés mais non exercés, ou les utiliser dans un autre but conforme à l'intérêt de la Société.

Le conseil d'administration peut limiter ou supprimer les droits de souscription préférentiel des actionnaires: (i) pour l'octroi aux banques impliquées dans le placement d'actions d'une option de surallocation (greenshoe), (ii) pour l'acquisition d'entreprises, de parties d'entreprises ou de participations ou pour réaliser de nouveaux investissements ou (iii) pour le placement d'actions nouvelles sur les marchés internationaux des capitaux par voie d'offre au public ou de placement ***privé auprès de clients professionnels*** au prix qui résultera de la construction du livre d'ordre (bookbuilding) ***ou (iv) dans le but d'intéresser au capital un ou plusieurs partenaires stratégiques ou d'étendre le cercle de l'actionnariat dans certains marchés financiers ou (v) dans le but d'intéresser les employés, les administrateurs ou les consultants de la Société ou de ses filiales conformément au(x) plan(s) d'intéressement adopté(s) par le conseil d'administration ou (vi) dans le but de lever des capitaux de façon rapide et flexible, dans le cas où cela ne pourrait pas être réalisé sans exclure les droits de souscription préférentiels légaux des actionnaires actuels.***

Les droits de souscription préférentiel des actionnaires sont supprimés, jusqu'à un maximum de 7 500 000 nouvelles actions à émettre sur la base de ce capital-actions autorisé, dans le but d'émettre des actions aux

The board of directors sets the date of the issuance of new shares, the issue price, the type of payment, the conditions for the exercise of the preferred subscription rights and the beginning date for dividend entitlement. The board of directors may permit preferred subscription rights that have not been exercised to expire or it may place these rights and/or shares as to which preferred subscription rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.

The board of directors is authorized to restrict or exclude the preferred subscription rights of shareholders and allocate such rights to third parties if the shares are to be used (i) for granting to the bank(s) implied in a placement of shares of an over-allotment option (greenshoe), or (ii) for the acquisition of enterprises, parts of an enterprise, or participations or for making new investments; or (iii) for placing new shares on international capital markets through public offering or private placement ~~***with professional clients***~~ at the price that will result from the bookbuilding; ***or (iv) for the purpose of the participation of strategic partners or for expanding the shareholder base in certain capital markets, or (v) for the participation of employees, directors or consultants of the Company or its subsidiaries in accordance with incentive plan(s) set up by the board of directors; or (vi) or for the purpose of a quick and flexible procurement of equity capital that could not be procured if the preferred subscription rights of the current shareholders had not been cancelled.***

The preferred subscription rights of the shareholders are cancelled, up to a maximum of 7 500 000 shares to be issued on the basis of this authorized share capital, for the purpose of issuing new shares to the shareholders of Hiber B.V.,

actionnaires d'Hiber B.V., ayant son siège à Amsterdam (Pays-Bas), dans le cadre de la quasi-fusion d'Astrocast SA et de Hiber B.V. réalisée par le biais d'un échange des actions d'Hiber contre des actions d'Astrocast. Le conseil d'administration peut supprimer ou restreindre les droits de souscription préférentiels des actionnaires pour le même motif dans la mesure où le nombre d'actions à émettre aux actionnaires d'Hiber B.V. excède 7 500 000 actions.

with registered office in Amsterdam (Netherlands) pursuant to the quasi-merger of Astrocast SA and Hiber B.V. by means of an exchange of Hiber shares against Astrocast shares. The board of directors may cancel or restrict the preferred subscription rights of the shareholders for the same reason to the extent that the number of shares to be issued to the shareholders of Hiber B.V. exceeds 7 500 000 shares.

Note:

The increase of the authorized capital is justified (i) to allow the extension of the Offering and/or the exercise of an over-allotment option (greenshoe) in the context of the Admission and (ii) to give the Board of Directors sufficiently flexibility to issue new shares, notably in view of future capital raise, acquisitions of enterprises and/or the participation of strategic partners, for expanding the shareholders base in certain markets and for the participation of employees, directors or consultants of the Company or its subsidiaries.

The Company and Hiber B.V., a Dutch company having its registered office in Moermansskade 600, 1013 BC Amsterdam, The Netherlands, have agreed to carry out a quasi-merger in order to notably enhanced their commercial activities and foster satellite IoT adoption. In this respect, it is planned that Astrocast SA will takeover all shares in Hiber B.V. in exchange of new shares to be issued by Astrocast SA. As the case may be, the new shares of Astrocast SA will be issued on the basis of the authorized capital and the preferred subscription rights will be cancelled to the extent necessary.

Furthermore, the Board of Directors may amend its proposal and replace the bearer shares by registered shares depending on the requirements applicable in connection with the Admission and the current listing on Euronext Growth Oslo (confirmation pending).

3.3. Increase of the conditional capital (option)

The Board of Directors proposes to increase the conditional capital in an amount of CHF 38 475 from CHF 15 525 to CHF 54 000 and to amend article 5ter accordingly as follows:

Version telle que proposée par le conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Article 5ter – Capital-actions conditionnel (droits d'option)

Le capital-actions peut être augmenté comme suit :

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Article 5ter – Conditional share capital (option rights)

The share capital may be increased as follows:

Montant maximum <i>Maximum amount</i>	CHF 15 52554 000
divisé en maximum <i>divided into a maximum of</i>	1 552 500 5 400 000 actions nominatives registered shares
valeur nominale de chaque action <i>nominal value of each share</i>	CHF 0.01 par action <i>per share</i>
<i>Espèce des actions Type of shares</i>	<i>Bearer shares</i> <u>Alternative proposal</u> <i>Registered shares</i>

à libérer entièrement par l'exercice de droits d'option attribués aux employés, administrateurs, directeurs, membres du conseil consultatif et/ou, consultants de la Société et/ou de sociétés du groupe, conformément au(x) plan(s) d'intéressement établi(s) par le conseil d'administration.

to be fully paid in, by the exercise of option rights granted to employees, directors, managers, members of the advisory board and/or consultants of the Company and/or of group companies, in accordance with one or several incentive plan(s) set up by the board of directors.

Le droit de souscription préférentiel des actionnaires est exclu.

The preferred subscription rights of the shareholders are cancelled.

Note

The increase of the conditional capital aims at allowing the grant of additional options to existing and new Board members, employees and consultants of the Company and its subsidiary(ies) and is in line with the planned development of the Company.

Furthermore, the Board of Directors may amend its proposal and replace the bearer shares by registered shares depending on the requirements applicable in connection with the Admission and the current listing on Euronext Growth Oslo (confirmation pending).

3.4. Increase of the conditional capital (debt)

The Board of Directors proposes to increase the conditional capital (loans with conversion or option rights and other financial instrument) in an amount of CHF 42 592.04 from CHF 101 712.50 to CHF 144 304.54 and to amend article 5ter accordingly as follows:

Version telle que proposée par le conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Article 5quater – Capital-actions conditionnel (prêts convertibles ou à options et autres instruments financiers)

Article 5quater – Conditional share capital (loans with conversion or option rights and other financial instruments)

Le capital-actions peut être augmenté comme suit :

The share capital may be increased as follows:

Montant maximum <i>Maximum amount</i>	CHF 101 712.50 144 304.54
divisé en maximum <i>divided into a maximum of</i>	10 171 250 14 430 454 actions nominatives registered shares
valeur nominale de chaque action <i>nominal value of each share</i>	CHF 0.01 par action per share
Espèce des actions Type of shares	Bearer shares <u>Alternative proposal</u> Registered shares

à libérer entièrement par l'exercice de droits d'option et/ou de conversion attribués aux actionnaires de la Société et/ou en relation avec l'émission par la Société ou par une société du groupe d'obligations ou de tout autre instrument financier. En cas de telles attributions de droits d'option et/ou de conversion, les droits de souscriptions préférentiels des actionnaires sont exclus. Les détenteurs de droits d'options et/ou de conversion ont un droit de recevoir les nouvelles actions. Le conseil d'administration détermine les termes des droits d'option et/ou de conversion.

Le conseil d'administration peut limiter ou supprimer les droits de souscription préalables (*Vorwegszeichnungsrechte*) (i) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont émis dans le but de financer ou refinancer l'acquisition d'entreprises, de parties d'entreprises, ou de participations, ou de réaliser de nouveaux investissements, ou (ii) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont offerts sur les marchés des capitaux nationaux ou internationaux avec une souscription ferme par une institution bancaire ou un consortium bancaire comprenant une offre subséquente au public ou (iii) si une obligation ou tout autre instrument financier et/ou des droits de conversion ou des warrants sont offerts afin de lever des capitaux de façon rapide et flexible, dans les cas où cela ne pourrait être réalisé sans exclure les droits de souscriptions préalables des actionnaires. Si les droits de souscription préalables sont

to be fully paid in, by the exercise of option and/or conversion rights which are granted to the shareholders of the Company and/or in connection with the issue of bonds or other financial instruments by the Company or another group company. In the case of the issue of bonds, similar obligations or other financial instruments linked with option and/or conversion rights, the preferred subscription right of shareholders is excluded. The holders of option and/or conversion rights are entitled to receive the new shares. The board of directors shall determine the terms of the option and/or conversion rights.

The board of directors shall be authorized to restrict or exclude the prior subscription rights of shareholders (*droit de souscription préalables; Vorwegszeichnungsrechte*) (i) if the debt or other financial instruments issued with conversion rights or warrants are for the purpose of financing or refinancing of the acquisition of enterprises, parts of an enterprise, or participations or new investments or (ii) if such debt or other financial instruments are issued on the national or international capital markets and for the purpose of a firm underwriting by a banking institution or a consortium of banks with subsequent offering to the public or (iii) if such debt or other financial instrument and/or conversion rights or warrants are issued for raising capital in a fast and flexible manner, which would not be achieved without the exclusion of the prior subscription rights of the existing shareholders. If the prior subscription rights are excluded by the board of directors, the following shall apply: the issuance of convertible bonds or warrants or other financial market instruments shall be made at

limités ou supprimés, les règles suivantes s'appliquent: l'émission d'obligations convertibles ou de warrants ou de tout autre instrument financier doit être réalisée aux conditions du marché (y compris les règles de protection contre la dilution applicables en fonction de la pratique du marché) et les nouvelles actions doivent être émises en application des droits de conversion ou d'exercice prévus à l'émission de l'obligation ou du warrant en cause. Les droits de conversion et les warrants peuvent être exercés pendant 10 ans au plus à compte de leur date d'émission.

the prevailing market conditions (including dilution protection provisions in accordance with market practice) and the new shares shall be issued pursuant to the relevant conversion or exercise rights in connection with bond or warrant issue conditions. Conversion rights and warrants may be exercised during a maximum 10-year period from the date of the issuance.

Note:

The increase of the conditional capital (debt) aims at facilitating the raise of debt financing by allowing the Company to grant options or conversion rights backed by conditional capital.

Furthermore, in lieu of bearer shares, the Board of Directors may propose to issue registered shares depending on the requirements applicable in connection with the Admission and the current listing on Euronext Growth Oslo (confirmation pending).

3.5. Other amendments

The Board of Directors proposes to amend the following articles of the Articles of Association as follows:

Version telle que proposée par le conseil d'administration (texte actuel et inchangé en caractères normaux; suppressions en gras, italique et barré; modifications en gras et italique):

Version as proposed by the Board of Directors (current and unchanged wording in normal font; deletions in bold, italics and stricken through; amendments in bold and italics):

Article 13bis – Lieu de l'assemblée générale et recours aux médias électroniques

Article 13bis – Location of the general meeting and use of electronic media

Dès l'entrée en vigueur du nouveau droit de la société anonyme du 19 juin 2020, soit dès le 1er janvier 2023, la disposition suivante s'applique également:

From the entry into force of the new law on company limited by shares of June 19, 2020, i.e. as from January 1, 2023, the following provision also applies:

"Le conseil d'administration décide du lieu où se tient l'assemblée générale.

"The board of directors decides of the place where the general meeting is held.

L'assemblée peut se tenir simultanément en plusieurs lieux. En pareil cas, les interventions sont retransmises en direct par des moyens audiovisuels sur tous les sites de réunion.

The general meeting can be held simultaneously in several locations. In such case, the interventions must be broadcasted live by audiovisual means on all meeting sites.

L'assemblée peut se tenir à l'étranger. Dans ce cas, la convocation indique que les actionnaires peuvent exercer leurs droits au travers du représentant indépendant élu ou désigné conformément à l'article 17 des présents Statuts.

The general meeting may be held abroad. In such case, the invitation shall mention that the shareholders may exercise their rights through the independent proxy, elected or designated in accordance with article 17 of these Articles of Association.

Le conseil d'administration peut autoriser les actionnaires qui ne sont pas présents au lieu où se tient l'assemblée générale à exercer leurs droits par voie électronique.

The board of directors may allow shareholders who are not present at the location where the general meeting is held to exercise their rights electronically.

L'assemblée peut également se tenir sous forme électronique et sans lieu de réunion physique (assemblée virtuelle). Dans ce cas, la convocation indique que les actionnaires peuvent exercer leurs droits au travers du représentant indépendant élu ou désigné conformément à l'article 17 des présents Statuts."

The meeting may also be held in electronic form and without a physical meeting (virtual meeting). In such case, the invitation shall mention that the shareholders may exercise their rights through the independent proxy, elected or designated in accordance with article 17 of these Articles of Association."

Note:

The new article 13bis will enter into force at the same time as the new law on Swiss companies limited by shares (révision du droit de la société anonyme / Revision des Aktienrechts), i.e. on January 1, 2023. This new article has been added to allow inter alia the holding of the general meeting in several locations and virtual meetings (cf. art. 701a to 701d new CO).

Article 16 – Droits de vote, ~~procurations~~

Article 16 – Voting rights, ~~proxies~~

Chaque action inscrite en tant qu'action avec droit de vote dans le registre des actionnaires confère une voix à l'actionnaire inscrit.

Each share recorded as share with voting rights in the share register confers one vote on its registered holder.

IX. COMMUNICATIONS

IX. COMMUNICATIONS

Article 46 – Communications

Article 46 – Communications

(...)

(...)

Les communications de la Société aux actionnaires peuvent également être faites par écrit (lettre) ou par voie électronique (téléfax ou e-mail). En cas de communications écrites, celles-ci seront **valablement** envoyées par courrier ordinaire à la dernière adresse de l'actionnaire ou de son représentant qui

Communications from the Company to shareholders may also be made in writing (letter) or by electronic means (fax or e-mail). In case of written communications ~~by the Company to its shareholders, such shall, these will~~ be **validly** sent by ordinary mail to the last address of the shareholder ~~entered or of his representative that~~

figure sur le registre des actions. En cas de communications par voie électronique, celles-ci seront envoyées à l'adresse utilisée par l'actionnaire pour ses communications avec la Société.

appears in the share register ~~of the Company~~. In the event of electronic communications, these will be sent to the address used by the shareholder for communications with the Company.

4. 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. The Company holds 2,147,850 treasury shares.

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

- the right to attend general meetings, either in person or by proxy (subject to the limitations provided in the COVID-19 Ordinance 3 of the Swiss Federal Council, which allows the Board of Directors to limit access to the meeting room and impose on the shareholders to exercise their rights exclusively through an independent proxy);
- the right to vote at such general meetings;
- the right for one or more shareholders representing together at least 10% of the share capital or holding shares with a nominal value of CHF 1M to convene a general meeting and to demand that an item be placed on the agenda of the general meeting;
- the right to consult 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;
- the right to require information from the Board of Directors on the affairs of the Company and from the auditors on the methods and results of their audit; and
- the right to instigate a special 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.

Registration & Admission to vote

Shareholders registered with voting rights in the share register as of the close of business on June 15, 2022 (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

In accordance with art. 27 of the COVID-19 Ordinance 3, the Board of Directors has decided that shareholders cannot physically attend the general meeting. 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 Company's share register as of the Record Date.

If a shareholder wishes to exercise its shareholders' rights using the Power of Attorney Form, it must send it duly signed to the following address or email address as soon as possible, but by no later than June 27, 2022 (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 June 27, 2022 at 6:00 pm (CEST) will not be processed.

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.

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 June 16, 2022 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.

* * *

Chavannes-près-Renens, June 7, 2022

Astrocast SA

On behalf of the Board of Directors

José Achache, Chairman