



**Category:** Notifications issued to company members

**Sub-category:** Invitation to the General Meeting

**Publication date:** SHAB 22.12.2023

**Publicly viewable until:** 22.12.2024

**Publication number:** UP04-0000005694

**Publishing entity**

Niederer Kraft Frey SA, succursale de Genève, Place de l'Université 8, 1205 Genève

**Commissioned by:**

Astrocast SA

Chemin des Ramiers 20

CH-1022 Chavannes-près-Renens

IDE: CHE-415.432.149

## Invitation to the ordinary general meeting Astrocast SA

**Organisation concerned:**

Astrocast SA

CHE-415.432.149

Chemin des Ramiers 20

1022 Chavannes-près-Renens

**General meeting details:**

15.01.2024, 15:00 Uhr, Niederer Kraft Frey SA

Place de l'Université 8

1205 Geneva

Switzerland

**Invitation/Agenda:**

**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 Roland Loos as member of the Board of Directors

4.4. Re-election of Yves Pillonel as member of the Board of Directors

4.5. 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.**



# NOTICE OF THE ANNUAL GENERAL MEETING OF THE SHAREHOLDERS

of Astrocast SA (the "**Company**")

to be held on **January 15, 2024 at 3:00 pm (CET)**

Location: the general meeting will be held at the office of Niederer Kraft Frey SA, Place de l'Université 8, 1205 Geneva, Switzerland

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***This notice replaces the notice published in the Swiss Official Gazette of Commerce on July 4, 2023.***

## 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 Roland Loos as member of the Board of Directors
  - 4.4. Re-election of Yves Pillonel as member of the Board of Directors
  - 4.5. 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 the following members: Fabien Jordan, Roland Loos, Yves Pillonel 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 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.

#### **4.4. 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.

#### **4.5. 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 the 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, is 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 is already available from the Company's website: <https://www.astrocast.com/investors-relations/>. 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 **January 4, 2024** (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.

Shareholders who sell their shares before the general meeting shall inform the Company thereof and 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.

### Location and Form

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



## Attendance & Representation

### Personal attendance

Shareholders wishing to attend the AGM are kindly requested, for organizational purposes, to contact the Company (by email at [investors@astrocast.com](mailto:investors@astrocast.com)) to obtain the applicable attendance request form. Shareholders must confirm their presence by returning the corresponding attendance form by email to [investors@astrocast.com](mailto:investors@astrocast.com) by no later than January 8, 2024 (date of receipt) at 6:00 pm (CET) (the "**Submission Date**").

### Representation by a representative chosen by the Shareholder

Personal attendance to the AGM is not required and shareholders may exercise their participation rights by a representative of their choice, it being specified that the delegation of voting rights to corporate bodies or to custodian banks are not permitted. Shareholders who wish to be represented at the AGM are therefore invited to use the Power of Attorney Form, which will be made available upon request to [investors@astrocast.com](mailto:investors@astrocast.com), and to provide such written form by email to [investors@astrocast.com](mailto:investors@astrocast.com) or by regular mail at the Company's registered office (Chemin des Ramiers 20, 1022 Chavannes-près-Renens, Switzerland, Attention: Mr. Kjell Karlsen)

### 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 the Power of Attorney Form to the following address or email address by no later than the Submission Date:

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

Please note that, in the absence of specific voting instructions on the Power of Attorney Form, general authorization is granted to the representative of choice or 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.

### Special rules applicable to 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, who will in turn be represented by the independent proxy.

The holders of ESO Shares recorded as at the Record Date may exercise their voting rights by submitting a voting instruction form which is available upon request from the Company (the request is to be sent by email at [investors@astrocast.com](mailto:investors@astrocast.com)). The voting instructions form must





then be sent to the independent proxy (see the contact details above) by January 8, 2024 at 12:00pm (noon) (CET). Any voting instructions or any change in voting instructions received after that deadline, may not be processed.

The holders of ESO Shares, that are not registered in the ESO Shares register held by DNB Bank ASA but directly with SIX SIS, must proceed as the holders of Shares (see above).

\* \* \*

Chavannes-près-Renens, December 22, 2023

**Astrocast SA**

On behalf of the Board of Directors

*José Achache, Chairman*