



## NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS

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

Date:	<b>July 25, 2024</b>
Time:	<b>3:30 pm (CEST)</b>
Form:	Meeting with physical location (only)
Location:	at the office of the Company in Chemin des Ramiers 20, 1022 Chavannes-près-Renens, Switzerland

### AGENDA

1. Re-election of the members of the Board of Directors and of the Chairman of the Board of Directors
  - 1.1.1. Re-election of José Achache as member and as Chairman of the Board of Directors
  - 1.1.2. Re-election of Fabien Jordan as member of the Board of Directors
  - 1.1.3. Re-election of Roland Loos as member of the Board of Directors
  - 1.1.4. Re-election of Yves Pillonel as member of the Board of Directors
  - 1.1.5. Re-election of Jonathan Cholak as member of the Board of Directors
2. Re-election of the Independent Proxy
3. Miscellaneous.

### PROPOSALS OF THE BOARD OF DIRECTORS

1. **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 that will end until completion of the next annual general meeting of the shareholders (pertaining to the business year 2023) (the "**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, which must as a rule be held within a period of 6 months after the end of the business year (i.e., before June 30, 2024 with respect to the AGM relating to the business year 2023). Considering that the Company is not ready to hold the AGM within the statutory deadline, it is proposed to re-





elect the Board members through an extraordinary general meeting so that the Company will have a duly appointed Board of Directors until the holding of the AGM.

## **2. 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:

The rationale of the re-election of the Independent Proxy is the same as for the re-election of the Board of Directors *mutatis mutandis*.

## **3. 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 EGM, including the agenda and the proposals of the Board of Directors, is 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 **July 15, 2024** (the "**Record Date**") will be authorized to participate and to vote at the EGM. From the day following the Record Date until the date of the EGM no registrations will be entered in the share register.

Shareholders who sell their shares after the Record Date shall inform the Company thereof and will no longer be entitled to attend or exercise any voting rights at the EGM linked to such sold shares, and previously issued power of attorneys will become invalid automatically.

### Location and Form

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



## Attendance & Representation

### Personal attendance

For organizational purposes, shareholders wishing to attend the EGM personally are kindly requested to confirm their presence by email to [investors@astrocast.com](mailto:investors@astrocast.com) by no later than July 19, 2024 (date of receipt) at 6:00 pm (CEST) (the "**Submission Date**").

### Representation by a representative chosen by the Shareholder

Personal attendance to the EGM is not required and shareholders may also be represented by the independent proxy (the "**Independent Proxy**") or any other representative of their choice, it being specified that the representation by corporate bodies or custodian banks within the meaning of art. 689b para. 2 of the Swiss Code of Obligations are not permitted by law.

Shareholders who wish to appoint a representative are invited to use the Power of Attorney Form, which will be made available upon request (the request is to be sent by email at [investors@astrocast.com](mailto:investors@astrocast.com)), and to send such form by regular mail or by email to:

#### If the representative is not the Independent Proxy:

Astrocast SA  
Chemin des Ramiers 20  
1022 Chavannes-près-Renens  
Switzerland  
Attention: Mr. Kjell Karlsen  
Email: [investors@astrocast.com](mailto:investors@astrocast.com)

#### If the representative is the Independent Proxy:

Mr. Matthieu Sinner  
Avenue du Théâtre 7  
1005 Lausanne  
Switzerland  
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 Submission Date will not be processed. Please note that, in the absence of voting instructions on the Power of Attorney Form, the Independent Proxy will abstain to vote.

## Special rules applicable to holders of VPS (ESO) Shares admitted to trading on Euronext Growth Oslo

### Investors registered in the ESO Register

The investors who hold Norwegian securities representing the beneficial interests in the Company's shares (the "**ESO Shares**", formerly designated VPS Shares) who are registered in the register held by DNB Bank ASA as at the Record Date (the "**ESO Register**") are as a rule not recorded as shareholders in the Company's share register and may only vote at the general meetings of shareholders through DNB Bank ASA, Oslo, Norway, or its custodian bank, who will in turn appoint the Independent Proxy to participate in the EGM. The holders of ESO Shares recorded in the ESO Register may send their voting instructions by using the Power of Attorney Form which is available upon request (the request is to be sent by email at [investors@astrocast.com](mailto:investors@astrocast.com)). The Power of Attorney Form must be sent to the Independent Proxy (see the contact details above) no later than the Submission Date.



Investors registered in the ESO Register through SIX SIS AG

The investors who hold their ESO Shares through SIX SIS AG are not registered directly in the ESO Register but have the option to be recorded as shareholder in the share register of the Company. Those investors who have taken the necessary steps with SIX SIS AG and are recorded as shareholders in the share register of the Company as at the Record Date will be treated as any other shareholder with voting rights (see above).

\* \* \*

Chavannes-près-Renens, June 28, 2024

**Astrocast SA**

On behalf of the Board of Directors

*José Achache, Chairman*