

# MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF

**Astrocast SA**, in Chavannes-près-Renens (IDE n° CHE-415.432.149)

held on **September 27, 2021**

in Lausanne, at CPV Partners, avenue d'Ouchy 18, 1006 Lausanne, Switzerland

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Mr. Fabien Jordan, member of the Company's board of directors (the **Board of Directors**), chairs this extraordinary general meeting (the **Chairperson** and the **EGM**) and designates Mr. Karim Piguet to act as secretary.

The Chairperson opens the meeting at 11:16 am states and directs the records to show that:

- the present General Meeting has been validly and timely invited (by publication on the Swiss Official Gazette of Commerce (FOSC/SHAB) on September 6, 2021 in accordance with the provisions of the Swiss Code of Obligations (**CO**) and the company's articles of association (the **Articles**) (cf. art. 46);
- 19 669 199 shares out of 39 660 908 shares are validly represented pursuant to powers of attorney (annexed to the present minutes to form an integral part thereof), it being specified that the Articles (cf. art. 18) do not provide for an attendance quorum;
- in compliance with the provisions of the COVID-19 Ordinance 3 of the Federal Council *cum* art. 8 of the COVID-19 Act (or any equivalent or successor legal provision), the Board has decided that shareholders cannot physically attend the EGM and that they must exercise their rights only through an independent proxy. By decision of September 2, 2021, the Board has designated Mr. Matthieu Sinner to act as independent proxy for the EGM.
- no opposition of any sort has been made by any of the shareholders or by any of their proxies to the holding of this meeting.

Pursuant to the Articles, the meeting is formally empowered to validly decide on all motions relating to agenda items set out in the invitation and as permitted by law (in particular, art. 700 para. 3 and 4 CO).

Pursuant to art. 702 para. 2 (1) CO, the list of attendance (to be annexed to the present minutes to form an integral part thereof) sets forth the number, the type, the par value and, as the case may be, the different classes of shares represented by the shareholders themselves, or by the corporate bodies, or by the proxies concerning shares deposited with third parties (if any).

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The Chairperson proposes to adopt the following agenda for the meeting:

1. Election of new members of the Board of Directors
2. Re-election of the Chairman of the Board of Directors
3. Election of the Independent Proxy
4. Election of the Compensation Committee
5. Approval of the compensation of the members of the Board of Directors
6. Approval of the compensation of the members of the Senior Management
7. Miscellaneous

The agenda proposed by the Chairperson is approved by unanimous vote.

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## 1. Election of new members of the Board of Directors

### 1.1. Election of Mr Johnathan Cholak as new member of the Board of Directors

The Chairperson proposes to elect Jonathan Cholak as new member of the Board of Directors for a term which will end at the next annual general meeting of shareholders (**AGM**).

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 575 499	0	93 700

### 1.2. Election of Mr. Jan Eyvin Wang as new member of the Board of Directors

The Chairperson proposes to elect Mr. Jan Eyvin Wang as new member of the Board of Directors for a term which will end at the next AGM.

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 575 499	0	93 700

## 2. Re-election of the Chairman of the Board of Directors

The Chairperson proposes to re-elect Mr. José Achache as Chairman of the Board of Directors for a term which will end at the next AGM.

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 669 199	0	0

### 3. Election of the Independent Proxy

The Chairperson proposes to elect Mr. Matthieu Sinner, notary in Avenue du Théâtre 7, 1005 Lausanne, Switzerland, as Independent Proxy for a term which will end at the next AGM.

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 575 499	0	93 700

### 4. Election of the compensation committee

#### 4.1. Election of Mr. José Achache as new member of the Compensation Committee

The Chairperson proposes to elect José Achache as member of the Compensation Committee for a term which will end at the next AGM.

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 669 199	0	0

#### 4.2. Election of Mr. Johnathan Cholak as new member of the Compensation Committee

The Chairperson proposes to elect Mr. Jonathan Cholak as member of the Compensation Committee for a term which will end at the next AGM.

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 575 499	0	93 700

### 5. Approval of the compensation of the members of the Board of Directors

The Chairperson proposes to approve a maximum aggregate compensation of CHF 760,000 for the term of office from the 2021 AGM until the 2022 AGM.

Note:

*The proposed amount covers the fixed monetary compensation, the fair value of the stock options (assessed at the value of CHF 3 per option) and related social security contributions. No variable monetary compensation has been granted.*

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 218 799	0	450 400

## 6. Approval of the aggregate compensation of the members of the Senior Management

The Chairperson proposes to approve a maximum aggregate compensation of CHF 2,200,000 for the period from June 30, 2021 until the 2022 AGM.

Note:

*The proposed amount covers the fixed monetary compensation, variable monetary compensation, the fair value of the stock options (assessed at the value of CHF 3 per option) and related social security contributions.*

This proposal is approved by the general meeting as follows:

For	Against	Abstain
19 218 799	0	450 400

## 7. Miscellaneous

The Chairpersons states that, except as specifically set forth above, the shareholders have not requested for information and/or recording of statements in the minutes (art. 702 para. 2 ch. 3 and 4).

There being no further item brought before the EGM and there being no further item to be transacted, the meeting is adjourned at 11:27 am.

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The Chairperson:

  
Mr. Fabien Jordan

The Secretary:

  
Mr. Karim Piguet

Exhibits:

1. Proxies;
2. List of attendance.