

Company Announcement 05, 2021 - Notice of Annual General Meeting

22.3.2021 10:00:05 CET | Astralis Group | Notice to convene annual general meeting

The Annual General Meeting 2021 (the "General Meeting") of Astralis Group A/S (the "Company") is hereby convened to be held on:

Monday 19 April 2021 at 8:00 CET (doors will open at 7:30 CET)

The General Meeting is held at:

Astralis Group A/S, Otto Busses Vej 7, 2nd floor, 2450 Copenhagen SV, Denmark

with the following agenda:

1. Election of Chairman of the General Meeting.
2. The Board of Directors' (the "Board") report on the Company's activities during the past financial year.
3. Adoption of the audited 2020 Annual Report.
4. Proposed transfer of loss as noted in the adopted 2020 Annual Report.
5. Election of members to the Board.
6. Election of auditor.
7. Discussion of the Company's remuneration policy and the Board's proposal for remuneration

of the Board in 2021.

1. Changing the name of the Company to Astralis A/S.
2. The following proposals by the Board:
 1. Authorization to purchase or sell treasury shares
 2. Authorization to increase the share capital with and without pre-emptive rights for existing shareholders and resulting amendments of the Company's articles of association (the "Articles of Association")
 3. Amendment of provisions in the Articles of Association regarding convening of the Company's annual general meetings
 4. Amendment of provisions in the Articles of Association regarding the language of the general meeting

In order to prevent the spreading of the Corona virus (COVID-19) the annual general meeting will be streamed directly through the Investor Relations webpage www.astralis.gg/investor. The Board urges the shareholders not to show up physically. The Board requests the shareholders to vote by giving a power of attorney to the Board or vote by postal vote as described below. Questions may also be submitted as described below. No catering will be served at the General Meeting.

Re agenda item 3:

The Board proposes that the audited 2020 Annual Report be approved by the General Meeting.

Re agenda item 4:

The Board proposes that the loss for the year, DKK 53.0 million, to be transferred to the Company's reserves as set out in the 2020 Annual Report.

Re agenda item 5:

The Board currently consists of the following 4 board members elected by shareholders:

Name	Up for re-election?
Nikolaj Nyholm (Chair)	Yes
Christian Swane Mourier (Vice-Chair)	Yes
Claus Zibrandtsen	Yes
Pernille Nørkær	Yes

The composition of the Board reflects the skills and experience which are deemed required to manage a publicly listed company. The Company aims at composing the Board to consist of persons who possess the professional skills and

experience required to serve as a board member.

A detailed description of each of the board candidates and information on their managerial posts are attached hereto as **Appendix 1**. The description is also available on the Company's website www.astralis.gg.

Re agenda item 6:

The Board proposes re-election of:

Deloitte Statsautoriseret Revisionspartnerselskab

CVR-nr.: 33 96 35 56.

Weidekampsgade 6

2300 København S

The proposal is in accordance with the Audit Committee's recommendation. The Audit Committee has not been influenced by third parties and has not been subject to any agreement with third parties, which limits the General Meeting to the election of certain auditors or audit firms.

Re agenda item 7:

The Board proposes that the remuneration of the Board for 2021 be approved by the General Meeting as follows:

Base fee	DKK 100,000
Chair's fee	A multiple of 6 to the base fee
Vice Chair's fee	A multiple of 1 to the base fee
Chairman of Audit Committee's fee	A multiple of 1 to the base fee

The 2021 fees to members of the Board may be paid in cash or in warrants or a combination of cash and warrants as set out in the remuneration policy.

For 2021, the Board proposes that Chairman of the Board Nikolaj Nyholm be charged with ad hoc tasks at a fixed fee of DKK 1.2 million.

Re agenda item 8:

The Board proposes that "Astralis Group A/S" in Section 1.1 of the Articles of Association be replaced by "Astralis A/S" and that "Astralis Group Holding A/S" in Section 1.2 of the Articles of Association be replaced by "Astralis Holding A/S".

Re agenda item 9:

1. Proposal by the Board to authorize the Board to decide the Company's purchase or sale of treasury shares in the period until next year's annual general meeting at a total nominal value not exceeding 10% of the share capital at the market price applicable at the time of acquisition with a deviation of up to +/- 10%.
1. Proposal by the Board to authorize the Board to increase the Company's share capital with and without pre-emptive rights for existing shareholders in an amount up to nominally DKK 141,899, and to insert a new section 3 of the Articles of Association with the following wording:

3. Kapitalforhøjelse	3. Increase of the share capital
<p>3.1 Bestyrelsen er bemyndiget til ad en eller flere gange at forhøje aktiekapitalen med op til nominelt 141.899 kr. med fortegningsret for selskabets hidtidige aktionærer mod kontant betaling, jf. dog afsnit 3.3. Indbetaling skal ske fuldt ud ved tegningen. Bemyndigelsen gælder frem til og med 19. april 2026.</p>	<p>3.1 The board of directors is authorized to increase the share capital by up to nominally DKK 141,899, by one or more issues, with pre-emption rights for the company's present shareholders against cash contribution, see however section 3.3. Cash contribution must be paid in full at the share subscription. The authorisation is valid up to and including 19 April 2026.</p>
<p>3.2 Bestyrelsen er bemyndiget til ad en eller flere gange at forhøje aktiekapitalen med op til nominelt 141.899 kr. uden fortegningsret for selskabets hidtidige aktionærer, jf. dog afsnit 3.3. Nye aktier, der udbydes uden fortegningsret for de hidtidige aktionærer, skal tegnes til markedskurs. Kapitalforhøjelser kan ske mod kontant betaling, gældskonvertering eller som vederlag i forbindelse med selskabets overtagelse af en eller flere bestående virksomheder. Nye aktier, der udbydes mod kontant indbetaling, skal indbetales fuldt ud ved tegningen. Bemyndigelsen gælder frem til og med 19. april 2026.</p>	<p>3.2 The board of directors is authorised to increase the share capital by up to nominally DKK 141,899, by one or more issues, without pre-emption rights for the company's present shareholders, see however section 3.3. New shares that are offered without pre-emption rights for the present shareholders, must be subscribed for at market price. The share capital may be increased against cash contribution, debt conversion or as consideration in connection with the company's acquisition of one or more existing companies. New shares that are offered against cash contribution, must be paid in full at the share subscription. The authorization is valid up to and including 19 April 2026.</p>
<p>3.3 Bestyrelsens bemyndigelser i henhold til afsnit 3.1 og 3.2 kan tilsammen maksimalt udnyttes til forhøjelse af aktiekapitalen med en samlet nominal værdi på 141.899 kr. For kapitalforhøjelser i medfør af afsnit 3.1 og 3.2 gælder, at de nye aktier udstedes som navneaktier. Aktierne skal være omsætningspapirer og skal i øvrigt i enhver henseende være stillet som de eksisterende aktier, herunder med hensyn til fortegningsret ved fremtidige forhøjelser, rettigheder, indløselighed og omsættelighed. Bestyrelsen beslutter under hensyn til tidspunktet for tegning eller konvertering, i hvilket omfang de nye aktier giver ret til udbytte for året, hvori tegning eller konvertering sker. Bestyrelsen fastsætter i øvrigt de nærmere vilkår for kapital-forhøjelser, der gennemføres i henhold til afsnit 3.1 og 3.2 og er bemyndiget til at foretage de nødvendige ændringer i selskabets vedtægter som følge af udnyttelse af bemyndigelserne.</p>	<p>3.3 The board of directors' authorisations according to sections 3.1 and 3.1 can altogether as a maximum be exercised to increase the share capital by a total nominal value of DKK 141,899. For capital increases pursuant to sections 3.1 and 3.2 apply that the new shares will be issued as registered shares. The shares must be negotiable instruments and must additionally in every aspect be identical with the existing shares, including with regard to pre-emption rights at future increases, rights, redemption and transferability. The board of directors decides with regard to the time of subscription or conversion to what extent the holders of the new shares will be entitled to receive dividend for the year in which subscription or conversion take place. The board of directors furthermore determines the conditions in details for capital increases which are implemented according to sections 3.1 and 3.2 and is authorized to make the necessary changes in the articles of association of the company as a consequence of the utilisation of the authorizations.</p>

1. Proposal by the Board to simplify formalities for proposals to the Company's annual general meetings and amend the current section 4.4 of the Articles of Association to the following:

<p>Den ordinære generalforsamling afholdes senest fire (4) måneder efter regnskabsårets slutning.</p>	<p>The annual general meeting shall be held no later than four (4) months following the end of the accounting year.</p>
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1. Proposal by the Board to change the language of the general meeting and documents prepared for use by the general meeting from Danish to English and amend the current section 4.8 of the Articles of Association to the following:

<p>Generalforsamlingen skal afholdes på engelsk, og dokumenter udarbejdet til brug for generalforsamlingen skal foreligge på engelsk.</p>	<p>The general meeting shall be held in English and documents prepared for use by the general meeting shall be in English.</p>
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VOTING REQUIREMENTS

The proposals and elections under items 1, 3-7 and 9(a) of the agenda may be passed by a simple majority of votes.

A resolution to adopt the proposals under items 8, 9(b), 9(c) and 9(d) may be passed by at least two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

DATE OF REGISTRATION, ADMISSION, PROXY AND POSTAL VOTE

Date of registration, right to attend and right to vote

A shareholder's right to attend the General Meeting and to vote is determined on the basis of the shares held by such shareholder at the date of registration.

The date of registration is **Monday 12 April 2021**. The shares held by each shareholder are determined at 11:59 CET at the date of registration on the basis of the shareholdings registered in the share register and in accordance with any notices on shareholdings received by the Company but not yet registered in the share register.

Notice of attendance and admission card

The Company must be duly notified of attendance to the General Meeting. A shareholder, its proxy or advisor wishing to attend the General Meeting and to receive an admission card must notify the Company about the attendance no later than on **Thursday 15 April 2021** 11:59 CET.

Admission cards will be sent electronically via e-mail to the e-mail address listed in the Company's Investor Portal (which can be accessed [here](#)) at registration. The admission card must be presented at the entrance to the General Meeting either electronically on a smart phone/tablet or in print.

Please note that admission cards will be sent out automatically via e-mail immediately after notification of attendance through the Investor Portal.

Shareholders whose attendance has been notified on time but without entry of an e-mail address may collect the admission card at the entrance to the General Meeting upon presentation of ID.

Voting cards are distributed at the entrance to the General Meeting.

Proxy/postal vote

Shareholders prevented from attending the General Meeting may either vote by proxy by authorizing the Board or a named third party as proxy representative or by postal voting.

Electronic proxy forms or electronic postal votes may be submitted through the Investor Portal on the Company's website www.astralisgroup.net by using NemID or username and password.

Physical proxy forms or physical postal votes may be submitted by using the Proxy and Postal Voting Form which can be printed from the Company's website www.astralisgroup.net. The duly completed, dated and signed Proxy and Postal Voting Form must be sent by letter to Computershare A/S, Lottenborgvej 26 D, 1. sal, DK-2800 Kgs. Lyngby, Denmark, by email to agm@computershare.dk or by fax to +45 45 46 09 98.

Proxy forms/postal votes may be submitted for shares held at the date of registration as determined on the basis of the Company's share register as well as any information on shareholdings received by the Company but not yet registered in the share register.

Proxy forms (electronic or physical) must be received by Computershare A/S no later than on **Thursday 15 April 2021** at 11:59 CET, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **Friday 16 April 2021** at 23:59 CET.

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital is DKK 567.597,77 divided into 56,759,77 shares of DKK 0.01 each. Each share of nominally DKK 0.01 carries one vote at the general meeting.

QUESTIONS

At the General Meeting, the Board and Executive Management will answer questions from the shareholders on matters of relevance to the assessment of the 2020 Annual Report, the Company's position and other questions to be addressed at the General Meeting. Questions may be submitted in writing until **Monday 5 April 2021** 12:00 CET to Astralis Group A/S, Otto Busses Vej 7, DK-2450 Copenhagen SV, Denmark, addressed to Director of Communications Steen Laursen or by email to investor@astralisgroup.net. Questions from shareholders can be asked in both Danish and English. Such questions will be answered in English and may be answered in Danish if so requested by the shareholder.

AGENDA, LANGUAGE, ETC.

No later than 2 weeks before the General Meeting, the following information will also be made available on the Company's website www.astralisgroup.net:

1. The notice convening the General Meeting with appendices.
2. The total number of shares and voting rights at the date of the notice convening the General Meeting.
3. Any documents to be submitted to the General Meeting, including the agenda and the complete proposals.
4. The forms to be used for voting by proxy and postal voting.

DATA PRIVACY

In connection with the General Meeting, the Company collects, processes and retains certain personal data.

PRACTICAL INFORMATION

Registration for the General Meeting will commence on **Monday 19 April 2021** at 07:30 CET. No catering will be served.

Subject to a charge, parking is available at Otto Busses Vej 7, 2450 Copenhagen SV.

Best Regards

Astralis Group A/S

Nikolaj Nyholm

Chairman of the Board

Certified Advisor

Tofte & Company

Christian IX's Gade 7

1111 København K

Tlf: (+45) 26 10 08 77

APPENDIX 1

Description of the candidates proposed by the Board of Directors. Candidates marked with an * is considered independent.

Christian Swane Mourier

Date of birth

30 January 1977

Profession

CEO at Mourier-Gruppen ApS (since 2017)

Experience

Christian Swane Mourier has a demonstrated history of working in corporate finance, having worked in auditing at KPMG and thereafter in M&A at Clearwater as well as LLM Partners. Christian is also experienced in entrepreneurship and venture capital.

Other positions

- Director at JJCM Rungsted ApS (since March 2019)
- Director at CSM COT 10 ApS (since 2017)
- Vice-chairman of Dentalteamet Holding A/S (since March 2019)
- Vice-chairman of Tandlægen.dk Holding A/S (since March 2019)
- Board member in Semler Invest A/S (since April 2018)
- Board member in Autonomous Mobility A/S (since April 2018)

- Board member in Connected Cars A/S (since April 2018)
- Board member in CFCO A/S (since April 2018)
- Board member in Aula Holding IV ApS (since 2016)
- Board member in Semler Holding A/S (since 2014)
- Board member in Semler Gruppen A/S (since 2014)
- Director at JM Rungsted Holding Aps (Since 2020)
- Director at Mourier-Gruppen Aps (Since 2017)
- Board member in Morehouse A/S (Since 2020)
- Board member in K/S Erhvervsbyg Herning (Since 2020)
- Board member in Scanpol International ApS (Since 2020)
- Board member in All Nordic Property ApS (Since 2020)
- Board member in Laksen Holding A/S (Since 2020)
- Director in CSM 2810 ApS (Since 2019)
- Chairman of YellowBeard A/S (2020)
- Chairman of YellowBeard Holding ApS (2020)

Claus Zibrandtsen

Date of birth

29 November 1989

Profession

CEO at InQvation ApS

Experience

As CEO of InQvation, Claus Zibrandtsen has established a successful community for tech start-ups. Moreover, he has led a number of seed and venture investments in Danish and foreign start-up's such as Goodiebox ApS, Cortrium ApS, Passendo ApS and Tailor Shaped ApS (Son of a Tailor). On the side, Claus Zibrandtsen has his own start-up, namely Jocks ApS, which he has developed since 2018. Claus Zibrandtsen's key competencies include tech innovation, business development and leadership.

Other positions

Director Peclan Holding ApS (since October 2019)

- Director at Jocks ApS (since May 2018)
- Director at InSPRING ApS (since January 2018)
- Director at CZ Invest 1 ApS (since December 2017)
- Director at CZ Invest 2 ApS (since December 2017)
- Director at InQvation ApS (since February 2017)
- Board member in Konduto ApS (since May 2019)
- Board member in Onomondo ApS (since March 2019)
- Board member in Cortrium ApS (since August 2018)
- Board member in Zafe ApS (since April 2018)
- Board member in inQvation ApS (since 2017)
- Board member in Cognize inc(since 2020)
- Board member in Byon8 AB (since 2020)

Nikolaj Nyholm

Date of birth

13 September 1975

Experience

Nikolaj Nyholm has an impressive repertoire of experience founding and managing growth companies. In 2016, Nikolaj co-founded RFRSH ApS and today, the former RFRSH teams' activities constitutes the foundation of Astralis Group after the management buyout in August 2019. Between 1999 and 2009, Nikolaj was the co-founder of technology companies Speednames, Organic Network, Polar Rose and Imity. From 2010 to 2016, Nikolaj was General Partner at Sunstone (today Heartcore), a European venture capital firm.

Other positions

- Owner and CEO of Neofish ApS (since 1998)
- Owner and CEO of Beatnik ApS (since 2011)

Pernille Nørkær*

Date of birth

20 December 1978

Experience

Pernille Nørkær is a Danish qualified lawyer and has more than 15 years of experience advising Danish and multinational companies. As a lawyer Pernille has been working with a wide number of Danish and international companies within the industry of retail, entertainment, sport and online gambling. In the period from 2005 – 2008 Pernille was in-house counsel in the Danish listed sport and entertainment group Parken Sport & Entertainment A/S.

Other positions

- Board member Svendborg Importfirma A/S
- Board member of Trophy Games Development A/S
- Board member Moalem Weitemeyer Advokatpartnerselskab

Contacts

- Jakob Hansen, CFO, +45 4186 4713, jhansen@astralisgroup.net

Attachments

- [Download announcement as PDF.pdf](#)
- [Corporate Announcement No. 5 - 2021 - AGM.pdf](#)