



COMPANY ANNOUNCEMENT NO 3 / 2023

Astralis A/S

Otto Busses Vej 7, 2nd floor

DK-2450 Copenhagen SV

27 March 2023

### **Notice of Annual General Meeting**

The Annual General Meeting 2023 (the "General Meeting") of Astralis A/S (the "Company") is hereby convened to be held on:

Wednesday 12 April 2023 at 8:05 am CEST (doors will open at 7:30 am CEST)

The General Meeting is held at:

Astralis Nexus, Tivoli Corner, Vesterbrogade 3, 1620 Copenhagen V, 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 2022 Annual Report.
4. Proposed transfer of loss as noted in the adopted 2022 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 2023.
8. The following proposals by the Board:
  - a. Authorization to purchase or sell treasury shares

The annual general meeting will be streamed directly through the Investor Relations webpage [www.astralis.gg/investor](http://www.astralis.gg/investor). 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 2022 Annual Report be approved by the General Meeting.

**Re agenda item 4:**

The Board proposes that the loss for the year, DKK 9.7 million, to be transferred to the Company's reserves as set out in the 2022 Annual Report.

**Re agenda item 5:**

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

<b>Name</b>	<b>Up for re-election?</b>
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](http://www.astralis.gg).

**Re agenda item 6:**

The Board proposes re-election of:

BDO Statsautoriseret Revisionspartnerselskab  
CVR-nr.: 20 22 26 70  
Havneholmen 29  
1561 København V

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 2023 be approved by the General Meeting as follows:

<b>Base fee</b>	<b>DKK 100,000</b>
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 2023 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.

### Re agenda item 8:

- a. 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%.

## VOTING REQUIREMENTS

The proposals and elections under items 1 and 3-8 of the agenda may be passed by a simple majority of votes.

## 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 **Wednesday 5 April 2023**. The shares held by each shareholder are determined at 11:59 pm CEST 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 **Friday 7 April 2023** 11:59 pm CEST.

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.astralis.gg](http://www.astralis.gg) 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.astralis.gg](http://www.astralis.gg). 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](mailto: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 **Friday 7 April 2023** at 11:59 am CEST, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **Saturday 8 April 2023** at 11:59 pm CEST.

### **SHARE CAPITAL AND VOTING RIGHTS**

The Company's share capital is DKK 579,908.93 divided into 57,990,893 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 2022 Annual Report, the Company's position and other questions to be addressed at the General Meeting. Questions may be submitted in writing until **Wednesday 29 March 2023** 12:00 noon CEST to Astralis A/S, Otto Busses Vej 7, DK-2450 Copenhagen SV, Denmark, addressed to Director of Communications Steen Laursen or by email to [investor@astralis.gg](mailto:investor@astralis.gg). 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.astralis.gg](http://www.astralis.gg):

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 **Wednesday 12 April 2023** at 07:30 am CEST. No catering will be served.

Subject to a charge public parking is available at Vesterbrogade, 1620 Copenhagen V or at the parking facilities at Industriens Hus.

Best Regards

Astralis A/S

Nikolaj Nyholm

Chairman of the Board

#### **Certified Advisor**

EY Godkendt Revisionspartnerselskab  
Dirch Passers Allé 36  
2000 Frederiksberg  
Tlf: (+45) 73 23 30 00

## APPENDIX 1

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

### **Nikolaj Nyholm (Chair)**

#### **Member since 2020**

##### *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. Back in 1999, Nikolaj was the founder of Speednames, and Nikolaj has among others also been the co-founder of Polar Rose and Imity. From 2010 to 2016, Nikolaj was General Partner at Sunstone, a Nordic venture capital firm.

##### *Other positions*

- Owner and CEO of Neofish ApS (Since 1998)
- Owner and CEO of Beatnik ApS (Since 2011)
- CEO & Chairman at Scattershot Ltd (Since 2021)

### **Christian Swane Mourier (Vice-chair)**

#### **Member since 2019**

##### *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*

- Board member in Semler Holding A/S (Since 2014)
- Board member in Semler Gruppen A/S (Since 2014)
- Board member in Aula Holding IV ApS (Since 2016)
- Director at CSM COT 10 ApS (since 2017)
- Director at Mourier-Gruppen Aps (Since 2017)

- Board member in Semler Invest A/S (Since 2018)
- Board member in Connected Cars A/S (since 2018)
- Board member in CFCO A/S (Since 2018)
- Board member in Holo A/S (Since 2018)
- Director in CSM 2810 ApS (Since 2019)
- Director at JJCM Rungsted ApS (Since March 2019)
- Director at JM Rungsted holding Aps (Since 2020)
- Board member in Morehouse A/S (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)
- Chairman of YellowBeard A/S (Since 2020)
- Chairman of YellowBeard Holding ApS (Since 2020)

## **Claus Zibrandtsen**

### **Member since 2019**

#### *Date of birth*

29 November 1989

#### *Profession*

Managing Partner i People Ventures Management ApS

#### *Experience*

As Managing Partner in People Ventures, Claus Zibrandtsen has established a successful venture setup, invests in early-stage tech startups, and raised the first +50mEUR venture fund. People Ventures hold a broad portfolio of +15 portfolio companies. Claus has been a venture investor since early 2017 and also established a highly successful community in the area of Copenhagen. Claus's key competencies include venture investments, tech innovation, business development, and leadership.

#### *Other positions*

- Director at InQvation ApS (Since 2017)
- Board member in inQvation ApS (Since 2017)
- Director at CZ Invest 1 ApS (Since 2017)
- Director at CZ Invest 2 ApS (Since 2017)
- Board member in Cortrium ApS (Since 2018)
- Board member in Zafe ApS (Since 2018)
- Board member in Konduto ApS (Since 2019)
- Director Peclan Holding ApS (Since 2019)
- Board member in Onomondo ApS (Since 2019)
- Board member in Byon8 AB (Since 2020)
- Board member in Goodiebox ApS (Since 2021)
- Board member in Goodiebox Holding ApS (Since 2021)
- Board member in Mindfuture ApS (Since 2021)

- Director at People Ventures Management ApS (Since 2021)
- Director at People Ventures Excellence Centres (Since 2021)
- Board member in MXNEY ApS (Since 2022)
- Director at People Ventures General Partner I ApS (Since 2022)
- Director at People Ventures CIV GP I ApS (since 2022)

## **Pernille Nørkær**

### **Member since 2020**

#### *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 in Svendborg Importfirma A/S (Since 2009)
- Board member in AT af 1. juni 2010 A/S (Since 2010)
- Director in Pontus ApS (Since 2018)
- Board member in Moalem Weitemeyer Advokatpartnerselskab (Since 2018)
- Board member in Moalem Weitemeyer General Partner Advokatpartnerselskab (Since 2019)
- Board member in Svendborg Importfirma Holding A/S (Since 2020)
- Board member in Ekkoweb.dk A/S (Since 2021)
- Board member in Trophy Games Development A/S (Since 2021)