

Company Announcement 11, 2023 - Notice for Extraordinary General Meeting for proposed delisting from Nasdaq First North Growth Market Denmark

11.7.2023 12:52:12 CEST | Astralis Group | Notice to convene extra. general meeting

- CONTAINS INSIDE INFORMATION -

This company announcement contains inside information about the proposal to delist from Nasdaq First North Growth Market Denmark.

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

Tuesday 8 August 2023 at 9:30 am CEST (doors will open at 9:00 am CEST)

The Extraordinary 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 Extraordinary General Meeting.
2. Proposed delisting of Astralis A/S from Nasdaq First North Growth Market Denmark

Background for proposed delisting from Nasdaq First North Growth Market Denmark:

Since the public listing on 9. December 2019, Astralis A/S has consistently met its financial targets. The Company has successfully pursued an agile business strategy, the development of existing and new revenue streams, and a decoupling of revenue and profit from in-game team performance. The Company has secured a continuous growth in revenue, achieved positive EBITDA in 2022 and is a significant player in the still-growing global esports industry.

Despite the strong financial performance, the share price has dropped 80% since the listing and now trades at a material discount to the price at the initial public offering (IPO). The liquidity of the Company's share on Nasdaq First North Growth Market Denmark is very limited, which means that there is limited value for both the Company and its shareholders being listed on a public marketplace.

A main aim of the IPO was to strengthen the Company's international position by means of market consolidation and acquisitions through share issues and invest further in existing and potential new business areas. The limited liquidity in the Company's shares and the development of the share price, have meant that it has become difficult for the Company to participate in the market consolidation on attractive terms for the Company's shareholders.

Being a publicly listed company also comes with significant costs for the Company. The board's estimation indicates the Company can save DKK +2m in annual direct costs and an addition of DKK 1m in indirect annual cost savings (management and resources).

Through a delisting and the consequential significant direct and indirect savings, Astralis A/S aims to create a more profitable business for its shareholders and free up resources and funds for new investments.

The delisting was included as a potential outcome of the Strategic Review announced by the Board on 30th March 2023 (Company Announcement 4, 2023). The process and the scenarios specified in the Strategic Review continue around point (ii) a combination with another company, and (iv) a sale of all or some of the Company's shares and/or assets.

A share price and liquidity analysis along with cost-saving details are summarized in the attached document: "Astralis Delisting Background"

Proposed Delisting Process

The proposed delisting of the Company from trading on Nasdaq First North Growth Market Denmark (the "Proposal") will be considered as the only item on the agenda at the General Meeting besides election of Chairman of the General Meeting. It will require that two-thirds (2/3) of the votes and capital present at the General Meeting vote in favor of the Proposal. The Company's Executive Management, the entire Board of Directors and the major shareholder Jakob Lund Kristensen (JLK Holding ApS), have confirmed that they will vote in favor of the Proposal at the General Meeting. At the General Meeting, participants will have the opportunity for further explanation and discussion.

If the Proposal is adopted at the General Meeting, the Company will request Nasdaq First North Growth Market Denmark to delist the Company's shares from trading. Delisting of the Company's shares from trading on Nasdaq First North Growth Market Denmark is conditional on the request being approved.

If the request is approved, the Company's share will continue to be tradable for a period of 10 weeks from the date of approval before the Company's share is deleted from trading on Nasdaq First North Growth Market Denmark (the "Continued Trading Period"). The Company will publish a company announcement in connection with the submission of and response to this request.

During the Continued Trading Period, the Company's shareholders are not obliged to sell their shares.

Significance for the Company's shareholders

A delisting of the Company's share from trading on Nasdaq First North Growth Market Denmark will mean that there will no longer be a marketplace for trading in the Company's share. Instead, any future trades in the Company's stock will be over-the-counter. For this reason, it can be expected that the liquidity of the Company's shares will fall further. This may also mean that it becomes more difficult to buy and sell shares in the Company and that dealing in the Company's shares may require legal assistance, which the parties in any over-the-counter transactions must finance themselves.

By delisting after the Continued Trading Period, the Company will no longer be covered by, among other things, the disclosure obligations in the Market Abuse Regulation (MAR) and the set of rules that apply to companies admitted to trading on Nasdaq First North Growth Market Denmark. However, the Company will continue to be covered by, among other things, the rules in the Companies Act and the Annual Accounts Act.

There may be changes in a shareholder's tax legal position in relation to the shares, as these will cease to be listed on a regulated stock exchange.

Outlook for Astralis

Over the past year, the company has sold off or closed activities in Rainbow 6 and [Pixel.TV](#) to focus its key business around the two game titles League of Legends and Counter-Strike, the franchise league ownerships, commercial partnerships, development of direct media offerings, digital items, as well as merchandise, and other fan products.

Astralis believes that the continuous growth and development in the global esports industry creates a lot of business opportunities, and through the investments in different game titles, media, and franchise leagues, Astralis has gained valuable experience in identifying profitable areas with most potential for future growth.

According to the research institute Market Insights, the esports industry is expected to continue its development with an estimated 12 % annual growth rate towards 2030. This includes continuous increase in league revenues, active users across game titles, number of fans, viewership, and commercial partnerships, all within the scope of Astralis' business.

VOTING REQUIREMENTS

The proposal and election under item 1 of the agenda may be passed by a simple majority of votes. Item 2 will require that two-thirds (2/3) of the votes and capital present at the Extraordinary General Meeting vote in favor.

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 **Tuesday 1 August 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 4 August 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 smartphone/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 by using MitID 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. 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, DK2800 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 **Friday 4 August 2023 at 11:59 pm CEST**, whereas postal voting forms (electronic or physical) must be received by Computershare A/S no later than on **Monday 7 August 2023 at 11:59 pm CEST**.

SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital is DKK 580,258.93 divided into 58,025,893 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 2020 Annual Report, the Company's position and other questions to be addressed at the General Meeting. Questions may be submitted in writing until **Tuesday 25 July 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. 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:

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 Tuesday 8 August 2023 at 09:00 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

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Attachments

- [Download announcement as PDF.pdf](#)
- [Astralis Delisting Background.pdf](#)
- [Corporate Announcement No. 11 - 2023 De-listing.pdf](#)