

Invitation to Annual General Meeting in Anoto Group AB (publ)

The shareholders of Anoto Group AB (publ) (the “Company”) are hereby invited to attend the Annual General Meeting (the “AGM”) to be held on Monday, 18 May 2020 at 10 a.m. at the premises of Setterwalls Advokatbyrå, Sturegatan 10 in Stockholm, Sweden.

Notification of participation

Shareholders wishing to attend the EGM must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Tuesday, 12 May 2020,
- notify the Company of their intention to participate no later than on Thursday, 14 May 2020.

Attendance is to be notified by telephone +44 (0) 758 430 1260 or by e-mail to AGM@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the EGM, proxies, registration certificates and other authorisation documents should be submitted to the Company by email to AGM@anoto.com no later than on 14 May 2020. The Company provides proxy forms on the Company’s web page www.anoto.com.

Shareholders who hold their shares through nominees (*Sw. förvaltare*) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders who wish to obtain such registration must contact the nominee regarding this well in advance of 12 May 2020.

Proposed agenda

1. Election of Chairman
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor’s Report and the consolidated Annual Report and consolidated Auditor’s Report
7. Statement by the Chief Executive Officer and answering of questions from the shareholders
8. Resolution on
 - (a) adoption of the Income Statement and the Balance Sheet, and the consolidated Income Statement and consolidated Balance Sheet
 - (b) appropriation of the Company’s profit or loss pursuant to the adopted Balance Sheet
 - (c) discharge for liability of the Board members and the Chief Executive Officer
9. Determination of the number of Board members
10. Remuneration for the Board members and the auditors
11. Election of board members, Chairman of the Board of Directors and Auditor
12. Resolution on Nomination Committee
13. Resolution concerning guidelines for the remuneration of senior executives
14. Resolution to authorise the Board of Directors to issue new shares, warrants and/or convertible bonds

15. Closing of the Meeting

Proposals

Election of board members etc. (items 9-11)

Soltworks Co. Ltd. (the “Major Shareholder”) representing approximately 19 per cent of the total number of shares in the Company, has informed the Company regarding its intention to present proposals in accordance with items 9-11 as stated in the proposed agenda well in advance of the AGM.

Resolution on Nomination Committee (item 12)

It is proposed that the AGM shall resolve on the following principles to apply in connection with the appointment of the Nomination Committee for the AGM 2021.

For the appointment of a Nomination Committee for the AGM 2021, the Chairman of the Board of Directors is commissioned to contact three of the Company’s major shareholders, at the end of September 2020, for the purpose to establish a new Nomination Committee. The Chairman of the Board of Directors shall ask the major shareholders to appoint one representative each to form the Nomination Committee, together with the Chairman of the Board of Directors. If not otherwise resolved by the Nomination Committee, the representative of the largest owner shall be appointed the Chairman of the Nomination Committee.

In case a shareholder that has appointed a member to the Nomination Committee materially reduces his holding of shares in the Company, the member that has been appointed by such shareholder shall resign, if the Nomination Committee so decides. Instead, another major shareholder, that has become one of the Company’s three major shareholders, shall in consultation with the remaining members be offered to appoint a member of the Nomination Committee. In case a shareholder who is not represented in the nomination committee becomes one of the Company’s three major shareholders during the Nomination Committee’s work period, the Nomination Committee may resolve to offer this owner a seat on the Nomination Committee.

The members of the Nomination Committee shall be presented by the Chairman of the Board as soon as the members have been appointed, however, no later than six months prior to the AGM 2021. The Chairman of the Nomination Committee shall inform the Company if changes in the Nomination Committee occur.

No compensation for Nomination Committee work shall be paid out. The Nomination Committee shall, upon approval by the Chairman of the Board, be entitled to burden the Company with costs, for example in respect of recruitment consultants or other costs necessary for the Nomination Committee to fulfil its duties.

The Nomination Committee shall prepare and present to the AGM 2021 proposals for the following issues:

1. Chairman at the Annual General Meeting
2. Chairman and other members of the Board of Directors
3. Remuneration for the Board of Directors
4. Appointment of Auditors (when appropriate)
5. Remuneration for the Auditors
6. The procedure of appointing a Nomination Committee for the Annual General Meeting 2022

Resolution concerning guidelines for the remuneration of senior executives (item 13)

The Board of Directors proposes that the AGM resolves on the guidelines below for the determination of remuneration and other employment conditions for the CEO and other Executives to apply until the Annual General Meeting 2024, unless circumstances arise that requires prior revision. Remuneration included in the Guidelines shall include salary and other remuneration to the Senior Management. Remuneration is also including the transfer of securities and the granting of the right to acquire securities from the Company in the future.

The Guidelines' promotion of the Company's business strategy, long-term interests and sustainability

The purpose with the remuneration package is that Anoto shall have compensation levels and terms of employment that are required to attract and retain Senior Executives with high competence and ability to achieve set goals, implement Anoto's strategy and achieve Anoto's long-term interests and sustainability.

The decision-making process to determine, review and implement the guidelines

The Remuneration Committee consists of all members of the Board of Directors. The committee's tasks include preparing the Board of Directors' decision relating to remuneration guidelines, remuneration and other terms of employment for the Senior Management of the Company. The Remuneration Committee shall also monitor and evaluate ongoing and completed programs during the year for variable remuneration to the Senior Management of the Company. They shall also follow and evaluate the application of the guidelines for remuneration to the Senior Management of the Company that the Annual General Meeting is required by law to adopt as well as the applicable remuneration structures and remuneration levels in the Company.

The Board of Directors shall prepare proposals for new Guidelines at least every four years and submit the proposal to the Annual General Meeting for resolution. The CEO and other members of the Senior Management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Stock related incentive plans are to be determined by the AGM. Issues and transfers of securities determined by the AGM according to the rules of Chapter 16 in the Swedish Companies Act are not comprised by these guidelines in case the AGM has or will make such decisions.

Board Members of the Company, elected by the AGM, may in special cases receive a fee for services performed within their respective area of expertise, separately from their board duties and for a limited period of time. Compensation for these services shall be paid at market terms.

Types of remuneration

The remuneration offered shall be on market terms and may consist of the following; fixed salary, variable salary, pension benefits and other benefits. The General Meeting can also – without consideration of these guidelines – resolve on, for example, share and share price related programs and remuneration.

Fixed salary

The remuneration in terms of fixed salary shall be in proportion to the Executive's experience, responsibility and authority.

Variable cash payments

The variable remuneration shall be in proportion to the Executive's responsibility and authority. Thereto, it shall be maximized and based on achievement of goals that coincides with the

shareholders long-term interests. The variable part shall, where applicable, be based on quantitative and qualitative goals. The variable salary shall not be pensionable.

The total cost for the Company for the variable remuneration shall at most amount to 50 per cent of the total cost for fixed salary for this group based on achievement of goals.

Pension

Anoto offer its employees a premium based pension plan, which shall be on market terms. Pension benefits may at most amount to 35 per cent of the fixed salary.

Other benefits

Other Benefits may consist of conventional benefits such as healthcare and housing allowance in accordance with local practice.

Termination of employment

In the event of termination of employment by the Company, the CEO has six months' notice period. Except for ordinary salary, there are no agreed upon severance pay during the notice period. Other members of the Senior Management have up to three months' notice period.

Salary and employment conditions for employees

Salary and employment conditions for the employees of the Company have been taken into account in the preparation of these remuneration guidelines by including information on the employees' total income, the components of the remuneration and the increase and growth rate over time have been part of the Remuneration Committee's and the Board of Directors' basis of decision when evaluating whether the Guidelines and the limitations set out herein are reasonable.

Derogation from the guidelines

The Board of Directors may resolve to derogate from the Guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability.

Resolution to authorise the Board of Directors to issue new shares, warrants and/or convertible bonds (item 14)

The Board of Directors proposes that the AGM authorizes the Board of Directors to resolve, on one or several occasions during the period until the next AGM, with or without deviation from the shareholders' preferential rights, against cash payment, for payment in kind or by way of set-off, to issue ordinary shares, warrants and/or convertible bonds that involve the issue of or conversion into a maximum of 34,000,000 ordinary shares, corresponding to a dilution of approximately 20 per cent of the share capital and votes, based on the current number of shares in the Company.

The purpose of this authorisation and the reason for any disapplication of the shareholders' preferential rights is to increase the flexibility of the Company to finance the ongoing business and at the same time extend and strengthen the Company's shareholder base of strategic or long term investors. The basis for the issue price shall be according to the prevailing market conditions at the time when shares, warrants and/or convertible bonds are issued.

A valid resolution by the AGM pursuant to the proposal above requires that the resolution be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the AGM.

Other

According to Chapter 7, section 32 of the Swedish Companies Act, at a General Meeting the shareholders are entitled to require information from the Board of Directors and CEO regarding circumstances which may affect items on the agenda and circumstances which may affect the Company's financial situation.

Number of shares and votes in the Company

As of 20 April 2020, the total number of shares and votes in the Company was 170,262,257. The Company is not holding any own shares.

Stockholm, April 2020

Anoto Group AB (publ)

The Board of Directors