

Bulletin from the Annual General Meeting of Anoto Group AB

Stockholm, 18 May 2018 – At the Annual General Meeting (the “AGM”) in Anoto Group AB (publ) on 15 May 2018, the following main resolutions were adopted.

Appropriation of profit or loss and discharge from liability

The AGM adopted the income statements and balance sheets of the parent company and the Group and resolved in accordance with the proposal by the Board and the CEO that no dividend should be paid and that the unrestricted equity in the parent company shall be carried forward. The AGM discharged the members of the Board and the CEO from liability.

Election of Board members and remuneration for Board members and the auditor

For the period until the next AGM, it was resolved to re-election of Jörgen Durban and Perry Ha and to elect Will Reeb as new board member. Jörgen Durban was re-elected as Chairman of the Board of Directors.

The AGM resolved that the total remuneration for the Board of Directors shall amount to SEK 1,340,000, of which SEK 670,000 shall be paid to the Chairman of the Board of Directors and SEK 335,000 shall be paid to each of the other board members elected by the AGM and who are not employees of the Group. It was resolved that the audit fees shall be paid in accordance with approved invoices.

Change of the articles of association

The AGM resolved as follows.

- That, in order to adapt the limits for the share capital, change § 4 of the articles of association as follows:

“The company’s share capital shall be not less than SEK 65,000,000 and not more than SEK 260,000,000.”

- That, in order to adapt the limits for the number of shares, change § 5 of the articles of association as follows:

“The number of shares shall be not less than 110,000,000 and not more than 440,000,000.”

- To authorise the Chairman of the Board of Directors, or someone appointed by the Chairman of the Board of Directors, to make any adjustments in the decision which are required for registration with the Swedish Companies Registration Office or Euroclear Sweden AB’s processing.

Authorization for the Board to resolve to issue shares, warrants and/or convertible bonds

The AGM resolved to authorize 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 shares, warrants and/or convertible bonds that involve the issue of or conversion into a maximum of 28,163,738 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.

Incentive program for the CEO and senior executives

The AGM resolved in accordance with the proposal presented by shareholder Nerthus Investments Limited to adopt an incentive program for the CEO and senior executives employed within the Group as described below. The proposed incentive program means that the participants will be granted stock options free of charge. The maximum number of stock options granted to senior executives shall be in aggregate 8,046,782, representing approximately 6 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. For the senior executives, the stock options vest in the following manner. One third of the options vest and become exercisable after one year. Thereafter, the remaining two thirds of the options vest and become exercisable on a pro rata basis, with 1/24 per month, until all options have vested after three years. The vesting of the options is contingent on the senior executive having been employed by the Group for at least 12 months from the date of grant of the stock options.

The maximum number of stock options to be granted to the CEO shall be 13,411,303, representing approximately 10 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. Of the maximum stock options granted, 8,046,782 options vest as set out below (the “**Base Options**”) and 5,364,521 options vest only in case of exceptional CEO performance as determined by the Board of Directors (the “**Additional Options**”). At the discretion of the Board of Directors, vesting of the Additional Options can take place in part or in full, on one or several occasions over the vesting period.

One third of the Base Options vest and become exercisable after one year. Thereafter, the remaining two thirds of the Base Options vest and become exercisable on a pro rata basis, with 1/24 per month, until all Base Options have vested after three years. The vesting of the first half of the Base Options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least have been available for re-election as a board member, for at least 12 months from the date of grant of the Base Options. Vesting of the second half of the Base Options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least have been available for re-election as a board member, for at least 24 months from the date of grant of the Base Options.

The stock options can be exercised to purchase shares in the Company no later than on 31 August 2022, after which any outstanding options lapse. Each option entitles the participant to purchase one share in the Company at a price equal to 100 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 15 February 2018 up to and including 15 May 2018.

The program comprises a maximum of 21,458,085 stock options, representing approximately 16 per cent of the share capital and votes after dilution, based on the current number of shares in the Company.

Incentive program for the board members

The AGM resolved in accordance with the proposal presented by shareholder Nerthus Investments Limited to adopt an incentive program for the board members of the Company not being employed by the Group as described below. The proposed incentive program means that the participants will be granted stock options free of charge. The stock options vest in the following manner. One third of the options vest and become exercisable after one year. Thereafter, the remaining two thirds of the options vest and become exercisable on a pro rata basis, with 1/24 per month, until all options have vested after three years. The vesting of the options is contingent on the participant is or having been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of grant of the stock options. The stock options can be exercised

to purchase shares in the Company no later than on 31 August 2022, after which any outstanding options lapse. Each option entitles the participant to purchase one share in the Company at a price equal to 100 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 15 February 2018 up to and including 15 May 2018.

The incentive program comprises a maximum of 2,299,080 stock options, representing approximately 2 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. The maximum number of stock options to be allocated to the Chairman of the Board of Directors shall be 1,149,540 and to the other board members not being employed by the Group up to 574,770 stock options each.

Resolution to authorise the Board of Directors to issue warrants

To ensure delivery of shares to participants in the incentive programs of the Company and to cover any social security costs related to the incentive programs, the AGM resolved that the Board of Directors shall be authorised, on one or more occasions until the next AGM, to issue up to 23,757,165 warrants, representing approximately 18 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. The warrants shall be issued free of charge and, with disapplication of the shareholders' preferential rights, may be subscribed for by Anoto AB, a wholly owned subsidiary of the Company.

For further information, please contact:

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