

## **Invitation to Extraordinary General Meeting in Anoto Group AB (publ)**

*As a precautionary measure to reduce the risk of spreading the Coronavirus, the Company's board of directors has decided that no ingestion will take place in connection with the EGM. Participation of board members, company management and the number of non-shareholders present will be limited.*

**The shareholders of Anoto Group AB (publ) (the "Company") are hereby invited to attend the Extraordinary General Meeting (the "EGM") to be held on Monday, February 15, 2021 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 Friday, February 5, 2021,
- notify the Company of their intention to participate no later than on Wednesday, February 10, 2021.

Attendance is to be notified by telephone +44 758 4301260 or by e-mail to EGM@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 EGM@anoto.com no later than on February 10, 2021. The Company provides proxy forms on the Company's web page [www.anoto.com](http://www.anoto.com).

To be entitled to participate at the EGM, shareholders who has had their shares registered through nominees (Sw. *förvaltare*) must, in addition to notifying the Company of their intention to participate at the EGM, have their shares registered in their own name so that the shareholder is entered into the share register per February 5, 2021. Such registration may be temporary (Sw. *rösträttsregistrering*) and is requested with the nominee in accordance with the nominee's routines at such time in advance as the nominee determines. Voting rights registrations made no later than the second banking day after February 5, 2021 are considered in the presentation of the EGM share register.

### **Proposed agenda**

1. Opening of the Meeting
2. Election of Chairman at the Meeting
3. Preparation and approval of voting list
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Determination of the number of Board members
8. Remuneration for Board member
9. Election of Board member
10. Resolution on approval of the Board of Directors' resolution on directed rights issue

11. Resolution to authorise the Board of Directors to issue new shares, warrants and/or convertible bonds
12. Closing of the Meeting

## **Proposals**

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 at the EGM the proposals set out in items 7–9.

### **Determination of number of Board members (item 7)**

The Major Shareholder proposes that the Board of Directors shall consist of four Board members elected by a general meeting.

### **Remuneration for Board member (item 8)**

The Major Shareholder proposes that the total remuneration for each newly elected Board member, who is not an employee of the Group, shall amount to SEK 300,000, i.e. the same remuneration as determined at the AGM 2020.

### **Election of Board member (item 9)**

As a new member of the Board of Directors until the end of the next AGM, the Major Shareholder proposes election of Jörgen Durban. Information on the proposed member will be available on Anoto's website [www.anoto.com](http://www.anoto.com).

### **Resolution on approval of the Board of Directors' resolution on directed rights issue (item 10)**

The Board of Directors proposes that the EGM resolves to approve the Board of Directors' resolution on January 20, 2021 to increase the Company's share capital by up to SEK 12,600,000.059198 through the issue of up to 21,000,000 new ordinary shares, each with a quota value of approximately SEK 0.600000003. The following terms and conditions shall apply to the issue of shares.

With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Rothesay Limited. Subscription for the new shares shall be made on a separate subscription list no later than on January 20, 2021. The shares have been subscribed for. The reason for the deviation from the shareholders' preferential rights is to finance the ongoing business in a time and cost-efficient way and at the same time strengthen the Company's institutional and long-term shareholder base and thereby promote the Company's opportunities to develop the Company to create additional value for all shareholders.

The subscription price per ordinary share is SEK 0.90. The subscription price has been determined after discussions at an arm's length between the Company's management and Rothesay Limited based on the prevailing market conditions at the time when the share issue was resolved. Payment for the subscribed shares shall be made in cash no later than on February 15, 2021. The Board of Directors, or the person appointed by the Board, shall be entitled to extend the subscription period and the time of payment. The new shares convey right to dividends for the first time on the first record date set for dividends after the registration of the new shares with the Swedish Companies Registration Office. Oversubscription cannot take place.

The Board of Directors, or the person appointed by the Board, shall have the right to make such minor formal adjustments to the issue resolution, which may be required for registration of the new shares with the Swedish Companies Registration Office or Euroclear Sweden AB.

For a valid decision, it is required that the resolution be supported by shareholders with at least two thirds of both the votes cast and the shares represented at the EGM.

**Resolution to authorise the Board of Directors to issue new shares, warrants and/or convertible bonds (item 11)**

The Board of Directors proposes that the EGM 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 34,341,850 ordinary shares, corresponding to a dilution of approximately 13.7 per cent of the share capital and votes, and having regard to the rights issue referred to in item 10 above.

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.

This authorisation replaces the authorisation for the Board of Directors to resolve to issue ordinary shares, warrants and/or convertible bonds resolved by the Annual General Meeting on May 18, 2020.

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**

The complete proposals of the Board of Directors and documentation pursuant to Chapter 13, section 6 of the Swedish Companies Act (SFS 2005:551), will be available at the Company and on the Company's website [www.anoto.com](http://www.anoto.com), no later than January 25, 2021, and will be sent free of charge to shareholders who so request and provide their postal address.

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 January 22, 2021, the total number of shares and votes in the Company was 185,658,150. The Company is not holding any own shares.

Stockholm, January 2021

**Anoto Group AB (publ)**

The Board of Directors