

Notice to attend Extraordinary General Meeting in Anoto Group AB (publ)

The shareholders of Anoto Group AB (publ) ("Anoto" or the "Company") are hereby invited to attend the Extraordinary General Meeting (the "EGM") to be held on Monday 7 August 2023 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 28 July 2023;
- notify the Company of their intention to participate no later than on Tuesday 1 August 2023.

Attendance is to be notified by phone to +44 758 430 12 60 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 Tuesday 1 August 2023. The Company provides proxy forms on the Company's web page 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 Friday 28 July 2023. 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 Tuesday 1 August 2023 are considered in the presentation of the EGM share register.

Proposed agenda

1. Opening of the meeting
2. Election of Chairman
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. Resolution regarding approval of share transfer in KAIT
8. Closing of the Meeting

Proposals by the board of directors regarding Approval of a share transfer in KAIT (item 7)

Background

Anoto AB with reg. no 556320-2646, a wholly-owned subsidiary of Anoto, has on 13 July 2023 entered into share transfer agreements with Joonhee Won and Jörgen Durban regarding the sale of a total of 1,350,000 shares in Knowledge AI Holdings Ltd. ("KAIT"). KAIT is a subsidiary of Anoto specializing in education.

Application of the Leo Rules

Given that Joonhee Won is a member of the Board of Directors and Chief Executive Officer and Jörgen Durban is the Chairman of the Board of Directors of Anoto, the transfers are subject to the Leo rules in Chapter 16 of the Swedish Companies Act and must be submitted to the general meeting for approval. The share transfer agreement has therefore been conditioned on the approval of the EGM.

Statement of the Board of Directors on the share transfer agreements

Anoto has previously announced that it has sold 2,750,000 shares in KAIT to a number of European investors. After the sale, Anoto's ownership in KAIT would amount to 47.2 per cent of the number of outstanding shares in the company.

The transfers are a step towards strengthening the Company's financial position. Through the transfers, KAIT will be deconsolidated from the Company, allowing KAIT to secure its own financing as an independent company. At the same time, this results in an improvement in Anoto's financial position as KAIT's debts will no longer be included in Anoto's balance sheet. After the transfers, Anoto will still own 4,300,000 shares in KAIT which corresponds to approximately 47.8 per cent of the number of outstanding shares.

One of the European investors has not completed the transaction on the agreed closing date. Anoto's board has therefore decided to instead transfer 1,250,000 shares to Joonhee Won and 100,000 shares to Jörgen Durban on the same terms and at the same price as agreed with the external investors. The purchase price for the shares in KAIT corresponds to an agreed market value of KAIT of USD 12 million on a fully diluted basis. The purchase price for the shares thus amounts to USD 1 250 000 and USD 100 000 for Joonhee Won and Jörgen Durban respectively.

The board assesses that the terms of the transaction, including the purchase price, are market based, and that the share transfer agreements otherwise contain customary conditions.

The transfers of shares in KAIT are, inter alia, conditional on the approval of the transfers by an extraordinary general meeting of the Company.

In respect of Joonhee Won's position as member of the Board of Directors and Chief Executive Officer and Jörgen Durban's position as Chairman of the Board of Directors of the Company, they have not been involved in the preparation of the sale of shares in KAIT and have not participated in the board's decision regarding the sale.

Proposal for resolution

The Board of Directors proposes that the Extraordinary General Meeting approves the transfer of 1,250,000 shares in KAIT to Joonhee Won and 100,000 shares in KAIT to Jörgen Durban under the conditions set out above.

Valuation statement

The Company has prepared a valuation report regarding the market value of the shares for the Extraordinary General Meeting. A copy of the final valuation assessment will be available at www.anoto.com and at the office of the Company.

Majority requirement

The resolution is only valid if supported by shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the Extraordinary General Meeting.

Number of shares and votes in the Company

As of 14 July 2023, the total number of ordinary shares and votes in the Company was 331,859,066. There were no Series C Shares issued. The Company is not holding any own shares.

Stockholm, July 2023

Anoto Group AB (publ)

The Board of Directors