

Notice to attend the 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 Friday 30 June 2023 at 10 a.m. at the premises of Setterwalls Advokatbyrå, Sturegatan 10 in Stockholm, Sweden.

Notification of participation

Shareholders wishing to attend the AGM must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Wednesday 21 June 2023,
- notify the Company of their intention to participate no later than on Friday 23 June 2023.

Attendance is to be notified by phone to +44 (0)758 430 12 60 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 AGM, proxies, registration certificates and other authorisation documents should be submitted to the Company by email to AGM@anoto.com no later than on Friday 23 June 2023. The Company provides proxy forms on the Company’s web page www.anoto.com.

To be entitled to participate in the AGM, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the AGM by submitting their postal vote, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on Wednesday 21 June 2023. This re-registration may be temporary (so-called “voting right registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than Friday 23 June 2023, are considered when preparing the share register.

Proxies

If shareholders wish to attend the AGM through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the notification. The power of attorney form is available on the Company’s website www.anoto.com. If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be enclosed along with the notification.

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. 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

8. Determination of the number of Board members and auditors
9. Determination of remuneration for the Board members and the auditors
10. Election of Board members, Chairman of the Board of Directors and auditor
11. Resolution on approval of the remuneration report
12. Resolution to authorise the Board of Directors to resolve on directed issue of Series C shares
13. Resolution to authorise the Board of Directors to resolve on repurchase of Series C shares
14. Resolution to authorise the Board of Directors to issue new ordinary shares, warrants and/or convertible bonds
15. Closing of the Meeting

Proposals

Proposals in accordance with items 8-10 will be presented at the latest in connection with the AGM.

Election of Chairman of the meeting (item 1)

The Board of Directors proposes that Advokat Axel Helle is elected as Chairman of the AGM.

Resolution on appropriation of the Company's profit or loss pursuant to the adopted Balance Sheet (item 7b)

The Board of Directors proposes that the AGM shall resolve not to distribute any dividends for the financial year 2022 and the distributable profits are carried forward.

Resolution on approval of remuneration report (item 11)

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act (2005:551).

Resolution to authorise the Board of Directors to resolve on directed issue of Series C shares (item 12)

The Board of Directors proposes that the AGM authorises the Board of Directors, on one or more occasions until the next AGM, to resolve on a new issue of no more than 14,000,000 Series C shares, each with a quota value of SEK 0.60, corresponding to approximately 6.1 per cent of the share capital and votes of the Company after dilution based on the current number of shares in the Company. With the deviation from the shareholders' preferential rights, the new shares may be subscribed for by a bank or securities company at a subscription price corresponding to the quota value.

The purpose of the authorisation and the reason for the deviation from the shareholders' preferential rights when the authorisation is utilized is to ensure delivery of shares to participants under the Company's outstanding incentive programs and to cover any social security costs related to such incentive schemes. Prior to the transfer of shares to participants exercising stock options, the Board of Directors will resolve to reclassify Series C shares into ordinary shares. The Company has not yet issued any Series C shares.

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 AGM.

Resolution to authorise the Board of Directors to resolve on repurchase of Series C shares (item 13)

The Board of Directors proposes that the AGM resolves to authorise the Board of Directors, on one or more occasions until the next AGM, to resolve on repurchases of Series C shares. Repurchases may only be made through an acquisition offer addressed to all holders of Series C shares and shall comprise all outstanding Series C shares. Acquisitions shall be made at a price corresponding to the quota value of the shares. Payment for acquired shares shall be made in cash.

The purpose of the above authorisations is to be able to resolve on repurchase of Series C shares in order to ensure delivery of shares to participants in the Company's outstanding incentive programs and secure payment of social security contributions attributable to such incentive programs.

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 AGM.

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 authorises 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 46,122,393 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.

For information on how personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

Number of shares and votes in the Company

As of 1 June 2023, the total number of ordinary shares and votes in the Company was 230,611,964. There were no Series C Shares issued. The Company is not holding any own shares.

Stockholm, June 2023

Anoto Group AB (publ)

The Board of Directors