

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

The shareholders of Anoto Group AB (publ) (the “Company”) are hereby invited to attend the Extraordinary General Meeting (the “EGM”) to be held on Thursday, 4 May 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 Tuesday, 25 April 2023,
- notify the Company of their intention to participate no later than on Tuesday, 2 May 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 Tuesday 2 May 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 Tuesday 25 April 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 Thursday 27 April 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 adoption of new articles of association
8. Resolution regarding reduction of the share capital without redemption of shares
9. Approval of the board of directors’ resolution on new share issue of ordinary shares with deviation from the shareholders preferential rights
10. Approval of the board of directors’ resolution to a rights issue of ordinary shares
11. Resolution regarding bonus issue
12. Resolution regarding reduction of the share capital without redemption of shares
13. Closing of the Meeting

Proposals by the board of directors (items 7 – 12)

Resolution regarding adoption of new articles of association (item 7)

As a consequence of the proposed reduction of share capital under item 8 below, the board of directors proposes that the shareholders' meeting resolves upon adopting new articles of association pursuant to which the share capital limits set out in § 4 in the articles of association are changed to not less than SEK 92,000,000 and not more than SEK 368,000,000. Furthermore, the board of directors proposes an amendment to the limits on number of shares set out in § 5 in the articles of association to be not less than 230,000,000 and not more than 920,000,000 shares.

The resolution is conditioned by the shareholders' resolution to reduce the share capital as set out in item 8 below.

Resolution regarding reduction of the share capital without redemption of shares (item 8)

The board of directors proposes that the shareholders' meeting resolves upon reducing the Company's share capital with SEK 46,122,393.450086. The reduction of the share capital will be made without redemption of ordinary shares by changing the share quota value from approximately SEK 0.60 to SEK 0.40 per share. The reduction amount shall be allocated to a non-restricted reserve to be used in accordance with the shareholders' resolution.

The reduction of share capital by changing the quota value is made in order to resolve on the share issues suggested for approval in items 9 and 10 below. After the reduction, the share capital will amount to SEK 92,244,785.60 divided into 230,611,964 ordinary shares (prior to the share issues), each share with a quota value of SEK 0.40. The resolution to reduce the share capital is conditioned on that the share issues under items 9 and 10 and that the bonus issue under item 11, entailing an increase of the share capital with at least as much as the reduction amount, are registered at the Swedish Companies Registration Office and that the reduction of the share capital, the share issues and the bonus issue together do not result in a decrease in the Company's share capital. The resolution to reduce the share capital is conditioned by a change of the articles of association as set out in item 7 above.

Approval of the Board of Directors resolution on new share issue of ordinary shares with deviation from the shareholders preferential rights (item 9)

The Board of Directors has on 5 April 2023, subject to the subsequent approval of the general meeting, resolved to increase the Company's share capital by up to SEK 20,000,000 through the issue of up to 50,000,000 new ordinary shares, each with a quota value of SEK 0.40.

The following terms and conditions shall apply to the issue of shares. The subscription price per ordinary share shall correspond with the quota value, i.e. SEK 0.40. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Beof Company Ltd. Subscription for new shares shall be made on a separate subscription list no later than 5 April 2023. Payment for the subscribed shares shall be made no later than on 11 May 2023. The Board of Directors shall be entitled to extend the subscription period and the time of payment. The new shares do not entitle to participation with preferential rights under the new share issue according to item 11 below. 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.

The reason for the deviation from the shareholders' preferential rights is that the Company is in great need of capital and the Board of Directors assesses that the expected issue proceeds in a time and cost-effective manner enable the Company to (i) ensure repayment of overdue loans, and (ii) ensure financing of components in order to enable the delivery of digital pens according to a potential order that the Company is currently negotiating with a government in the Middle East. The order and the license agreement that the order is expected to entail will, in the Board of Director's opinion, contribute with great value for the Company's shareholders, which justifies the issue's deviation from the shareholders' preferential rights. Furthermore, the issue enables the Company to carry out the share issue according to item 10 below with a guarantee undertaking from Beof Company Ltd of SEK 10 million. The subscription price has been determined based on the closing price of the Company's ordinary share on Nasdaq Stockholm on April 4, 2023 of SEK 0.39 per share, which means that the subscription price corresponds to a premium of approximately 2.6 percent.

The resolution is conditioned by the shareholders' meeting resolving on the proposals set out in items 7, 8, 10 and 11.

Approval of the Board of Directors resolution to a rights issue of ordinary shares (item 10)

The Board of Directors has on 5 April 2023, subject to the subsequent approval of the general meeting, resolved to issue new ordinary shares on the following terms and conditions.

The Company's share capital may be increased by up to SEK 20,000,000 through the issue of up to 50,000,000 new ordinary shares, each with a quota value of SEK 0.40.

The shareholders of the Company shall have preferential rights to subscribe for the new shares in relation the number of shares previously held. In case not all shares have been subscribed for, the board of directors shall decide that allotment of shares subscribed for without subscription rights shall take place up to the maximum amount of the issue, whereby the board of directors primarily will allot shares to those who also subscribed for shares based on subscription rights, and in the event of over subscription, pro rata to their subscription based on subscription rights. Secondly, the board of directors will allot shares to those who subscribed for shares without subscription rights, and if full allotment cannot be made, pro rata to their subscription. To the extent not possible, allotment shall be made through drawing of lots, and finally, subject to such allocation being required in order for the issue to be fully subscribed, to the guarantors of the issue with allotment in relation to their respective subscription (based on the guarantee undertakings).

The record date for determining which shareholders shall be entitled to subscribe for new ordinary shares on a preferential basis shall be 10 May 2023.

Subscription for new shares based on subscription rights shall be made through payment in cash during the period from 12 May 2023 until, and including 26 May 2023. The Board of Directors shall be entitled to extend the subscription period.

Subscription without subscription rights shall be made through notice on special application form during the period from 12 May 2023 until, and including 26 May 2023. The Board of Directors shall be entitled to extend the subscription period. Payment for the new shares shall be made at the latest three business days following the date of the dispatch of a contract note to the subscriber, specifying allocation of shares, or such later date as the Board of Directors may decide.

It is recalled that the Board of Directors has the right to grant retrospective payment by way of set-off in accordance with Chapter 13 Section 41 of the Swedish Companies Act.

The new ordinary shares shall entitle to dividends as from the first record date for dividends following registration of the new share issue with the Swedish Companies Registration Office.

Trading with subscription rights will take place during the period from 12 May 2023 until, and including 26 May 2023. Trading in BTA (Paid Subscribed Shares) is expected to take place from 12 May 2023 and is expected to finish during week 23 2023.

The resolution is conditioned by the shareholders' meeting resolving on the proposals set out in items 7, 8, 9 and 11.

Resolution regarding bonus issue (item 11)

The board of directors proposes that the shareholders decide to carry out a bonus issue thereby increasing the share capital with SEK 46,122,393.450086 by making use of the Company's non-restricted equity. The bonus issue is carried out without issuing new shares.

The resolution is conditioned by the shareholders' meeting resolving on the proposals set out in items 7 and 8 above.

Resolution regarding reduction of the share capital without redemption of ordinary shares (item 12)

The board of directors proposes that the shareholders' meeting resolves upon reducing the Company's share capital by an amount in SEK corresponding to the increase in the share capital pursuant to the resolutions on the share issues under items 9 and 10 above minus the minimum amount required for the share's quotient value after the reduction to correspond to a whole number of öre. The reduction of the share capital will be made without redemption of shares by changing the share quota value. The reduction amount shall be allocated to a non-restricted reserve to be used in accordance with the shareholders' resolution.

The reduction of share capital by changing the quota value is made in order to ensure that the resolution to reduce the share capital in item 8, the resolutions on the share issues in items 9 and 10, and the resolution on a bonus issue in item 11 together do not result in a decrease in the Company's share capital.

The resolution to reduce the share capital is conditioned by the shareholders' meeting resolving on the proposals set out in items 7 – 11 above.

Miscellaneous

The Board of Directors, or a person appointed by the Board of Directors, will be authorised to make the minor changes in the resolutions under items 7 – 12 on the agenda and which may prove necessary in connection with registration of the resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB.

Complete proposals and documentation in accordance with the Swedish Companies Act (2005:551) will be kept available at the Company's office as well as at the Company's website www.anoto.com no later than 13 April, 2023 and will be sent free of charge to those shareholders who request it 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 5 April 2023, the total number of ordinary shares and votes in the Company was 230,611,964. The Company is not holding any own shares.

Stockholm, April 2023

Anoto Group AB (publ)

The Board of Directors