



Proposed agenda to Extraordinary General Meeting 28th September 2015

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 members of the Board of Directors
8. Election of members of the Board of Directors
9. Resolution to grant stock options to the CEO
10. Resolution to implement an incentive scheme for the Chairman of the Board of Directors
11. Resolution to authorise the Board of Directors to issue warrants
12. Resolution to authorise the Board of Directors to issue new shares and/or convertible bonds
13. Closing of the Meeting

Proposals

Determination of the number of Board members (item 7)

The Nomination Committee, consisting of Joon Chung (representing Solid Technologies Limited), Joonhee Won (representing Aurora Investment Limited) and Jörgen Durban (Chairman of the Board of Directors) proposes that the Board of Directors until the end of the next Annual General Meeting shall consist of five members, with no deputy members. Antonio Mugica (representing Goldeigen Kapital in the Nomination Committee) has not participated in the process preparing the proposals by the Nomination Committee presented in this notice.

Election of member of the Board of Directors (item 8)

The Nomination Committee proposes that Stein Revelsby, for the period until the end of the next Annual General Meeting, is elected as a member of the Board of Directors.

Resolution to grant stock options to the CEO (item 9)



At the Annual General Meeting 2015 it was resolved to adopt an incentive scheme for senior executives employed in the Group. The shareholders Solid Technologies Limited and Aurora Investment Limited, together representing approximately 11.9 per cent of the total number of shares and votes in the Company, propose that the general meeting resolves to grant 9,042,361 additional stock options under the incentive scheme, representing approximately 1.00 per cent of the share capital and votes after dilution. The stock options shall be granted to the CEO of the Company. The CEO did not receive any of the stock options granted under the incentive scheme adopted at the Annual General Meeting 2015.

The incentive scheme means that the CEO will be granted the stock options free of charge. The options can be exercised to purchase shares from the date of publication of the Company's quarterly report for the third quarter of 2018, but no later than 1 December 2018, until 31 December 2018.

Provided that the CEO is still employed by the Group at the exercise of the options, the CEO is entitled to purchase shares in Anoto Group AB at a price equal to 130 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 25 September 2015 up to and including 2 October 2015.

The Board of Directors shall be responsible for preparing the detailed terms and conditions of the incentive scheme, in accordance with the above mentioned terms and guidelines. To this end, the Board of Directors shall be entitled to make adjustments in the incentive scheme to meet foreign regulations or market conditions. The Board of Directors may also make other adjustments if significant changes in the Group, or its markets, result in a situation where the decided terms and conditions for exercising the options become inappropriate.

Furthermore, in case of special circumstances, the Board of Directors shall be authorised to resolve that options will be kept and exercised despite the fact that employment in the Group have ceased, for example due to illness.

The rationale for the proposal is to create opportunities to keep and to recruit competent personnel and to increase the motivation amongst the employees. The above mentioned shareholders consider that the grant of additional options as described above is in the favour of the Group and the shareholders of the Company.

The incentive scheme allows employees of the Group to be granted stock options entitling them to acquire shares in the Company. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act, which means that a resolution to approve the incentive scheme is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the General Meeting.

Resolution to implement an incentive scheme for the Chairman of the Board of Directors (item 10)

The shareholders Solid Technologies Limited and Aurora Investment Limited propose that the General Meeting adopts an incentive scheme for the Chairman of the Board of Directors and grants 9,042,361 stock options to the Chairman, representing approximately 1.00 percent of the share capital and votes after dilution. At the Extraordinary General Meeting held on 21 May 2015 it was resolved to issue up to 3,300,000 warrants to be offered to the Chairman of the Board of Directors. No warrants have been subscribed for or issued and the incentive scheme now proposed will replace the incentive scheme based on warrants resolved at the Extraordinary General Meeting held on 21 May 2015.

The incentive scheme means that the Chairman will be granted the stock options free of charge. The options can be exercised to purchase shares from the date of publication of the Company's quarterly report for the third quarter of 2018, but no later than 1 December 2018, until 31 December 2018.

The incentive scheme means that the CEO will be granted the stock options free of charge. The options can be exercised to purchase shares from the date of publication of the Company's quarterly report for the third quarter of 2018, but no later than 1 December 2018, until 31 December 2018.

Provided that the participant is still a board member of the Company or available for re-election as board member at the exercise of the options, the participant is entitled to purchase shares in Anoto Group AB at a price equal to 130 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 25 September 2015 up to and including 2 October 2015.

The Board of Directors shall be responsible for preparing the detailed terms and conditions of the incentive scheme, in accordance with the above mentioned terms and guidelines. The Board of Directors may also make adjustments if significant changes in the Group, or its markets, result in a situation where the decided terms and conditions for exercising the options become inappropriate.

Furthermore, in case of special circumstances, the Board of Directors shall be authorised to resolve that options will be kept and exercised despite the fact that the directorship in the Company has ceased, for example due to illness.

The rationale for the incentive scheme proposal is to create opportunities to keep and to recruit competent board members of the Company and to increase the motivation amongst the



participants. The above mentioned shareholders consider that the grant of options as described above is in the favour of the Group and the shareholders in the Company.

The incentive scheme allows a board member of the Company to be granted stock options entitling the member to acquire shares in the Company. Such transfers fall within the scope of Chapter 16 of the Swedish Companies Act, which means that a resolution to approve the incentive scheme is valid only where supported by shareholders holding not less than nine-tenth of both the shares voted and of the shares represented at the General Meeting.

Resolution to authorise the Board of Directors to issue warrants (item 11)

To ensure delivery of shares to participants pursuant to the incentive schemes of the Company and to cover any social security costs related to the incentive schemes, it is proposed that the Board of Directors be authorised, on one or more occasions until the next Annual General Meeting, to issue up to 26,355,000 warrants, representing approximately 2.86 per cent of the share capital and votes after dilution. The warrants shall be issued free of charge and, with disapplication of the shareholders' preferential rights, may be subscribed for by Anoto AB, a subsidiary of the Company.

A valid resolution by the General Meeting 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 General Meeting.

Resolution to authorise the Board of Directors to issue new shares and/or convertible bonds (item 12)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve, on one or several occasions during the period until the next Annual General Meeting, 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 and/or convertible bonds that involve the issue of or conversion into a maximum of 158,000,000 shares, corresponding to a dilution of approximately 15.00 percent of the share capital and votes, based on the current number of shares in the Company.

The purpose of the authorisation and the reason for any disapplication of the shareholders' preferential rights is for the Company to be able to participate in the consolidation of the market for development and manufacturing of digital pens through the issuance of financial instruments as consideration in connection with possible acquisitions that the Company may carry out, and also to increase the financial flexibility of the Company to finance general corporate business activities. The basis for the issue price shall be according to the prevailing market conditions at the time when shares and/or convertible bonds are issued.



A valid resolution by the General Meeting 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 General Meeting.

Miscellaneous

The Board of Directors' complete proposals for resolutions in accordance with the above, including reports and statements related thereto in accordance with the Swedish Companies Act (SFS 2005:551), will be available at the Company's office in Lund and on the Company's web page, www.anoto.com, no later than three weeks prior to the General Meeting and will also be sent to those 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 2 September 2015, the total number of shares and votes in the Company was 895,193,826. The Company is not holding any own shares.

Lund, September 2015

Anoto Group AB (publ)

The Board of Directors