



Notice Extraordinary of General Meeting of Anoto Group AB (publ.)

The shareholders of Anoto Group AB (publ) (the "Company") are invited to attend the Extraordinary General Meeting to be held at 13:00 on Friday 15 November 2013 at the Company's premises at Traktorvägen 11 in Lund, Sweden.

Notification of participation, etc.

Shareholders wishing to attend the General Meeting must (i) be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than Friday 8 November 2013 and (ii) provide notification of attendance to the Company no later than on Monday 11 November 2013, preferably before noon.

Attendance is to be notified by mail to Anoto Group AB (publ) at Box 4106, SE-227 22 Lund, Sweden, by fax +46 46 540 12 02, by telephone +46 46 540 12 00, or by e-mail to egm.2013@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the Extraordinary General Meeting, proxies, registration certificates and other authorisation documents should be submitted to the Company at the above address no later than on Monday 11 November 2013. The Company provides proxy forms at the Company's office in Lund as well as on the Company's web page www.anoto.com.

Shareholders who have their shares registered with a nominee and who wish to attend the General Meeting must temporarily register these shares in their own name; so called registration of voting right. In order for the temporary registration of voting right to be effective as of Friday 8 November 2013, the request must be submitted to the bank or stockbroker managing the shares in due time prior to that date.

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. Resolution to amend the Articles of Association
8. Approval of the resolution by the Board to issue new shares with preferential rights for the shareholders
9. Resolution authorising the Board to issue shares and/or convertible bonds and/or warrants
10. Resolution to implement an incentive scheme for senior executives
11. Resolution authorising the Board to issue warrants
12. Closing of the meeting

Board proposals

Resolution to amend the Articles of Association (item 7)

The Board proposes that § 4 of the Articles of Association regarding the limits of the share capital is amended from the current minimum of SEK 1,500,000 and maximum SEK 6,000,000 to minimum SEK 3,400,000 and maximum SEK 13,600,000. The Board also proposes that § 5 of the Articles of Association regarding the limits on the number of shares is amended from the current minimum of 75,000,000 and maximum 300,000,000 to minimum 170,000,000 shares and maximum 680,000,000 shares.

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.

Approval of the resolution by the Board to issue new shares with preferential rights for the shareholders (item 8)

The Board proposes that the General Meeting approves the Board's resolution of 16 October 2013 to increase the share capital with up to SEK 5,208,742.74 by issue of up to 260,437,137 shares.

The shareholders of the Company shall have preferential rights to subscribe for the new shares in proportion to the shares previously owned, whereby two existing shares entitle the holder to subscribe for three new shares. For each share held on the record date, the shareholders will receive one (1) subscription right. Two (2) subscription rights entitle the holder to subscribe for three (3) new shares.

If not all shares are subscribed for by the exercise of subscription rights, the Board shall decide on the allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the rights issue, and the Board shall firstly allot shares to those that also subscribed for shares by exercising subscription rights and, in case of oversubscription, in proportion to the number of subscription rights used for subscription of shares; secondly, to others that have subscribed for shares without exercising subscription rights and, in case they cannot receive full allotment, in proportion to the number of shares that each has subscribed for, and where this is not possible by drawing of lots; thirdly, provided that such allotment is necessary in order for the rights issue to be fully subscribed for, to the underwriters of the rights issue, allotted in proportion to their subscriptions of shares (based on their respective subscription undertakings).

The record date for determining which shareholders shall be entitled to subscribe for new shares on a preferential basis shall be 20 November 2013.

The subscription price is SEK 0.25 per share. Payment for the new shares shall be made in cash. The premium will be allocated to the share premium reserve.

Subscription of new shares with subscription rights shall be made in cash during the period from and including 22 November 2013 until 6 December 2013. The Board shall be entitled to extend the subscription period.

Subscription of new shares without subscription rights shall be made by submitting an application form during the period from and including 22 November 2013 until 6 December 2013. The Board shall be entitled to extend the subscription period. Payment for subscribed shares shall be made no later than three banking days of the dispatch of contract note evidencing the allotment of share to the subscriber, or such later date which the board of directors may decide.



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

The Board, or whomever they may appoint, shall be authorised to make such minor adjustments to the resolutions above as may prove necessary in connection with registration with the Swedish Companies Registration Office or Euroclear Sweden AB

The resolution by the Board is conditional upon the General Meeting resolves to amend provisions of the Articles of Association regarding the limits of the share capital and number of shares pursuant to item 7 above.

Resolution on authorisation for the Board to resolve to issue shares and/or convertibles and/or warrants (item 9)

The Shareholders propose that the General Meeting resolve to authorise the Board to resolve, on one or several occasions before the next Annual General Meeting, with or without disapplication of the shareholders' pre-emptive right, to issue shares and/or convertibles and/or warrants. Such issue resolution may include provisions for payment against set-off of claims. The number of shares that may be issued, the number of shares that the convertibles may be converted into and the number of shares that may be issued by virtue of exercise of the warrants shall not exceed 87,000,000 shares in total, representing approximately 20 per cent of the total number of shares in the Company based on the total number of shares in the Company after completion of the rights issue referred to above and with the assumption that all newly issued shares have been allotted in full.

The purpose of the authorisation and the reason for any disapplication of the shareholders' pre-emptive right is to increase the financial flexibility of the Company. The Board may not use the authorisation for the purpose of financing any new corporate acquisition.

The Board, or any person appointed by the Board, shall be authorised to make such minor adjustments of the resolutions that may prove necessary for registration with the Swedish Companies Registration Office (Sw: *Bolagsverket*).

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 implement an incentive scheme for senior executives (item 10)

The Board proposes that the General Meeting resolves to adopt an incentive scheme (the "Plan") for senior executives employed in the Group.

The plan allows participants free of charge will be assigned a certain number of stock options. The options can be exercised to purchase shares from the date of publication of the Company's quarterly report for the third quarter of 2016, but no later than 1 December 2016, until 31 December 2016.

Provided that the participant is still employed by the Group at the exercise of the options, the employee is entitled to purchase shares in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on NASDAQ OMX Stockholm during the period from 18 November 2013 up to and including 22 November 2013.

The Plan comprises a maximum of 8,700,000 stock options, representing approximately 2.0 per cent of the share capital after dilution of the rights issue described under item 8 above.



The Board shall be responsible for preparing the detailed terms and conditions of the Plan, in accordance with the above mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments in the Plan to meet foreign regulations or market conditions. The Board 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 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 Board considers that the adoption of the incentive scheme as described above is in the favour of the Group and the shareholders in the Company.

The Plan 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 Plan 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 authorising the Board to issue warrants (item 11)

To ensure delivery of shares to participants in the incentive scheme described under paragraph 10 above, and to cover any social security costs related to the incentive scheme, it is proposed that the Board be authorised, on one or more occasions until the next Annual General Meeting, to issue up to 10,000,000 warrants, representing approximately 2.3 per cent of the share capital after dilution of the rights issue described under item 8 above. The warrants shall be issued free of charge and, with disapplication of the shareholders' pre-emptive right, 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.

Miscellaneous

Documents, etc.

The complete proposal of the Board pursuant to items 10 and 11 above together with documentation according to Chapter 13, section 6, Chapter 14, section 8 and Chapter 15, section 8 of the Swedish Companies Act 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. The documents will be sent on request free of charge to shareholders stating their address.

Information on shareholders' right to request information

The Board and the CEO shall, if requested by a shareholder, and if the Board finds that it can be done without any major harm to the company, present information at the General Meeting on conditions that may influence the assessment of an item of the agenda, and on conditions that may influence the assessment of the economic situation of the company or its subsidiaries, and on the company's relation to another group company. Whoever wishes to send in questions ahead of the meeting may do so in the same manner as the notification to the General Meeting as of above.



Number of shares and votes in the company

At the time of the notice there were 173,624,758 shares and votes in Anoto Group AB. The Company holds no own shares.

Lund, October 2013
Anoto Group AB (publ)
Board of Directors