

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

NO OFFERING MEMORANDUM OR PROSPECTUS WILL BE PUBLISHED IN CONNECTION WITH THE OFFERING OF THE BONDS.



SEK 18-45 million Senior Unsecured Convertible Bonds due 2019

Issuer:	Anoto Group AB (publ) (the “ Issuer ”), incorporated as a public limited liability company in the Kingdom of Sweden
Securities offered:	Senior unsecured bonds (the “ Bonds ”), convertible into new ordinary shares
Underlying shares:	New ordinary shares of the Issuer listed on the Nasdaq Stockholm (ISIN code SE0000547929, Bloomberg ANOT SS) (the “ Shares ”)
Denomination:	SEK 100,000 (the “ Principal Amount ”)
Minimum Investment Amount:	SEK 1,000,000
Offering currency:	SEK
Issue Size:	SEK 18-45 million (corresponding to approx. USD 2-5 million at exchange rate SEK/USD of 8,5093 as of 5 July 2017)
Status of Bonds:	The Bonds will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer
Form:	The Bonds will be in registered form in the book-entry system operated by Euroclear Sweden
Use of Proceeds:	The net proceeds of the Issue will be used for general corporate purposes
Rating:	The Bonds will not be rated. The Issuer is not rated
Preliminary Application Period:	To participate in the offering investors must submit an application form no later than 18 July 2017 at 13:00 CET
Issue Date:	Expected on 18 July 2017
Settlement Date:	Expected on 21 July 2017. No DVP (delivery versus payment). Expected delivery of the Bonds is five business days following the Settlement Date due to registration requirements of the Bonds with the Swedish Companies Registration Office.
Condition Precedents:	None
Final Maturity Date:	2 years after Settlement Date
Issue Price:	100% of the Principal Amount
Redemption Price:	100% of the Principal Amount, in cash
Coupon:	Zero
Conversion Price:	SEK 0.13
Conversion Rights:	Each Bond will be convertible at the option of the Bondholder during the Conversion Period into new Shares at the prevailing Conversion Ratio
Conversion Period:	The period commencing on the date falling 15 business days after the Settlement Date and ending at the close of business on the 15th business day prior to the Final Maturity Date
Lock-up:	For the new Shares issued upon conversion of the Bonds, for a period of 180 calendar days from Settlement Date
Early Redemption at the Option of the Issuer:	None
Bondholder Put:	None
Anti-dilution Protection:	Standard anti-dilution provisions dealing with, <i>inter alia</i> , share consolidations, share splits, capital distributions, rights issues and bonus issues, as described in the Terms and Conditions
Dividend Protection:	Upward adjustment to the Conversion Ratio for any dividends or distribution paid, in cash or in kind, with respect to the Shares (prior to withholdings and without taking into account any deductions that may be applicable) which record date falls during a given financial year exceeding SEK 0.01 per Share

Dividend Entitlement:	<p>Bondholders will have no dividend entitlement prior to the delivery of Shares upon exercise of Conversion Rights. Shares delivered upon exercise of Conversion Rights will be fully fungible with the existing Shares of the Issuer and will carry all rights attached to such Shares as from the Registration Date</p> <p>“Registration Date” means the date on which such newly issued Shares are registered with the Swedish Companies Registration Office and the relevant person or persons is/are registered in the Issuer’s register of shareholders maintained by Euroclear Sweden</p>
Negative Pledge:	Yes, in respect of the Issuer, for all capital markets indebtedness
Events of Default:	Yes, in respect of the Issuer and the Issuer’s Material Subsidiaries, including a cross acceleration threshold of SEK 25 million, as set out in detail in the Terms and Conditions
Material Subsidiary:	A subsidiary of the Issuer which has assets or net sales (excluding intra-group items) representing 10% or more of the assets or net sales of the Group, calculated on a consolidated basis
Governing Law:	Swedish Law
Listing:	The Bonds will not expected to be listed on any regulated market or MTF
Selling Restrictions:	<p>Distribution via Reg S (Category 1), no Rule 144A</p> <p>No offers or sales into the US, Canada, Australia, Japan, South Africa or any other jurisdiction in which offers or sales would be prohibited by applicable law or to any U.S. person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended)</p> <p>Standard restrictions apply elsewhere, including the EEA. The offering of the Bonds is an offer to institutional investors only / private placement (i.e. no public offer). Shareholders of the Company may participate in the offering of the Bonds provided that the investment amount for such investor is at least the minimum investment amount of SEK 1,000,000</p>
Settlement:	Euroclear Sweden
Clearing Codes:	ISIN: [TBD]
Trustee:	None
Principal Paying, Transfer and Conversion Agent:	None
Calculation Agent :	None
Settlement Agent :	Hagberg & Aneborn Fondkommission AB