



Notice of Annual General Meeting of Anoto Group AB (publ)

The shareholders of Anoto Group AB (publ), are invited to attend the Annual General Meeting to be held at 1 p.m. on Wednesday May 15, 2013 at the company's premises at Traktorvägen 11, Lund, Sweden.

Participation

Shareholders wishing to attend the Annual General Meeting must

be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than Wednesday May 8, 2013; and

provide notification of attendance to the company no later than Wednesday May 8, 2013 preferably before noon.

Attendance is 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 AGM.2013@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. In order to facilitate admittance to the General Meeting, proxies, registration certificates and other authorisation documents should be submitted to the company at the above address no later than Monday May 13, 2013. The company provides proxy forms at the company 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; registration of voting right. The request for temporary registration of voting right must be made through the bank or stockbroker managing the shares in due time prior to the record day, Wednesday May 8, 2013.

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. Presentation of the Annual Report and the Auditor's Report and the consolidated Annual Report and consolidated Auditor's Report
8. Statement by the Chief Executive Officer and answering of questions from the shareholders
9. 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 from liability of the Board members and the Chief Executive Officer
10. Determination of the number of Board members.
11. Determination of fees to the Board members and the Auditor
12. Election of Board members and chairman of the Board
13. Resolution on Nomination Committee
14. Resolution on guidelines for compensation to the Executives of the company
15. Resolution on authorisation for the Board of Directors to resolve on new issue of shares and/or convertible bonds and/or subscription warrants
16. Closing of the meeting

Proposals of the Nomination Committee

Anoto Group AB's Nomination Committee in respect of the Annual General Meeting 2013, consisting of chairman JoonHee Won (Aurora Investment Ltd) and committee member Paddy Padmanabhan (DoubleDay Holdings), has informed the company of its proposals regarding items 10, 11 and 12 on the agenda as set forth below.

Regarding election of chairman of the Meeting, fees to the Board members and resolution on Nomination Committee, the Nomination Committee has not informed the company of its proposals at the time of publication of this notice. The company can therefore not include any proposals on these matters in this notice. The company will make the Nomination Committee's proposals on these matters public as soon as it has been informed of these.

Number of Board members (item 10)

Five Board members, without deputy members.

Fees to the Board members and the Auditor (item 11)

Auditor's fees are to be paid as per approved invoice.

Board of Directors (item 12)

Re-election of the Board members Kjell Bråthen, Jörgen Durban, Gunnel Duveblad, Ulrika Hagdahl and Andrew Hur, and re-election of Jörgen Durban as chairman of the Board.

Proposals of the Board of Directors

Proposal for the appropriation of the company's profit or loss (item 9b)

The Board proposes that no dividend be distributed for the financial year 2012.

Proposal for resolution on guidelines for compensation to the company Executives (item 14)

The Board proposes the Annual General Meeting to resolve on the guidelines below for the determination of remuneration and other employment conditions for the CEO and other Executives. The compensation level and structure shall be at market level. The total compensation shall be a balanced mix of fixed salaries, variable compensation, retirement and health plans, any other benefits and terms for dismissal and severance

payments. The compensation may also comprise stock related long term incentive programs. The variable compensation varies for each Executive and shall primarily be related to Anoto Group's budget and may not exceed fifty per cent of the fixed salary; the variable compensation for the CEO, however, may not exceed seventy five per cent of the fixed salary. The retirement plan shall be competitive. The CEO shall have a premium based retirement plan based on thirty-five per cent of the fixed salary. The other Executives shall have premium based retirement plans corresponding to the (Swedish) ITP-plan. Other benefits, like health plans and company cars, shall be competitive. As a main rule all of the Executives shall have a mutual notice period of six months. Under certain conditions some Executives may have an additional three month notice period in case Anoto Group gives notice. The CEO shall have a mutual notice period of up to six months and a severance payment corresponding to, at the most, twelve months salary in case Anoto Group terminates the employment without just cause. Stock related incentive plans are to be determined by the General Meeting. Issues and transfers of securities determined by the General Meeting according to the rules of chapter 16 in the Swedish Companies Act are not comprised by these guidelines in case the General Meeting has or will make such decisions. The Board shall be entitled to deviate from these guidelines in a certain case should there be specific reasons.

Proposal for resolution on the authorisation of new issue of shares and/or convertible bonds and/or subscription warrants (item 15)

The Board proposes that the General Meeting resolve to authorize the Board to resolve, on one or several occasions before the next Annual General Meeting, with or without deviation from the shareholders' preferential right, on the issue of shares and/or convertible bonds and/or subscription warrants. Such resolution shall be able to be made with provisions for payment in kind, payment against set-off of claims or other conditions. The number of shares that shall be able to be issued, the number of shares that convertible bonds shall be able to convert into and the number of shares that shall be able to subscribe for by use of subscription warrants shall amount to a maximum 18 086 335 shares in total.

The purpose of the authorisation is to increase the financial flexibility of the company and to be able to make payment with own financial instruments in connection with possible company acquisitions that the company may carry out.

Would the authorisation be fully exercised it would result in a dilution of approx. 10 per cent of the number of shares in the company (after the authorisation has been fully exercised).

The Board, or any person appointed by the Board, is authorized to make minor adjustment in the resolution that may prove necessary for registration with the Swedish Companies Registration Office (Sw: Bolagsverket).

Majority requirement

For a valid resolution in accordance with the Board's proposal above it is required that shareholders representing at least two thirds of both the number of votes cast and the shares represented at the General Meeting support the resolution.

**Documents etc.**

Financial reports, auditor reports and the auditor's opinion on the application of current guidelines for compensation to executives will be available in the company's office in Lund and on the company's web page, www.anoto.com, at least three weeks prior to the General Meeting. The documents can 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 162,777,018 shares and votes in Anoto Group. The company holds no own shares.

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

For further information, please contact:

Jörgen Durban, Chairman of the Board
Anoto Group AB
Tel: +46 (0)703 26 66 81

About Anoto Group

Anoto Group is the company behind and world leading in the unique technology for digital pen and paper, which enables fast and reliable transmission of handwritten text into a digital format. Anoto operates through a global partner network that focuses on user-friendly solutions for efficient capture, transmission and storage of data within different business segments, e.g. healthcare, bank and finance, transport and logistics and education. The Anoto Group has about 110 employees and is headquartered in Lund (Sweden). The company also has offices in Amsterdam (the Netherlands), Guildford and Wetherby (UK), Boston (US) and Tokyo (Japan). The Anoto share is traded on the Small Cap list of NASDAQ OMX Stockholm under the ticker ANOT. For more information: www.anoto.com.