

Notice of Annual General Meeting of Anoto Group AB

The shareholders of Anoto Group AB (publ.), hereinafter "Anoto Group" or the "Company", are invited to attend the Annual General Meeting to be held at 1 p.m. on Thursday May 10, 2012 at the Company's premises at Traktorvägen 11, Lund, Sweden.

Notification of participation in the Annual General Meeting etc.

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 Friday May 4, 2012, and provide notification of attendance to the Company no later than Friday May 4, 2012 preferably before noon. Attendance is notified by mail to Anoto Group AB 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.2012@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 Annual General Meeting, proxies, registration certificates and other authorization documents should be submitted to the Company at the above address no later than Monday May 7, 2012. 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 Annual 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, Friday May 4, 2012.

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 and Auditor(s). In connection hereto, a report on the work of the Nomination Committee
11. Determination of fees to the Board of Directors and Auditor(s)
12. Election of Board members and Chairman of the Board
13. Election of auditor(s)
14. Resolution on the Nomination Committee
15. Resolution on guidelines for compensation to the Executives of the Company
16. Resolution regarding a directed issue of subscription warrants and approval of transfer of subscription warrants (Incentive Program 2012/2015)
17. Resolution on authorization in respect of issues of new shares
18. Closing of the meeting

Proposal of the Nomination Committee

Anoto Group AB's nomination committee in respect of the Annual General Meeting 2012, consisting of: Chairman JoonHee Won (Aurora Investment Ltd) and committee members Paddy Padmanabhan (Myrian Capital) and Per Boasson (Essensor AS) has at the time of publication of this notice not informed the Company of its proposals regarding item 2 and item 10-14 on the agenda. The Company can therefore not include any proposals on such items in this notice. However, Anoto will make the nomination committee's proposals public as soon as they have been informed of these.

Proposal 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 2011.

Proposal for resolution on guidelines for compensation to the Company Executives (Item 15)

The Board proposes the AGM 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 percent of the fixed salary; the variable compensation for the CEO, however, may not exceed seventy five percent of the fixed salary. The retirement plan shall be competitive. The CEO shall have a premium based retirement plan amounting to thirty five percent 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 six months and a severance payment of 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. The compensation for Executives during 2011 is accounted for in Note 9 in the Annual Report of 2011.

Proposal for resolution regarding a directed issue of subscription warrants and approval of transfer of subscription warrants (Incentive Program 2012/2015) (Item 16)

Incentive Program

The board of directors proposes that the General Meeting resolves to implement an incentive program for executives and key employees in the Anoto group (the "Incentive Program 2012/2015") through the issue of subscription warrants entitling to subscription for new shares in Anoto Group AB as further set out below.

Directed issue of subscription warrants

The board of director's proposal entails in brief that the General Meeting shall resolve that the Company shall issue a maximum of 2,741,000 subscription warrants entitling to subscription for new shares in Anoto Group AB, whereby the share capital may be increased by a total of maximum SEK 54,820. The issue shall be made with deviation from the shareholders' preferential rights and the right to subscribe for the subscription warrants shall be granted to Anoto AB, a wholly-owned subsidiary of Anoto Group AB. The warrants shall be issued free of charge. The subscription of the subscription warrants shall be made on 30 June 2012 at the latest, with a right for the board of directors to prolong this time limit. Each subscription warrant shall entitle the holder to subscribe for one (1) new share in Anoto Group AB with a quota value of SEK 0.02. Subscription for shares in the Company by exercising the subscription warrants may take place during the period commencing on the date of the Annual General Meeting 2015 up to and including 31 December 2015. The

subscription price per share shall be equivalent to one hundred fifty (150) per cent of the Company's share price, which is determined as the volume-weighted average value of the Anoto share on NASDAQ OMX Stockholm on its official list, during the valuation period commencing 11 May 2012 up to and including 25 May 2012, or an equivalent reference period established by the board of directors in connection with the allotment of the subscription warrants, however not less than the quota value of the share. A share issued, by the exercise of a subscription warrant, before the record date for dividend in connection with an Annual General Meeting held a certain financial year, shall entitle to dividend for the previous financial year. A share which is issued, by the exercise of a subscription warrant, after the record date for dividend in connection with the Annual General Meeting held a certain financial year shall entitle to dividend for that financial year.

The reasons for deviation from the shareholders' preferential rights are that Anoto wishes to introduce an incentive program intended for allotment to executives and key employees within the group, whereby the participants may be offered the opportunity to take part in a value increase of the Company's share. This is expected to increase the interest in the Company's development - as well as in the Company's share price development - and to stimulate a continued company loyalty over the forthcoming years. The incentive program shall only comprise such key employees who, within the scope of their role in the Anoto group, have an explicit responsibility for the development of the Company and a significant possibility to influence such development.

Transfer of subscription warrants

The board of directors proposes that the General Meeting resolves to approve that Anoto AB may, on one or several occasions, transfer the subscription warrants to executives and key employees in the Anoto group in accordance with the terms and guidelines set forth below and otherwise dispose of the subscription warrants for the fulfillment of the obligations under the Incentive Program 2012/2015. Transfer shall be made at market price, calculated using an established valuation method (Black & Scholes), which shall be based on the stock exchange rate of an Anoto share on NASDAQ OMX Stockholm during a valuation period in connection with the transfer.

Guidelines for allotment

The board of directors of Anoto Group AB shall have the right to resolve on the allotment of subscription warrants to approximately 20 executives and key employees in the group, in accordance with the following guidelines:

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|---|----------------------------|--------------------------------|
| - | CEO | 1,370,100 warrants |
| - | Executives (7 persons) | 117,500 warrants per executive |
| - | Key employees (12 persons) | 45,700 warrants per person |

A participant may apply for a lower number of subscription warrants than set out above. If the total number of subscription warrants that the participants wish to acquire exceeds the maximum number of subscription warrants that can be issued under Incentive Program 2012/2015, reduction shall be made proportionally to each person's quantity in relation to the guidelines set forth above. There will be no guaranteed allotment. Overallotment may not occur. Any remaining subscription warrants, which have not been allotted in accordance with the above, shall be reserved for future recruitment of persons to the group within the above eligible categories, whereby the above guidelines for allotment shall be applicable.

Dilution, etc

At full subscription of the proposed issue, and full exercise of the subscription warrants, the share capital may be increased by a total of maximum SEK 54,820 which is equivalent to a total dilution of maximum approximately 2% of the Company's present share capital and number of votes on a fully diluted basis, calculated as the number of new shares in proportion to the number of existing and new shares.

Other important key ratios will, at full subscription of the proposed issue and full exercise of all outstanding subscription warrants issued by the Company, be affected as follows (based on the corresponding key ratios in the Annual Report for 2011 and a preliminary valuation of the future capital contribution within the scope of the Incentive Program 2012/2015):

- earnings per share: increase by SEK 0.04 from SEK -1.87 to SEK -1.83
- equity per share: reduction by SEK 0.02 from SEK 1.17 to SEK 1.15, assuming that the warrant holders exercises all the warrants for subscription of new shares.

Hedging of the program

The incentive program is not expected to lead to any considerable costs for the Company. Therefore, no measures to secure the program are planned to be made.

Preparation of the matter

The proposal of the board of directors has been prepared by the board of directors. Stein Revelsby, CEO and board member, who may be allotted subscription warrants in accordance with the proposed incentive program, has not participated in the preparation of the matter.

Proposal for resolution on the authorization of issues of new shares (Item 17)

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to, on one or several occasions, prior to the next Annual General

Meeting, resolve on an issue of a maximum of 15,000,000 new shares with provisions for non-cash payment or payment against set-off of claims and/or directed share issue to the capital market or else on conditions, whereby the shareholders' preferential rights may be waived. The reason for permitting issues of new shares waiving the shareholders' preferential rights is to enable company/business acquisitions against full or part payment in the form of shares or cash or a direct issue to the capital market. In a cash issue, the issue price for the new shares shall be determined to a price close to the price for the share on NASDAQ OMX Stockholm. Should the authorization be fully exercised, it would result in a dilution of approx. 9.9 per cent based on the total number of shares after full exercise of the authorization.

Majority requirement

For a resolution in accordance with the board proposal under item 16 it is required that shareholders representing at least nine tenths of both the number of votes cast and the shares represented at the General Meeting support the resolution.

For a resolution in accordance with the board proposal under item 17 it is required that shareholders representing at least two thirds of the votes cast and the shares represented at the General Meeting support the resolution.

Documents etc.

Financial reports, audits and auditor reports as well as the complete set of proposals are 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.

The Board of Directors 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 Annual 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 Annual General Meeting as of above.

At the time of the notice there were 137,037,081 shares and votes in Anoto Group.

Lund, April, 2012
Anoto Group AB (publ.)
The Board