



## **Proposed agenda to Extraordinary General Meeting 27<sup>th</sup> April 2016**

### **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 of Directors to issue new shares with preferential rights for the shareholders
9. Determination regarding the number of members of the Board of Directors
10. Closing of the Meeting

### **Proposals**

#### **Resolution to amend the Articles of Association (item 7)**

In order to enable the new share issue resolved upon by the Board of Directors in accordance with item 8 below, subject to the approval of the General Meeting, the Board of Directors proposes that the limitations with respect to the share capital and number of shares in § 4 of the Article of Association be amended appropriately. The complete proposal will be finalized when the terms of the new share issue, including the maximum increase of the Company's share capital and number of shares, are determined by the Board of Directors. The Board of Directors' proposal for amendment of the Articles of Association under this item shall however be within the following limits: (i) as to the limitations with respect to the share capital, the lower limit shall not be less than SEK 20,000,000 and the higher limit shall not exceed SEK 160,000,000 and (ii) as to the limitations with regard to the number of shares, the lower limit shall not be less than 1,000,000,000 shares and the higher limit shall not exceed 8,000,000,000 shares, and the relation between the minimum share capital and the minimum number of shares, respectively, may not be less than one fourth of the maximum share capital and the maximum number of shares, respectively.

#### **Approval of the resolution by the Board of Directors to issue new shares with preferential rights for the shareholders**



The Board of Directors proposes that the General Meeting resolves to approve the Board of Directors' resolution of 23 March 2016, to increase the Company's share capital by the maximum amount determined by the Board of Directors, or any director or directors appointed by the Board of Directors among its members, and in other respects in accordance with the following main conditions.

The Company's shareholders shall have preferential rights to subscribe for the new shares in proportion to the shares previously owned. The record date for determining which shareholders shall be entitled to subscribe for new shares on a preferential basis shall be 2 May 2016. The Board of Directors, or any director or directors appointed by the Board of Directors among its members, shall be authorised to determine, no later than the fifth weekday prior to the record date, the highest amount by which the Company's share capital will increase, the highest number of shares that will be issued and the subscription price to be paid for each new share. New shares shall be paid in cash.

New shares may be subscribed for during the period from 4 May 2016 until, and including, 19 May 2016, or such later period of time as the Board of Directors may decide. If not all shares are subscribed for by the exercise of subscription rights, the Board of Directors shall decide on the allotment of shares subscribed for without the exercise of subscription rights up to the maximum amount of the new share 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 applied to the Company for subscription without subscription rights and, in case they cannot receive full allocation, in proportion to the number of shares that each has applied to subscribe for; thirdly, to the guarantors of the share issue, in proportion to their respective subscription undertakings.

The new share issue requires that the Articles of Association be amended in accordance with item 7 above.

#### **Determination regarding the number of members of the Board of Directors (item 9)**

Given that Stein Revelsby resigned from the Board of Directors of Anoto Group AB on 23 March 2016, it is proposed that the Board of Directors until the next Annual General Meeting shall consist of four members with no deputies.

#### **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 site, [www.anoto.com](http://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 24 march 2016, the total number of shares and votes in the Company was 1 066 193 826. The Company is not holding any own shares.

Lund, March 2016

**Anoto Group AB (publ)**

The Board of Directors