

Proposed agenda For the Annual General Meeting of Anoto Group AB (publ) 9th Juni 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. Presentation of the Annual Report and the Auditor's Report and the consolidate 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. Remuneration for the Board members and the Auditor
12. Election of Board members and Chairman of the Board
13. Resolution on Nomination Committee
14. Resolution concerning guidelines for the remuneration of senior executives
15. Resolution to authorise the Board of Directors to issue new shares and/or convertible bonds
16. Resolution to implement an incentive scheme for senior executives of the Group
17. Resolution to issue stock options to the Chairman of the Board
18. Resolution to authorise the Board of Directors to issue warrants
19. Closing of the Meeting

Proposals of the Nomination Committee

In view of the ongoing rights issue, the intention is that the Nomination Committee for the Annual General Meeting 2016 is appointed after the completion of the rights issue to better reflect the current ownership of the Company. Draft resolutions under items 2, 10-13 on the proposed Agenda will be presented at the latest in connection with the Annual General Meeting, provided that a Nomination Committee has been established.

Proposals of the Board of Directors

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

The Board proposes that no dividend be distributed for the financial year 2015.

Resolution concerning guidelines for the remuneration of senior 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.

Resolution to authorise the Board of Directors to issue new shares and/or convertible bonds (item 15)

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve, on one or several occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, against cash payment, for payment in kind or by way of set-off, to issue shares and/or convertible bonds that involve the issue of or conversion into a maximum of 213,000,000 shares, corresponding to a dilution of approximately 10.0 percent of the share capital and votes, based on the current number of shares in the Company and the additional shares to be issued in the ongoing rights issue assuming that the share issue is fully subscribed.

The purpose of the authorisation and the reason for any disapplication of the shareholders' preferential rights is make it possible for the Company to pay with own financial instruments in connection with possible acquisitions that the Company may carry out and to increase the flexibility of the Company to finance the ongoing business. The basis for the issue price shall be according to the prevailing market conditions at the time when shares and/or convertible bonds are issued.

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 16)

The shareholder Solid Technologies Limited proposes that the General Meeting resolves to adopt an incentive scheme for senior executives employed in the Group.

The incentive scheme means that the participants, free of charge, will be allocated stock options. The options can be exercised to purchase shares in the Company from the date of publication of the Company's quarterly report for the second quarter of 2018, but no later than 1 October 2018, until 30 October 2018.

Provided that the participant is or has been employed - or director since such employment is terminated - in the Group for at least 12 months from the date of allocation of the stock options, each option entitle the employee to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 7 June 2016 up to and including 17 June 2016.

The incentive scheme comprises a maximum of 65,250,000 stock options, representing approximately 3.0 percent of the share capital and votes after dilution, based on the current number of shares in the Company and the additional shares to be issued in the ongoing rights issue assuming that the share issue is fully subscribed. The maximum number of stock options to be allocated to the CEO of the Company shall be 21,750,000 stock options, while other senior executives will each be allocated a maximum of 12,000,000 stock options.



The Board shall be responsible for preparing the detailed terms and conditions of the incentive scheme, in accordance with the above mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments in incentive scheme 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 incentive scheme 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 incentive scheme 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 to issue stock options to the Chairman of the Board (item 17)

The shareholder Solid Technologies Limited proposes that the General Meeting resolves to approve the allocation of 21,750,000 additional stock options to the Chairman of the Board, representing approximately 1.0 percent of the share capital and votes after dilution, based on the current number of shares in the Company and the additional shares to be issued in the ongoing rights issue assuming that the share issue is fully subscribed.

The incentive scheme means that the Chairman of the Board, free of charge, will be allocated stock options. The options can be exercised to purchase shares in the Company from the date of publication of the Company's quarterly report for the second quarter of 2018, but no later than 1 October 2018, until 30 October 2018.

Provided that the participant is or has been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of allocation of the stock options, each option entitle the participant to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 7 June 2016 up to and including 17 June 2016.

The Board shall be responsible for preparing the detailed terms and conditions of the incentive scheme, in accordance with the above mentioned terms and guidelines. To this end, the Board shall be entitled to make adjustments in incentive scheme 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 the appointment as board member in the Company has ceased, for example due to illness.

The rationale for the proposal is to create opportunities to keep and to recruit competent personnel as board members and to increase the motivation amongst the participants. 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 incentive scheme allows a board member of the Group to be granted stock options entitling him 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 incentive scheme 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 to authorise the Board of Directors to issue warrants (item 18)

To ensure delivery of shares to participants in the incentive scheme described above, and to cover any social security costs related to the incentive scheme, it is proposed that the Board of Directors be authorised, on one or more occasions until the next Annual General Meeting, to issue up to 87,000,000 warrants, representing approximately 4.00 per cent of the share capital and votes after dilution. The warrants shall be issued free of charge and, with disapplication of the shareholders' preferential rights, 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.

Other

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 page, 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 11 May 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, May 2016

Anoto Group AB (publ)

The Board of Directors