

## **Notice to attend the Annual General Meeting in Anoto Group AB (publ)**

The shareholders of Anoto Group AB (publ) (the “Company”) are hereby invited to attend the Annual General Meeting (the “AGM”) to be held on Monday 15 July 2024 at 10 a.m. at the premises of Setterwalls Advokatbyrå, Sturegatan 10 in Stockholm, Sweden.

### **Notification of participation**

Shareholders wishing to attend the AGM must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Friday 5 July 2024,
- notify the Company of their intention to participate no later than on Tuesday 9 July 2024.

Attendance is to be notified by e-mail to [AGM@anoto.com](mailto:AGM@anoto.com). The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the AGM, proxies, registration certificates and other authorisation documents should be submitted to the Company by email to [AGM@anoto.com](mailto:AGM@anoto.com) no later than on Tuesday 9 July 2024. The Company provides proxy forms on the Company's web page [www.anoto.com](http://www.anoto.com).

To be entitled to participate in the AGM, shareholders whose shares are held in the name of a nominee must, in addition to providing notification of their participation in the AGM, re-register the shares in their own name so that the shareholders are registered in the share register on the record date on Friday 5 July 2024. This re-registration may be temporary (so-called “voting right registration”) and is carried out through the nominee according to their procedures at a time predetermined by the nominee. Voting rights registration that has been completed by the nominee no later than Tuesday 9 July 2024, are considered when preparing the share register.

### **Proxies**

If shareholders wish to attend the AGM through a proxy, a written and dated power of attorney signed by the shareholder must be enclosed with the notification. The power of attorney form is available on the Company's website [www.anoto.com](http://www.anoto.com). If the shareholder is a legal entity, a registration certification or an equivalent authorisation document must be enclosed along with the notification.

### **Proposed agenda**

1. Election of Chairman
2. Preparation and approval of voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the consolidated Annual Report and consolidated Auditor's Report
7. 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 for liability of the Board members and the Chief Executive Officer
8. Determination of the number of Board members and auditors
9. Determination of remuneration for the Board members and the auditors

10. Election of Board members, Chairman of the Board of Directors and auditor
11. Resolution on approval of the remuneration report
12. Resolution to authorise the Board of Directors to issue new ordinary shares, warrants and/or convertible bonds
13. Closing of the Meeting

## **Proposals**

Proposals in accordance with items 1 and 8-10 will be presented at the latest in connection with the AGM.

### **Resolution on appropriation of the Company's profit or loss pursuant to the adopted Balance Sheet (item 7b)**

The Board of Directors proposes that the AGM shall resolve not to distribute any dividends for the financial year 2023 and the distributable profits are carried forward.

### **Resolution on approval of remuneration report (item 11)**

The Board of Directors proposes that the AGM resolves to approve the Board of Directors' report regarding compensation pursuant to Chapter 8, Section 53 a of the Swedish Companies Act (2005:551).

### **Resolution to authorise the Board of Directors to issue new shares, warrants and/or convertible bonds (item 12)**

The Board of Directors proposes that the AGM authorises the Board of Directors to resolve, on one or several occasions during the period until the next AGM, with or without deviation from the shareholders' preferential rights, against cash payment, for payment in kind or by way of set-off, to issue ordinary shares, warrants and/or convertible bonds that involve the issue of or conversion into a maximum of 66,400,000 ordinary shares, corresponding to a dilution of approximately 20 per cent of the share capital and votes, based on the current number of shares in the Company.

The purpose of this authorisation and the reason for any disapplication of the shareholders' preferential rights is to increase the flexibility of the Company to finance the ongoing business and at the same time extend and strengthen the Company's shareholder base of strategic or long term investors. The basis for the issue price shall be according to the prevailing market conditions at the time when shares, warrants and/or convertible bonds are issued.

A valid resolution by the AGM 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 AGM.

## **Other**

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.

For information on how personal data is processed, see:

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>.

## **Number of shares and votes in the Company**

As of 1 June 2024, the total number of ordinary shares and votes in the Company was 331,859,066. There were no Series C Shares issued. The Company is not holding any own shares.

Stockholm, June 2024

**Anoto Group AB (publ)**

The Board of Directors