

**Documents for Extraordinary General Meeting in  
Anoto Group AB**

**Anoto**

**Tuesday 26 November 2024**

## **Agenda**

**Agenda for the Extraordinary General Meeting to be held on Tuesday 26 November 2024 at 10 a.m. at the premises of Setterwalls Advokatbyrå, Sturegatan 10 in Stockholm, Sweden.**

### Proposed agenda

1. Opening of the meeting
2. Election of Chairman
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 regarding adoption of new articles of association
8. Resolution regarding reduction of the share capital without redemption of shares
9. Approval of the Board of Directors' resolution on a new share issue of ordinary shares with deviation from the shareholders preferential rights
10. Approval of the Board of Directors' resolution on a rights issue of ordinary shares
11. Approval of the Board of Directors' resolution on a new share issue of ordinary shares against payment through set-off of claim
12. Resolution on an authorization for the Board of Directors to increase the share capital to enable over-allotment in the rights issue
13. Resolution on an authorization for the Board of Directors to increase the share capital to enable payment of consideration to guarantors in the form of new ordinary shares in the Company
14. Resolution regarding bonus issue
15. Resolution regarding reduction of the share capital without redemption of shares
16. Determination of number of Board members
17. Determination of fees for Board members
18. Election of Board member
19. Closing of the Meeting

## **Proposals to be presented at the Extraordinary General Meeting of Anoto Group AB (publ) on Tuesday 26 November.**

The proposed resolutions below follow the numbering of the agenda proposed by the board of directors.

### **Resolution regarding adoption of new articles of association (item 7)**

As a consequence of the proposed reduction of share capital under item 8 below, the Board of Directors proposes that the EGM resolves upon adopting new articles of association pursuant to which the limits on number of shares set out in § 5 in the articles of association are changed to be not less than 322,222,222 and not more than 1,288,888,888 shares.

The resolution is conditioned by the EGM resolving to reduce the share capital as set out in item 8 below.

The new articles of association in their complete form as proposed are set out in **Appendix 1**.

### **Resolution regarding reduction of the share capital without redemption of shares (item 8)**

The Board of Directors proposes that the EGM resolves upon reducing the Company's share capital with SEK 109,513,491.78. The reduction of the share capital will be made without redemption of ordinary shares by changing the share quota value from approximately SEK 0.42 to SEK 0.09 per share. The reduction amount shall be allocated to a non-restricted reserve to be used in accordance with the shareholders' resolution.

The reduction is carried out in order to reduce the quota value of the ordinary shares to enable the adjustment of the subscription price in the new share issues suggested for approval in items 9 – 11 below and the potential new share issues in items 12 and 13 below. After the reduction, the share capital will amount to SEK 29,867,315.94 divided into 331,859,066 ordinary shares (prior to the share issues), each share with a quota value of SEK 0.09. The resolution to reduce the share capital is conditioned on that the share issues under items 9 –11, any new issues pursuant to the authorizations under items 12 and 13 and the bonus issue under item 14, entailing an increase of the share capital with at least as much as the reduction amount, are registered at the Swedish Companies Registration Office and that the reduction of the share capital, the share issues and the bonus issue together do not result in a decrease in the Company's share capital. The resolution to reduce the share capital is conditioned by a change of the articles of association as set out in item 7 in the notice.

The board of director's report pursuant to Chapter 20, Section 13 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 2**.

### **Approval of the Board of Directors resolution on a new share issue of ordinary shares with deviation from the shareholders preferential rights (item 9)**

The Board of Directors has on 25 October 2024, subject to the subsequent approval of the general meeting, resolved to increase the Company's share capital by up to SEK 11,253,937.50 through the issue of up to 125,043,750 new ordinary shares, each with a quota value of SEK 0.09.

The following terms and conditions shall apply to the issue of shares. The subscription price per ordinary share amounts to SEK 0.12. The share premium shall be transferred to the unrestricted premium reserve. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by institutional and other qualified investors. Subscription for new shares shall be made on a separate subscription list no later than 25 October 2024. Payment for the subscribed shares shall be made through payment in cash or through set-off of claim no later than on 27 November 2024. The Board of Directors shall be entitled to extend the subscription period and the time of payment. The new shares do not entitle to participation with preferential rights in the new share issue in item 10 below. The new shares convey right to dividends for the first time on the first record date set for dividends after the registration of the new shares with the Swedish Companies Registration Office.

The reason for the deviation from the shareholders' preferential rights is that the Company is in great need of capital and the Board of Directors considers that the expected proceeds from the directed issue in a timely and cost-effective manner will enable the Company to (i) ensure continued operations until a rights issue has been completed, and (ii) diversify and strengthen the Company's shareholder base with institutional or other qualified investors, which justifies the directed issue's deviation from the shareholders' preferential rights. The directed issue will broaden the shareholder base and provide the Company with new reputable owners, which the Board of Directors believes will strengthen the liquidity of the share and be favorable for the Company. In light of the above, the Board of Directors has made the assessment that the share issue with deviation from the shareholders' preferential rights is favorable for the Company and in the best interest of the Company's shareholders.

The subscription price has been determined through arm's length negotiations with the subscribers in the share issue. The Board of Directors has also taken into account that the proposed rights issue according to item 10 below is carried out with a subscription price of SEK 0.12 per ordinary share and has therefore deemed it reasonable that the new share issue with deviation from the shareholders preferential rights pursuant to this paragraph 9 is carried out on equivalent terms.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 and 8 and 10 – 14 in the notice.

The board of director's report on significant events pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 3**. The board of directors' report pursuant to Chapter 13, Section 7 of the Swedish Companies Act (SFS 2005:551) is presented in **Appendix 4**.

### **Approval of the Board of Directors resolution of a rights issue of ordinary shares (item 10)**

The Board of Directors has on 25 October 2024, subject to the subsequent approval of the general meeting, resolved to issue new ordinary shares on the following terms and conditions.

The Company's share capital may be increased by up to SEK 37,334,144.70 through the issue of up to 414,823,830 new ordinary shares, each with a quota value of SEK 0.09. The subscription price per ordinary share amounts to SEK 0.12. The share premium shall be transferred to the unrestricted premium reserve.

The shareholders of the Company shall have preferential rights to subscribe for the new shares in relation the number of shares previously held. In case not all shares have been subscribed for, the Board of Directors shall decide that allotment of shares subscribed for without subscription rights shall take place up to the maximum amount of the issue, whereby the Board of Directors primarily will allot shares to those who also subscribed for shares based on subscription rights, and in the event of over subscription, pro rata to their subscription based on subscription rights. Secondly, the Board of Directors will allot shares to those who subscribed for shares without subscription rights, and if full allotment cannot be made, pro rata to their subscription. To the extent not possible, allotment shall be made through drawing of lots, and finally, subject to such allocation being required in order for the issue to be fully subscribed, to the guarantors of the issue with allotment in relation to their respective subscription (based on the guarantee undertakings).

The record date for determining which shareholders shall be entitled to subscribe for new ordinary shares on a preferential basis shall be 28 November 2024.

Subscription for new shares based on subscription rights shall be made through payment in cash or through set-off of claim during the period from 2 December 2024 until and including 16 December 2024. The Board of Directors shall be entitled to extend the subscription period.

Subscription without subscription rights shall be made through notice on special application form during the period from 2 December 2024 until and including 16 December 2024. The Board of Directors shall be entitled to extend the subscription period. Payment for the new shares shall be made at the latest three business days through payment in cash or through set-off of claim following the date of the dispatch of a contract note to the subscriber, specifying allocation of shares, or such later date as the Board of Directors may decide.

The new ordinary shares shall entitle to dividends as from the first record date for dividends following registration of the new share issue with the Swedish Companies Registration Office. Trading with subscription rights will take place during the period from 2 December 2024 until and including 13 December 2024. Trading in BTA (Paid Subscribed Shares) is expected to take place from 2 December 2024 and is expected to finish during week 52 2024.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 – 9 and 11 – 14 in the notice.

The board of director's report on significant events pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 3**. The board of directors' report pursuant to Chapter 13, Section 7 of the Swedish Companies Act (SFS 2005:551) is presented in **Appendix 4**.

### **Approval of the Board of Directors' resolution on new share issue of ordinary shares against payment through set-off of claim (item 11)**

The Board of Directors has on 25 October 2024, subject to the subsequent approval of the general meeting, resolved to increase the Company's share capital by up to SEK 20,757,249.99 through the issue of up to 230,636,111 ordinary shares, each with a quota value of SEK 0.09, against payment through set-off of claim.

The following terms and conditions shall apply to the issue of shares. The subscription price per ordinary share amounts to the share's quota value, i.e., SEK 0.09. With deviation from the shareholders' preferential rights, the new shares may only be subscribed for by Mark Stolkin, DDM Debt AB, Gary Butcher, BLS Futures Limited, Rocco Homes Ltd., Machroes Holdings Ltd and Adrian Weller. Subscription for new shares shall be made on a separate subscription list no later than 25 October 2024. Payment shall be made by set-off of the claim on 28 November 2024. The Board of Directors shall be entitled to extend the subscription period and the time of payment. The new shares do not entitle to participation with preferential rights under the new share issue according to item 10 above. The new shares convey right to dividends for the first time on the first record date set for dividends after the registration of the new shares with the Swedish Companies Registration Office.

The subscription price has been determined in accordance with the investment agreement entered into between the Company and above-mentioned lenders.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 – 10 and 12 – 14 in the notice.

The board of director's report on significant events pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 3**. The board of directors' report pursuant to Chapter 13, Section 7 of the Swedish Companies Act (SFS 2005:551) is presented in **Appendix 4**.

### **Resolution on authorization for the Board of Directors to increase the share capital to enable over-allotment in the rights issue (item 12)**

The Board of Directors proposes that the EGM resolves on an authorization for the Board of Directors to – during the period until the next annual general meeting and at one or more occasions – resolve upon issuance of new shares with deviation from the shareholders' preferential rights. The purpose of the authorization is to, if necessary, be able to increase the rights issue according to item 10 above through a so-called over-allotment option. Payment may be made in cash, through set-off of claims or otherwise be conditional. The number of shares issued under the authorization may correspond to maximum 20 percent of the maximum number of shares issued in the rights issue under item 10 above. Upon exercise of the authorization, the subscription price per share shall correspond to the subscription price in the rights issue according to item 10 above.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 – 11 and 13 and 14 in the notice.

The board of director's report on significant events pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 3**.

### **Resolution on an authorization for the Board of Directors to increase the share capital to enable payment of consideration to guarantors in the form of new shares in the Company (item 13)**

The Board of Directors proposes that the EGM resolves on an authorization for the Board of Directors to – during the period until the next annual general meeting and at one or more occasions – resolve upon issuance of new shares with deviation from the shareholders' preferential rights. The purpose of the authorization is to enable payment with shares in the Company as guarantee consideration to guarantors in the rights issue according to item 10 above. Payment may be made through set-off of claims.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 – 12 and 14 in the notice.

The board of director's report on significant events pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 3**.

### **Resolution regarding bonus issue (item 14)**

The Board of Directors proposes that the EGM resolve to carry out a bonus issue thereby increasing the share capital with SEK 109,513,491.78 by making use of the Company's non-restricted equity. The bonus issue is carried out without issuing new shares.

The resolution is conditioned by the EGM resolving on the proposals set out in items 7 and 8 in the notice.

The board of director's report on significant events pursuant to Chapter 12, Section 7 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 2**.

### **Resolution regarding reduction of the share capital without redemption of ordinary shares (item 15)**

The Board of Directors proposes that the EGM resolves upon reducing the Company's share capital by an amount in SEK corresponding to the increase in the share capital pursuant to the resolutions on the share issues under items 9 – 11 and any issues pursuant to the authorizations under items 12 and 13 above minus the minimum amount required for the share's quotient value after the reduction to correspond to a whole number of öre. The reduction of the share capital will be made without redemption of shares by changing the share quota value. The reduction amount shall be allocated to a non-restricted reserve to be used in accordance with the shareholders' resolution.

The reduction of share capital by changing the quota value is carried out under the condition that the resolution to reduce the share capital in item 8, the resolutions on the share issues in items 9 – 11, and any issues pursuant to the authorizations under items 12 and 13 and the resolution on a bonus issue in item 14 together do not result in an decrease in the Company's share capital.

The resolution to reduce the share capital is conditioned by the EGM resolving on the proposals set out in items 7 – 14 in the notice.

The board of director's report pursuant to Chapter 20, Section 13 of the Swedish Companies Act (SFS 2005:551) and the auditor's statement on the report is presented in **Appendix 2**.

### **Determination of number of Board members (item 16)**

It is proposed that the Board of Directors until the end of the next Annual General Meeting shall consist of four ordinary board members without deputies, meaning that the EGM shall appoint an additional member.

### **Determination of fees for Board members (item 17)**

At the Annual General Meeting on 15 July 2024, it was resolved that remuneration to the Board of Directors would be paid with a total of SEK 1,500,000, of which SEK 900,000 to the Chairman of the Board of Directors and SEK 300,000 to each of the other Board members who are not employees of the group.

It is proposed that the resolution on remuneration to the Board of Directors as set out above shall continue to apply to the Chairman and the other members of the Board of Directors and that the new Board member shall be entitled to a remuneration of USD 75,000 per annum (i.e. the remuneration shall be reduced proportionally taking into account that the new Board member will not serve for the full term of office). The remuneration is paid in advance. The proposed board member has undertaken to acquire shares in the Company for an amount equal to at least the remuneration less tax.

### **Election of Board member (item 18)**

It is proposed to newly elect Adrian Weller as a member of the Board of Directors for the period until the end of the next Annual General Meeting.

In the event that the EGM Meeting resolves in accordance with the proposal, the Board of Directors of the Company will consist of the following members: Kevin Adeson (Chairman), Alexander Fällström, Gary Stolkin and Adrian Weller.

A presentation of the proposed board member is given in **Appendix 5**.



*N.B. The English text is an unofficial translation and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## Appendix 1

### **ARTICLES OF ASSOCIATION OF ANOTO GROUP AB, REG. NO. 556532-3929**

Adopted by the Extraordinary General Meeting on 26 November 2024.

#### **§ 1 Company name**

The company name is Anoto Group AB (publ)

#### **2 § Objects of the company**

The company shall develop, manufacture and market image and text management systems and carry out related activities.

#### **§ 3 Registered office**

The board of directors shall have its registered office in the municipality of Stockholm.

#### **§ 4 Share capital**

The company's share capital shall be not less than SEK 92,000,000 and not more than SEK 368,000,000.

#### **5 § Number of shares**

The number of shares shall be not less than 322,222,222 and not more than 1,288,888,888.

The shares shall be issued in two series, ordinary shares and shares of series C. Ordinary shares carry one (1) vote per share and shares of series C carry one tenth (1/10) vote per share. Shares of series C do not entitle to dividends.

Ordinary shares may be issued up to a maximum number corresponding to one hundred (100) per cent of the total share capital. Shares of series C may be issued up to a maximum number corresponding to thirty (30) per cent of the total share capital.

If the company decides to issue new ordinary shares and shares of series C through a cash issue or set-off issue, holders of ordinary shares and shares of series C shall have preferential rights to subscribe for new shares of the same class in proportion to the number of shares already held by the holder (primary preferential right). Shares not subscribed for with primary preferential right shall be offered to all shareholders for subscription (subsidiary preferential right). If the shares thus offered are not sufficient for the subscription made with subsidiary preferential rights, the shares shall be distributed among the sub-scribers in proportion to the number of shares they already own and, to the extent this cannot be done, by drawing lots.

If the company decides to issue only certain types of shares through a cash issue or offset issue, all shareholders, regardless of whether their shares are ordinary shares or shares of series C, shall have preferential rights to subscribe for new shares in proportion to the number of shares they already own.

If the company decides to issue warrants or convertible debentures through a cash issue or set-off issue, the shareholders have preferential rights to subscribe for warrants as if the issue concerned the

shares that may be newly subscribed for due to the option right and preferential rights to subscribe for convertible debentures as if the issue concerned the shares that the convertibles may be exchanged for.

The above shall not restrict the possibility to decide on a cash issue or set-off issue with deviation from the shareholders' preferential rights.

If the share capital is increased by a bonus issue with the issue of new shares, new shares of each class shall be issued in proportion to the number of shares of the same class already in existence. In that case, old shares of a certain class shall entitle the holder to new shares of the same class. Shares of series C do not entitle the holder to participate in a bonus issue. The foregoing shall not entail any restriction on the possibility of issuing shares of a new class through a bonus issue, after the necessary amendment of the Articles of Association.

If the company is dissolved, shares of series C entitle the holder to the same share of the company's assets as other shares, but not to an amount greater than the share's quota value.

A reduction of the share capital, but not below the minimum capital, may, at the request of the holders of shares of series C or by decision of the company's Board of Directors, be effected by redemption of shares of series C. The request from a shareholder shall be submitted in writing to the company's board of directors and the board of directors shall deal with the matter expeditiously. When a decision to reduce the number of shares is made, an amount corresponding to the reduction amount shall be allocated to the reserve fund if the necessary funds are available. The redemption amount per shares of series C shall be the quota value of the share. Payment of the redemption amount shall be made as soon as possible after the registration of the reduction of the share capital has taken place.

Shares of series C held by the company may be converted into ordinary shares by decision of the board of directors. The conversion shall be notified for registration without delay and shall be effective upon registration.

#### **§ 6 Board of directors**

The board of directors shall consist of a minimum of three and a maximum of eight members and a maximum of five deputies.

#### **§ 7 Company auditors**

The company shall have as auditor one or two registered audit firms. The appointment as auditor shall be valid until the end of the annual general meeting held in the fourth financial year after the appointment of the audit firm.

The board of directors is authorised to appoint one or more special auditors to examine such reports or plans prepared by the board of directors in accordance with the Swedish Companies Act in connection with such issue of shares, warrants or convertibles that contain provisions on non-cash or that subscription shall be made with a right of set-off or with other conditions, transfer of own shares against payment other than money, reduction of the share capital or the statutory reserve, merger or division of a limited liability company.

## **§ 8 Annual general meeting**

The Annual general meeting shall consider the following matters:

1. Election of chairman of the meeting
2. Drawing up and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to certify the minutes
5. Determination of whether the meeting was duly convened
6. Presentation of the annual report and the auditor's report and, when applicable, the consolidated financial statements and the auditor's report for the group.
7. Resolutions
  - a. regarding the adoption of the income statement and balance sheet and, where appropriate, the consolidated income statement and consolidated balance sheet;
  - b. regarding the allocation of the company's profit or loss according to the adopted balance sheet;
  - c. regarding the discharge from liability of the board members and, where applicable of the managing director.
8. Determination of the number of members of the Board of Directors and, where applicable, auditors.
9. Determination of the remuneration of the members of the Board of Directors and, where applicable, the auditors.
10. Election of the Board of Directors and, where applicable, auditors.
11. Other matters that are incumbent on the meeting under the Companies Act or the Articles of Association.

## **§ 9 Notice of general meeting**

Notice of a general meeting shall be published in the Swedish Official Gazette (Sw: Post- och Inrikes Tidningar) and on the company's website. That notice has been given shall be advertised in Dagens Nyheter.

## **§ 10 Participation in general meetings**

In order to participate in a general meeting, a shareholder must be recorded in a transcript or other representation of the entire share register as of the date falling five weekdays before the meeting, and must register with the company's board of directors on a certain day. This day, which may not be a Sunday or other public holiday, Saturday, Midsummer Eve, Christmas Eve or New Year's Eve, and which may not fall earlier than the fifth weekday before the meeting, shall be stated in the notice of the meeting.

## **§ 11 Location of the general meeting**

General meetings can be held in the municipality of Lund, in addition to the municipality of Stockholm.

**§ 12 CSD Clause**

The shares of the company shall be registered in a record day register in accordance with the Swedish Central Securities Depositories and Financial Instruments Act (1998:1479)

**§ 13 Financial year**

The company's financial yeas shall be the fiscal year.

*N.B. The English text is an unofficial translation and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## Appendix 2

### **The Board of Directors report pursuant to Chapter 12, Section 7 and Chapter 20, Section 13 of the Swedish Companies Act (SFS 2005:551)**

The board of directors of Anoto Group AB (publ), reg. no. 556532-3929 ("**Anoto**" or the "**Company**"), submits the following report as referred to in Chapter 12, Section 7, and Chapter 20, Section 13 of the Swedish Companies Act in view of the Board of Directors' proposal that the extraordinary general meeting to be held on 26 November 2024 resolves on a bonus issue without the issuance of new shares and reduction of the share capital without redemption of shares.

In order to obtain a lower quota value, the board of directors of Anoto has proposed that the Company's share capital, which currently amounts to SEK 139,380,807.72 divided between 331,859,066 shares, each with a quota value of approximately SEK 0.42, shall be reduced by SEK 109,513,491.78, without cancellation of shares, to be allocated to non-restricted equity.

After the reduction of the share capital, the Company's share capital will amount to SEK 29,867,315.94, divided into a total of 331,859,066 shares, each with a quota value of SEK 0.09 per share. In connection with the board of directors' proposal for a resolution on a reduction of the share capital, the board of directors also proposes that the general meeting resolves to increase the share capital through (i) a resolution to approve the board of directors' resolution on a new issue of ordinary shares with deviation from the shareholders' preferential rights (the "**Directed Issue**"), (ii) a resolution to approve the board of directors' resolution on a new issue of ordinary shares with deviation from the shareholders' preferential rights with payment through set-off (the "**Set-off Issue**"), and (iii) a resolution to approve the board of directors' resolution on a rights issue of ordinary shares (the "**Rights Issue**"), together referred to as the "**Share Issues**". The Company's share capital may be increased by not more than SEK 69,345,332.19 out of which SEK 11,253,937.50 is from the new shares issued in the Directed Issue, SEK 20,757,249.99 is from the new shares issued in the Set-off Issue, and SEK 37,334,144.70 is from the new shares issued in the Rights Issue. The calculations of the share capital increases have been based on that the reduction of the share capital resulting from the First Reduction, after registration, will result in a quotient value of the Company's shares of SEK 0.09.

The board of directors has further proposed that the extraordinary general meeting resolves on a bonus issue of SEK 109,513,491.78 without issuance of new shares in order to strengthen the Company's share capital. The increase of the share capital shall be carried out by transferring funds from the Company's available unrestricted equity to the share capital. The board of directors proposes that the general meeting also resolves on a further reduction of the share capital, which is proposed in order to minimise the share capital increase as a result of the Share Issues and in order to achieve an appropriate quota value for the Company's shares. The second reduction is proposed to amount to an amount corresponding to the increase of the share capital as a result of the registration of the new shares issued in the Share Issues, possibly adjusted downwards to an amount resulting in a quota value of no more than two decimals.

Pursuant to Chapter 20, Section 13, fourth paragraph of the Swedish Companies Act, the Board of Directors of the Company states the following. The resolution to reduce the share capital in accordance with what is proposed in the notice to the Extraordinary General Meeting, may be implemented without the authorization of the Swedish Companies Registration Office or a court of general jurisdiction, since the Company at the same time carries out new ordinary share issues and a bonus issue as measures resulting in neither the Company's restricted equity nor its share capital being reduced.

Pursuant to Chapter 12, Section 7 of the Swedish Companies Act, the Board of Directors of the Company states the following. The annual report with respect to the financial year ending 31 December 2023 was signed on 30 April 2024. Those events of material significance for the Company's financial position that have occurred since the presentation of said annual report are set forth in the Company's interim report for the first quarter of 2024 made public by the Company on 24 May 2024, the Company's interim report for the second quarter of 2024 made public by the Company on 22 August 2024, and in press releases made public by the Company thereafter. The interim reports and press releases are available at the Company's website, [www.anoto.com](http://www.anoto.com).

In addition to the information presented above, no events of material significance for the Company's financial position have occurred subsequent to the presentation of the annual report with respect to the financial year ending on 31 December 2023.

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**Auditor's statement on the Board of Directors' report on significant events Chapter 12, Section 7 of the Swedish Companies Act (2005:551)**

Revisorns yttrande enligt 12 kap. 7 § aktiebolagslagen (2005:551) över styrelsens redogörelse för väsentliga händelser för perioden 30 april 2024 till 31 oktober 2024

Till bolagsstämman i Anoto Group AB, org.nr 556532-3929

Vi har granskat styrelsens redogörelse daterad 2024-10-31.

**Styrelsens ansvar för redogörelsen**

Det är styrelsen som har ansvaret för att ta fram redogörelsen enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag.

**Revisorns ansvar**

Vår uppgift är att uttala oss om styrelsens redogörelse på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå begränsad säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar International Standard on Quality Management 1, som kräver att företaget utformar, implementerar och hanterar ett system för kvalitetsstyrning inklusive riktlinjer eller rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Anoto Group AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen, vare sig dessa beror på oegentligheter eller på fel. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen har begränsats till översiktlig analys av redogörelsen och underlag till denna samt förfrågningar hos bolagets personal. Mitt bestyrkande grundar sig därmed på en begränsad säkerhet jämfört med en revision. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

**Uttalande**

Grundat på vår granskning har det inte kommit fram några omständigheter som ger oss anledning att anse att styrelsens redogörelse inte avspeglar väsentliga händelser för bolaget på ett rättvisande sätt under perioden 30 april 2024 till den 31 oktober 2024.

**Övriga upplysningar**

Detta yttrande har endast till syfte att fullgöra de krav som uppställs i 12 kap. 7 § 4 p aktiebolagslagen och får inte användas för något annat ändamål.

Stockholm den 6 november 2024

BDO Mälardalen AB

Carl-Johan Kjellman  
Auktoriserad revisor

Johan Pharmanson  
Auktoriserad revisor

**Auditor's statement on the Board of Directors' report in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)**

Revisorsyttrande enligt 20 kap. 14 § aktiebolagslagen (2005:551) över styrelsens redogörelse enligt 20 kap. 13 § 4 st aktiebolagslagen

Till bolagsstämman i Anoto Group AB, org.nr 556532-3929

Vi har granskat styrelsens redogörelse daterad 2024-10-31.

*Styrelsens ansvar för redogörelsen*

Det är styrelsen som har ansvaret för att ta fram redogörelsen enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller misstag.

*Revisorns ansvar*

Vår uppgift är att uttala oss om ändamålsenligheten i de åtgärder som framgår av styrelsens redogörelse på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 *Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen*. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå rimlig säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar International Standard on Quality Management 1, som kräver att företaget utformar, implementerar och hanterar ett system för kvalitetsstyrning inklusive riktlinjer eller rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Anoto Group AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen, vare sig dessa beror på oegentligheter eller misstag. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen omfattar också en utvärdering av ändamålsenligheten och rimligheten i styrelsens antaganden. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

*Uttalande*

Vi anser att de åtgärder som vidtas och som medför att varken bolagets bundna egna kapital eller dess aktiekapital minskar är ändamålsenliga och att de bedömningar som har gjorts om effekterna av dessa åtgärder är riktiga.

*Övriga upplysningar*

Detta yttrande har endast till syfte att fullgöra det krav som uppställs i 20 kap. 14 § aktiebolagslagen och får inte användas för något annat ändamål.

Stockholm den 6 november 2024

BDO Mälardalen AB

Carl-Johan Kjellman  
Auktoriserad revisor

Johan Pharmanson  
Auktoriserad revisor



*N.B. The English text is an unofficial translation and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.*

## Appendix 3

### **Statement by the Board of Directors pursuant to Chapter 13, Section 6 of the Swedish Companies Act (SFS 2005:551)**

The board of directors of Anoto Group AB (publ), reg. no. 556532-3929 (the "**Company**"), submits the following report as referred to in Chapter 13 Section 6 of the Swedish Companies Act in view of the Board of Directors' resolution on new share issues of ordinary shares in the Company, subject to the subsequent approval of the extraordinary general meeting to be held on 26 November 2024.

The annual report with respect to the financial year ending 31 December 2023 was signed on 30 April 2024. Those events of material significance for the Company's financial position that have occurred since the presentation of said annual report are set forth in the Company's interim report for the first quarter of 2024 made public by the Company on 24 May 2024, the Company's interim report for the second quarter of 2024 made public by the Company on 22 August 2024, and in press releases made public by the Company thereafter. The interim reports and press releases are available at the Company's website, [www.anoto.com](http://www.anoto.com).

In addition to the information presented above, no events of material significance for the Company's financial position have occurred subsequent to the presentation of the annual report with respect to the financial year ending on 31 December 2023.

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**Auditor's statement on the Board of Directors' report on significant events Chapter 13, Section 6 of the Swedish Companies Act (2005:551)**

Revisorns yttrande enligt 13 kap. 6 § aktiebolagslagen (2005:551) över styrelsens redogörelse för väsentliga händelser för perioden 30 april 2024 till 31 oktober 2024

Till bolagsstämman i Anoto Group AB, org.nr 556532-3929

Vi har granskat styrelsens redogörelse daterad 2024-10-31.

*Styrelsens ansvar för redogörelsen*

Det är styrelsen som har ansvaret för att ta fram redogörelsen enligt aktiebolagslagen och för att det finns en sådan intern kontroll som styrelsen bedömer nödvändig för att kunna ta fram redogörelsen utan väsentliga felaktigheter, vare sig dessa beror på oegentligheter eller på misstag.

*Revisorns ansvar*

Vår uppgift är att uttala oss om styrelsens redogörelse på grundval av vår granskning. Vi har utfört granskningen enligt FARs rekommendation RevR 9 Revisorns övriga yttranden enligt aktiebolagslagen och aktiebolagsförordningen. Denna rekommendation kräver att vi planerar och utför granskningen för att uppnå begränsad säkerhet att styrelsens redogörelse inte innehåller väsentliga felaktigheter. Revisionsföretaget tillämpar International Standard on Quality Management 1, som kräver att företaget utformar, implementerar och hanterar ett system för kvalitetsstyrning inklusive riktlinjer eller rutiner avseende efterlevnad av yrkesetiska krav, standarder för yrkesutövningen och tillämpliga krav i lagar och andra författningar.

Vi är oberoende i förhållande till Anoto Group AB enligt god revisorssed i Sverige och har i övrigt fullgjort vårt yrkesetiska ansvar enligt dessa krav.

Granskningen innefattar att genom olika åtgärder inhämta bevis om finansiell och annan information i styrelsens redogörelse. Revisorn väljer vilka åtgärder som ska utföras, bland annat genom att bedöma riskerna för väsentliga felaktigheter i redogörelsen, vare sig dessa beror på oegentligheter eller på fel. Vid denna riskbedömning beaktar revisorn de delar av den interna kontrollen som är relevanta för hur styrelsen upprättar redogörelsen i syfte att utforma granskningsåtgärder som är ändamålsenliga med hänsyn till omständigheterna, men inte i syfte att göra ett uttalande om effektiviteten i den interna kontrollen. Granskningen har begränsats till översiktlig analys av redogörelsen och underlag till denna samt förfrågningar hos bolagets personal. Mitt bestyrkande grundar sig därmed på en begränsad säkerhet jämfört med en revision. Vi anser att de bevis vi har inhämtat är tillräckliga och ändamålsenliga som grund för vårt uttalande.

*Uttalande*

Grundat på vår granskning har det inte kommit fram några omständigheter som ger oss anledning att anse att styrelsens redogörelse inte avspeglar väsentliga händelser för bolaget på ett rättvisande sätt under perioden 30 april 2024 till den 31 oktober 2024.

*Övriga upplysningar*

Detta yttrande har endast till syfte att fullgöra de krav som uppställs i 13 kap. 6 § 4 p aktiebolagslagen och får inte användas för något annat ändamål.

Stockholm den 6 november 2024

BDO Mälardalen AB

Carl-Johan Kjellman  
Auktoriserad revisor

Johan Pharmanson  
Auktoriserad revisor

N.B. The English text is an unofficial translation and in case of any discrepancies between the Swedish text and the English translation, the Swedish text shall prevail.

## Appendix 4

### Statement by the Board of Directors pursuant to Chapter 13, Section 7 of the Swedish Companies Act (SFS 2005:551)

The board of directors of Anoto Group AB, reg. no. 556532-3929 (the “**Company**”), hereby presents this report as referred to in Chapter 13 Section 7 of the Swedish Companies Act in view of the board of directors’ resolutions on [(i) the issue of new ordinary shares, with preferential right for the shareholders, where payment can be made by set-off (the “**Rights Issue**”), (ii) the issue of new ordinary shares, with deviation from the shareholders’ preferential right for the shareholders, where payment shall be made by set-off (the “**Set-off Issue**”), and (iii) the issue of new ordinary shares, with deviation from the shareholders’ preferential right for the shareholders where payment can be made by set-off (the “**Directed Issue**)”].

#### The Rights Issue

Creditor	Claim	Set-off amount
DDM DEBT AB	3,941,250.00 SEK	3,941,250.00 SEK
DDM DEBT AB	3,574,119.86 SEK	3,574,119.84 SEK
DDM DEBT AB	203,193.33 SEK	203,193.24 SEK
Mark Stolkin	15,600,000.00 SEK	5,070,000.00 SEK
Mark Stolkin	208,448.33 SEK	208,448.28 SEK
Hans Haywood	613,090.34 SEK	613,090.32 SEK
Jörgen Durban	1,663,479.34 SEK	999,999.96 SEK
Advokat Jörgen Durban AB	513,860.00 SEK	513,859.56 SEK
Bbright AB	118,743.00 SEK	118,743.00 SEK
<b>Total</b>	<b>26,436,184.20 SEK</b>	<b>15,242,704.20 SEK</b>

#### The Set-off Issue

Creditor	Claim	Set-off amount
DDM Debt AB	7,882,500.00 SEK	7,882,499.97 SEK
Mark Stolkin	7,882,500.00 SEK	7,882,499.97 SEK
Gary Butcher	1,051,000.00 SEK	1,050,999.93 SEK
BLS Futures Ltd.	525,500.00 SEK	525,499.92 SEK
Rocco Homes Ltd.	525,500.00 SEK	525,499.92 SEK
Machroes Holdings Ltd.	1,051,000.00 SEK	1,050,999.93 SEK
Adrian Weller	1,839,250.00 SEK	1,839,249.99 SEK
<b>Total</b>	<b>20,757,250.00 SEK</b>	<b>20,757,249.63 SEK</b>

**The Directed Issue**

<b>Creditor</b>	<b>Claim</b>	<b>Set-off amount</b>
Mark Stolkin	10,530,000.00 SEK	10,530,000.00 SEK
<b>Total</b>	<b>10,530,000.00 SEK</b>	<b>10,530,000.00 SEK</b>

## Presentation of the proposed board member

### Adrian Weller

(born 1970)

**Position:** Board Member

**Education:** PhD in Computer Science from Columbia University, and BA in Mathematics from the University of Cambridge.

**Experience:** Adrian Weller is a leading researcher in machine learning and artificial intelligence. He is a Director of Research in machine learning at the University of Cambridge. Adrian also leads research projects in AI and machine learning at The Alan Turing Institute. He has previously worked in the financial sector, including roles as Managing Director at Citadel and as a trader at Goldman Sachs and Salomon Brothers.

**Other appointments:** Adrian is head of Safe and Ethical AI at The Alan Turing Institute (UK national institute for data science and AI). He is a Director of Research and Programme Director for Trust and Society at the Leverhulme Centre for the Future of Intelligence (CFI); an advisor to the Centre for Science and Policy (CSaP), and the Centre for the Study of Existential Risk (CSER); and a fellow at Sidney Sussex College. Adrian serves on the boards of several organizations. He is a member of the World Economic Forum Global Future Council on the Future of AI, and is co-director of the European Laboratory for Learning and Intelligent Systems (ELLIS) programme on Human-centric Machine Learning. He advises Intrepid Growth Partners on commercial applications of AI.

**Previous Appointments in the last five years:** Adrian previously served as Programme Director for AI at the Turing Institute, on the advisory board of the Centre for Data Ethics and Innovation (CDEI) and in the UNESCO ad hoc expert group on the ethics of AI.

**Holdings:** –