

## **BULLETIN FROM THE EXTRAORDINARY GENERAL MEETING IN ANOTO GROUP AB (PUBL) ON 26 NOVEMBER 2024**

Stockholm, 26 November 2024 – At the Extra General Meeting (the “**EGM**”) in Anoto Group AB (publ) (“**Anoto**” or the “**Company**”) on 26 November 2024, the following main resolutions were adopted.

### **Adoption of new articles of association**

The EGM resolved, with required majority, to adopt new articles of association in which the limits of the number of shares in § 5 were changed to be no less than 322,222,222 and not more than 1,288,888,888 shares.

### **Reduction of the share capital without redemption of ordinary shares**

The EGM resolved, with required majority, to reduce the share capital with SEK 109,513,491.78. The reduction is carried out without redemption of ordinary shares by changing the share quota value from 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 shareholder’s resolution.

The reduction of share capital by changing the quota value is made in order to enable adjustment of the subscription price in the share issues described below, resolved by the Board of Directors, subject to the approval of the general meeting. After the reduction, the share capital amounts to SEK 29,867,315.94 divided into 331,859,066 ordinary shares, each share with a quota value of SEK 0.09.

### **New share issue of ordinary shares with deviation from the shareholders preferential rights**

The EGM resolved, with required majority, to approve the Board of Directors’ resolution on 25 October 2024 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 “**Directed Issue**”). With deviation from the shareholders’ preferential rights, the new shares were subscribed by Adrian Weller, BLS Futures Ltd, Gary Butcher, Machroes Holdings Ltd, Rocco Homes Ltd and Mark Stolkin. The subscription price per ordinary share amounted to SEK 0.12.

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 Directed Issue 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 Directed Issue. The Board of Directors has also taken into account that the Rights Issue (as defined below) is carried out with a subscription price of SEK 0.12 per ordinary share and has therefore deemed it reasonable that the Directed Issue is carried out on equivalent terms.

### **Rights issue of ordinary shares with preferential rights for the Company's shareholders**

The EGM resolved, with required majority, to approve the Board of Directors' resolution on 25 October 2024, to increase the Company's share capital 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 "**Rights Issue**"). The shareholders of the Company shall have preferential rights to subscribe for the new shares in relation to the number of shares previously held. Each existing ordinary share in the Company entitles to one (1) subscription right. Four (4) subscription rights entitle the holder to subscribe for five (5) new ordinary shares. 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. The subscription price per ordinary shares amounts to SEK 0.12.

### **New share issue of ordinary shares against payment through set-off of claim**

The EGM resolved, with required majority, to approve the Board of Directors' resolution on 25 October 2024 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 "**Set-off Issue**"). With deviation from the shareholders' preferential rights, the new shares were subscribed for by Mark Stolkin, DDM Debt AB, Gary Butcher, BLS Futures Limited, Rocco Homes Ltd., Machroes Holdings Ltd and Adrian Weller. Payment shall be made by set-off of claims. The new shares do not entitle to participation with preferential rights under the Rights Issue. 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, and amounted to SEK 0.09, i.e. the shares' quota value.

### **Authorization for the Board of Directors to increase the share capital to enable over-allotment in the rights issue**

The EGM resolved, with required majority, to authorize 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, 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. Upon exercise of the authorization, the subscription price per share shall correspond to the subscription price in the Rights Issue.

### **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**

The EGM resolved, with required majority, to authorize 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. Payment may be made through set-off of claims.

### **Bonus issue**

The EGM resolved, with required majority, 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.

### **Reduction of the share capital without redemption of ordinary shares**

The EGM resolved, with required majority, to reduce the Company’s share capital by an amount in SEK corresponding to no more than the total increase in the share capital pursuant to the Directed Issue, the Set-off issue and the Rights issue and any issues pursuant to the authorizations described 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.

### **Number of Board members**

The EGM resolved, with required majority, that the Board of Directors until the end of the next Annual General Meeting shall consist of four ordinary board members without deputies.

### **Fees for Board members**

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.

The EGM resolved, with required majority, 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**

The EGM resolved, with required majority, to elect Adrian Weller as a member of the Board of Directors for the period until the end of the next Annual General Meeting. The Board of Directors of the Company will therefore consist of the following members: Kevin Adeson (Chairman), Alexander Fällström, Gary Stolkin and Adrian Weller.

**For further information, please contact:**

Mats Karlsson, CEO, Anoto Group AB (publ)

For more information about Anoto, please visit [www.anoto.com](http://www.anoto.com) or email [ir@anoto.com](mailto:ir@anoto.com)

This information was released for public disclosure, through the agency of the contact person above, on 26 November 2024 at 11.30 CET.

**About Anoto Group**

Anoto is a publicly held Swedish technology company known globally for innovation in the area of information-rich patterns and the optical recognition of those patterns. It is a leader in digital writing and drawing solutions, having historically used its proprietary technology to develop smartpens and related software. These smartpens enrich the daily lives of millions of people around the world. Anoto currently has three main business lines: Livescribe retail, Enterprise Forms and OEM. Anoto also owns Knowledge AI, a leading AI based education solution company, as its majority-controlled subsidiary. Anoto is traded on the Small Cap list of Nasdaq Stockholm under ANOT.