



Invitation to the Annual General Meeting of Anoto Group AB (publ)

Lund, April 22, 2015 — The shareholders of Anoto Group AB (publ), are hereby invited to attend the Annual General Meeting to be held on Thursday, 21 May 2015 at 13:00 at the Company's premises at Traktorvägen 11 in Lund, Sweden.

Notification of participation

Shareholders wishing to attend the General Meeting must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Friday, 15 May 2015,
- notify the Company of their intention to participate no later than on Monday, 18 May 2015, preferably before noon.

Attendance is to be notified by mail to Anoto Group AB (publ) at Traktorvägen 11, SE-226 60 Lund, Sweden, by fax +46 46 540 12 02, by telephone +46 46 540 12 00, or by e-mail to AGM2015@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the General Meeting, proxies, registration certificates and other authorisation documents should be submitted to the Company at the above address no later than on 18 May 2015. The Company provides proxy forms at the Company's office in Lund as well as on the Company's web page www.anoto.com.

Shareholders who hold their shares through nominees (Sw. förvaltare) must request a temporary registration of the shares in their own name, with Euroclear Sweden AB. Shareholders who wishes to obtain such registration must contact the nominee regarding this well in advance of 15 May 2015.

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 consolidated 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
17. Resolution to authorise the Board of Directors to issue warrants
18. Closing of the Meeting

Proposals of the Nomination Committee

The Nomination Committee, consisting of Joon Chung (representing Solid Technologies Limited), Joonhee Won (representing Aurora Investment Limited) and Jörgen Durban (Chairman of the Board of Directors), submits the following proposal regarding items 2, 10 – 13 on the proposed agenda as set forth below.

Election of Chairman of the Meeting (item 2)

Advokat Jörgen S. Axelsson.

Determination of the number of Board members (item 10)

The Nomination Committee intends to present its proposal as soon as possible and at the latest at the Annual General Meeting.



Remuneration for the Board members and the Auditor (item 11)

The Nomination Committee intends to present its proposal as soon as possible and at the latest at the Annual General Meeting.

Election of Board members and chairman of the Board (item 12)

The Nomination Committee intends to present its proposal as soon as possible and at the latest at the Annual General Meeting.

Resolution on Nomination Committee (item 13)

For the appointment of a Nomination Committee for the Annual General Meeting 2016, the Chairman of the Board is commissioned to contact three of the Company's major shareholders, at the end of September 2015, for the purpose to establish a new Nomination Committee. The Chairman of the Board shall ask the major shareholders to appoint one representative each to form the Nomination Committee, together with the Chairman of the Board. The representative of the largest owner shall be appointed the Chairman of the Nomination Committee.

In case a shareholder that has appointed a member to the Nomination Committee materially reduces his holding of shares in the Company, the member that has been appointed by such shareholder shall resign, if the Nomination Committee so decides. Instead, another major shareholder, that has become one of the Company's three major shareholders, shall in consultation with the remaining members be offered to appoint a member of the Nomination Committee. In case a shareholder who is not represented in the nomination committee becomes one of the Company's three major shareholders during the Nomination Committee's work period, the Nomination Committee may resolve to offer this owner a seat on the Nomination Committee.

The members of the Nomination Committee shall be presented by the Chairman of the Board as soon as the members have been appointed, however, no later than six months prior to the Annual General Meeting 2016. The Chairman of the Nomination Committee shall inform the Company if changes in the Nomination Committee occur.

No compensation for Nomination Committee work shall be paid out. The Nomination Committee shall, upon approval by the Chairman of the Board, be entitled to burden the Company with costs, for example in respect of recruitment consultants or other costs necessary for the Nomination Committee to fulfil its duties.

The Nomination Committee shall prepare and present to the Annual General Meeting 2016 proposals for the following issues:

1. Chairman at the Annual General Meeting
2. Chairman and other Members of the Board



3. Remuneration for the Board of Directors
4. Appointment of Auditors (when appropriate)
5. Remuneration for the Auditors
6. The procedure of appointing a Nomination Committee for the Annual General Meeting 2017

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 2014.

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 83,000,000 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.

The purpose of the authorisation and the reason for any disapplication of the shareholders' preferential rights is to increase the financial flexibility of the Company and to be able to make payment with own financial instruments in connection with possible acquisitions that the Company may carry out. 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 Board of Directors proposes that the General Meeting resolves to adopt an incentive scheme for senior executives employed in the Group.

Incentive scheme allows participants free of charge will be assigned a certain number of stock options. The options can be exercised to purchase shares 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 still employed by the Group at the exercise of the options, the employee is entitled to purchase shares 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 15 May 2015 up to and including 22 May 2015.

The incentive scheme comprises a maximum of 8,355,000 stock options, representing approximately 1.0 percent of the share capital and votes after dilution.

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 authorise the Board of Directors to issue warrants (item 17)

To ensure delivery of shares to participants in the incentive scheme described under paragraph 16 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 8,355,000 warrants, representing approximately 1.0 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 22 April 2015, the total number of shares and votes in the Company was 827,145,485. The Company is not holding any own shares.

Lund, April 2015

Anoto Group AB (publ)

The Board of Directors

For further information, please contact:

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Anoto Group AB may be required to disclose the information provided herein pursuant to the Securities Markets Act. The information was submitted for publication on April 22, 2015.

About Anoto Group:

Anoto Group AB is a global leader in digital writing solutions, which enables fast and reliable transmission of handwriting into a digital format. Anoto operates worldwide through a global partner network that delivers user-friendly digital writing solutions for efficient capture, transmission, distribution and storage of data. Anoto is currently in use across multiple business segments, e.g. consumer, healthcare, banking and finance, transportation and logistics and education. The Anoto Group has over 100 employees and is headquartered in Lund (Sweden). The company also has offices in Basingstoke and Wetherby (UK), Los Angeles and Boston (US) and Tokyo (Japan). The Anoto share is traded on the Small Cap list of Nasdaq Stockholm under the ticker ANOT.

For more information, please visit: www.anoto.com.

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