



Proposed agenda EGM 12 January 2017

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. Resolution to approve the resolution by the Board of Directors to issue convertible bonds
8. Closing of the Meeting

Proposals Resolution to approve the resolution by the Board of Directors to issue convertible bonds (item 7)

The Board of Directors proposes that the General Meeting resolves to approve the resolution by the Board of Directors as of 2 December 2016 to issue a senior unsecured convertible loan at a par value of not more than SEK 9.2 million and that the loan shall be convertible into shares of the Company. Each convertible bond carries a par value of SEK 100,000. The convertible bonds may, with deviation from the shareholders' pre-emptive right, only be subscribed for by Inhye Kim. The convertible bonds shall be issued and subscribed for at a price equal to 100 percent of their principal amount. The Board of Directors believes the subscription price being at market price considering the current industry and market conditions. The convertible loan does not carry interest.

The convertible bonds shall be paid for through set-off against part of a 2.4 million Singapore dollars (SGD) (approximately SEK 15.5 million) loan provided by Inhye Kim to the Company. The set-off of claims shall be deemed to be effected immediately upon subscription for the convertible bonds, however, not earlier than the approval by the General Meeting to issue the convertible loan.

Bondholders are entitled to convert, at any time during the period commencing on the date following 20 calendar days after subscription date for the convertible bonds up to and including 15 November 2018, all or part of the loan amount into shares of the Company. The initial conversion price is SEK 0.135 per share. The total amount by which the share capital may be increased on account of the conversion of the convertibles shall – at a conversion price of SEK 0.135 – amount to not more than SEK 1,362,962.96. The terms and conditions for the convertible bonds include customary adjustment conditions in respect of the conversion price on the occurrence of certain corporate events (e.g. dividends, bonus issues and share issues). The loan falls due on 5 December 2018 to the extent the conversion has not taken place before such date.



The reason for deviation from the shareholders' pre-emptive rights is to raise capital in a time efficient manner to ensure the financing of the Company's business operations.

Since Inhye Kim is married to Joonhee Won, CEO of the Company, the issue of the convertible bonds falls within the scope of Chapter 16 of the Swedish Companies Act, which means that a resolution to approve the board resolution to issue the convertible bonds 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.

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 21 December 2016, the total number of shares and votes in the Company was 2,340,832,108. The Company is not holding any own shares.

Lund, December 2016

Anoto Group AB (publ)

The Board of Directors