



## **Presentation of the Nomination Committee 's work in Anoto Group AB (publ) for the Annual General Meeting 2009**

According to the principles resolved by the Annual General Meeting 2008, the Chairman of the Board in October 2008 contacted the three largest, known owners in order for them to, together with him form the Nomination Committee to prepare proposals for the Annual General Meeting 2009.

The Nomination Committee, presented on October 29<sup>th</sup> 2008, consists of the following:

Jan Andersson, representing Swedbank Robur Fonder  
Audun W Iversen, representing Tore Aksel Voldberg  
Hans Otterling, Chairman of the Board  
Stein Revelsby, representing Norden Technology AS

Jan Andersson was elected Chairman of the Nomination Committee.

After Essensor AS's disclosure notice of an 11,05% ownership in Anoto in December 2008, Essensor AS constituted the company's largest shareholder. At Nomination Committee's meeting on January 19<sup>th</sup> 2009 Leif Eriksröd, representing Essensor, was elected member of the Nomination Committee.

Together the members of the Nomination Committee represent approximately 35 percent of the shares and votes in Anoto Group.

### **The work of the Nomination Committee**

The Nomination Committee has held six minuted meetings and has had continuous contact between these.

The Nomination Committee has received no external proposals.

### **The Nomination Committee's proposal for resolutions**

The Nomination Committee proposes the Annual General Meeting 2009 the following:



- Election of Hans Otterling as Chairman of the Annual General Meeting.
- The Board shall consist of five board members and no deputy board members.
- Re-election of board members Hans Otterling, Stein Revelsby and Håkan Eriksson and election of Leif Eriksröd and Charlotta Falvin. The board members Christer Fåhraeus, Märtha Josefsson, Bernard Gander and Hiroshi Yoshioka have declined re-election.  
Hans Otterling is proposed to be re-elected as Chairman of the Board.
- The remuneration to the Board shall be SEK 1,150,000 (2008: SEK 1 500 000).  
Remuneration for the Chairman of the Board SEK 450 000 (unchanged).  
Remuneration for other board members: SEK 175 000 (unchanged).  
No remuneration shall be paid for Committee work.  
The Auditors shall be reimbursed according to approved invoice.
- The following principle is proposed with respect to the nomination of a New Nomination Committee:

For the Annual General Meeting 2010, the Chairman of the Board of Directors is commissioned to contact three of the Company's major shareholders, according to the list of shareholders at the end of September 2009, and ask them to appoint one representative each to form the Nomination Committee together with him until a new Nomination Committee has been appointed. The Nomination Committee shall appoint a Chairman. The Chairman of the Board must not be the Chairman of the Nomination Committee. The majority of the Nomination Committee shall not be Board Members.

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 shall in consultation with the remaining members be offered to appoint a member of the Nomination Committee. If a shareholder becomes one of the three major shareholders during the work of the Nomination Committee, the committee can decide to offer this shareholder a position on the Nomination Committee.



The names of the members of the Nomination Committee, the shareholders they represent and information on who has been appointed Chairman shall be presented as soon as the members have been appointed, however, no later than six months prior to the Annual General Meeting 2010. No remuneration shall be paid for the work carried out by the Nomination Committee. The Company shall pay reasonable costs for the recruitment of Board Members.

The Nomination Committee shall prepare and present to the Annual General Meeting 2010 proposals for the following issues:

1. Chairman at the Annual General Meeting
2. Chairman and other Members of the Board
3. Fees to the Board of Directors
4. Fees to the Auditors
5. The Nomination Committee in respect of the Annual General Meeting 2011

The Nomination Committee's proposal for Board Members shall be presented in the notice for the Annual General Meeting 2010 and on the company's home page.

#### **Justification for the Nomination Committee's Board proposal**

The Nomination Committee considers the members of the new Board of Directors to have a broad experience and knowledge between them to develop a technology company facing the commercializing of its product portfolio.

The proposal meets the requirements of both the NASDAQ OMX Stockholm and the Swedish code of corporate governance with respect to independent board members.

#### **Information about board members proposed for election**

Leif Eriksrød, is a Norwegian citizen born in 1970. He is a Graduate in Economics from the Norwegian Business School and has worked for Delphi Fondene within Storebrandkoncernen before joining Vantor AS as Investment Manager. Vantor AS' subsidiary Essensor owns 12% of the shares in Anoto. Own and affiliated companies' shareholding in Anoto: 15 605 608 shares.

Charlotta Falvin was born in 1966 and is the CEO of the software company TAT - The Astonishing Tribe AB. She holds a Masters degree in Business Administration



from the University of Lund and has previously held senior positions within Axis and Lars Weibull AB, amongst others. Other positions: member of the board of Apptus AB and Axis AB. Shareholding in Anoto: 0 shares. Independent.