

Notice to attend Extraordinary General Meeting in Anoto Group AB (publ)

The shareholders of Anoto Group AB (publ) (the “Company”) are hereby invited to attend the Extraordinary General Meeting (the “EGM”) to be held on Tuesday 26 November 2024 at 10 a.m. at the premises of Setterwalls Advokatbyrå, Sturegatan 10 in Stockholm, Sweden.

Notification of participation

Shareholders wishing to attend the EGM must

- be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Monday 18 November 2024,
- notify the Company of their intention to participate no later than on Wednesday 20 November 2024.

Attendance is to be notified by phone by e-mail to eric.torstensson@setterwalls.se. The notification should state name, social security number/corporate identification number and registered number of shares. To facilitate admittance to the EGM, proxies, registration certificates and other authorisation documents should be submitted by email to eric.torstensson@setterwalls.se no later than Wednesday 20 November 2024. The Company provides proxy forms on the Company’s web page www.anoto.com.

To be entitled to participate at the EGM, shareholders who has had their shares registered through nominees (Sw. *förvaltare*) must, in addition to notifying the Company of their intention to participate at the EGM, have their shares registered in their own name so that the shareholder is entered into the share register per Monday 18 November 2024. Such registration may be temporary (so-called voting rights registration) (Sw. *röstträtsregistrering*) and is requested with the nominee in accordance with the nominee’s routines at such time in advance as the nominee determines. Voting rights registrations made no later than Wednesday 20 November 2024 are considered when preparing the share register.

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 (items 7 – 18)

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 share capital limits set out in § 4 in the articles of association are changed to not less than SEK 29,000,000 and not more than SEK 116,000,000. Furthermore, the Board of Directors proposes an amendment to the limits on number of shares set out in § 5 in the articles of association 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.

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.

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.

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.

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.

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.

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.

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 above.

Resolution regarding reduction of the share capital without redemption of ordinary shares (item Error! Reference source not found.)

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 a 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 above.

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.

Miscellaneous

The Board of Directors, or a person appointed by the Board of Directors, will be authorised to make the minor changes in the resolutions under items 7 – 18 on the agenda and which may prove necessary in connection with registration of the resolutions with the Swedish Companies Registration Office and Euroclear Sweden AB.

Complete proposals and documentation in accordance with the Swedish Companies Act (2005:551) will be kept available at the Company's office as well as at the Company's website www.anoto.com no later than 5 November 2024 and will be sent free of charge to those shareholders who request it 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.

Number of shares and votes in the Company

As of 25 October 2024, the total number of ordinary shares and votes in the Company was 331,859,066. The Company is not holding any own shares.

Stockholm, October 2024

Anoto Group AB (publ)

The Board of Directors