



Notice of Annual General Meeting of Anoto Group AB (publ)

Lund, April 23, 2014 — The shareholders of Anoto Group AB (publ), are invited to attend the Annual General Meeting to be held at 11:00 a.m. on Thursday, May 22, 2014 at the Company's premises at Traktorvägen 11, Lund, Sweden.

Notification of participation

Shareholders wishing to attend the General Meeting must

- (i) be entered as shareholders in the share register maintained by Euroclear Sweden AB no later than on Friday, May 16, 2014,
- (ii) provide notification of attendance to the Company no later than on Friday, May 16, 2014, preferably before noon.

Attendance is to be notified by mail to Anoto Group AB (publ) at Box 4106, SE-227 22 Lund, Sweden, by fax +46 46 540 12 02, by telephone +46 46 540 12 00, or by e-mail to AGM.2014@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 Monday, May 19, 2014. 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 have their shares registered with a nominee and who wish to attend the General Meeting must temporarily register these shares in their own name, so called registration of voting right. In order for the temporary registration of voting right to be effective as of Friday May 16, 2014, the request must be submitted to the bank or stockbroker managing the shares in due time prior to that date.

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. Fees to the Board members and the Auditor

12. Election of Board members and Chairman of the Board

13. Resolution on Nomination Committee

14. Resolution on guidelines for compensation to the Executives of the company

15. Resolution on authorisation for the Board of Directors to resolve on new issue of shares and/or convertible bonds

16. Resolution to implement an incentive scheme for senior executives

17. Resolution authorising the Board to issue warrants

18. Closing of the meeting

Proposals of the Nomination Committee

A majority of the Nomination Committee, consisting of Chairman JoonHee Won (Solid Technologies Limited) and committee members Antonio Mugica and Jörgen Durban (Chairman of the Board), submits the following proposal regarding items 10 - 13 on the proposed agenda as set forth below.

Election of Chairman at the Meeting (item 2)

Advokat Jörgen S. Axelsson.

Determination of the number of Board members (item 10)

Five Board members, without deputy members.

Fees to the Board members and the Auditor (item 11)

Of the total sum SEK 1,800,000, of which SEK 600,000 is to be distributed to the Chairman of the Board and SEK 300,000 to each of the Board members elected on the General Meeting. Auditor's fees are to be paid as per approved invoice.

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

Re-election of the Board members Jörgen Durban, Gunnel Duveblad and Andrew Hur and new election of JoonHee Won and Antonio Mugica. Furthermore, the Committee proposes to re-elect Jörgen Durban as Chairman of the Board.



Resolution on Nomination Committee (item 13)

For the appointment of a nomination committee for the general meeting 2015, the Chairman of the Board is commissioned to contact three of the Company's major shareholders, at the end of September 2014, for the purpose to appoint a new nomination committee. The Chairman of the Board shall ask the major shareholders to appoint one representative each to, together with the Chairman of the Board, form the nomination committee. 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 work period, the nomination committee may resolve to offer this owner a seat on the nomination committee.

The names of 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 2015. The chairman of the nomination committee shall inform the company if changes in the Nomination Committee occurs. No compensation for nomination committee work shall be paid out. The Company shall pay reasonable costs for the recruitment of Board Members to the Nomination.

The Nomination Committee shall prepare and present to the Annual General Meeting 2015 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. Appointment of Auditors (when appropriate)
5. Fees to the Auditors
6. The procedure of appointing a Nomination Committee for the Annual General Meeting 2016

Proposals of the Board of Directors

Proposal for the appropriation of the Company's profit or loss (item 9b)

The Board proposes that no dividend be distributed for the financial year 2013.

Proposal for resolution on guidelines for compensation to the company 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.

Proposal for resolution on the authorisation of new issue of shares and/or convertible bonds and/or subscription warrants (item 15)

The Board proposes that the General Meeting resolve to authorize the Board to resolve, on one or several occasions before the next Annual General Meeting, with or without deviation from the shareholders' preferential right, on the issue of shares and/or convertible bonds and/or subscription warrants. Such resolution shall be able to be made with provisions for payment in kind, payment against set-off of claims or other conditions. The number of shares that shall be able to be issued, the number of shares that convertible bonds shall be able to convert into and the number of shares that shall be able to subscribe for by use of subscription warrants shall amount to a maximum 50,372,615 shares in total.

The purpose of the authorisation is to increase the financial flexibility of the company and to be able to make payment with own financial instruments in connection with possible company acquisitions that the company may carry out.

Would the authorisation be fully exercised it would result in a dilution of approx. 10 per cent of the number of shares in the company (after the authorisation has been fully exercised).

The Board, or any person appointed by the Board, is authorized to make minor adjustment in the resolution that may prove necessary for registration with the Swedish Companies Registration Office (Sw: *Bolagsverket*).

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 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 third quarter of 2017, but no later than 1 June 2017, until 30 June 2016.

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 OMX Stockholm during the period from 23 May 2014 up to and including 30 May 2014.

The incentive scheme comprises a maximum of 9,252,113 stock options, representing approximately 2.0 per cent of the share capital after dilution of the rights issue.

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 authorising the Board 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 be authorised, on one or more occasions until the next Annual General Meeting, to issue up to 10,639,930 warrants, representing approximately 2.3 per cent of the share capital after dilution of the rights issue. The warrants shall be issued free of charge and, with disapplication of the shareholders' pre-emptive right, 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.

Documents

Accounting information, auditor's report, opinion by auditor, Resolution on guidelines for compensation to the Executives of the company and the complete proposal of item 16 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. The documents will be sent on request free of charge to shareholders stating their address.



Information on shareholders' right to request information

The Board and the CEO shall, if requested by a shareholder, and if the Board finds that it can be done without any major harm to the company, present information at the General Meeting on conditions that may influence the assessment of an item of the agenda, and on conditions that may influence the assessment of the economic situation of the company or its subsidiaries, and on the company's relation to another group company. Whoever one wish to send in questions ahead of the meeting may do so in the same manner as the notification to the General Meeting as of above.

Number of shares and votes in the company

At the time of the notice there were 453,353,534 shares and votes in Anoto Group AB. The Company holds no own shares.

Lund, April 2014
Anoto Group AB (publ)
Board of Directors

For further information, please contact:
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The information in this press release is published pursuant to the Swedish Securities Markets Act. The information was submitted for publication at 4.45 p.m. on April 23, 2014.

About Anoto Group

Anoto Group is the company behind and world leading in the unique technology for digital pen and paper, which enables fast and reliable transmission of handwritten text into a digital format. Anoto operates through a global partner network that focuses on user-friendly solutions for efficient capture, transmission and storage of data within different business segments, e.g. healthcare, bank and finance, transport and logistics and education. The Anoto Group has about 110 employees and is headquartered in Lund (Sweden). The company also has offices in Amsterdam (the Netherlands), Guildford and Wetherby (UK), Boston (US) and Tokyo (Japan). The Anoto share is traded on the Small Cap list of NASDAQ OMX Stockholm under the ticker ANOT. For more information: www.anoto.com.