

## **Report on Annual General Meeting of Anoto Group AB**

Lund, 10 May, 2012 – The Annual General Meeting of Anoto Group AB in Lund on 10 May 2012 resolved as follows:

### **Annual Report, discharge from liability etc.**

The Annual General Meeting adopted the Income Statement, Balance Sheet, consolidated Income Statement and the consolidated Balance Sheet. The members of the Board of Directors and the CEO were discharged from liability. No dividend will be paid.

### **Statement by the CEO**

The CEO of Anoto Group, Stein Revelsby, commented during his statement the most significant events during 2011, and reported thereafter on the interim report for the first quarter 2012, which was published on 27 April.

### **Election of members of the Board of Directors and fees to the Board of Directors**

The Meeting resolved, that the Board of Directors shall consist of five members. Nicolas Hassbjer declined re-election. Board members Gunnel Duveblad, Andrew Hur and Jörgen Durban were re-elected, and Kjell Bråthen and Ulrika Hagdahl were newly-elected, for the period up to and including the next Annual General Meeting. Jörgen Durban was re-elected Chairman of the Board of Directors.

Kjell Bråthen, born 1964, is a Master of Engineering and has previously been a Board member in Nordic Health ASA, Apptix ASA, Mobyson AB, Telecomputing ASA and Nordic Semiconductor ASA.

Ulrika Hagdahl, born 1962, is a Master of Engineering Physics from the Royal Institute of Technology (KTH). She is a Board member and Chairman of the Audit Committee in IFS AB, Board member in HiQ International AB, Beijer Electronics AB and Idre Golf Ski och Spa.

An annual remuneration to the Board of Directors of SEK 1,300,000 shall be paid, whereof SEK 500,000 unchanged shall be paid to the Chairman of the Board of Directors and SEK 200,000 unchanged shall be paid to other members of the Board of Directors. Remuneration for work in Board committees shall not be paid.

It was further resolved that the Chairman of the Board of Directors shall receive an additional remuneration for the preceding mandate period of SEK 450,000 for his extensive extra work during 2011/2012.

### **Election of Auditors**

The Meeting resolved to elect Deloitte AB as Auditor for the period up to the Annual General Meeting 2016. The Meeting resolved that remuneration to the Auditors shall be paid according to approved invoice.

### **Resolution on the Nomination Committee**

The Meeting resolved according to the proposal of the Nomination Committee, where the Chairman of the Board of Directors is mandated to contact the company's three largest shareholders according to the register of shareholders as per the end of September 2012, and ask them to appoint one representative each to constitute the Nomination Committee for the period until another Nomination Committee has been appointed. The representative of the largest shareholder shall be elected Chairman of the Nomination Committee.

### **Incentive Program 2012/2015**

The Annual General Meeting resolved according to the proposal of the Board of Directors to implement a subscription warrant program for executives and key employees in the Anoto group through a directed issue of 2,741,000 subscription warrants

The issue shall be made to the wholly-owned company Anoto AB for transfer to approximately 20 by the Board of Directors identified participants, at a market price calculated using an established valuation method (Black & Scholes). Remaining subscription warrants that are not allotted, shall be reserved for future recruitments.

Each subscription warrant shall entitle the holder to subscribe for one share in Anoto Group AB during the period commencing on the date of the Annual General Meeting 2015 up to and including 31 December 2015. The subscription price per share shall be equivalent to one hundred fifty (150)

per cent of the Company's share price on NASDAQ OMX, during the valuation period commencing 11 May 2012 up to and including 25 May 2012. The proposed issue of subscription warrants leads to a dilution of maximum approximately 2% in proportion to the number of shares in the company.

The reasons for deviation from the shareholders' preferential rights are that Anoto Group AB wishes to introduce an incentive program intended for allotment to executives and key employees within the group, whereby the participants may be offered the opportunity to take part in a value increase of the Company's share. This is expected to increase the interest in the Company's development - as well as in the Company's share price development - and to stimulate a continued company loyalty over the forthcoming years.

### **Authorisation**

The Annual General Meeting resolved according to the proposal of the Board of Directors to authorise the Board of Directors to, on one or several occasions, prior to the next Annual General Meeting, resolve on an issue of a maximum of 15,000,000 new shares with provisions for non-cash payment or payment against set-off of claims and/or directed share issue to the capital market or else on conditions, whereby the shareholders' preferential rights may be waived. The reason for permitting issues of new shares waiving the shareholders' preferential rights is to enable company/business acquisitions against full or part payment in the form of shares or cash or a direct issue to the capital market.

Should the authorization be fully exercised, it would result in a dilution of approx. 9.9 per cent based on the total number of shares.

### **Resolution on guidelines for compensation to the Company Executives**

The Annual General Meeting resolved according to the proposal of the Board of Directors on the guidelines for the determination of remuneration and other employment conditions for the CEO and other Executives.

For further information:

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Chairman of the Board of Directors

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**Anoto Group AB**

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 around 100 employees and is headquartered in Lund (Sweden). The company also has offices in 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](http://www.anoto.com)