



## **Notice of Annual General Meeting of Anoto Group AB**

The shareholders of Anoto Group AB (publ), hereinafter "Anoto Group" or the "Company", are invited to attend the Annual General Meeting to be held at 4 p.m. on Thursday, May 14, 2009 at the Company's premises at Edison Park, Emdalavägen 18, Lund, Sweden.

### **Notification of participation in the Annual General Meeting etc**

Shareholders wishing to attend the Annual General Meeting must be entered as shareholders in the share register maintained by Euroclear Sweden (Swedish Securities Register Center, former VPC AB) no later than Friday May 8, 2009, and provide notification of attendance to the Company no later than Friday May 8, 2009 at 12.00 noon. Attendance is notified by mail to Anoto Group at Emdalavägen 18, SE-223 69 Lund, Sweden, by fax + 46 46 540 12 02, by telephone + 46 46 540 12 00, or by e-mail to AGM.2009@anoto.com. The notification should state name, social security number/corporate identification number and registered number of shares. In order to facilitate admittance to the Annual General Meeting, proxies, registration certificates and other authorization documents should be submitted to the Company at the above address no later than Monday May 11, 2009.

Shareholders who have their shares registered with a nominee and who wish to attend the Annual General Meeting must temporarily register these shares with Euroclear Sweden in their own name (registration of voting right). The request for temporary registration of voting right must be made through the bank or stockbroker managing the shares at least a few banking days prior to the record day, May 8, 2009.

### **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 adoption of the Income Statement and the Balance Sheet, and the consolidated Income Statement and consolidated Balance Sheet.
10. Resolution on appropriation of the Company's profit or loss pursuant to the adopted Balance Sheet.
11. Resolution on discharge from liability of the Board Members and the Chief Executive Officer.
12. Determination of the number of Board Members, any Deputy Board Members and Auditors. In connection hereto, a report on the work of the Nomination Committee.
13. Resolution on remuneration for the Board of Directors and Auditors.
14. Election of Chairman of the Board, other Board Members, any Deputy Board Members and Auditor.
15. Resolution on the Nomination Committee.
16. Resolution on authorization in respect of issues of new shares.
17. Resolution on guidelines for compensation to the Executives of the Company.
18. Closing of the Meeting.

#### **Proposed resolutions**

##### **P. 10 Proposal for appropriation of the Company's profit or loss**

The Board proposes that no dividend be distributed for the financial year 2008.

##### **P. 2, 12-14 Proposal for chairman at the Annual General Meeting, number of Board Members, remuneration to Board Members, and election of Chairman of the Board and other Board Members, and election of Auditor and remuneration to the Auditors**

Anoto Group ABs nomination committee consisting of the following: Chairman Jan Andersson (Swedbank Robur Fonder AB), Stein Revelsby (Norden Technology), Audun Iversen (Tore Aksel Voldberg), Leif Eriksröd (Essensor AS) and Hans Otterling (Chairman) propose the following to the Annual General Meeting 2009 to resolve:

- Hans Otterling to be appointed Chairman of the Annual General Meeting.
- The Board shall be reduced from seven to five Board Members with no deputy Board Members
- The remuneration to the Board shall be SEK 1,150,000 (2008: SEK 1,500,000), of which SEK 450,000 shall go to the Chairman (unchanged) and SEK 175,000 to each Board Member (unchanged)
- Re-election of Hans Otterling, Stein Revelsby and Håkan Eriksson and election of Charlotta Falvin and Leif Eriksröd as Board Members until the end of the next Annual General Meeting. Christer Fåhraeus, Märtha Josefsson, Hiroshi Yoshioka and Bernard Gander have declined re-election.
- Re-election of Hans Otterling as Chairman of the Board
- The Auditors shall be reimbursed according to approved invoice



Additional information on the candidates for re-election and election as well as information on the assignment carried out by the Nomination Committee is published on Anoto's website [www.anoto.com](http://www.anoto.com).

**P. 15 Proposal for resolution on the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolve as follows.

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.



**P. 16 Proposal for resolution on authorization in respect of issues of new shares**

The Board of Directors proposes that the Annual General Meeting resolve to authorize 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 12,000,000 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 enabling the waiving of shareholders' preferential rights. 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 after a direct issue to the capital market.

In a cash issue, the issue price for the new shares shall be fixed to a price close to the price for the share on NASDAQ OMX Stockholm.

Should the authorization be fully exercised it would result in a dilution of approx. 9.5 percent based on the total number of shares after full exercise of the authorization.

**P.17 Proposal to guidelines for compensation to the Executives of the Company**

The Board proposes that the Annual General Meeting resolve to adopt the following guidelines for compensation to the CEO and other executives of the Company.

The compensation level and structure shall be at market level. The total compensation shall be a balanced mix of fixed salary, 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 the respective executive and shall primarily be related to Anoto's result and operative goals and may at the most be fifty per cent of the fixed salary.

The retirement plan shall be competitive. The CEO shall have a pension premium based retirement plan of thirty-five percent of the fixed salary. The other Executives shall have pension premium based retirement plans corresponding to the (Swedish) ITP plan.

Other benefits, like health plans and company cars, shall be competitive.

Executives shall have a mutual notice period of six months. Under certain conditions, some Executives may have an additional three months notice period in case Anoto gives notice.



The CEO shall have a mutual notice period of six months and a severance payment of twelve months salary in case Anoto terminates the employment without just cause. Compensation to the Executives and their incentive plans during 2008 is described in Note 10 to the Annual Report 2008. Incentive programs for the Executives are described on page 30.

#### **Shares and votes in Anoto Group**

At the time of this notice, there were 128.583.867 shares and votes in Anoto Group.

#### **Proxy**

For shareholders desiring to be represented by proxy at the Annual General Meeting, proxy forms are available at the Anoto Group's office in Lund and on the website.

#### **Documentation in respect of the Annual General Meeting**

The Annual Report and the Auditor's Report for the financial year 2008 will be available at the Company's offices in Lund and on the Company's web site, [www.anoto.com](http://www.anoto.com), as from April 30, 2009. The documents will on request be sent, free of charge, to shareholders who submit a postal address.

Lund, April 2009  
ANOTO GROUP AB (publ)  
The Board of Directors