Notice of annual general meeting 2011

The shareholders of DORO AB (publ), Reg. No. 556161-9429, are invited to the annual general meeting on Wednesday 23 March 2011 at 15.00 CET at Scandic Star Hotel, Glimmervägen 5, Lund.

RIGHT TO ATTEND THE MEETING

Shareholders who wish to attend the annual general meeting must be registered in the share register maintained by Euroclear Sweden AB on Thursday 17 March 2011, and must also notify the company of their intention to attend the meeting no later than Thursday 17 March 2011 at 12.00 (noon).

Shareholders whose shares have been registered with a nominee must, through the bank or securities broker administering the shares, temporarily re-register their shares in their own names with Euroclear Sweden AB in order to be entitled to participate in the annual general meeting. Such re-registration must have been completed not later than Thursday 17 March 2011. A request for re-registration must be made well in advance of this date.

NOTIFICATION OF ATTENDANCE

Notification of attendance at the annual general meeting may be made in writing to DORO AB, Magistratsvägen 10, 226 43 Lund, Sweden, via e-mail to sales@doro.com, via telephone +46 46-280 50 50 or via telefax +46 46-280 50 01. This notification shall state the name of the shareholder, personal identity number or corporate identity number, address, number of shares held and, where applicable, the number of accompanying assistants (at most two). Where applicable, complete documentation confirming eligibility, such as certificates of registration or equivalent, shall be enclosed with the notification.

PROXY

Shareholders represented by proxy shall issue a written power of attorney for the proxy. If the power of attorney is issued on behalf of a legal entity, a certified copy of a registration certificate or corresponding document ("certificate") for the legal entity shall be appended to the notification of attendance. The power of attorney and certificate may not be more than one year old at the date of the meeting; the period of validity of the power of attorney may however be no more than five years, if this has been explicitly stated. The power of attorney in original and, where applicable, the certificate, shall be sent by post to the company at the address stated above well in advance of the annual general meeting. Proxy forms are available from the company's website, www.doro.com.

NUMBER OF SHARES AND VOTES

The total number of shares and votes in the company is 19 107 631.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

The shareholders are reminded of their right to request information in accordance with chapter 7, section 32 of the Swedish Companies Act (Sw. *aktiebolagslagen*).

About Doro
Doro is a Swedish company focusing on the development, marketing and sales of telecom products specially adapted to the growing worldwide population of seniors. With over 35 years of experience in telecommunications and sales in more than 30 countries on five continents, Doro is the world's leading brand for easy-to-use mobile phones. Doro created the Care Electronics category and in recent years its products have received several highly distinguished international design awards. The company had sales of SEK 633 million in 2010. Doro's shares are quoted on the OMX Nasdaq Stockholm, Nordic list, Small companies. Read more about Doro at www.doro.com

PROPOSED AGENDA

1. Opening of the meeting,
2. Election of chairman of the meeting,
3. Preparation and approval of the voting list,
4. Approval of the agenda,
5. Election of two persons to verify the minutes,
6. Determination as to whether the meeting has been duly convened,
7. Speech by the CEO,
8. Presentation of the annual report and the audit report, and the consolidated accounts and the audit report on the consolidated accounts,
9. Decision regarding the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet,
10. Decision regarding appropriation of the company's profit according to the adopted balance sheet,
11. Decision regarding the discharge from liability for the members of the board of directors and the CEO,
12. Determination of the number of members of the board of directors,
13. Determination of the remuneration to each of the members of the board of directors and the auditor,
14. Election of the members of the board of directors and the chairman of the board of directors and the auditor,
15. Proposal regarding principles for the appointment of the nomination committee,
16. The board's proposal to amend the company's articles of association,
17. The board's proposal regarding authorization for the board of directors to resolve to issue new shares,
18. The board's proposal regarding a directed issue of new warrants and transfer of warrants,
19. The board's proposal regarding remuneration guidelines and other employment conditions for the group management,
20. Closing of the meeting.

APPROPRIATION OF PROFIT (ITEM 10)

The board of directors proposes that the annual general meeting resolves to distribute a dividend of SEK 0.50 per share for the financial year 2010.

The record date for the right to receive the dividend is proposed to be Monday 28 March 2011. If the annual general meeting resolves in accordance with the proposal, the dividend is estimated to be paid through Euroclear Sweden AB on Thursday 31 March 2011.

THE NOMINATION COMMITTEE'S PROPOSALS (ITEMS 2, 12, 13, 14 and 15)

Prior to the annual general meeting 2011 the nomination work has been conducted by a nomination committee consisting of Tedde Jeansson, Arne Bernroth and the chairman of the board of directors Bo Kastensson. Tedde Jeansson is the chairman of the nomination committee. The nomination committee has proposed the following as regards items 2, 12, 13, 14 and 15.

Chairman of the annual general meeting: Bo Kastensson (item 2).
Remuneration to the board: The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed to be unchanged with respect to the fixed remuneration in accordance with the following. The chairman receives SEK 300 000 and other members not employed by the company receives SEK 100 000 each. For work with specific projects an additional fee is proposed totaling not more than SEK 200 000 with SEK 1000 per hour of work for board members who have performed such work as agreed with the other board members (item 13).

Chairman of the board and other board members: The number of board members is proposed to be five (5) with no deputies (item 12). The following board members are proposed for re-election: Bo Kastensson, Jérôme Arnaud, Jonas Mårtensson and Karin Moberg. Charlotta Falvin is proposed for new election, with entrance on the position as of 1 July 2011. Bo Kastensson is proposed to be re-elected as chairman of the board (item 14).
Election of auditors: Ernst & Young AB, with Göran Neckmar as auditor in charge (item 14).
Remuneration to the auditor: It is proposed that fees to the auditors for the period until the end of the next annual general meeting shall be paid in accordance with invoicing approved by the company. (item 13).
Proposal regarding principles for the appointment of the nomination committee (item 15): The chairman of the board shall be appointed member of the nomination committee and shall, after consultation with the electorally major shareholders as per 1 September of the company, appoint three additional members. The names of these members shall be made public not later than six months before the annual general meeting. The nomination committee shall among themselves appoint one of the members of the committee as chairman. The appointed chairman must not be the chairman of the board. In the event a shareholder represented by a member of the nomination committee is no longer one of the electorally major shareholders of the company, or in the event a member of the nomination committee is no longer employed by such shareholder or for any other reason resigns from the nomination committee before the annual general meeting, the other members of the nomination committee shall, after consultation, have the right to appoint another representative for the electorally major shareholders to replace such member. The nomination committee's duties in preparation for the annual general meeting comprise of preparing the election of chairman and other members of the board, election of auditor, election of chairman of the annual general meeting, matters regarding remunerations and questions in connection thereto.

THE BOARD'S PROPOSAL TO AMEND THE ARTICLES OF ASSOCIATION (ITEM 16)

The board proposes that the articles of association are amended to hereafter include the possibility to hold general meetings of the company in either Lund or Stockholm, as the board resolves.

AUTHORIZATION TO ISSUE NEW SHARES (ITEM 17)
The board proposes that the annual general meeting resolves to authorize the board, for the period until the next annual general meeting, to resolve, on one or several occasions, to issue not more than 1,900,000 shares. The board shall have the right to decide whether new shares shall be issued against payment in cash and/or in accordance with the regulations set forth in Chapter 13, Section 5, paragraph 1, point 6 of the Swedish Companies Act (payment in kind, payment by way of set off or other conditions). New shares may be issued with or without preferential rights for the shareholders. The reasons for the proposal and the possibility it includes to issue shares with deviation from the preferential rights of existing shareholders are, among other things, to allow the company to implement acquisitions with payment in the form of shares or to otherwise secure financing for the company in an efficient and suitable manner. The CEO shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office. The adoption of the proposal is valid only if supported by shareholders representing at least two-thirds of the votes cast as well as two-thirds of the shares represented at the annual general meeting.

THE BOARD'S PROPOSAL REGARDING A DIRECTED ISSUE OF NEW WARRANTS AND TRANSFER OF WARRANTS (ITEM 18)

The board proposes that the annual general meeting resolves to adopt a warrant program in accordance with the proposal below.

Background and reasons

There is presently no share related incentive programme in the Doro group. In the evaluation by the board of directors several reasons have appeared to implement a share related inventive programme for the employees of the Doro group, by which the staff's rewards can be tied to the company's future earnings and value trend. Long-term value appreciation is thereby promoted and shareholders and concerned members of the staff share the same goals. Furthermore, share related incentive programs create a group level focus for the concerned members of the staff, thereby promoting long-term actions. An incentive program is also deemed to facilitate future recruitments and the ability to keep key employees.

With consideration to the terms and conditions, the size of the allocation and other circumstances, the board of directors is of the opinion that the proposed warrant programme, as set forth below, is reasonable advantageous to the company and its shareholders.

Allocation and the terms and conditions of the warrants in general
A maximum of 945,600 warrants are proposed to be issued in a programme directed to all employees of the Doro group. The warrants will, except with respect to employees in France, be allocated to employees in so-called units, where each unit consist of one (1) warrant for which the market price shall be paid (calculated in accordance with the Black & Scholes model, taking dividends resolved upon at the 2011 annual general meeting into consideration) and one (1) warrant for which no payment shall be made. Employees in France will pay market price (calculated in accordance with the Black & Scholes model, taking dividends resolved upon at the 2011 annual general meeting into consideration) for all allocated warrants. The participants in the incentive programme are divided into four categories, where the persons in each category are allocated warrants in accordance with the below:

Category	With payment*	Without payment*	Total max number	Number of persons in category
1 – CEO	100 000	100 000	200 000	1
2 – Group mgmt	32 500	32 500	65 000	4
3 – Regional mgmt etc	13 500	13 500	27 000	3
4 – Others 1	6 500	6 500	13 000	23
5 – Others 2	1 650	1 650	3 300	32

* Subscription of so-called units is only applicable for employees outside of France. For employees in France, payment shall be made for all warrants such employee subscribes for. This entails that not more than 628,800 warrants in total may be subscribed for against payment and not more than 316,800 in total without payment, assuming subscription in full in accordance with the above and thus no subscription by Doro Incentive AB.

Warrants will firstly be subscribed for by the participants of the incentive programme directly. Secondly, to the extent not subscribed for by such participants, subscription may be made by a wholly-owned subsidiary of Doro AB, in order to enable subsequent transfers as part of the incentive programme to a limited number of new employees on economic terms and conditions corresponding to those of the employees who subscribe for warrants directly.

Each warrant entitles the holder to subscribe for of one share in Doro AB during the period from and including 1 April 2014 up to and including 30 June 2014 at a subscription price corresponding to 125 per cent of the volume-weighted average price of the Doro share on NASDAQ OMX Stockholm during the period from (and including) 15 March 2011 until (and including) 22 March 2011. The subscription price calculated in accordance with the above shall be rounded off to the closest even 10 öre (SEK 0.10) multiple, where 5 öre (SEK 0.05) shall be rounded off upwards.

The warrants shall be subscribed and paid for not later than 31 March 2011. However, the board of directors shall be entitled to extend the period for subscription and payment.

The strike price and the number of shares that each warrant entitles subscription for shall be recalculated in the event of a share split, a reversed share split, new share issues etc in accordance with customary terms and conditions for recalculation. The warrants may in accordance with customary terms and conditions be exercised in advance in case of, among other things, compulsory redemption of shares, winding-up of the company or a merger though which Doro AB is absorbed by another company.

A prerequisite for holding and exercising the warrants is that the holder is still an employee of the Doro group. The holder enters into a pre-emption agreement with a wholly-owned subsidiary of Doro AB entailing a repurchase right in case of termination of employment or in case the warrantholder wishes to transfer its warrants

to a third party. Further, the warrants are pledged to the subsidiary as security for the fulfillment of the warrantholder's obligations under the pre-emption agreement.

Dilution and costs

The proposal of the board of directors entails a maximum aggregate dilution of approximately 4.7 per cent.

Assuming an issue and allocation in full of the proposed warrants and that the market value per warrant corresponds to approximately SEK 4, the total costs of the Doro group are estimated to amount to a maximum of SEK 1.5 million.

Majority requirements

Adoption of the resolution requires the approval of shareholders representing at least nine-tenths of the votes cast as well as the shares represented at the annual general meeting.

THE BOARD'S PROPOSAL REGARDING REMUNERATION GUIDELINES AND OTHER EMPLOYMENT CONDITIONS FOR THE GROUP MANAGEMENT (ITEM 19)

The board of directors proposes that the annual general meeting resolves to adopt remuneration guidelines with the principal effect that salaries and other terms of remuneration for the group management shall be on market terms. In addition to a fixed base salary, the group management may also receive a variable remuneration that shall have a predetermined maximum level and be based on the outcome in relation to profit targets (and in certain cases other key ratios). Maximum cost including social security contributions for bonuses to the management may not exceed SEK 5 million. The total cost for fixed and variable remuneration shall each year be determined to an amount including all of the company's remuneration costs, which enables management to allocate parts of their fixed and variable remuneration to other benefits, such as pension benefits. The pension plans for the management shall mainly be a defined contribution pension scheme. In case of termination of employment by the company there may be a right to a severance pay, which in such case shall have a predetermined maximum amount. In case of termination of employment by the employee no severance pay shall be paid. The board of directors is entitled to deviate from its aforementioned guidelines where, in the board's opinion, the specific circumstances of a particular case so dictate.

The annual report and the complete proposals and statements of the board in accordance with the Swedish Companies Act, including auditor's statements, will be held available at the company's office at the address above and on its website, www.doro.com, no later than three weeks before the annual general meeting. These documents will also be sent to shareholders that so request and inform the company of their postal address. The board of directors' complete proposal regarding item 18 will also automatically be sent to all shareholders that have notified the company of their participation in the annual general meeting and have informed the company of their postal address. The nomination committee's proposals, explanatory statement and the principals for appointing the principles for the appointment of the nomination committee will be available at the company's website, www.doro.com.

The shareholders are welcomed to the meeting!

Lund in February 2011

DORO AB (publ)

The board of directors

For more information, please contact:
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This is information that Doro AB (publ) is required to publish in accordance with the Swedish Securities Markets Act and/or the Swedish Financial Trading Act. This information was submitted for publication on February 22, 2011 at 16.00 CET.