



## **Bulletin from the Annual General Meeting of Anoto Group AB**

**Lund, 30 June 2017** – At yesterday’s Annual General Meeting (the “AGM”) in Anoto Group AB (publ), the following main resolutions were adopted.

### **Appropriation of profit or loss and discharge from liability**

The AGM adopted the income statements and balance sheets of the parent company and the Group and resolved in accordance with the proposal by the Board and the CEO that no dividend should be paid and that the unrestricted equity in the parent company shall be carried forward. The AGM discharged the members of the Board and the CEO from liability.

### **Election of Board members, auditor and remuneration for Board members and the auditor**

For the period until the next AGM, it was resolved to re-election of Jörgen Durban and Joonhee Won, and to elect Jeff Weedman, Perry Ha, Mariel Clemensen and DongYi Lee as new board members. Jörgen Durban was re-elected as Chairman of the Board of Directors.

The AGM resolved to elect the registered auditing company Grant Thornton Sweden AB as auditor for the period until the AGM 2021. Grant Thornton Sweden AB has informed that Mats Pålsson will be appointed as the responsible auditor.

The AGM resolved that the total remuneration for the Board of Directors shall amount to SEK 2,100,000, of which SEK 900,000 shall be paid to the Chairman of the Board of Directors and SEK 300,000 shall be paid to each of the other board members elected by the General Meeting and who are not employees of the Group. It was resolved that the audit fees shall be paid in accordance with approved invoices.

### **Authorization for the Board to resolve to issue shares, warrants and/or convertible bonds**

The AGM resolved to authorize the Board of Directors to resolve, on one or several occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders’ preferential rights, against cash payment, for payment in kind or by way of set-off, to issue shares, warrants and/or convertible bonds that involve the issue of or conversion into a maximum of 555,000,000 shares, corresponding to a dilution of approximately 20.0 per cent of the share capital and votes, based on the current number of shares in the Company.

### **Incentive scheme for senior executives**

The AGM resolved in accordance with the proposal presented by shareholders SMark Co. Limited and Nerthus Investments Limited to adopt an incentive scheme for senior executives employed within the Group as described below. The incentive scheme means that the participants, free of charge, will be allocated stock options. The options will be exercisable one third per year over the term of the scheme and the vesting of the options is contingent on the participant, except for the CEO, having been employed by the Group for at least 12



months from the date of grant of the options. In respect of the CEO, the first half of the options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of grant of the options, and the second half of the options is contingent on that the CEO has been employed by the Group, or has been a board member of the Company, or at least available for re-election as a board member, for at least 24 months from the date of grant of the options. The options can be exercised to purchase shares in the Company no later than on 31 August 2020. Each option entitles the participant to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 19 June 2017 up to and including 29 June 2017.

The incentive scheme comprises a maximum of 106,000,000 stock options, representing approximately 3.7 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. The maximum number of stock options to be allocated to the CEO shall be 60,000,000 and to each of the other senior executives up to 20,000,000 stock options.

#### **Incentive scheme for the Board of Directors**

The AGM resolved in accordance with the proposal presented by shareholders SMark Co. Limited and Nerthus Investments Limited to adopt an incentive scheme for the board members of the Company not being employed by the Group as described below. The incentive scheme means that the participants, free of charge, will be allocated stock options. The options will be exercisable one third per year over the term of the scheme and the vesting of the options is contingent on the participant is or having been a board member of the Company, or at least available for re-election as a board member, for at least 12 months from the date of allocation of the stock options. The options can be exercised to purchase shares in the Company no later than on 31 August 2020. Each option entitles the participant to purchase one share in Anoto Group AB at a price equal to 150 per cent of the average closing price of the Company's shares on Nasdaq Stockholm during the period from 19 June 2017 up to and including 29 June 2017.

The incentive scheme comprises a maximum of 18,000,000 stock options, representing approximately 0.6 per cent of the share capital and votes after dilution, based on the current number of shares in the Company. The maximum number of stock options to be allocated to the Chairman of the Board of Directors shall be 10,000,000 and to each of the other board members not being employed by the Group up to 2,000,000 stock options.

#### **Resolution to authorise the Board of Directors to issue warrants**

To ensure delivery of shares to participants in the incentive schemes of the Company and to cover any social security costs related to the incentive schemes, the AGM resolved that the Board of Directors shall be authorised, on one or more occasions until the next AGM, to issue up to 124,000,000 warrants, representing approximately 4.3 per cent of the share



capital and votes after dilution, based on the current number of shares in the Company. The warrants shall be issued free of charge and, with disapplication of the shareholders' preferential rights, may be subscribed for by Anoto AB, a subsidiary of the Company.

**For further information, please contact:**

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