

## Notice of extraordinary general meeting 2013

# The shareholders of Doro AB (publ), Reg. No. 556161-9429, are invited to the extraordinary general meeting on Wednesday 11 September 2013 at 9.00 CET at the company's headquarters, Magistratsvägen 10, Lund.

#### **RIGHT TO ATTEND THE MEETING**

Shareholders who wish to attend the extraordinary general meeting must be registered in the share register maintained by Euroclear Sweden AB on Thursday 5 September 2013, and must also notify the company of their intention to attend the meeting no later than Thursday 5 September 2013 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 extraordinary general meeting. Such re-registration must have been completed not later than Thursday 5 September 2013. A request for re-registration must be made well in advance of this date.

#### NOTIFICATION OF ATTENDANCE

Notification of attendance at the extraordinary general meeting may be made in writing to Doro AB, Magistratsvägen 10, 226 43 Lund, Sweden or via <u>www.doro.com</u>. 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 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 extraordinary general meeting. Proxy forms are available from the company's website, www.doro.com.

#### NUMBER OF SHARES AND VOTES

As of the date of this notice the number of shares and votes in the company is 19,349,174.

#### 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*).

#### 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. The board of directors' proposal to issue new shares,
- 8. Closing of the meeting.

### THE BOARD OF DIRECTORS' PROPOSAL TO ISSUE NEW SHARES (ITEM 7)

The board of directors proposes that the general meeting resolves to increase the share capital of the company with not more than SEK 1,457,000 by an issue of not more than 1,457,000 new shares.

Right to subscribe for new shares shall only fall upon Helmut Schweiger and Hubert Kirsch, with a right and obligation to pay for the new shares by way of set-off against claims on the company. The reason for the deviation from the shareholders' pre-emption rights is that the board of directors of Doro has elected to exercise the option that was negotiated in connection with the acquisition of its German distributor IVS. As communicated in a press release on 14 May 2013, the option grants Doro the right to finance part of the acquisition with Doro shares to be issued to the previous owners of IVS.

The subscription price shall be SEK 27.89 per share and has been established through negotiations at the time of the acquisition of IVS.

Subscription and payment for shares shall be made by the persons entitled to subscribe for shares by forwarding subscription lists to the company no later than 20 September 2013. The board of directors shall be entitled to extend the subscription period and the time for payment.

### SPECIAL MAJORITY REQUIREMENTS

Resolutions to adopt the board of directors' proposal under item 7 above shall only be valid if the proposal is supported by shareholders holding not less than two-thirds (2/3) of both the votes cast and the shares represented at the general meeting.

The complete proposal 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, <u>www.doro.com</u>, no later than three weeks before the extraordinary general meeting. These documents will also be sent to shareholders that so request and inform the company of their postal address.

The shareholders are welcomed to the meeting!

Lund in August 2013

Doro AB (publ)

The board of directors