

Notice of Annual General Meeting of Doro AB 2024

Shareholders of Doro AB (publ) reg. no. 556161–9429 (the Company) are hereby invited to the Annual General Meeting on Friday, April 26, 2024, at 10:30 am at Hotel Savoy in Malmö, Norra Vallgatan 62, 211 25, Malmö, Sweden. N.B. This English text is an in-house translation of the Swedish original, for convenience only.

Registration will begin at 10:00 am. Prior to the Annual General Meeting begins, light refreshments and beverages will be served. Members of the board and executive management will be present to answer questions from shareholders.

RIGHT TO PARTICIPATE AND REGISTRATION

The right to participate in the Annual General Meeting belongs to those who:

- are registered as shareholders in the share register maintained by Euroclear Sweden AB as of Thursday, April 18, 2024, and
- notify their intention to participate in the Annual General Meeting no later than Monday, April 22, 2024, as described below.

Notification of participation in the Annual General Meeting can be made here [Registration to AGM](#) or by telephone at +46 (0) 771 24 64 00 on weekdays between 09:00 am - 04:30 pm, or in writing to Computershare AB, "Doro AB's Annual General Meeting," Box 5267, 102 46 Stockholm, or via email to proxy@computershare.se. When registering, the shareholder should provide their name, address, personal or organizational identification number, telephone number, and the number of any proxies (up to two).

REGISTERED SHARES

Shareholders who have registered their shares through a nominee must temporarily register the shares in their own name in order to be entitled to participate in the Annual General Meeting. Such registration, which normally takes a number of days, must be completed with Euroclear Sweden AB by Monday, April 22, 2024, meaning that the shareholder must instruct the nominee well before this date.

PROXY, ETC:

Shareholders intending to be represented by proxy must issue a dated power of attorney for the proxy. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate or equivalent for the legal entity must be enclosed. If shareholders are represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the proxy. The power of attorney must not be more than 1 year old, unless a longer period is specified in the power of attorney (up to 5 years).

The original power of attorney, along with any registration certificate, should be sent well before the Annual General Meeting by mail to Computershare AB, "Doro AB's Annual General Meeting," Box 5267, 102 46 Stockholm or by email to proxy@computershare.se. Proxy forms are available on the Company's website Annual General Meeting (doro.com).

PROCESSING OF PERSONAL DATA

DORO AB is responsible for the processing of personal data carried out by the Company or its service providers in connection with the Annual General Meeting. For information on how personal data is processed, please see the privacy notices available on the websites of Computershare AB and Euroclear:

Computershare GDPR <https://www.computershare.com/se/gm-gdpr>

Euroclear Privacy Policy for General Meetings <https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf>

<https://www.euroclear.com/dam/ESw/Legal/Privacy%20notice%20BOSS%20-%20final%2020324.pdf>.

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 scrutineers;
6. Determination as to whether the Meeting has been duly convened;
7. Presentation by the Managing Director;
8. Presentation of the annual report and sustainability report, auditor's report, as well as the consolidated financial statements and consolidated auditor's report for 2023;
9. Resolution regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
10. Resolution regarding the allocation of the Company's profit in accordance with the adopted balance sheet;
11. Resolution regarding discharge from liability for the members of the board and the CEO;
12. Resolution regarding approval of the board's remuneration report;
13. Determination of the number of board members and deputy board members as well as the number of auditors and deputy auditors;
14. Determination of remuneration for each board member and remuneration for the auditors;
15. Election of board members and chairman of the board as well as auditor;
16. Proposal from the Nomination Committee regarding decision on principles for the appointment of the Nomination Committee;
17. Proposal from the Board regarding authorization regarding a) acquisition of own shares and b) transfer of own shares (including the Board's statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act);
18. Proposal from the Board regarding authorization regarding the issuance of new shares;
19. Decision on (a) long-term share-based incentive program and (b) authorization for the Board to decide on the acquisition of own shares and decision on the transfer of own shares as part of the long-term incentive program;
20. Decision on amendment of the Articles of Association;
21. Decision on Authorization;
22. Closing of the Meeting.

PROPOSAL FROM THE NOMINATION COMMITTEE

For the Annual General Meeting 2024, the nomination work has been conducted by a nomination committee consisting of Mark Shay, nominated by Accendo Capital, as the chairman of the nomination committee, Peter Lindell, nominated by Cidro Förvaltning AB, and representative for own holdings, Mats Hellström nominated by Nordea Funds, and Henri Österlund, chairman of the board, co-opted to the nomination committee. Sara Lindell has participated in the nomination committee's work as an assistant to Peter Lindell.

The nomination committee has submitted the following proposals regarding items 2, 13, 14, 15, and 16.

Item 2: Chairman of the Annual General Meeting: Attorney at Law Paula Eninge.

Item 13: Number of Board Members and Deputy Board Members, as well as the Number of Auditors and Deputy Auditors: The number of board members (including the chairman) is proposed to be five (5) (currently four) without deputies. Furthermore, the nomination committee proposes that the number of auditors shall be one (1) without any deputy auditor.

Item 14: Board Remuneration: Remuneration for the board is proposed, for the period until the next Annual General Meeting, as follows: The chairman shall receive a fee of SEK 550,000 (unchanged), and other members who are not employed by the company shall receive fees of SEK 300,000 (unchanged) each.

Auditor's Fee: The fee for the auditor is proposed, for the period until the next Annual General Meeting, to be paid according to an invoice approved by the company.

Item 15: Election of Board Members and Chairman of the Board, as well as Auditor:

Re-election is proposed for the following current board members: Noora Jayasekara, Juha Mört, and Victor Saeijs.

New election is proposed for Sebastian Ehrnrooth and Suzaan Sauerma. Juha Mört is proposed as the chairman of the board.

Henri Österlund has declined re-election. The nomination committee thanks Henri Österlund for his contributions to the company.

Presentation of Proposed New Board Members:

Sebastian Ehrnrooth (born 1963) served as Managing Partner at Segulah Advisor AB from 2000 to 2015, and as a Partner from 2015 to 2023. Segulah Advisor AB is a Nordic mid-cap private equity firm where he led around 20 active investments in unlisted companies. Sebastian has previously worked at City Mail Sweden AB, Bain & Company, Motorola, and Åkerlund & Rausing. He holds an MBA from IMD (Switzerland) and a Master of Science in Industrial Engineering from Linköping University. He also holds a Bachelor's degree in History from Stockholm University. Sebastian serves as a board member of KP Komponenter A/S (Denmark), Beerenberg AS (Norway), Oy Flinkenberg AB (Finland), BS Kemi AB (Sweden), TopFormula Healthcare AB (Sweden), and Formica Capital AB (Sweden). Sebastian is a Swedish and Finnish citizen. He does not own any shares in Doro. He is considered independent in relation to the company's management and independent in relation to the major shareholders.

Suzaan Sauerma (born 1977) is the Head of Innovation & Growth Lab at the global mobile operator "3" (Hutchison 3G Enterprises SARL) based in Copenhagen. Suzaan also works independently as a consultant in marketing and brand strategy, having worked for nearly a decade with several well-known international clients in consumer products and technology. She served as Chief Commercial Officer - Consumer Division at Telia (Denmark & Sweden) from 2019 to 2021, and as Senior Vice President - Lifestyle Audio Products at Bowers &

Wilkins (USA) from 2017 to 2018. From 2010 to 2016, she was Vice President - Consumer Marketing at Jabra (Denmark), a leading manufacturer of audio products for mobility. Suzaan has held senior roles in marketing and channel strategies in several countries at Motorola and T-Mobile. She is a British and South African citizen. She does not own any shares in Doro. She is considered independent in relation to the company's management and independent in relation to the major shareholders.

Details on the proposed re-election are available on the company's website.

Auditor: Re-election is proposed for the authorized auditing firm PricewaterhouseCoopers for a term extending until the end of the next Annual General Meeting. Johan Rönnbäck continues as the principal auditor. The nomination committee's proposal is in line with the board's recommendation.

Item 16: Nomination Committee's Proposal for Decision on Principles for the Appointment of the Nomination Committee:

The nomination committee shall consist of three (3) members representing the company's three largest shareholders by voting rights. The chairman of the board shall be co-opted to the nomination committee.

The three largest shareholders shall be determined based on a list of registered shareholders provided by Euroclear Sweden AB as of the last trading day in September, and they will be contacted by the chairman of the board as soon as possible thereafter.

If any of the three largest shareholders choose to waive their right to appoint a representative to the nomination committee, or do not provide a response within one week after the aforementioned contact, the right shall pass to the shareholder, among the ten largest shareholders, with the next largest shareholding as of said date. At least two representatives are required. If, due to abstentions, three representatives are not appointed among the ten largest shareholders, a position shall remain vacant unless filled later by a representative of an eligible shareholder.

The names of shareholder representatives and the names of the shareholders they represent shall be disclosed as soon as the nomination committee is formed, but no later than six (6) months before the Annual General Meeting. The term of the nomination committee shall extend until a new nomination committee is appointed. The chairman of the nomination committee shall, unless otherwise agreed by the members, be the representative of the largest shareholder by voting rights.

The nomination committee shall remain unchanged unless:

- a member wishes to resign prematurely, in which case such a request shall be sent to the chairman of the nomination committee (or if it is the chairman who wishes to resign, to another member of the nomination committee),
- a nominating shareholder wishes to replace its representative on the nomination committee with another person, in which case such a request (containing the two relevant names) shall be sent to the chairman of the nomination committee (or if the chairman is to be replaced, to another member of the nomination committee),
- a nominating shareholder sells all or part of its shareholding in Doro so that the shareholder is no longer one of the three largest shareholders by voting rights, in which case a new member shall be appointed according to the same principles as above, or
- the nomination committee, at its discretion, decides to offer vacant positions on the nomination committee to shareholders or representatives of shareholders in order for the nomination committee to reflect the ownership structure in Doro.

If a member leaves the nomination committee before its work is completed, the nomination committee shall appoint a new member according to the principles above, but based on Euroclear Sweden AB's printout of the share register as soon as possible after the member has vacated his position. Changes in the composition of the nomination committee shall be immediately announced.

No remuneration shall be paid to the members for their work on the nomination committee. If necessary, the company shall be able to cover reasonable costs for the work of the nomination committee and for external consultants deemed necessary by the nomination committee to fulfill its mission.

The nomination committee shall present proposals on the following issues for the Annual General Meeting:

- proposal for chairman of the meeting,
- proposal for board members,
- proposal for chairman of the board,
- proposal for board remuneration with a breakdown between the chairman of the board and other members, as well as compensation for committee work, if any,
- proposal for auditor or auditors and proposal for auditor remuneration, and
- proposal for decision on principles for the establishment of the nomination committee.

PROPOSAL FROM THE BOARD OF DIRECTORS

The Board of Directors has submitted the following proposals regarding items 10, 12, 17, 18, 19, 20, and 21.

Item 10: Allocation of the Company's Profit According to the Approved Balance Sheet

The Board proposes a dividend of SEK 2.00 per share and that April 30, 2024, shall be the record date for the dividend. If the meeting resolves in accordance with the Board's proposal, the dividend is expected to be paid on May 6, 2024, through Euroclear.

Item 12: Board Remuneration Report:

The Board proposes that the Annual General Meeting approves the Board's remuneration report for 2023.

Item 17: Proposal from the Board of Directors Regarding Authorization for a) Acquisition of Own Shares and b) Authorization Regarding Transfer of Own Shares:

a) The Board proposes that the Annual General Meeting decides to authorize the Board to decide on the acquisition of own shares mainly in accordance with the accompanying conditions:

- Acquisition of own shares may only take place on NASDAQ OMX Stockholm.
- The authorization may be utilized on one or more occasions until the Annual General Meeting 2025.
- Acquisition may be made of up to such a number of shares that the own holdings at any time do not exceed 10% of all shares in the Company. Shares in the Company held by the Company's subsidiaries shall be deemed to belong to the Company for the calculation.
- Purchase orders may only be placed at the prevailing bid price on NASDAQ OMX Stockholm.

The purpose of the proposed repurchase option is to provide the Board with increased flexibility in managing the Company's capital structure. Repurchases also provide an opportunity for the Company to use repurchased shares as payment in potential future corporate acquisitions and to optimize the Company's

capital structure if deemed the best option at the time to utilize the Company's cash.

The Board is also authorized to repurchase shares for the purpose of later transferring them to one or more purchasers who are not currently shareholders in the Company.

b) The Board proposes that the Annual General Meeting authorizes the Board to decide on the transfer of the Company's own shares in accordance with the following conditions:

- The authorization may be utilized on one or more occasions, but no later than until the Annual General Meeting 2025.
- Transfer may be made of up to all own shares held by the Company at the time of the Board's transfer decision.
- Transfer may be made without preferential rights for shareholders.
- Transfer may be made for cash payment through sale on NASDAQ OMX Stockholm, at a price within the prevailing price range at the time of sale.
- Transfer may be made as payment of all or part of the purchase price in connection with the acquisition of a company or business or part of a company or business. Transfer in connection with corporate acquisitions may be made at a value determined by the Board. Payment for transferred shares in connection with corporate acquisitions may be made with non-cash assets or by offsetting.
- The Board shall decide on other conditions for the transfer.

For informational purposes, the number of shares held by the Company at the time of the Annual General Meeting will be disclosed.

The purpose of the authorization is to enable acquisition financing by using own shares.

Transfer of own shares within the framework of incentive programs introduced by the Company shall be carried out with the support of resolutions of the respective incentive programs' general meetings and therefore does not fall within the proposed authorization.

If transfer does not occur as described above, the Company shall have the right to decide on the cancellation of the shares by reducing the Company's share capital without repayment to the shareholders.

Item 18: Proposal from the Board of Directors Regarding Authorization for Issuance of New Shares:
The Board proposes that the Annual General Meeting decides to authorize the Board, on one or more occasions before the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, to decide on the issuance of new shares up to a total of not more than 10% of the total number of outstanding shares in the Company. The Company's restriction to at any time own no more than 10% of the total number of outstanding shares in the Company also applies to shares acquired by the Company through a possible new issuance.

The Board shall have the right to decide that the new issuance shall be made for cash payment and/or terms referred to in Chapter 13, Section 5, Paragraph 6 of the Swedish Companies Act (contribution in kind, set-off, or other terms). The purpose of the authorization is to provide the Board with flexibility in ensuring that the Company can efficiently raise capital for corporate and business acquisitions. The authorization shall also enable the Board to decide on directed issuances/placements to a potential buyer of an acquisition target or to a new investor.

Item 19: Decision on (a) Long-Term Stock-Based Incentive Program and (b) Authorization for the Board to Decide on Acquisition of Own Shares and Decision on Transfer of Own Shares as Part of the Long-Term Incentive Program:

The Board proposes that the Annual General Meeting decides to adopt a long-term incentive program in the form of a performance share program for key individuals within the Doro Group. The decision under item 19 (a) shall be conditional upon the Annual General Meeting deciding on hedging measures related to the incentive program in accordance with the Board's proposal under item 19 (b) below.

Adoption of the Incentive Program (item 19 (a)):

Program Summary:

The Board proposes that the Annual General Meeting decides to adopt a long-term incentive program in the form of a performance share program ("LTIP 2024"). LTIP 2024 is proposed to cover a total of up to 34 key individuals in the Doro Group. Participants in LTIP 2024 must have invested in the Group by acquiring shares in Doro AB (publ) for allocation to LTIP 2024 ("Investment Shares"). For each Investment Share, participants have the opportunity, subject to certain conditions, to receive a maximum of four or five shares (depending on participant category) ("Performance Shares") as described below.

Private Investment:

To participate in LTIP 2024, participants are required to make a private investment by acquiring Investment Shares. The shares must be acquired at market price with the intention of being allocated to LTIP 2024. The maximum number of Investment Shares that each participant can allocate to LTIP 2024 is described in more detail below and corresponds to a total amount of approximately 5–12.5 percent of the participant's annual base salary. For each Investment Share held within LTIP 2024, participants will be allocated four or five (depending on participant category) performance-based share rights that, subject to certain conditions, may entitle them to receive Performance Shares ("Performance Rights").

Conditions:

The Performance Rights may be exercised provided that the participant, with certain exceptions, retains their original Investment Shares from the start of LTIP 2024 until the day of publication of the interim report for the period January–March 2027 ("Vesting Period") and that the participant, with certain exceptions, remains employed within the Doro Group. LTIP 2024 is expected to commence as soon as practically possible after the 2024 Annual General Meeting. The deadline for allocation of Performance Rights shall be December 31, 2024. Newly hired key individuals at Doro may be invited to participate in LTIP 2024 until December 31, 2024, and must make their investment in Investment Shares within the first two weeks after the first day of employment. The Board considers it justified in these cases for the vesting period of the Performance Rights to be shorter than three years as it enables the Company to allocate Performance Rights to new employees within the framework of LTIP 2024, which is deemed advantageous for the Company from a recruitment perspective.

In order to exercise the Performance Rights, in addition to the requirement of the participant's continued employment and an intact Investment Shareholding as described above, certain performance conditions are set. A participant's Performance Rights entitle them to a maximum number of Performance Shares of four (4) or five (5) per Investment Share if the annual total shareholder return (return to shareholders in the form of share price appreciation and reinvestment of any dividends during the term) ("TSR"¹) on Doro's shares during

the period from March 2024 to March 2027 ("Performance Period") is at least 16 percent per year. For allocation to occur according to the performance condition, TSR for Doro's shares must be at least 8.1 percent per year during the Performance Period, entitling the participant to one (1) Performance Share per Investment Share. Performance Shares are obtained after the end of the Vesting Period.

1 TSR (Total Shareholder Return) is calculated by comparing the volume-weighted average price of the company's stock during March 2024 to the volume-weighted average price of the company's stock during March 2027, including reinvested dividends.

Performance Rights:

For the Performance Rights, the following conditions shall apply, in addition to what is stated above:

- The Performance Rights shall be allocated free of charge as soon as practically possible after the start of LTIP 2024 provided that the participant has made a private investment by acquiring Investment Shares. The deadline for allocation of Performance Rights shall be December 31, 2024.
- The Performance Rights vest during the Vesting Period. The performance conditions of the Performance Rights are assessed during the Performance Period.
- The Performance Rights may not be transferred or pledged.
- Each Performance Right entitles the participant to receive one (1) Performance Share after the end of the Vesting Period (with certain exceptions where the timing of receipt may be brought forward) provided that the performance conditions set out above are met during the Performance Period and the participant remains employed within the Doro Group and retains their original Investment Shares in the Company during the Vesting Period.

Design and Administration:

The Board shall be responsible for the detailed design and administration of the terms of LTIP 2024, within the framework of the aforementioned terms and guidelines, including provisions for adjustment in the event of intervening bonus issue, split, preferential rights issue, and/or other similar events.

In connection with the detailed design and administration of the terms of LTIP 2024, the Board shall also have the right to make adjustments to comply with specific foreign regulations or market conditions.

Furthermore, the Board is granted the right to terminate or adjust the program in the event of a public takeover offer or similar event. The Board shall also have the right to make other adjustments if there are significant changes in the Doro Group or its environment that would mean that the agreed terms of LTIP 2024 no longer fulfill its purposes.

Allocation:

Participants are divided into different categories, and in accordance with the above, LTIP 2024 will mean that the following number of Investment Shares can be allocated to LTIP 2024 by participants, respectively, Performance Rights can be allocated to participants within the different categories:

Category	Maximum number of Investment Shares per person within the category	Maximum number of Performance Rights per person within the category	Maximum number of Performance Rights
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A. Chief Executive Officer (1)	11 300	56 500	56 500
B. Senior Executives in "Executive Management" (6)	4 650	23 250	139 500
C. Senior Executives in "Operational Management" (7)	4 125	16 500	115 500
D. Other Employees (20)	1 700	6 800	136 000

Overall, a maximum of 447,500 Performance Rights can be allocated under LTIP 2024.

Participants in category A can acquire Investment Shares up to an amount equivalent to approximately 12.5 percent of the participant's annual base salary and receive five Performance Rights for each Investment Share. Participants in category B can acquire Investment Shares up to an amount equivalent to approximately 10 percent of the respective participant's annual base salary and receive five Performance Rights for each Investment Share. Participants in category C can acquire Investment Shares up to an amount equivalent to approximately 6.5 percent of the respective participant's annual base salary and receive four Performance Rights for each Investment Share. Participants in category D can acquire Investment Shares up to an amount equivalent to approximately 5.0 percent of the respective participant's annual base salary and receive four Performance Rights for each Investment Share.

In the event that not all participants invest their full share of Investment Shares by the end of the subscription period, other participants have the right to invest in an additional maximum of 50 percent Investment Shares according to the board's instructions, which shall entitle them to corresponding Performance Rights. Guaranteed allocation will not occur when investing in additional Investment Shares. In the case of oversubscription by persons covered by the above categories, allocation shall be as follows. Firstly, allocation shall be pro rata in relation to the additional number of invested Investment Shares. Secondly, allocation shall be by drawing lots conducted by the board.

Delivery of shares under LTIP 2024

To ensure the delivery of shares under LTIP 2024, the board proposes that the annual general meeting authorizes the board to decide on the repurchase of own shares and on the transfer of own shares in accordance with section (b) below.

Scope and costs of LTIP 2024

LTIP 2024 will be reported in accordance with IFRS 2, meaning that the Performance Rights shall be expensed as a non-cash personnel cost over the period during which LTIP 2024 runs. The cost of LTIP 2024 is estimated to be approximately SEK 1.4 million, excluding social security contributions. The costs of social security contributions are estimated to be approximately SEK 1.0 million. The total cost thus amounts to SEK 2.4 million, calculated in accordance with IFRS 2 based on the following assumptions: allocation based on the fulfillment of performance conditions at 50%, 10% of the annual turnover of personnel, an annual TSR of 12%, and average social security contributions of 25%.

In addition to the above, the costs of LTIP 2024 have been calculated based on LTIP 2024 comprising a maximum of 34 participants and each participant utilizing the maximum investment.

The calculation for 100% fulfillment of performance conditions will be reported later within the statutory period.

Effects on key figures and dilution

At maximum allocation of 447,500 Performance Shares and provided that hedging measures according to section 19 (b) below are decided by the annual general meeting, a maximum of 447,500 shares will be allocated to participants under LTIP 2024, corresponding to approximately 1.80 percent of the number of shares and votes in the company. Since LTIP 2024 is hedged through repurchase of own shares, LTIP 2024 entails no dilution for existing shareholders.

LTIP 2024 is expected to have a marginal impact on the company's key figures.

Reasons for the proposal

The purpose of LTIP 2024 is to create conditions to motivate and retain competent employees in the Doro group and to increase alignment between the employees' and the company's objectives, as well as to increase motivation to achieve and exceed the company's financial goals. LTIP 2024 has been designed based on the desirability for key personnel within the Doro group to be shareholders in the company. Participation in LTIP 2024 requires that the participant has contributed with a private investment through the acquisition of Investment Shares.

By offering an allocation of Performance Rights based on the fulfillment of predetermined performance-based conditions, participants are rewarded for increased shareholder value. LTIP 2024 also rewards employees' continued loyalty and thereby the long-term value growth in the company. In view of this, the board believes that the adoption of LTIP 2024 will have a positive effect on the future development of the Doro group and will consequently be advantageous for both the company and its shareholders.

Preparation of the matter

The principles of LTIP 2024 have been developed by the company's board of directors. The board has thereafter decided to present this proposal to the annual general meeting. In addition to the officials who have prepared the matter in accordance with instructions from the board, no employee who may be covered by the program has participated in the formulation of the terms.

Other stock-related incentive programs, etc.

In addition to the performance share program proposed to be adopted at this annual general meeting, the company has no outstanding stock-related incentive programs. The board's intention is that the program shall be annually recurring, albeit in varying sizes.

Authorization for the board to decide on repurchase of shares, as well as decision on transfer of own shares to participants in LTIP 2024 and in the market (section 19 (b))

All decisions under item 19 (b)(i)-(ii) are proposed to be conditional on each other. All decisions under item 19 (b)(i)-(iii) are therefore proposed to be adopted jointly.

Authorization for the board to decide on repurchase of own shares (item 19 (b)(i))

In order to ensure the company's obligations to deliver shares to participants in LTIP 2024 and enable participants in LTIP 2024 to acquire Investment Shares, the board proposes that the annual general meeting authorizes the board to decide on the repurchase of own shares on the following terms:

- a. Repurchases may be made on Nasdaq Stockholm.
- b. The authorization may be utilized on one or more occasions, however, no later than the annual general meeting in 2025.
- c. The number of shares required for the delivery of shares to participants in LTIP 2024 and to finance social security contributions or other costs related to LTIP 2024, however, up to a maximum of 447,500 shares (subject to recalculation), may be repurchased to ensure such delivery and to be held for a possible future disposal to finance social security contributions or other costs related to LTIP 2024.
- d. Repurchases of own shares shall be made for cash at a price within the registered price range at the time, which means the range between the highest purchase price and the lowest selling price.
- e. The board may decide on other terms for the repurchase.

Decision on transfer of own shares (item 19 (b)(ii))

The board proposes that the annual general meeting decides that the shares acquired by the company with the support of the authorization on repurchase of shares in accordance with item 19 (b)(i) above, as well as shares held by the company after previously conducted repurchases, may be transferred free of charge to participants in LTIP 2024 in accordance with the agreed terms and transferred to cover any social costs associated with LTIP 2024.

The Board thus proposes that the Annual General Meeting decides that a maximum of the number of shares held by the Company at any given time, including such shares held by the Company after previously conducted repurchases, may be transferred to participants in accordance with the terms of the LTIP 2024, and may be transferred on Nasdaq Stockholm, including through financial intermediaries, at a price within the registered price range at any given time to cover any social charges in accordance with the terms of the LTIP 2024. The number of shares that may be transferred is subject to recalculation as a result of intermediate bonus issues, splits, preferential rights issues, and/or other similar events.

The Board further proposes that the Annual General Meeting decides that a maximum of 100,225 shares may be transferred to employees of the Company to enable the employees to acquire Investment Shares to participate in the LTIP 2024. The transfer price shall correspond to the average volume-weighted share price of Doro's shares on Nasdaq Stockholm during the nearest period of five trading days immediately preceding each offer to acquire Investment Shares made to the participants.

Item 20: Amendment of the Articles of Association

The Board proposes to amend Section 1 of the Articles of Association regarding the term "firma" to be replaced by the term "company name" in accordance with Chapter 3 of the Swedish Companies Act. The current wording is "The company's name is DORO AB. The company is public (publ)" and this is replaced by "The company's name is DORO AB. The company is public (publ)".

Item 21: Authorization

The Board, or the Board designates, shall have the right to make minor adjustments to the Annual General Meeting's resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office.

SPECIAL MAJORITY REQUIREMENTS

For decisions in accordance with the Board's proposals under item 17 (The Board's proposal for authorization regarding a) acquisition of own shares and b) transfer of own shares), item 18 (The Board's proposal for authorization regarding new issues of shares), and item 20 (Decision on amendment of the Articles of Association), the decision must be approved by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

For decisions in accordance with the Board's proposal under item 19 b (authorization for the Board to decide on the acquisition of own shares and decision on the transfer of own shares as part of the long-term incentive program), the decision must be approved by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

NUMBER OF SHARES AND VOTES

As of the date of this notice, there are 24,532,500 shares and votes in the Company. The Company holds 206,286 own shares.

SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act (2005:551). If requested by a shareholder, the Board of Directors and the CEO shall, if the Board considers it can be done without significant harm to the Company, provide information on matters that may affect the assessment of an item on the agenda, matters that may affect the assessment of the financial situation of the Company or its subsidiaries, and the Company's relationship to other group companies.

DOCUMENTS

Annual report documents as well as complete proposals for decisions and opinions pursuant to the Swedish Companies Act, including auditor's opinions, are available at the Company's address as above and on its website, no later than three (3) weeks before the Annual General Meeting. Copies of the documents are sent to shareholders upon request, providing their postal address. The Nomination Committee's proposal for decisions and reasoned opinion is available on the Company's website. The Board's proposal, the Compensation Report, the Board's proposal for guidelines for remuneration to senior executives as well as the auditor's statement on the application thereof, and information about the proposed Board members and the auditor are available at the same locations.

Malmö, March 2024
Doro AB (publ)
The Board

For more information, please contact:

Jörgen Nilsson, President & CEO, +46 731 01 28 01, ir@doro.com

About Doro

Doro is a leading technology brand for seniors developing consumer products and services to support an active and independent life. Doro's technology enables generations to connect digitally – both while at home and when out and about. Doro is a Swedish company listed on Stockholm Nasdaq Stock Exchange. The company is headquartered in Malmö and has sales operations in more than 20 countries. In 2023, Doro had 118 employees and net sales amounted to SEK 973.6 million (EUR 85 million), making it the European market leader for senior specialised mobile phones. Read more about Doro on our website www.doro.com/

Attachments

[Notice of Annual General Meeting of Doro AB 2024](#)