

Notice of the Annual General Meeting 2023

The shareholders in Doro AB (publ) org. no. 556161–9429 (the Company) is hereby invited to the annual general meeting on Friday, April 28, 2023 at 10.30 Hotell Savoy in Malmö, Norra Vallgatan 62, 211 25 Malmö.

N.B. The English text is an in-house translation, for convenience only.

Registration takes place from 10:00 am. Before the annual general meeting, light refreshments and drinks are served. Members of the executive management are present to answer questions from the shareholders.

RIGHT TO ATTEND

In order to have the right to attend the annual meeting a person must be:

- registered in the register of shareholders maintained by Euroclear Sweden AB as per Thursday 20 April 2023 and
- no later than Monday 24 April 2023, notifies its intention to participate in the annual general meeting.

Voting rights registrations made no later than the second banking day after April 20, 2023, are taken into account when preparing the share register.

Notification of attendance to the annual general meeting may be done here

[Registration for the General Meeting \(computershare.se\)](https://computershare.se) or by phone no. +46 (0) 771 24 64 00 weekdays between 09.00 - 16.30 or in writing to the address, Computershare AB, "Doro AB's AGM 2023", Box 5267, SE-102 46 Stockholm or by e-mail. When registering, the shareholder must state name, address, social security number or organization number, telephone number and number of possible proxy (maximum two).

If shareholders are represented by proxy, a written and dated power of attorney signed by the shareholder must be issued for the representative. Power of attorney must not be older than 1 year, unless a longer period is specified in the power of attorney (maximum 5 years).

Shareholders whose shares have been registered with a nominee must temporarily register the shares in their own name in order to have the right to participate in the annual general meeting. Such registration must be completed with Euroclear Sweden AB no later than Thursday, April 20, 2023, which means that the shareholder must instruct the administrator in due time before this date.

PROXY etc.:

Shareholders who intend to be represented by proxy must issue a 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 attached. The registration certificate may not be older than one year on the day of the annual general meeting, the power of attorney's validity period must not be more than five years from the date of issue. The original power of attorney and any proof of registration should be sent in due time before the annual general meeting by letter to DORO AB (publ), c/o Computershare AB, "Doro AB's Annual General Meeting 2023", Box 5267, 102 46 Stockholm. Power of attorney form is available on the Company's website <https://www.doro.com>.

PROCESSING OF PERSONAL DATA

Doro AB is the personal data controller 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; <https://www.euroclear.com/>.

RIGHTS OF SHAREHOLDERS TO REQUEST INFORMATION

The shareholders are reminded of their right to request information according to ch. 7. Section 32 of the Swedish Companies Act (2005:551). The Board of Directors and the President shall, if any shareholder so requests and the Board considers that this can be done without significant damage to the company, provide information on circumstances that may affect the assessment of a matter on the agenda, and circumstances that may affect the assessment of the company or subsidiary's financial situation, or the company's relationship with another group company.

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 shares.

AUTHORISATION

The Board of Directors, or whom the Board of Directors assigns, shall have the right to make such minor adjustments to the annual general meeting's resolutions that may prove necessary in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden and otherwise take the measures required to implement the decisions.

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. Presentation of the annual report and the audit report, and the consolidated accounts and the audit report including auditors' report regarding compliance with the guidelines for remuneration
8. Decision of remuneration report,
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 Managing Director,
12. Determination of the number of members of the Board of Directors, deputy directors and auditors,
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. The Nomination committee's proposal regarding principles for the appointment of the nomination committee,
16. The board's proposal regarding authorisation to issue new shares,

17. The board's proposal regarding authorisation to resolve on a) acquisition of the company's own shares b) sale of the company's own shares, (including, the Boards statement in accordance with chapter 19 section 22 of the Swedish Companies Act).
18. The board's proposal regarding remuneration guidelines for the group management,
19. Closing of the meeting.

DISPOSITIONS REGARDING THE COMPANY'S PROFIT ACCORDING TO THE APPROVED BALANCE SHEET

The Board of Directors of Doro AB (publ), org.no 556161–9429, (Company) proposes to the annual general meeting that the distributable profit according to the adopted balance sheet shall be carried forward and that no dividend shall be paid out (item 10).

APPROVAL OF RENUMERATION REPORT

The board proposes that the annual general meeting decides to approve the board's remuneration report in accordance with ch. 8. Section 53 a of the Swedish Companies Act (item 8).

THE NOMINATION COMMITTEE'S PROPOSALS

For the 2023 Annual General Meeting, the nomination work has been carried out by a nomination committee consisting of Mark Shay, nominated by Accendo Capital as chairman of the nomination committee, Peter Lindell, nominated by Cidro Förvaltning AB and representative for own holdings, Mats Hellström nominated by Nordea Fonder and Henri Österlund, chairman of the board, co-opted to the election committee. The selection committee has submitted the following proposals regarding points 2, 12, 13, 14 and 15.

Chairman of the annual general meeting: Attorney at Law Paula Eninge (item 2)

Number of board members and deputies and, in addition number of auditors:

The number of board members (including the chairman) is proposed to be four (4) with no deputies. Furthermore, the nomination committee proposes that the number of auditors is to be one (1) without any deputy (item 12).

Remuneration to the board members: The remuneration to the board of directors, until the time of the end of the next annual general meeting, is proposed as follows: The chairman of the board shall receive a fee of 550 000 (unchanged) SEK and other members not employed by the company shall receive a fee of 300 000 (unchanged) SEK (item 13).

Remuneration to the auditors:

The remuneration to the auditors for the period until the end of next annual general meeting is proposed in accordance with invoicing approved by the company (item 13).

Election of chairman of the board and other members of the board and in addition, auditors:

Re-election is proposed for the following current board members Noora Jayasekara, Juha Mört, Victor Saeijs and Henri Österlund. Henri Österlund is proposed as chairman of the board (item 14).

Auditor: Re-election of the authorised public accounting firm Öhrlings PricewaterhouseCoopers AB as the auditor for a mandate period until the end of next annual general meeting is proposed. Certified public accountant, Vicky Johansson will serve as the lead auditor. The proposal from the nomination committee is in accordance with the recommendation of the board (item 14).

PROPOSAL FOR TASKS OF THE NOMINATION COMMITTEE AND PRINCIPLES FOR THE APPOINTMENT OF THE NOMINATION COMMITTEE:

The nomination committee (NC) shall comprise three (3) members that represent the company's largest shareholders according to number of voting rights. The chairman of the board of Doro shall be an adjunct member of the NC. The largest shareholders according to number of voting rights shall be determined based on a transcript from Euroclear Sweden AB showing the registered shareholders, as of the last trading day in September, and such shareholders shall promptly thereafter be contacted by the company's chairman of the board.

In the event that any one of the three largest shareholders abstains from the right to appoint a representative to the NC or fails to do so within one week of the aforementioned contact provides notice, that right shall befall the shareholder, among the ten largest shareholders, that has the next largest shareholding per the date above. At least two members are required. If, due to abstention, three members cannot be obtained from among the ten largest shareholders, the vacant position shall remain vacant unless filled at a later date by the appointee of an eligible shareholder.

The names of the shareholder representatives and the names of the shareholders they represent shall be disclosed at the latest six months before the annual general meeting. The NC's mandate period shall continue until a new NC is formed. The chairman of the NC shall be, unless the NC decides otherwise, the representative of the largest shareholder according to voting rights.

The NC shall remain unchanged unless:

- a representative wishes to resign prematurely, in which case such a request shall be sent to the chairman of the NC (or, in the case of the chairman of the NC resigning, to another representative of the NC) and the receipt of such request implies that the request has been served,
- a nominated shareholder wishes to change its representative on the NC to another person, where such a request (containing the two relevant names) shall be sent to the chairman of the NC (or, in the case of a change of chairman of the NC, to another representative in the NC), and the receipt of such request implies that the request has been served,
- a nominating shareholder sells all or parts of its holding in Doro, whereupon such shareholder no longer is one of the three largest shareholders according to number of voting rights, in which case a new member shall be appointed according to the same principles as set out above, or
- the NC within its free judgment decides to appoint, to vacant positions in the NC, shareholders or shareholder representatives in order for the NC to thereby reflect the ownership of Doro.

If a NC member leaves the NC before the committee's work is completed, the NC shall appoint a new member according to the principles above, using a transcript of shareholders provided by Euroclear Sweden AB as soon as possible after the departure of the leaving member. Changes to the NC shall be disclosed publicly immediately.

No remuneration shall be paid to members of the NC for their work in the committee. As needed, the company shall reimburse reasonable expenses related to the NC's work as well as for external consultants that the NC deems necessary for the NC to be able to complete its work.

The NC shall provide to the annual general meeting:

- proposal of chairman at the annual general meeting,
- proposal of board of directors

- proposal of chairman of the board of directors
- proposal of remuneration to the board of directors, allocated among the chairman of the board of directors, board members, and any compensation for committee work,
- proposal of company auditor or auditors, and proposal of compensation to the auditor(s)
- proposal for the approval of principles for formation of the nomination committee (item 15).

THE BOARD OF DIRECTORS' PROPOSAL FOR A DECISION ON AUTHORIZATION REGARDING THE NEW ISSUE OF SHARES

The board of DORO AB (publ), registration no. 556161–9429, (the Company) proposes that the annual general meeting resolves to authorize the board to, on one or more occasions before the next annual general meeting, with or without deviating from the shareholders' pre-emptive rights, decide on a new issue of shares to a number that in total does not exceed 10% of the total number of outstanding shares in the Company. The company's restriction, to own no more than 10% of the total number of outstanding shares in the company at any time, also applies to shares that the company receives through a possible new issue.

The board shall have the right to decide that the new issue shall take place against cash payment and/or the provision referred to in ch. 13. Section 5, first paragraph, point 6 of the Swedish Companies Act (contribution, set-off or other conditions). The purpose of the authorization is to give the board flexibility in the work of ensuring that the Company can provide capital for business and business acquisitions in an appropriate manner. The authorization must also enable the board to make decisions about targeted new issues/issues to a potential owner of an acquisition object or to a new investor.

The CEO is proposed to be authorized to make the minor adjustments in this decision that may be necessary in connection with registration at the Swedish Companies Registration Office.

For decisions in accordance with the board's proposal, the decision must be supported by shareholders with at least two-thirds of both the votes cast and the shares represented at the annual general meeting.

THE BOARD'S PROPOSAL REGARDING AUTHORISATION TO RESOLVE ON A) ACQUISITION OF THE COMPANY'S OWN SHARES B) SALE OF THE COMPANY'S OWN SHARE

a) The board of Doro AB (publ), org. no. 559121–5857, (the Company) proposes that the annual general meeting resolves to authorise the board to decide on the acquisition of own shares, where the following shall apply:

1. Acquisition of own shares may exclusively take place on NASDAQ OMX.
2. The authorisation may be utilised on one or several occasions until the annual general meeting 2024.
3. Shares may be acquired to the extent that the holding of its own shares, on any occasion, does not exceed 10 % of the Company's total shares. Shares in the Company held by the Company's subsidiaries shall, when calculating, be regarded as the Company's.
4. Purchase orders may only be placed at a price equal to the valid purchase rate, from time to time, on NASDAQ OMX.

The purpose of the proposed authorization to repurchase is to provide the board with an increased flexibility in working with the company's capital structure. Repurchasing also provides the Company with an option to use repurchased shares as payment for future acquisitions as well as a tool for the board in optimizing the company's capital structure, if that is considered, at the time, to be the best use of the company's available cash. In addition, the board is also authorized to repurchase shares with the purpose of at a later stage

distributing these to one or more purchasers who are not previous shareholders of the Company. A resolution in accordance with the proposal shall only be valid where supported by not less than two-thirds of both the votes cast and the shares represented at the annual general meeting.

b) The board of Doro AB (publ), (the Company) proposes that the Annual General Meeting decides to authorize the Board to make a decision on the transfer of the Company's own shares, in essence in accordance with the following:

The authorization may be utilized on one or several occasions, until the annual general meeting in 2024.

1. Transfer may be affected by no more than all of the company's own shares held by the Company at the time of the board's transfer decision.
2. Transfer may take place with deviation from the shareholders' preferential rights.
3. Transfer may be made against cash payment through sale on Nasdaq Stockholm, at a price within the prevailing price range at any time, which means the interval between the highest bid price and the lowest selling price at the time of sale.
4. 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 company acquisitions may be made to one of the Board assessed market value. Payment for transferred shares in connection with company acquisitions may be capital contributed in kind or by set-off.
5. The board may decide on other conditions for the transfer.

It can be noted that Information about how many shares the Company holds at the time of the annual general meeting will be reported at the annual general meeting.

The purpose of the authorization is to enable acquisition financing through the use of own shares.

Transfer of own shares within the framework of incentive programs introduced by the Company shall be carried out with the support of the annual general meeting's decision regarding each such incentive program and thus do not fall within the proposed authorization.

If a transfer is not made as described above, the Company shall have the right to decide on redemption of the shares by reducing the company's share capital without repayment to the shareholders.

A resolution in accordance with the proposal shall only be valid where supported by not less than two thirds of both the votes cast and the shares represented at the annual general meeting.

THE BOARD'S PROPOSAL REGARDING REMUNERATION GUIDELINES FOR THE GROUP MANAGEMENT.

Doro Group shall strive to offer a total remuneration which will enable the group to attract, retain and motivate high performing senior executives needed to maintain and improve the success of the business and support the journey of becoming the leading technology brand for seniors.

The remuneration to senior executives and employees in Doro Group shall reflect the individual's performance, behavior and responsibilities. When assessing a senior executive's performance and employees against pre-determined set of well-defined goals (both individual, departmental and group) Doro applies a structured performance management process combining not only 'what' is delivered but also 'how' it is delivered i.e., performance and behavior.

Remuneration decisions should only be made based on the guidelines outlined in policies and instructions. Discrimination related to factors like race, gender, age, religion or ethnic affiliation are under no circumstances allowed.

The remuneration to the senior executives and employees normally consists of:

- Fixed salary
- Short-term variable remuneration paid in cash (key employees)
- The possibility of participation in long-term incentive plans (key employees)
- Pension and other customary benefits

Fixed Base Salary shall consist of a fixed annual salary which should remunerate for the role and position and is impacted by job complexity, responsibility, performance and local market conditions and to what extent it contributes to reaching the business objectives. As the fixed salary shall reflect the performance of the senior executive it is individual and differentiated.

Short-term variable remuneration shall be based on the achievement of predetermined set targets and the variable remuneration shall have a predetermined ceiling. The result must be linked to measurable goals. No compensation can be paid if there is no clear connection to the goals being achieved.

A short-term program with variable pay aims to ensure the company's long-term sustainability and a maximum cost including social charges for variable remuneration may not exceed the fixed remuneration to the company's senior executives.

Long-term incentive plans may be introduced for some of its employees to create confidence in and commitment to the Group's long-term financial performance. Set up of long term incentive plan is proposed by the Board and decided upon in the Annual General Meeting.

Pension and other customary benefits aim at ensuring senior executives and employees an appropriate standard of living after retirement as well as personal insurance during employment. Pension and insurance provisions are in accordance with local laws, regulations and market practice either collectively agreed schemes or company determined schemes, or a combination thereof.

Other benefits shall be customary and facilitate that the senior executives and employees can carry out their duties, for example a company car in accordance with Company Car Policy, health care and health care insurance.

Notice of termination and severance pay

The maximum notice period in any senior executive's contract is generally 6 months, and for CEO twelve months, during which time salary payment will continue.

Employees' notice of termination will follow local laws or collective agreements where applicable. Severance pay should not transcend the equivalence of the employee's notice period.

FULL SET OF DOCUMENTS

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 no later than three (3) weeks before the annual general meeting. Copies of these documents will also be sent to shareholders who so requests and notifies the company of their postal address. The nomination committee's proposals and its motivated statement will be available at the company's website. The board's proposals, The Remuneration report and The board's proposal regarding remuneration guidelines for the group management as well as the auditor's report on the application, information on the members of the board and the auditor will be made available at the same location.

Malmö, March 2023
Doro AB (publ.)
The Board of Directors

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. By using technology, Doro enable 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 27 countries. In 2022, Doro's Consumer operations had 110 employees and net sales amounted to SEK 909.5 million (EUR 86 million), making it the European market leader for senior specialized mobile phones. Read more about Doro on our website www.doro.com/

Attachments

[Notice of the Annual General Meeting 2023](#)