

# Notice of Annual General Meeting of Doro AB 2025

**Shareholders of Doro AB (publ) reg. no. 556161–9429 (the Company) are hereby invited to the Annual General Meeting on Tuesday May 27, 2025, at 10:00 am at KANTER Advokatbyrå, Engelbrektsgratan 3 i Stockholm, Sweden.**

*N.B. This English text is an in-house translation of the Swedish original, for convenience only.*

**Registration will begin at 09:45 am.**

## **RIGHT TO PARTICIPATE AND REGISTRATION**

The right to participate in the Annual General Meeting is held by those who:

- are registered as shareholders in the share register maintained by Euroclear Sweden AB as of May 19, 2025, and
- notify their intention to participate in the Annual General Meeting no later than May 21, 2025, as described below.

Notification of participation in the Annual General Meeting are to be made by email to [werkell@kntr.se](mailto:werkell@kntr.se) or by postal service to Kanter Advokatbyrå KB, Att: Ebba Olsson Werkell, Box 1435, 111 84 Stockholm. When registering, the shareholder must 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 had their shares registered in the name of a nominee must temporarily register the shares in their own name so that they are recorded in the share register maintained by Euroclear Sweden AB as of the record date, May 19, 2025, to be entitled to participate in the Annual General Meeting. Such registration may be temporary (so-called voting rights registration) and must be requested from the nominee in accordance with the nominee's procedures and within the timeframe specified by the nominee. Voting rights registrations completed by May 21, 2025, will be considered when preparing the share register.

## **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. The power of attorney must not be more than one year old, unless a longer period is specified in the power of attorney (up to five years).

The original power of attorney, along with any registration certificate, should be sent well before the Annual General Meeting by mail to Kanter Advokatbyrå KB, Att: Ebba Olsson Werkell, Box 1435, 111 84 Stockholm.

## **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 website of Euroclear Sweden AB.

<https://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.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 of the annual report and sustainability report, auditor's report, as well as the consolidated financial statements and consolidated auditor's report for 2024;
8. Resolution regarding the adoption of the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet;
9. Resolution regarding the allocation of the Company's profit in accordance with the adopted balance sheet;
10. Resolution regarding discharge from liability for the members of the board and the CEO;
11. Resolution regarding approval of the board's remuneration report;
12. Determination of the number of board members and deputy board members as well as the number of auditors and deputy auditors;
13. Determination of remuneration for each board member and remuneration for the auditors;
14. Election of board members and chairman of the board as well as auditor;
15. Resolution on the abolition of the Nomination Committee;
16. Proposal from the Board regarding authorization regarding a) acquisition of own shares and b) transfer of own shares;
17. Proposal from the Board regarding authorization regarding the issuance of new shares;
18. Decision on Authorization;
19. Closing of the Meeting.

#### **XPLORA TECHNOLOGIES PROPOSALS**

Ahead of the 2025 Annual General Meeting and considering that Xplora Technologies AS ("Xplora") owns approximately 89% of the shares in Doro following its public takeover offer to Doro's shareholders, the Nomination Committee has been dissolved ahead of the 2025 Annual General Meeting, and Xplora has presented the resolution proposals that would normally fall within the responsibilities of the Nomination Committee.

The nomination committee has submitted the following proposals regarding items 2, 12, 13, 14, and 15.

#### **Item 2: Chairman of the Annual General Meeting**

Xplora proposes that Ebba Olsson Werkell, or such person as may be appointed by the Board of Directors in her absence, be elected as Chair of the Annual General Meeting.

#### **Item 12: Number of Board Members and Deputy Board Members, as well as the Number of Auditors and Deputy Auditors**

Xplora proposes that the number of board members (including the chairman) shall be three (3) without deputies. Furthermore, Xplora proposes that the number of auditors shall be one (1) without any deputy auditor.

**Item 13: Board Remuneration**

Xplora proposes that the remuneration for the board, for the period until the next Annual General Meeting, shall be as follows: The chairman shall receive a fee of SEK 345,750, and other members who are not employed by the company shall receive fees of SEK 299,250 each. No compensation is proposed for committee work.

Xplora proposes that the fee for the auditor, for the period until the next Annual General Meeting, shall be paid according to an invoice approved by the company.

**Item 14: Election of Board Members and Chairman of the Board, as well as Auditor**

Xplora proposes the re-election of the following current board members Merete Haugli, Finn Olav R. Elde and Sverre Jarle Simonsen, for the period until the next Annual General Meeting. Sverre Jarle Simonsen is proposed as the chairman of the board.

Presentation of the board is available on the company's website.

Xplora proposes the re-election of the authorized auditing firm Öhrlings PricewaterhouseCoopers AB for a term extending until the end of the next Annual General Meeting. Öhrlings PricewaterhouseCoopers AB has informed that the authorized public accountant Vicky Johansson will continue as the auditor-in-charge, provided that the Meeting resolves in accordance with Xplora's proposal.

**Item 15: Resolution on the abolition of the Nomination Committee**

In light of Xplora controlling approximately 89% of the shares and votes in the Company, Xplora proposes that Doro shall not have a Nomination Committee.

**PROPOSAL FROM THE BOARD OF DIRECTORS**

The Board of Directors has submitted the following proposals regarding items 9, 11, 16, 17 and 18.

**Item 9: Resolution on the Allocation of the Company's Profit According to the Approved Balance Sheet**

The Board of Directors proposes that the profit available to the Annual General Meeting be carried forward, and that no dividend be paid.

**Item 11: Resolution on Remuneration Report**

The Board proposes that the Annual General Meeting approves the Board's remuneration report for 2024.

**Item 16: Proposal from the Board of Directors for Authorization for a) Acquisition of Own Shares and b) Authorization Regarding Transfer of Own Shares**

The Board of Directors' proposal for a resolution regarding a) Authorization for the repurchase of own shares, and b) Authorization for the 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 Stockholm.
- The authorization may be utilized on one or more occasions until the Annual General Meeting 2026.
- 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.
- Purchase orders may only be placed at the prevailing bid price on Nasdaq Stockholm.
- Compensation for repurchased shares shall be paid in cash.

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.

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 2026.
- 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 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.

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

#### **Item 17: 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 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 18: 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 16 (The Board's proposal for authorization regarding a) acquisition of own shares and b) transfer of own shares), item 17 (The Board's proposal for authorization regarding new issues of shares), 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.

#### **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 150,395 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**

The complete proposals for resolutions by Xplora and the Board of Directors are presented under the respective items in this notice, which is available at the Company and on its website as set out below.

Accounting documents with accompanying audit reports, as well as other documents in accordance with the Swedish Companies Act, will be made available at the Company no later than three (3) weeks before the Annual General Meeting. These documents will also be available on the Company's website, [www.doro.com](http://www.doro.com).

Copies of the aforementioned documents will also be sent to shareholders who request them and provide their postal address. The documents will also be presented at the Annual General Meeting.

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Malmö, April 2025  
Doro AB (publ)  
The Board

#### **For more information, please contact:**

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Julian Read, President & CEO, +46 76 109 5598, [ir@doro.com](mailto:ir@doro.com)

#### **About Doro**

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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 2024, Doro had 119 employees and net sales amounted to SEK 882.3 million (EUR 77.3 million), making it the European market leader for senior specialised mobile phones. Read more about Doro on our website [www.doro.com/](http://www.doro.com/)

#### **Attachments**

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[Notice of Annual General Meeting of Doro AB 2025](#)  
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