

Notice of Extraordinary General Meeting of DORO AB

The shareholders of DORO AB, 556161-9429 (“Doro” or the “Company”), are hereby summoned to an Extraordinary General Meeting on Monday, 22 November 2021.

In order to prevent the spread of the coronavirus, the Board of Directors has decided that the Extraordinary General Meeting is to be held only through postal voting pursuant to temporary legislation. This means that the meeting will be conducted without physical presence of shareholders, proxies or external parties. Shareholders will only be able to exercise their voting rights by postal voting in the order prescribed below.

Information on the resolutions passed at the meeting will be disclosed on Monday, November 22, 2021, as soon as the outcome of the postal voting procedure has been finally established.

Right to participate

Shareholders who wish to participate in the Extraordinary General Meeting must:

1. be registered as a shareholder in the share register kept by Euroclear Sweden AB on 12 November 2021, and
2. give notice of participation by submitting a postal vote in accordance with the instructions in the section “*Voting by post*” below in such time that Computershare AB receives the postal vote by 19 November 2021, at the latest.

Nominee-registered shares

In order to be entitled to participate in the meeting, a shareholder whose shares are nominee registered must, in addition to giving notice of participation in the meeting, register its shares in its own name so that the shareholder is registered in the share register as of the record date on 12 November 2021. Such registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee’s routines at such a time in advance as decided by the nominee. Voting rights registrations made no later than the second banking day after 12 November 2021 are taken into account in the presentation of the share register.

Voting by post

Shareholders may exercise their voting rights at the meeting only by a postal voting in advance pursuant to Section 22 of the Act (2020:198) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

Shareholders who wish to postal vote shall use the postal voting form, which is available on the Company’s website, www.doro.com/en-gb/corporate/corporate-governance/extra-general-meeting/. The postal voting form is valid as a notification to the meeting.

A completed and signed voting form must be received by Computershare AB (being the administrator of the forms for the Company) no later than Friday, November 19, 2021. The form must be sent by mail to Computershare AB, “EGM of Doro AB”, Box 5267, SE-102 46 Stockholm or electronically with BankID through the Company’s website, www.doro.com/en-gb/corporate/corporate-governance/extra-general-meeting/ or at the link below, or by email to info@computershare.se. If the shareholder is a legal entity, a registration certificate or other authorization document must be attached to the form.

[Link to Notify attendance and voting electronically \(Requires Swedish Bank-ID\).](http://www.doro.com/en-gb/corporate/corporate-governance/extra-general-meeting/)

Shareholders may not provide special instructions or conditions to the postal vote. If so, the entire postal vote is invalid. Further instructions and conditions can be found in the postal voting form.

If the shareholder votes by proxy, a power of attorney and other authorisation documents shall be enclosed with the voting form. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed together with the postal voting form. A proxy form is available on the company's website, www.doro.com/en-gb/corporate/corporate-governance/extra-general-meeting/.

Proposed Agenda

1. Election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to verify the minutes of the meeting.
5. Determination of whether the meeting was duly convened.
6. Resolution on distribution of all shares in Careium AB (publ).
7. Determination of the number of members of the Board of Directors.
8. Determination of the remuneration to each of the members of the Board of Directors.
9. Election of the members of the Board of Directors and the chairman of the Board of Directors.

Proposed resolutions

Item 1 - Election of chairman of the meeting

The Board of Directors proposes that Paula Eninge, or in her absence, any person appointed by the Board of Directors, is elected chairman of the meeting.

Item 2 - Preparation and approval of the voting list

The voting list to be approved under this item 2 on the agenda is the voting list prepared by Computershare AB on behalf of the Company, based on the Company's share register and the postal votes received by the Company, as verified and approved by the persons that are elected to verify the minutes of the meeting.

Item 4 - Election of one or two persons to verify the minutes of the meeting

The Board of Directors proposes that Louise Alfredsson, and Peter Perulf, or, if one or both of them are absent, any person or persons appointed by the Board of Directors, are elected to verify the minutes of the meeting. The assignment to verify the minutes shall also include verifying the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

Item 6 - Resolution on distribution of all shares in Careium AB (publ)

The strategy for Doro in recent years has been to separately strengthen the two businesses Doro Phones and Doro Care to create the best conditions for the companies' continued growth and to increase value for shareholders. In 2020, therefore, the two businesses were separated into two distinct business areas in order to further strengthen the opportunities for development.

The Board and management of Doro assess that Careium AB (publ) ("**Careium**"), which constitutes Doro's business area Doro Care, has now achieved the right conditions to act independently and develop outside

Doro. A distribution and listing of Careium's shares on Nasdaq First North Growth Market is considered to be able to contribute to Careium being able to continue to develop its business model and offering. The assessment is also that there are good conditions for continued value creation by broadening Careium's offering to new customers, geographical reach in Europe and implementing any strategic acquisitions.

In the light of the above, the Board of Directors proposes that the Extraordinary General Meeting resolves on a distribution to Doro's shareholders consisting of all shares in the wholly owned subsidiary Careium. Each share in Doro shall carry the right to one (1) share in Careium. Any shares that Doro holds itself on the record date do not entitle to any shares in Careium.

The value of the distribution of the shares in Careium is determined based on the book value of the shares at the time of the distribution of the shares to Doro's shareholders with application of applicable accounting rules. The Board's proposed dividend corresponds to a total amount of SEK 361,000,000, based on the book value at the time of this proposal. This corresponds to a dividend of approximately SEK 15.04 per share in Doro (based on the number of shares in Doro entitled to dividend per day for the issue of this notice).[1] The value of the dividend will be finally determined when the shares are distributed to Doro's shareholders.

It is proposed that the Board be authorized to determine the record date for the distribution. The distribution of the shares is expected to occur three trading days after the record date. The shares in Careium are intended to be admitted to trading on Nasdaq First North Growth Market.

As of December 31, 2020, Doro's unrestricted equity amounted to SEK 361,562,475.57 at the Annual General Meeting on April 29, 2021, it was resolved that the profits available to the Annual General Meeting would be carried forward and that no dividend would be paid. Following the meeting's decision on the distribution of shares in Careium, in accordance with the Board's proposal, the remaining available amount in accordance with Chapter 17, Section 3, first paragraph of the Swedish Companies Act, is assessed to amount to approximately SEK 562,475.57, based on the current book value of the shares in Careium.

The distribution of the shares in Careium is expected to be carried out in accordance with the so-called Lex Asea rules. Lex Asea is a Swedish tax regulation. The provision implies, in brief, that the shares in a subsidiary under certain circumstances can be distributed without triggering any immediate taxation of the dividend for Swedish resident shareholders (instead, the tax basis for the shares in the parent company is allocated between the shares in the parent company and the received shares in the subsidiary).

An information brochure with further information about the distribution and about Careium will be published on the Company's website www.doro.com prior to the meeting.

Item 7 – Determination of the number of members of the Board of Directors

The Nomination Committee proposes that the Board shall consist of three members elected by the General Meeting.

This resolution is conditional on the meeting resolving in accordance with the proposal under item 6.

Item 8– Determination of the remuneration to each of the members of the Board of Directors

The Nomination Committee proposes that remuneration to the Board of Directors, is distributed as follows, in accordance with a resolution at the Company's Annual General Meeting 2021: The chairman of the Board shall receive a fee of SEK 600,000, the vice chairman of the Board shall receive a fee of SEK 350,000 and other members not employed by the Company shall receive a fee of SEK 250,000 each.

Compensation for committee work is proposed as follows: Audit committee chairman SEK 80,000, audit committee member SEK 40,000, remuneration committee chairman SEK 60,000, remuneration committee member SEK 30,000.

This resolution is conditional on the meeting resolving in accordance with the proposal under item 6 and 7.

Item 9 – Election of the members of the Board of Directors and the chairman of the Board of Directors

The Nomination Committee proposes re-election for the following current board members, Henri Österlund, Juha Mört and Victor Saeijs until the end of next Annual General Meeting. Henri Österlund is proposed as new chairman of the Board.

If the meeting resolves in accordance with the proposal, the Board will for the period until the end of the next Annual General Meeting consist of the members elected by the General Meeting Henri Österlund (Chairman), Juha Mört and Victor Saeijs. It is noted that the members elected by the General Meeting, Lennart Jacobsen, Cecilia Ardström and Towa Jexmark, and the employee representative Mona Sahlberg will resign as Board members in the event that the meeting resolves in accordance with the proposal. The trade union Akademikerna has decided to appoint Fredrik Löthgren as new employee representative should the meeting resolve in accordance with the proposal under item 6.

This resolution is conditional on the meeting resolving in accordance with the proposals under items 6–8.

Other information

Avalibale documents

Complete proposals and other documents in accordance with the Swedish Companies Act will be held available at the Company for at least three weeks before the meeting at Jörgen Kocksgatan 1B, 211 20 Malmö, and on the Company's website, www.doro.com, and will be sent to shareholders who so request and state their postal address.

Number of shares and votes

As of the date of this notice the number of shares and votes in the Company is 24,204,568. The Company holds, per the date of this notice execution, 206,286 shares.

Shareholders right to request information

The Board of Directors and the CEO shall, upon request of a shareholder, and provided that the Board of Directors deems this can be done without significant harm to the Company, inform about, circumstances which may affect the assessment of an item on the agenda.

Questions to the Company in connection with the EGM can be submitted to Doro up until Friday, November 12, 2021. Shareholders wishing to pose questions may do so by regular mail to Doro AB, "Doro AB: s EGM", Jörgen Kocksgatan 1B, SE-211 20 Malmö or by email to the following email address: agm@doro.com. Such information is provided by being kept available at the Company at the address Jörgen Kocksgatan 1B, 211 20 Malmö and on the Company's website, www.doro.com, no later than 17 November 2021. The information is also sent within the same time to the shareholders who so request and state their postal or e-mail address.

Handling of personal data

For information on how personal data is processed in connection with the meeting, please refer to the privacy policy available on Euroclear Sweden AB's website: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

DORO AB

Malmö in October 2021

Board of Directos

[1] The number of shares in Doro entitled to dividends may increase prior to the record date for the distribution as a result of exercise of warrants in Doro's warrant program which runs 2018-2021. Such exercise shall not affect the proposed dividend ratio. Therefore, Careium intends to issue new shares prior to the record date for the distribution in order to maintain the dividend ratio.

For more information, please contact:

Carl-Johan Zetterberg Boudrie, President & CEO, +46 (0) 70 335 84 49, ir@doro.com

About Doro

Doro is a technology company focused on seniors. We develop services and products for seniors to live independent, fulfilling lives. Our wide portfolio of security and care solutions digitally connect generations and provide solutions for independent living, both inside and outside the home. Doro is the market leader in social alarms in Sweden, Norway and the United Kingdom and the global market leader in mobile phones for seniors. Doro is a Swedish company with headquarters in Malmö and a sales operation in 27 countries. Doro's shares are quoted on the Nasdaq Stockholm. The company has approximately 1 080 employees and net sales of SEK 1,689 million (EUR 168.0 million) were reported for 2020. Read more about Doro on our website www.doro.com/corporate

Attachments

[Notice of Extraordinary General Meeting of DORO AB](#)