

Notice of annual general meeting 2019

The shareholders of DORO AB (publ), Reg. No. 556161-9429, are invited to the annual general meeting on Friday 3 May 2019 at 14.00 CET at Hotell Scandic Anglais, Humlegårdsgatan 23, Stockholm.

RIGHT TO ATTEND THE MEETING

Shareholders who wish to attend the annual general meeting must be registered in the share register maintained by Euroclear Sweden AB on Friday 26 April 2019, and must also notify of their intention to attend the meeting no later than Friday 26 April 2019 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 annual general meeting. Such re-registration must have been completed not later than Friday 26 April 2019. A request for re-registration must be made well in advance of this date.

NOTIFICATION OF ATTENDANCE

Notification of attendance at the annual general meeting may be made on the company's website <https://corporate.doro.com> or by phone to +46 171 246 400. Private shareholders may also give notice to attend the annual general meeting by mail to Doro AB, c/o Computershare AB, "Doro AB's Annual General Meeting", Box 610, 182 16 Danderyd, Sweden. 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 may however be no more than five years, if this has been explicitly stated. The power of attorney in original and, where applicable, the certificate, shall be sent by post to Doro AB, c/o Computershare AB, "Doro AB's Annual General Meeting", Box 610, 182 16 Danderyd, Sweden, well in advance of the annual general meeting. Proxy forms are available from the company's website, <https://corporate.doro.com>.

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.

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. Presentation by the Managing Director
8. Presentation of the annual report and the audit report, and the consolidated accounts and the audit report on the consolidated accounts,
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,
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,
18. The board's proposal regarding remuneration guidelines for the group management,
19. Closing of the meeting.

APPROPRIATION OF PROFIT (ITEM 10)

The board of directors of DORO AB (publ), reg. no. 556161-9429, ("Company") proposes to the annual general meeting that the distributable assets shall be carried forward and that no dividend shall be paid.

THE NOMINATION COMMITTEE'S PROPOSALS (ITEMS 2, 12, 13, 14 and 15)

Prior to the annual general meeting 2019 the nomination work has been conducted by a nomination committee consisting of Mark Shay, representing Accendo Capital SICAV SIF and chairman of the nomination committee, Christoffer Häggblom representing Rite Ventures, Erik Durhan, representing Nordea Fonder and, in addition, the chairman of the board, Johan Andsjö as an adjunct member.

The nomination committee's work is ongoing and its proposal regarding items 2, 12, 13, 14 and 15 will be presented on the company's website two weeks prior to the annual general meeting, at the latest

THE BOARD'S PROPOSAL REGARDING AUTHORISATION TO RESOLVE TO ISSUE NEW SHARES (ITEM 16)

The Board of Directors of DORO AB (publ), reg. no. 556161-9429, ("the Company") proposes that the annual general meeting authorises the board to, on one or several occasions and for the period until the next annual general meeting, resolve on new issues of shares with or without preferential rights for the shareholders of not more than a total number of shares corresponding to 10 % of the number of outstanding shares in the company as per the date of this notice. The board shall have the right to decide whether new shares shall be issued against payment in cash and/or in accordance with the regulations set forth in Chapter 13, Section 5, paragraph 1, point 6 of the Swedish Companies Act (payment in kind, payment by way of set off or other conditions). The purpose of the authorisation is to provide the board with flexibility in its work to secure that the company, in a suitable way,

can be provided with capital for the financing of acquisitions of companies and businesses. The authorizations shall also make it possible for the board to decide on directed share issues/issues of new shares to a potential owner of an acquisition target or to a new investor.

The CEO shall have the right to make such minor adjustments to this resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

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 AUTHORISATION TO RESOLVE ON A) ACQUISITION OF THE COMPANY'S OWN SHARES B) SALE OF THE COMPANY'S OWN SHARE (ITEM 17)

- a) The Board of Directors of DORO AB (publ), reg. no. 556161-9429, ("the Company") proposes that the annual general meeting resolves to authorise the board to decide on the acquisition of the company's own shares, where the following shall apply:
1. Acquisition of own shares shall exclusively take place on NASDAQ OMX Stockholm.
 2. The authorisation may be utilised on one or several occasions until the annual general meeting 2020.
 3. Shares may be acquired to the extent that the company's 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 buy rate, at that time, on Nasdaq Stockholm.

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, at the time, is considered to be the best use of the company's available cash. In addition, the board is also authorized to repurchase shares with the purpose to at a later stage distribute 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 Directors of DORO AB (publ), reg. no. 556161-9429, ("the Company") proposes that the Annual General Meeting 2019 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 2020.

1. Transfer may be effected 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 at a Board-assessed market value.
5. Payment for transferred shares in connection with company acquisitions may be capital contributed in kind or by set-off.
6. 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 2019 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 withdrawal of 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 (ITEM 18)

The Board of Directors of DORO AB (publ), reg. no. 556161-9429, ("the Company") proposes that the annual general meeting resolves to adopt remuneration guidelines in principal as follows.

Salaries and other terms of remuneration for the group management shall be on market terms. The total compensation shall be reviewed annually to ensure that it is market-based and competitive. When comparing, notice shall be taken of the position, the company's size, salary and the person's experience. In addition to a fixed base salary, the group management may also receive a variable remuneration (including also any bonus) that shall have a predetermined maximum level and be based on the outcome in relation to profit targets (and in certain cases other key ratios). The maximum cost, including social security contributions, for variable remuneration may not exceed the fixed base salary of the company's management. The total cost for fixed and variable remuneration shall each year be determined to an amount including all of the company's remuneration costs, which enables management to allocate parts of their fixed and variable remuneration to other benefits, such as pension benefits. The pension plans for the management shall mainly be a defined contribution pension scheme. In case of termination of employment by the company there may be a right to a severance pay, which in such case shall have a predetermined maximum amount. In case of termination of employment by the employee no severance pay shall be paid.

The board is entitled to deviate from its aforementioned guidelines where, in the board's opinion, the specific circumstances of a particular case so dictate. If the board makes deviations from the guidelines for remuneration to senior executives, this shall be reported at the next annual general meeting.

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, www.doro.co.uk, no later than two weeks before the annual general meeting. These documents will also be sent to shareholders that so request and inform the company of their postal address. The nomination committee's proposals and its motivated statement will be available at the company's website, <https://corporate.doro.com>.

The shareholders are welcome to the meeting!

Malmö, March 2019
DORO AB (publ)
The board of directors