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Notice of Annual General Meeting of Sensys Gatso Group AB

The shareholders of Sensys Gatso Group AB (publ) are invited to the Annual General Meeting on Thursday 19 May 2016 at 15:00 at Elite Stora Hotellet, Jönköping, Sweden.

Entitlement to participate

Anyone who is registered as a shareholder in the register of shareholders produced by Euroclear Sweden AB in respect of the situation on Friday 13 May 2016 and who notifies the company no later than on Friday 13 May 2016 of his/her intention to participate at the meeting is entitled to participate at the meeting.

A shareholder whose shares are nominee-registered must temporarily register the shares in his or her own name with Euroclear Sweden AB in order to be able to participate at the meeting. Such registration must be completed by Friday 13 May. This means that the shareholder must notify the administrator of his or her wish in this respect in good time ahead of this date.

Registration of participation

Registration of participation at the meeting takes place in writing to Sensys Gatso Group AB, Box 2174, 550 02 Jönköping, by phone to +46 (0)36 – 34 29 80, by fax to +46 (0)36 – 12 56 99 or by email to info@sensys.se. When registering, the name, personal or corporate ID number, number of shares, daytime phone number and, if relevant, the number of advisors (no more than two) intending to attend the meeting must all be stated. If the shareholder intends to be represented by another party, the proxy and other authorisation documents should be attached to the registration. The proxy form is available at the company's website www.sensysgatso.com.

Proposed agenda

1. Opening.
2. Election of the chairman for the meeting
3. Establishment and approval of register of voters
4. Approval of the agenda
5. Election of member to approve the minutes
6. Confirmation that the meeting has been properly called
7. Presentation of annual accounts and auditor's report and consolidated annual accounts and consolidated auditor's report
8. The CEO's statement

9. Decision on the adoption of the income statement and the balance sheet for the Parent company and the group
10. Decision on dispositions in respect of the company's profits according to the confirmed balance sheet
11. Decision on the discharge from liability for the members of the Board of Directors and the CEO
12. Confirmation of the number of Board members and deputies, as well as the number of auditors and deputy auditors
13. Confirmation of fees for the Board and the auditors
14. Election of the Board and the Chairman of the Board
15. Election of auditors
16. The Board's proposed decision on guidelines for remuneration to senior executives
17. Decision on the appointment of the nomination committee
18. Decision to authorise the Board to resolve on issuance of shares
19. Decision to authorise the Board to resolve upon acquisition and transfer of own shares
20. Conclusion

Board, etc. (items 2, 12-15)

The nomination committee, which consisted of Pehr-Olof Malmström (Chairman, appointed by Danske Capital), Gunilla Nyström (appointed by AMF Fonder), Jan Johansson (appointed by Midway), Timo Gatsonides (for own holdings) and Gunnar Jardelöv (Chairman of the Board), has submitted the following proposals in respect of items 2, 12-15:

Chairman of the meeting: Gunnar Jardelöv

Board members: five ordinary members without deputies

Board: re-election of Claes Ödman, Ingemar Skogö and Jochem Garritsen, and election of Katarina Staaf and Pia Hofstedt. Gunnar Jardelöv, Karin Ahl and Helena Nordman-Knutson has declined re-election

Chairman of the Board: Claes Ödman

Board fee: SEK 1,000,000 to be divided as follows: SEK 300,000 to the Chairman of the Board, which means an increase of SEK 75,000. SEK 175,000 to each of the other Board members, which means an increase of SEK 45,000. By agreement with Sensys Gatso Group, the fee to Board members may be invoiced through the company, in connection with which the fee shall be adjusted in order to achieve cost neutrality for Sensys Gatso Group.

Auditors: re-election of the registered firm of accountants Öhrlings PriceWaterhouseCoopers AB, with authorised public accountant Martin Odqvist as auditor in charge.

Auditor's fee: in accordance with approved invoice within framework of quotation submitted.

Details of the proposed Board members may be found on the company's website www.sensysgatso.com.

The Board's proposal concerning disposition of the company's earnings (item 10)

The Board has proposed that no dividend be distributed.

The Board's proposed decision on guidelines for remuneration to senior executives (item 16)

The Board's proposal, which includes guidelines on salaries, pensions and other terms of employment for senior executives, is contained in the statutory administration report in the company's annual report.

Nomination committee (item 17)

The Nomination Committee proposes that until the general meeting resolves otherwise, a Nomination Committee shall be appointed by the representatives of the four largest shareholders listed in the company's

share register kept by Euroclear Sweden, as of 30 September, as well as the Chairman of the Board. In the assessment of the four largest shareholders, a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the company in writing that they have agreed in writing to have a long term unified conduct regarding the management of the company through coordinating the use of their voting rights.

If any of the largest shareholders do not wish to appoint a member of the Nomination Committee, the largest shareholders in turn shall be contacted. If any of the shareholders in turn refrain from appointing a member of the Nomination Committee, the Chairman of the Board will only need to contact the eight largest shareholders in order to obtain a Nomination Committee composed of at least five members (including the Chairman of the Board). If a Nomination Committee composed of five members (including the Chairman) is not obtained after having contacted the eight largest shareholders, the Chairman shall continue to contact the shareholders that are next in turn until a Nomination Committee composed of four members (including the Chairman) has been obtained.

Changes to the composition of the Nomination Committee shall be announced immediately.

The Chairman of the Board shall convene the first meeting of the Nomination Committee. Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that represents the shareholder controlling the largest number of votes.

The Nomination Committee's term of office extends until a new Nomination Committee has been appointed.

Decision to authorise the Board to resolve on issuance of shares (item 18)

The Board proposes that the meeting authorises the Board, until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares corresponding to not more than ten (10) per cent of the total number of outstanding shares in the company per the day of publication of this notice. The authorisation shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration, through set-off or otherwise with conditions pursuant to the Swedish Companies Act.

The reason for the proposal and the deviation from the shareholders' preferential rights is to permit flexibility in connection with possible further acquisitions and capital raisings. The basis for the subscription price shall be the market value of the share.

A valid resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting

Decision to authorise the Board to resolve upon acquisition and transfer of own shares (item 19)

The Board proposes that the meeting authorises the Board, until the next annual general meeting, on one or more occasions to resolve upon the acquisition of a maximum number of own shares so that, after the purchase, the company holds not more than five (5) per cent of the total number of shares in the company. Such shares shall be purchased on Nasdaq Stockholm at a price that is within the registered price interval (spread) at any given time, meaning the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of Nasdaq Stockholm at any given time. The purpose of the repurchase of own shares is to align the company's capital structure to the company's capital requirements

and, where appropriate, to enable share transfers in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions.

The Board further proposes that the meeting authorises the Board, until the next annual general meeting, on one or more occasions to resolve upon the transfer of own shares. The shares may only be transferred as part of the purchase price in conjunction a company acquisition or a merger, and the transfers may not exceed the maximum number of own shares held by the company at any given time. Payment for shares transferred in this manner may be made through a non-cash issue or offsetting of claims against the company, or on other specific terms. The reason for the board of directors' authorisation to waive the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with carrying out any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

A valid resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

Documentation

The annual report, the auditor's report and the auditors' statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act, together with all other guidance documents, and the Board's motivated statement pursuant to Chapter 19, Section 22 of the Swedish Companies Act, are available at the company's premises and on its website, www.sensysgatso.com, no later than 28 April 2016 and are sent to any shareholders who request them and provide their postal address.

Shareholders are reminded of their right to request disclosures pursuant to Chapter 7, Section 32 of the Swedish Companies Act.

There are a total of 657,155,077 shares in Sensys Gatso Group AB providing entitlement to the same number of votes. The company holds no own shares.

Jönköping, April 2016

The Board of Directors of Sensys Gatso Group AB (publ)

Sensys Gatso Group AB is obliged to publish the information contained in this press release pursuant to the Swedish Securities Market Act and/or the Swedish Financial Instruments Trading Act. The information was submitted for publication on 15 April at 08:30.

For more information:

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