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## **The proposals of the Nomination Committee of Sensys Gatso Group AB, to be presented to the Annual General Meeting on 9 May**

### **The Nomination Committee - its work and responsibilities**

In accordance with the Nomination Committee's procedure, as approved by the 2018 Annual General Meeting, Sensys Gatso's largest shareholders per the last banking day in September 2018 were identified. Each of the three largest shareholders known to the Company who were willing to participate in the Nomination Committee's work appointed one member to the Nomination Committee. At its first meeting, the Nomination Committee was constituted as follows: Timo Gatsonides, Chair (for his own holdings and the holdings of others), Per Wall (for his own holdings), and Jan Johansson (appointed by Inger Bergstrand), and the Chairman of the Board Claes Ödman. The Nomination Committee has held three meetings where minutes were formally recorded, in-between these, contacts have been occurred between Committee members plus with existing Members of the Board of Directors. At the initial stage of the Nomination Committee process, the Chairman of the Board presented the work and activities of the Board of Directors since the previous Annual General Meeting. The Nomination Committee has received and considered an evaluation made by the Board of Directors and conducted interviews with all Members of the Board. Following these briefings and reviews, the Nomination Committee reviewed the overall expertise of the existing Board of Directors, discussed the qualifications profile for any new Board Members, interviewed potential candidates, and agreed on the proposed composition of the Board of Directors. No nominations or proposals for candidates were submitted to the Nomination Committee from shareholders external to the Nomination Committee. All decisions concerning the proposals have been adopted unanimously by the Nomination Committee.

### **The Nomination Committee's proposals**

The Nomination Committee hereby submits the following proposals to the 2019 Annual General Meeting of Sensys Gatso.

#### **Election of the Chairman for the shareholders meeting (item 2 of the draft agenda)**

The Nomination Committee proposes that Claes Ödman be appointed Chair of the Annual General Meeting.

#### **Establishment of the number of Members of the Board and Alternate Members, as well as the number of Auditors and alternate auditors (item 12 of the draft agenda)**

The Nomination Committee proposes that the Board of Directors shall consist of six members without alternate members, and that the Company appoint a registered auditing firm as Auditor, without any alternates.



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**Establishment of the amount of directors fees for the Members of the Board and the fees for the Auditor (item 13 of the draft agenda)**

The Nomination Committee proposes that the directors fee to the Chairman of the Board shall amount to SEK 400,000. The directors fees paid to each of the other Board Members elected by the AGM shall amount to SEK 200,000. The total amount of directors fees thus amounts to SEK 1,400,000.

The Nomination Committee proposes that fees to the Auditor be paid according to the invoices approved by the CEO, within the framework of the applicable price estimation submitted.

**Election of the Chairman of the Board and other Members of the Board of Directors (item 14 of the draft agenda)**

The Nomination Committee proposes the re-election of Claes Ödman, Ingemar Skogö, Jochem Garritsen, Kerstin Sjöstrand and Pia Hofstedt, and election of Christina Hallin be elected as new Members of the Board. Katarina Staaf has declined re-election. The Nomination Committee proposes that Claes Ödman be elected Chairman of the Board. In the assessment of the Nomination Committee, all of the candidates nominated are to be considered independent in relation to the Company and the Company's senior management. Information about the individuals proposed as Board Members is available on [www.sensysgatso.com](http://www.sensysgatso.com).

**Election of the Auditor (item 15 of the draft agenda)**

The Nomination Committee proposes that the accounting firm BDO with authorised auditor Johan Pharmanson appointed as principal auditor be appointed as the auditor for the period until the end of the next AGM.

**Reasoning**

The Nomination Committee has sought above all to retain the Board of Directors' knowledge of the sector within which Sensys Gatso operates, as well as experience from senior management positions. In its proposals, the Nomination Committee has sought an appropriate composition of the Board of Directors, characterised by versatility and breadth concerning expertise and experience, and with backgrounds taking Sensys Gatso's business activities, stage of development and market into consideration. A gender parity has been sought.

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**Jönköping, April 2019**  
**The Nomination Committee of Sensys Gatso Group AB (publ)**