

## **The Board of Directors of Sensys Gatso Group AB's (publ) proposal for the authorisation to make decisions concerning the repurchasing its own shares**

The Board of Directors proposes that the General Meeting of Shareholders authorise the Board of Directors to make decisions, on one or more occasions during the period until the next Annual General Meeting, concerning the acquisition of the Company's own shares (treasury shares) up to where, after the acquisition, the Company does not hold a total of more than five (5) percent of the total outstanding shares of the Company. The repurchases shall be made on the Nasdaq Stockholm exchange at a price within the currently registered share price range (known as the "spread"), i.e. the range between the highest bid price and lowest ask price, and otherwise in compliance with the rules laid down by the stock exchange's rules. The purpose of the repurchase of its own shares is to adapt the Company's capital structure to the Company's capital requirements and, where appropriate, to be able to transfer shares in connection with financing of company acquisitions and other types of strategic investments and acquisitions.

The Board of Directors proposes that the Meeting authorise the Board to make decisions, on one or more occasions during the period until the next Annual General Meeting, concerning the transfer of shares of the Company. The transfer of treasury shares may only be made as part of the purchase price for an acquisition or a merger, and at a maximum with the number of the Company's own shares that the Company holds at any given time. Payment for the thus transferred shares may be made in-kind or via offsetting of claims against the Company, or otherwise with conditions. The reasons for Board of Directors authorisation to diverge from the shareholders' preferential rights is to be able to implement, where appropriate, any company acquisitions and other types of strategic investments and acquisitions in a cost-effective manner.

For a valid resolution and approval, a vote in agreement of at least two-thirds of the votes cast as well as those shares represented at the Meeting, is required.

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**Jönköping, April 2019**

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