



Sensys Gatso Group AB  
Vasavägen 3c  
554 54 Jönköping  
PO Box 2174  
SE-550 02 Jönköping, Sweden  
T +46 36 34 29 80  
F +46 36 12 56 99  
E info@sensys.se  
www.sensysgatso.com  
Company Reg. No 556215-4459  
VAT Reg. No SE 556215445901

## **Item 17 – Resolution concerning the composition and appointment of the nomination committee**

The nomination committee proposes that, until the general meeting decides otherwise, a nomination committee be appointed of the four biggest identified shareholders according to the share register held by Euroclear Sweden AB as of 30 September, together with the Chairman of the Board. In the assessment of who are the four biggest owners in terms of the number of votes, a group of shareholders shall be considered to constitute an owner if they (i) have been grouped as an owner in the Euroclear Sweden system or (ii) have made it public and notified the Company in writing that they have concluded a written agreement to adopt a long-term, shared approach with regard to the Company's administration by means of exercising their voting right.

If one or more shareholders do not wish to appoint a member of the nomination committee, the shareholder that is next in line shall be contacted. If the shareholder that is next in line declines to appoint a member of the nomination committee, the Chairman of the Board only needs to contact the eight biggest shareholders in order to achieve a nomination committee with at least five members (including the Chairman of the Board). If, having contacted the eight biggest shareholders, a nomination committee of five members (including the Chairman) is not achieved, the Chairman of the Board shall continue to contact subsequent shareholders in line until a nomination committee of four members (including the Chairman) has been achieved. The term "the biggest shareholders" below is taken to mean as many of the biggest shareholders as the Chairman of the Board has contacted in order to achieve a nomination committee in accordance with the process just described.

Shareholders who have appointed a member of the nomination committee have the right to dismiss a member and appoint a new one.

If a shareholder who has appointed a member is no longer one of the biggest shareholders for a period of more than two months before the Annual General Meeting, the member appointed by said shareholder shall retire from his/her position and a new member shall be appointed by the new shareholder that has become one of the biggest shareholders. Shareholders that have become one of the biggest shareholders less than two months before the Annual General Meeting shall, instead of being part of the nomination committee, have the right to co-opt an individual to the nomination committee.

If a member of the nomination committee retires from the position more than two months before the Annual General Meeting, the same shareholder that appointed the departing member shall have the right to appoint a new member, or if the shareholder is no longer one of the biggest shareholders, the next shareholder in line. If this takes place less than two months before the Annual General Meeting, the retiring member shall only be replaced if the nomination committee considers it necessary. Changes in the composition of the nomination committee shall be made public immediately.



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The Chairman of the Board shall convene the first meeting of the nomination committee. Unless otherwise agreed by the members, the Chairman of the nomination committee shall be the member who represents the biggest shareholder in terms of the number of votes.

The term of office of the members of the nomination committee shall run until a new nomination committee is appointed.

The Company shall provide a secretary for the nomination committee. The Company may assume responsibility for reasonable costs associated with the nomination committee's activities, although not for fees to the members of the nomination committee.

**Jönköping, April 2020**  
**The Nomination Committee of Sensys Gatso Group AB (publ)**