



Sensys Gatso Group AB  
Vasavägen 3c  
SE-554 54 Jönköping  
PO Box 2174  
SE-550 02 Jönköping, Sweden  
T: +46 (0)36 34 29 80  
F: +46 (0)36 12 56 99  
E: [investors@sensysgatso.com](mailto:investors@sensysgatso.com)  
[www.sensysgatso.com](http://www.sensysgatso.com)  
Company Reg. No.  
556215-4459  
VAT Reg. No. SE 556215445901

## **The proposals of the Nomination Committee of Sensys Gatso Group AB ("Sensys Gatso"), to be presented to the Annual General Meeting on 12 May 2022**

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

In accordance with the Nomination Committee's procedure, as approved by the 2021 Annual General Meeting, Sensys Gatso's largest shareholders per the last banking day in September 2021 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), 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 2022 Annual General Meeting of Sensys Gatso.

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

The Nomination Committee proposes that Claes Ödman, or if he is prevented, the person the Board proposes, be appointed Chairman of the Annual General Meeting.



Sensys Gatso Group AB  
Vasavägen 3c  
SE-554 54 Jönköping  
PO Box 2174  
SE-550 02 Jönköping, Sweden  
T: +46 (0)36 34 29 80  
F: +46 (0)36 12 56 99  
E: [investors@sensysgatso.com](mailto:investors@sensysgatso.com)  
[www.sensysgatso.com](http://www.sensysgatso.com)  
Company Reg. No.  
556215-4459  
VAT Reg. No. SE 556215445901

**Establishment of the number of Members of the Board and Alternate Members, as well as the number of Auditors and alternate auditors (item 13 of the proposed 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.

**Establishment of the amount of directors fees for the Members of the Board and the fees for the Auditor (item 14 of the proposed agenda)**

The Nomination Committee proposes that the directors fee to the Chairman of the Board shall amount to SEK 500,000. The directors fees paid to each of the other Board Members elected by the AGM shall amount to SEK 250,000. The total amount of directors fees thus amounts to SEK 1,750,000. The Nomination Committee recommends that the Board Members use 1/3 of their remuneration to buy shares in the Company.

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 15 of the proposed agenda)**

The Nomination Committee proposes the re-election of Claes Ödman, Jochem Garritsen, Kerstin Sjöstrand, Pia Hofstedt, Christina Hallin and new election of Francis Schmeer. Nishant Batra has declined re-election.

**Biography Francis Martin Schmeer**

Born	1972
Nationality	American
Education	MBA London Business School, UK, BSBA Marketing and International Business, Georgetown University, Washington DC, USA
Current Assignment	CEO, Schmeer & Associates, Switzerland
Previous Assignment	Various leadership, strategy and M&A leadership positions including: Chief Sales and Marketing Officer, Ascom, Switzerland EVP, Group Strategy & Corporate Development, OC Oerlikon, Switzerland VP, Corporate Strategy, Sony Ericsson, UK/Sweden
No of shares	0
Independent in relation to the company and its management, independent in relation to the company's major shareholders.	



Sensys Gatso Group AB  
Vasavägen 3c  
SE-554 54 Jönköping  
PO Box 2174  
SE-550 02 Jönköping, Sweden  
T: +46 (0)36 34 29 80  
F: +46 (0)36 12 56 99  
E: [investors@sensysgatso.com](mailto:investors@sensysgatso.com)  
[www.sensysgatso.com](http://www.sensysgatso.com)  
Company Reg. No.  
556215-4459  
VAT Reg. No. SE 556215445901

The Nomination Committee proposes that Claes Ödman be re-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 and larger shareholders. Information about the individuals proposed as Board Members for re-election is available on [www.sensysgatso.com](http://www.sensysgatso.com).

#### **Election of the Auditor (item 16 of the proposed 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. The new board member Francis Schmeer will bring extensive global leadership experience and M&A experience to the Board. A gender parity has been sought. The Nomination Committee has applied section 4.1 of the Swedish Corporate Governance Code as a diversity policy in preparing its proposal. The proposed Board of Directors fulfils the independence requirements set out in the Swedish Corporate Governance Code.

---

**Jönköping, April 2022**

**The Nomination Committee of Sensys Gatso Group AB (publ)**