



Sensys Gatso Group AB
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Company Reg. No.
556215-4459
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The proposals of the Nomination Committee of Sensys Gatso Group AB ("Sensys Gatso"), to be presented to the Annual General Meeting on 15 May 2023

The Nomination Committee - its work and responsibilities

In accordance with the Nomination Committee's procedure, as approved by the 2022 Annual General Meeting, Sensys Gatso's largest shareholders per the last banking day in September 2022 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 2023 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 be appointed Chairman of the Annual General Meeting.



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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 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 members of the Board of Directors and the Chairman of the Board (item 15 of the proposed agenda)

The Nomination Committee proposes the re-election of Claes Ödman, Jochem Garritsen, Kerstin Sjöstrand, Pia Hofstedt, Francis Schmeer and new election of Mark Talbot for the period until the end of the next Annual General Meeting. Christina Hallin has declined re-election. The Nomination Committee proposes that Claes Ödman be re-elected Chairman of the Board.

Biography Mark Talbot

Born: 1970

Nationality: American

Education: MBA Smith School of Business, University of Maryland, College Park, MD USA; BS Accounting and Finance, The Catholic University of America, Washington, DC, USA

Current assignment: Founder and Principal, EFCT Advisory Services

Previous assignment: CEO, Redflex Holdings Inc.; Managing Director, Conduent, State and Local Government; Group President, Xerox Transportation Solutions – Americas; Managing Director, Affiliated Computer Services, State and Local Government

No of shares: 0



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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 re-appointed as the auditor for the period until the end of the next Annual General Meeting.

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, characterized 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 Mark Talbot will bring extensive experience in the traffic enforcement and traffic management industry 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. All of the candidates nominated are to be considered independent in relation to the Company and the Company's senior management and larger shareholders.

Jönköping, April 2023

The Nomination Committee of Sensys Gatso Group AB (publ)