

Press release April 12, 2023



## Notice and invitation to attend the Annual General Meeting of Sensys Gatso Group AB

The shareholders of Sensys Gatso Group AB (publ) reg no 556215-4459, (the "Company") are hereby invited to the Annual General Meeting on Monday 15 May 2023 at 10.00 (CET) at the Company at Vasavägen 3c in Jönköping.

The Board of Directors has, in accordance with Chapter 7, Section 4a of the Swedish Companies Act and the articles of association of the Company, resolved that the shareholders shall also have the right to exercise their voting rights through postal voting ahead of the Meeting. Thus, shareholders may choose to exercise their vote at the Meeting through being present in person, through proxy or through postal voting.

### Voting at the Annual General Meeting

Those who wish to exercise their voting rights at the Meeting must:

- be entered as a shareholder in the share register kept by Euroclear Sweden AB on Friday 5 May 2023 or, if the shares are registered in the name of a nominee, request that the nominee registers the shares in their own name for voting purposes in such time that the registration is completed by Tuesday 9 May 2023; and
- give notice of attendance to the Company in accordance with the instructions set out in the section "*Notice of attendance for participating in person or through a proxy*" or submit a postal vote in accordance with the instructions set out in the section "*Postal voting*" no later than on Tuesday 9 May 2023.

### Notice of attendance for participating in person or through a proxy

Those who wish to participate in the Annual General Meeting in person or through a proxy shall give notice of attendance to the Company by mail to Sensys Gatso Group AB, Box 2174, 550 02 Jönköping or by e-mail to [info@sensysgatso.com](mailto:info@sensysgatso.com). The notice of attendance shall state name, date of birth or corporate identification number, address, telephone number and, where relevant, the number of accompanying advisors (not more than two).

Shareholders represented through a proxy must issue a written power of attorney for the representative. A template proxy form is available at the Company's website, [www.sensysgatso.com](http://www.sensysgatso.com). The proxy form template is also available at the Company or may be ordered via e-mail [info@sensysgatso.com](mailto:info@sensysgatso.com). The power of attorney shall be sent to the Company, to the address above, well in advance of the Meeting. Documents of authority in original shall be presented at the Meeting. A proxy representing a legal person shall append a copy of a certificate of registration showing the authorized company signatories.

### Postal voting

Shareholders who wish to exercise their voting rights by postal voting shall use the voting form and follow the instructions available on the Company's website, [www.sensysgatso.com](http://www.sensysgatso.com). The postal vote must be received by the Company no later than on Tuesday 9 May 2023. The postal voting form shall be sent to the Company by mail to Sensys Gatso Group AB, Box 2174, 550 02 Jönköping or by e-mail to [info@sensysgatso.com](mailto:info@sensysgatso.com). The shareholder may not provide special instructions or conditions in the voting form. If so, the vote (i.e. the advance vote in its entirety) is invalid. Further instructions and terms are set out in the postal voting form.

### Proposed Agenda

1. Opening of the Meeting.
2. Election of the chairman for the Meeting.
3. Establishment and approval of register of voters.
4. Approval of the agenda.

5. Election of a member to review and approve the minutes.
6. Confirmation that the Meeting has been properly called.
7. Presentation of the annual accounts and the auditor's report together with the annual consolidated accounts and the auditor's report for the Group.
8. The CEO's statement
9. Decision on the adoption of the Company's income statement and the balance sheet and the consolidated income statement and the balance sheet for the Group.
10. Decision on dispositions in respect of the Company's profits/loss according to the adopted balance sheet.
11. Decision concerning the discharge from liability for the Members of the Board of Directors and the CEO.
12. Decision on approval of the remuneration report.
13. Establishment of the number of Members of the Board and Alternate Members, as well as the number of Auditors and deputy auditors.
14. Establishment of remuneration to the Members of the Board and the fees for the auditors.
15. Election of the members of the Board of Directors and the Chairman of the Board.
16. Election of auditors.
17. Decision on (a) a directed issue of shares, (b) an amendment of the articles of association, (c) a reverse share split, and (d) an authorisation for the Board of Directors to resolve on directed issue of shares
18. Resolution to authorise the Board of Directors to make decisions concerning the issuance of shares.
19. Resolution to authorise the Board of Directors to make decisions concerning acquisitions and transfers of the Company's own shares.
20. Conclusion of the Meeting.

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

At the time of this notice, the Company has not received the Nomination Committee's complete proposals for the Meeting. The Nomination Committee's proposals will be announced separately as soon as the Company has received them.

#### **The Board of Directors' proposal concerning the allocation of the net profits/losses (item 10)**

The Board proposes that no dividend be distributed to the shareholders.

#### **Decision on approval of the remuneration report (item 12)**

The Board of Directors proposes that the Meeting resolves to approve the Board of Directors' report on remuneration pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

#### **Resolution on (a) a directed issue of shares, (b) an amendment of the articles of association, (c) a reverse share split, and (d) an authorisation for the Board of Directors to resolve on directed issue of shares (item 17)**

The Board of Directors proposes that the Meeting resolves on (a) a directed issue of shares, (b) an amendment of the articles of association, (c) a reverse share split (including the newly issued shares according to item (a)), and (d) an authorisation for the Board of Directors to resolve on directed issue of shares in accordance with what is stated below. The proposals shall be considered as one proposal and therefore be adopted by the Meeting as one resolution.

#### Directed issue of shares (item 17 (a))

To achieve a number of shares in the Company that is evenly divisible by 80, in order to enable the reverse share split according to item (c) below, it is proposed that the Meeting resolves on an issue of shares with deviation from the shareholders' preferential rights. The resolution shall be governed by the following terms and conditions.

1. The issue shall entail an increase in the Company's share capital of SEK 3.75 through the issuance of 75 shares.
2. The right to subscribe for the shares shall, with deviation from the shareholders' preferential rights, vest in Erik Penser Bank AB who will act as the guarantor for the proposed reverse share split (the "**Guarantor**"). The reason for not applying the shareholders' preferential rights is that it is an issue of shares with a very limited value which sole purpose is to ensure that the total number of shares in the Company is evenly divisible by 80.
3. A subscription price of SEK 0.05 corresponding to the quota value, shall be paid for each new share. The subscription price corresponds to the theoretical value per share, as calculated by the board of

directors, after the implementation of the various transactions that are proposed to be approved at the Meeting.

4. Subscription shall take place on a subscription list provided by the Company as soon as possible and at the latest three (3) banking days after the resolution of the Meeting. Payment for the shares subscribed for shall be made to an account designated by the Company in connection with the resolution regarding allotment and at the latest five (5) banking days after the resolution of the Meeting. The Board of Directors shall be entitled to extend the subscription period and the time for payment.
5. The new shares shall entitle the holder to dividend as from the date of the record date for that dividend that is resolved on closest after the shares have been registered with the Swedish Companies Registration Office and entered in the share register maintained by Euroclear Sweden AB.

#### Amendment of the articles of association (item 17 (b))

In order to reflect the proposal on a reverse share split under item 17 (c) below, the Board of Directors proposes that § 5 in the articles of association regarding number of shares is amended as follows:

<b>Current wording</b>	<b>Proposed wording</b>
The number of shares shall amount to not less than 300,000,000 and not more than 1,200,000,000.	The number of shares shall amount to not less than 10,000,000 and not more than 40,000,000.

#### Reverse share split (item 17 (c))

In order to have a suitable number of shares for a listed company, the Board of Directors proposes that the Meeting resolves on a reverse share split of the Company's shares where 80 existing shares shall be consolidated to one share (reverse share split 80:1). After the reverse share split has been completed, the number of shares and votes in the Company, based on the current number of outstanding shares, will decrease from 921,776,480 (after registration of the new shares that are proposed to be issued according to item 17 (a) above) to 11,522,206. Each share will have a quota value of SEK 4.00 after the reverse share split and the issuance of shares proposed under item 17 (a) above.

The Board of Directors proposes that the Meeting authorises the Board of Directors to determine the record date for the reverse share split. The record date may not be fixed such that it falls prior to registration of the reverse share split with the Companies Registration Office.

If a shareholder's holding of shares on the record date does not correspond to a full number of new shares, i.e. is not evenly divisible by 80, this shareholder will receive from the Guarantor, on behalf of the Company, free of charge, so many shares that the shareholder's holding, after addition of the shares provided by the Guarantor, will be evenly divisible by 80, so-called rounding upwards. The Guarantor will not receive any monetary compensation for providing the shares.

#### Authorisation for the Board of Directors to resolve on directed issue of shares (item 17 (d))

In order to compensate the Guarantor for the shares to be transferred in accordance with item 17 (c) above, the Board of Directors proposes that the Meeting authorises the Board of Directors to resolve, up until the next Annual General Meeting, with deviation from the shareholders' preferential rights, on a directed share issue to the Guarantor of no more than number of shares, calculated after the reverse share split, that the Guarantor provides to the shareholders whose shareholding on the record date is not evenly divisible by 80. As the purpose is to compensate the Guarantor, shares will be issued free of charged to the Guarantor. The Company will in accordance with Chapter 13 Section 4 of the Swedish Companies Act transfer an amount corresponding the quota value per issued share to the share capital from the Company's shareholders' equity. The amount to be transferred will not exceed SEK 75 000. The Board of Directors deems that this is the most cost and time efficient way to carry out the reverse share split.

#### Majority requirement etc

The Board of Directors or a person appointed by the Board of Directors shall be authorised to make such minor adjustments in the resolutions under item 17 (a)-(d) that may be required in connection with the registration with the Swedish Companies Registration Office and Euroclear Sweden AB.

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.

### **Resolution to authorise the Board of Directors to make decisions concerning the issuance of shares (item 18)**

The Board of Directors proposes that the Meeting authorises the Board of Directors, on one or more occasions during the period until the next Annual General Meeting, with or without deviation from the shareholders' preferential rights, to make decisions concerning an issuance of new shares corresponding to no more than ten (10) percent of the total number of the Company's outstanding shares as of the date when the authorisation first is used. This authorisation is to include the right to make a decision concerning the issuance of new shares with a provision on an issue in-kind, offset or otherwise with conditions in accordance with the Swedish Companies Act.

The reason for the proposal and the deviation from the shareholders' preferential rights is to allow flexibility in connection with possible further acquisitions or the raising of capital. The basis for the subscription price shall be the market price of the share.

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.

### **Resolution to authorise the Board of Directors to make decisions concerning acquisitions and transfers of the Company's own shares (item 19)**

The Board of Directors proposes that the Meeting authorises 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 authorises 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 deviate 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.

### **Documentation**

The complete documents in accordance Swedish Companies Act, will be available at the Company at Vasavägen 3c in Jönköping and on its website, [www.sensysgatso.com](http://www.sensysgatso.com), no later than Monday 24 April 2023 and will be sent immediately and free of charge for the recipient to those shareholders who so request and provide their postal address. The share register will be available at the Company at Vasavägen 3c in Jönköping prior to the Meeting.

### **Shares and votes**

There are a total of 921,776,405 shares in Sensys Gatso Group AB, providing an entitlement to the identical number of votes. The Company holds no treasury shares.

### **Information**

The Board and the CEO shall, if any shareholder so requests and the Board believes that it can be done without material harm to the Company, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that can affect the assessment of the Company's or its

subsidiaries' financial situation and the Company's relation to other companies within the Group and the consolidated accounts.

**Processing of personal data**

For information on how your personal data is processed, please see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

**Jönköping, April 2023**  
**The Board of Directors for Sensys Gatso Group AB (publ)**

**For further information:**

Ivo Mönnink, CEO  
Sensys Gatso Group AB  
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*The information was submitted for publication, through the agency of the contact person set out above, at 18.30 on 12 April 2023.*

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Sensys Gatso Group AB is a global leader in traffic management solutions for nations, cities and fleet owners. Sensys Gatso Group has subsidiaries in Australia, Costa Rica, Germany, the Netherlands, Sweden and the USA, and a branch office in the United Arab Emirates and has 284 employees. The Sensys Gatso Group's shares are listed on Nasdaq Stockholm.

For further information, visit [www.sensysgatso.com](http://www.sensysgatso.com)

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