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Company Reg. No 556215-4459
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Notice to 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 Wednesday 8 May 2024 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 Monday 29 April 2024 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 Thursday 2 May 2024; 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 Thursday 2 May 2024.

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. 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. The proxy form template is also available at the Company or may be ordered via e-mail 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. The postal vote must be received by the Company no later than on Thursday 2 May 2024. 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. 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. Resolution 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. Resolution on dispositions in respect of the Company's profits/loss according to the adopted balance sheet.
11. Resolution concerning the discharge from liability for the Members of the Board of Directors and the CEO.
12. Resolution 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. Resolution on remuneration guidelines for senior executives.
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 Board of Directors, etc. (items 2, 13-16)

The nomination committee, which consisted of Timo Gatsonides (individual holdings), Per Wall (individual holdings), Jan Johansson (appointed by Inger Bergstrand), and Claes Ödman (Chairman of the Board), has submitted the following proposals regarding items 2, 13 - 16:

Chairman of the Meeting: Claes Ödman.

Number of Board Members: Six Board Members, with no alternate members.

Number of Auditors: One audit firm, with no deputy auditor.

Board Members: Re-election of Claes Ödman, Jochem Garritsen, Kerstin Sjöstrand, Pia Hofstedt, Francis Schmeer and Mark Talbot for the period until the end of the next Annual General Meeting.

Chairman of the Board: Re-election of Claes Ödman.

Remuneration to Board Members: The remuneration to the Chairman of the Board will be paid in the amount of SEK 500,000. The remuneration to each of the other Board Members elected by the Annual General Meeting shall amount to SEK 250,000. Total Board remuneration thus amounts to SEK 1,750,000.

Auditor: Re-election of the auditing firm BDO AB with authorised auditor Johan Pharmanson appointed as principal auditor for the period until the end of the next Annual General Meeting.

Auditor's fee: Fees to the auditor be paid according to the invoices approved by the CEO, within the framework of the applicable price estimation submitted.

Details concerning the proposed Board Members can be found on the Company's website www.sensysgatso.com.

Resolution on dispositions in respect of the Company's profits/loss according to the adopted balance sheet (item 10)

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

Resolution 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 concerning guidelines for remuneration to senior executives (item 17)

The Board of Directors proposes the following guidelines for remuneration to senior executives in the company. There have been no changes in these guidelines compared to the guidelines adopted by the Annual General Meeting 2020.

The Group Management fall within the provisions of these guidelines. The guidelines are forward-looking, i.e. they are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting. These guidelines do not apply to any remuneration decided or approved by the General Meeting.

Remuneration under employments subject to other rules than Swedish may be duly adjusted to comply with mandatory rules or local practice, taking into account, the overall purpose of these guidelines.

The guidelines' promotion of the Company's business strategy, long-term interests and sustainability

In short, the Company's business strategy is the following.

- Expansion in the US-market with Traffic Enforcement as a Service
- Entry into new markets with Traffic Enforcement as a Service
- Developing scalable software & flexible hardware
- Extension of the service scope in existing markets

For more information regarding the Company's business strategy, please see www.sensysgatso.com

The Company shall offer total remuneration at the prevailing market rate to enable the recruitment and retention of senior executives.

Types of remuneration, etc.

Remuneration of the Group Management shall consist of a base salary, variable remuneration, pension and other benefits and remuneration. Together, these various parts shall comprise each individual's total remuneration.

Additionally, long-term share-related incentive plans can be implemented in the Company. Such plans are resolved by the General Meeting and are therefore excluded from these guidelines.

Variable remuneration covered by these guidelines shall aim at promoting the Company's business strategy and long-term interests, including its sustainability.

The base salary and variable compensation together constitute the senior executive's annual salary.

The base salary shall take into consideration each individual's area of responsibility and experience.

The variable compensation shall be linked to predetermined and measurable criteria. The variable compensation is based on the Company's net sales and EBITDA for the financial year, and may be paid to the Group Management. For the CEO and other members of the Group Management the variable compensation can amount to a maximum 50 per cent of their annual base salary.

No variable compensation is to be paid out in the event of negative EBITDA. The Board of Directors is responsible for evaluating to what extent the criteria have been satisfied.

The criteria shall be designed so as to contribute to the Company's business strategy and long-term interests, including its sustainability, by for example being clearly linked to the business strategy or promote the executive's long-term development.

The CEO shall benefit from a supplementary pension scheme with a premium that represents approximately 30 per cent of the current annual salary. Other members of the Group Management shall have the right to retirement pensions as per the Swedish ITP plan or equivalent. The retirement age is 65 years.

Other remuneration and benefits shall be paid at market rate and contribute to enabling each senior executive to fulfill their duties. Such benefits may be of a limited amount.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or local practice, taking into account, the overall purpose of these guidelines.

The CEO's employment contract includes termination conditions. The notice period is six months. If notice is made from the Company's side a severance pay in the form of another three months' salary is paid. The customary notice period of three to six months applies to all other members of the Group Management. The fixed salary shall remain unchanged during the notice period.

Additionally, remuneration may be paid for non-compete undertakings. Such remuneration shall compensate for loss of income and shall only be paid in so far as the previously employed executive is not entitled to severance pay. The remuneration shall be based on the fixed cash salary at the time of termination of employment and be paid during the time the non-compete undertaking applies, however not for more than 9 months following termination of employment.

Salary and employment conditions for employees

In the preparation of the Board of Directors' proposal for these remuneration guidelines, salary and employment conditions for employees of the Company have been taken into account by including information on the employees' total income, the components of the remuneration and increase and growth rate over time, in the remuneration committee's and the Board of Directors' basis of decision when evaluating whether the guidelines and the limitations set out herein are reasonable.

The decision-making process to determine, review and implement the guidelines

The Company does not have a Remuneration Committee, instead the Board of Directors handle all matters. The matters that would have been handled by a Remuneration Committee are instead handled by the Board of Directors, inter alia, preparing the Board of Directors' decision to propose guidelines for executive remuneration. The Board of Directors also monitors and evaluates questions regarding the CEO's terms of employment, pension benefits and variable remuneration, and resolute on corresponding terms regarding other senior executives. The Board of Directors shall prepare a proposal for new guidelines at least every fourth year and submit it to the General Meeting. The guidelines shall be in force until new guidelines are adopted by the General Meeting. The Board of Directors shall also monitor and evaluate programs for variable remuneration for the executive management, the application of the guidelines for executive remuneration as well as the current remuneration structures and compensation levels in the Company. The CEO and other members of the executive management do not participate in the Board of Directors' processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

Derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the Company's long-term interests, including its sustainability, or to ensure the Company's financial viability. As set out above, the Board of Directors' tasks include preparing the resolutions in remuneration-related matters. This includes any resolutions to derogate from the guidelines.

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, no later than Wednesday 17 April 2024 and will be sent immediately and free of charge for the recipient to those shareholders who so request and provide their postal address.

Shares and votes

There are a total of 11,530,358 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, March 2024
The Board of Directors for Sensys Gatso Group AB (publ)

For further information:

Ivo Mönnink, CEO

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The information was submitted for publication, through the agency of the contact person set out above, at 12.00 on 27 March 2024.

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, Saudi Arabia, Sweden and the USA, and a branch office in the United Arab Emirates. The Sensys Gatso Group's shares are listed on Nasdaq Stockholm and has 302 employees.

For further information, visit www.sensysgatso.com