

## Extraordinary general meeting

The shareholders of Sensys Traffic AB (publ) are hereby convened to the extraordinary general meeting to be held on Friday, 24 July 2015 at 11.00 a.m. at the offices of the company at Slottsgatan 14, Jönköping

### Right to attend

Shareholders who wish to attend the extraordinary general meeting must be recorded in the share register maintained by Euroclear Sweden AB on Friday, 17 July 2015 (the record date is Saturday, 18 July 2015), and must have notified the company of their intention to attend the meeting no later than Monday, 20 July 2015 at 12.00 pm.

Shareholders who have registered their shares with a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB in order to be entitled to attend the meeting. Such registration must be made by Friday, 17 July 2015 (the record date is Saturday, 18 July 2015), and the shareholders must therefore advise their nominees in good time prior to this date.

### Notice of intention to attend

Notification of attendance at the extraordinary general meeting must be made in writing to Sensys Traffic AB (publ), P.O. Box 2174, SE-550 02 Jönköping, Sweden, by telephone +46 (0)36 34 29 80, by fax +46 (0)36 12 56 99 or by e-mail [helena.claesson@sensys.se](mailto:helena.claesson@sensys.se). The notification must state the shareholders' name, personal identity number or corporate registration number, daytime telephone number, the number of shares held and, where applicable, the number of assistants (maximum two) that will attend the meeting. Should a shareholder wish to be represented by proxy, a power of attorney and other legitimacy papers should be appended the notification. Proxy forms are available at the company's website, [www.sensys.se](http://www.sensys.se).

### Proposed agenda

- 1 Opening of the meeting
- 2 Election of chairman of the meeting
- 3 Establishment and approval of voting list
- 4 Approval of the agenda of the meeting
- 5 Election of one or two persons to verify the minutes
- 6 Determination as to whether the meeting has been duly convened
- 7 Resolution to (a) approve the acquisition of Gatso Beheer B.V., (b) amend the articles of association, (c) authorise the board of directors to resolve on issuance of shares and convertibles in connection with the acquisition of Gatso Beheer B.V. and (d) authorise the board of directors to resolve on issuance of shares
- 8 Resolution to amend the articles of association
- 9 Resolution (a) to increase the board of directors with one director, (b) to elect one additional director and (c) regarding board remuneration
- 10 Resolution to authorise the board of directors to resolve upon acquisition and transfer of own shares
- 11 Closing of the meeting

**Resolution to (a) approve the acquisition of Gatso Beheer B.V. (b) amend the articles of association, (c) authorise the board of directors to resolve on issuance of shares and convertibles in connection with the**

**acquisition of Gatso Beheer B.V. and (d) authorise the board of directors to resolve on issuance of shares (item 7)**

*Approval of the acquisition of Gatso Beheer B.V. (item 7 a)*

The board of directors proposes that the meeting approve the acquisition of all shares in Gatso Beheer B.V.

The company has entered into an agreement to acquire the Dutch company Gatso Beheer B.V. for a total consideration of approximately MSEK 278. Payment for the acquisition will be made through (i) a cash payment of SEK 75,000,000, (ii) an issue in kind of a number of new shares to the seller corresponding to a value of SEK 140,000,000 (the number of shares to which the seller is entitled to subscribe shall be calculated on the basis of the average price for Sensys Traffic's shares during a period of 90 days before and including 23 June 2015 and 28 days after 23 June 2015) and (iii) the issuance of a vendor note of approximately SEK 63,080,000 (which under certain circumstances may be converted into new shares in Sensys Traffic). In addition the seller may, under certain circumstances, be entitled to an additional purchase price of maximum EUR 4,000,000, to be payable no earlier than during 2016.

The acquisition of Gatso Beheer B.V. and the merger of the operations of Sensys Traffic and Gatso Beheer B.V. will create the largest supplier of traffic enforcement equipment with a strong and unique value proposition in the managed services market. The combined company will have strong presence in Europe, the Middle East, Asia and Australia, and will also have a foothold in the North American managed services market. The combined company is proposed to operate under the name Sensys Gatso Group AB.

The Sensys Gatso Group proforma numbers for 2014 looks as follows: Net revenues of MSEK 436, EBITDA of MSEK 65.4, installed base of 18,000 systems and 202 employees.

The transaction is combining the customer base and the capabilities of the two companies, which will reduce the volatility of the project oriented equipment markets while providing better growth opportunities in the managed services markets.

The acquisition is conditional upon the meeting's approval of the resolutions under this item 7. If the necessary resolutions are taken, Sensys Traffic believes that the acquisition can be finalized around early August 2015.

*Amendment of the articles of association (item 7 b)*

The board of directors proposes that §§ 4 and 5 of the articles of association's are amended so that the share capital shall amount to not less than SEK 15,000,000 and not more than SEK 60,000,000 and, that the number of shares in the company shall amount to not less than 300,000,000 and not more than 1,200,000,000.

*Authorisation for the board of directors to resolve on issuance of shares and convertibles in connection with the acquisition of Gatso Beheer B.V. (item 7 c)*

The board of directors proposes that the meeting authorises the board of directors, in connection with the proposed acquisition of Gatso Beheer B.V. and with deviation from the shareholders' preferential rights, to resolve on new issues of shares and convertibles under the above item 7 b) proposed articles of association. The authorisation shall include the right to resolve on new issues where the shares and convertibles are to be paid for with non-cash consideration, through set-off or otherwise with conditions pursuant to the Swedish Companies Act.

<sup>1</sup> Corresponding to EUR 6,840,000 based on the EUR/SEK exchange rate as set by the Swedish Central Bank per 22 June 2015.

The reason for the proposal and the deviation from the shareholders' preferential rights is the proposed acquisition of all shares in Gatso Beheer B.V. The basis for the subscription price shall be the market value of the share.

*Authorisation for the board of directors to resolve on issuance of shares (item 7 d)*

The board of directors proposes that the meeting authorises the board of directors, until the next annual general meeting, on one or more occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares corresponding to not more than ten (10) per cent of the total number of outstanding shares in the company after the proposed acquisition of all shares in Gatso Beheer B.V. has been carried out, or if the acquisition is not carried out, not more than ten (10) per cent of the total number of outstanding shares in the company per the day of publication of this notice. The authorisation shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration, through set-off or otherwise with conditions pursuant to the Swedish Companies Act.

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

*Majority requirement*

The resolution of the meeting in accordance with items a), b) and c) above, shall be adopted as one resolution. A valid resolution in accordance with items a), b) and c), as well as item d) above must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

**Amendment to the articles of association (item 8)**

The board of directors proposes that § 1 of the articles of association is amended so that the company name shall be Sensys Gatso Group AB. This amendment shall be conditional upon the acquisition of all shares in Gatso Beheer B.V being carried out.

A valid resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

**Resolution (a) to increase the board of directors with one director, (b) to elect one additional director and (c) regarding board remuneration (item 9)**

With reference to the proposed acquisition of all shares in Gatso Beheer B.V., it is proposed that the board of directors is increased with one additional director. The proposal under this item will be conditional upon the acquisition being carried out. The complete proposal will be published separately well in time prior to the meeting.

**Resolution to authorise the board of directors to resolve upon acquisition and transfer of own shares (item 10)**

The board of directors proposes that the meeting authorises the board of directors, until the next annual general meeting, on one or more occasions to resolve upon the acquisition of a maximum number of own shares so that, after the purchase, the company holds not more than five (5) per cent of the total number of shares in the company. Such shares shall be purchased on Nasdaq Stockholm at a price that is within the registered price interval (spread) at any given time, meaning the interval between the highest bid price and the lowest ask price, and in other respects in accordance with the rules of Nasdaq Stockholm at any given time. The purpose of the repurchase of own shares is to align the company's capital structure to the

company's capital requirements and, where appropriate, to enable share transfers in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions.

The board of directors further proposes that the meeting authorises the board of directors, until the next annual general meeting, on one or more occasions to resolve upon the transfer of own shares. The shares may only be transferred as part of the purchase price in conjunction a company acquisition or a merger, and the transfers may not exceed the maximum number of own shares held by the company at any given time. Payment for shares transferred in this manner may be made through a non-cash issue or offsetting of claims against the company, or on other specific terms. The reason for the board of directors' authorisation to waive the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with carrying out any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

A valid resolution must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the meeting.

#### **Documentation etc**

The board of directors' complete proposal for resolutions including documentation pursuant to Chapter 19, Sections 22 and 24 of the Swedish Companies Act will be available at the company's offices and on its website, [www.sensys.se](http://www.sensys.se), no later than 3 July 2015 and will be sent to shareholders who so request and who provide their postal address.

Shareholders are reminded of their right to request information pursuant to Chapter 7, Section 32 of the Swedish Companies Act.

In Sensys Traffic AB there is a total of 541 234 314 shares, which entitle to the same number of votes. The company holds no own shares.

Jönköping on 23 June 2015

**The board of directors of Sensys Traffic AB (publ)**

#### **FOR FURTHER INFORMATION**

Gunnar Jardelöv, Chairman of the Board, +46 (0)70-834 81 48

Torbjörn Sandberg, CEO, +46 (0)76-843 43 76

*Sensys Traffic is obliged to publish the information contained in this press release pursuant to the Swedish Securities Market Act and/or the Swedish Financial Instruments Trading Act. This information was submitted for publication at 8.15 on 23 June 2015.*

Sensys Traffic is a leading supplier of traffic enforcement systems. Sensys develops, markets and sells systems that are mainly used for speed enforcement and red-light enforcement. The company also provides servicing and maintenance alongside sales of systems. Sensys Traffic's end customers are primarily police and road authorities throughout the world, as well as private operators. The company sells direct to customers, or via partners, agents and distributors. Sensys Traffic is headquartered in Jönköping and its shares are listed on Nasdaq OMX Stockholm. The company has 42 employees and its sales in 2014 totaled SEK 160.6 million.

For further information: [www.sensys.se](http://www.sensys.se)