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Company Reg. No 556215-4459  
VAT Reg. No SE 556215445901

## 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, are hereby invited to the Annual General Meeting on Thursday 17 May 2018 at 3pm at Elite Stora Hotellet, Hotellplan, Jönköping, Sweden.

### Entitlement to participate

Anyone who is registered as a shareholder in the register of shareholders produced by Euroclear Sweden AB in respect of the situation on Friday, 11 May 2018 and who notifies the Company no later than on Friday, 11 May 2018 at 12 noon of his/her intention to participate at the meeting, is entitled to participate at the meeting.

A shareholder whose shares are nominee-registered must temporarily register the shares in his or her own name with Euroclear Sweden AB in order to be able to participate at the meeting. Such registration must be completed by Friday, 11 May 2018. This means that the shareholder must notify the administrator of his or her wish in this respect in good time ahead of this date.

### Registration of participation

Registration of participation at the meeting takes place in writing to Sensys Gatso Group, Box 2174, SE-550 02, Jönköping, by telephone to +46 (0)36 - 34 29 80, by fax to +46 (0)36 - 12 56 99, or by e-mail to [info@sensysgatso.com](mailto:info@sensysgatso.com). When registering, the name, personal civic registration number or corporate ID number, number of shares held, daytime phone number and, if relevant, the number of advisors (no more than two) intending to attend the meeting, must all be stated. If the shareholder intends to be represented by another party, the proxy and other authorisation documents should be attached to the registration. The proxy form is available from the Company's website [www.sensysgatso.se](http://www.sensysgatso.se).

### 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. Establishment of the number of Members of the Board and Alternate Members, as well as the number of Auditors and deputy auditors.
13. Establishment of the amount of directors fees for the Members of the Board and the fees for the auditors.

14. Election of the member of the Board of Directors and the Chairman of the Board.
15. Election of auditors.
16. The Board's proposed decision on guidelines for compensation to senior executives.
17. Decision on the appointment of the nomination committee.
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, 12-15)**

The nominating committee, which consisted of Timo Gatsonides (individual and related parties holdings), Per Wall (individual), Jan Johansson (appointed by Inger Bergman), and Claes Ödman (Chairman of the Board), has submitted the following proposals regarding items 2, 12 - 15:

**Chairman of the meeting:** Claes Ödman

**Number of Board Members:** six Board Members, with no alternate members

**Board Members:** re-election of Claes Ödman, Ingemar Skogö, Jochem Garritsen, Katarina Staaf, Pia Hofstedt and Kerstin Sjöstrand.

**Chairman of the Board:** Claes Ödman

**Directors fees for Board Members:** a directors fee to the Chairman of the Board will be paid in the amount of SEK 400,000 (an increase of SEK 100,000). The directors fees to each of the other Board Members elected by the AGM shall amount to SEK 200,000 (an increase of SEK 25,000). Total directors fees thus amounts to SEK 1.4 million.

**Auditor:** new election of the auditing firm BDO AB. BDO has informed the Company that the state authorised auditor Johan Pharmanson will be appointed as principal auditor.

**Auditor's fee:** in accordance with approved invoice, within the framework of the price estimation submitted.

Details concerning the parties proposed as Board Members may be found on the Company's website [www.sensysgatso.com](http://www.sensysgatso.com).

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

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

#### **The Board of Directors' proposal concerning guidelines for remuneration to senior executives (item 16)**

The Board's proposal, which includes guidelines concerning salaries, pensions and other terms of employment for senior executives, which is consistent, save any minor deviation, with the existing applicable guidelines, is contained in the statutory administration report in the Company's Annual Report.

#### **Nomination Committee (item 17)**

The nomination committee proposes that, until the general meeting decides otherwise, a nomination committee be appointed of the four biggest identified shareholders according to the share register held by Euroclear Sweden AB as of 30 September, together with the Chairman of the Board. In the assessment of who are the four biggest owners in terms of the number of votes, a group of shareholders shall be considered to constitute an owner if they (i) have been grouped as an owner in the Euroclear Sweden system or (ii) have made it public and notified the Company in writing that they have concluded a written agreement to adopt a long-term, shared approach with regard to the Company's administration by means of exercising their voting right.

If one or more shareholders do not wish to appoint a member of the nomination committee, the shareholder that is next in line shall be contacted. If the shareholder that is next in line declines to appoint a member of the nomination committee, the Chairman of the Board only needs to contact the eight biggest shareholders in order to achieve a nomination committee with at least five members (including the Chairman of the Board). If, having contacted the eight biggest shareholders, a nomination committee of five members (including the Chairman) is not achieved, the Chairman of the Board shall continue to contact subsequent shareholders in line until a nomination committee of four members (including the Chairman) has been achieved.

Changes in the composition of the nomination committee shall be made public immediately.

The Chairman of the Board shall convene the first meeting of the nomination committee. Unless otherwise agreed by the members, the Chairman of the nomination committee shall be the member who represents the biggest shareholder in terms of the number of votes.

The term of office of the nomination committee shall run until a new nomination committee is appointed.

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

The Board of Directors proposes that the General Meeting of Shareholders 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 of publication of this notice and invitation to attend the Annual General Meeting. This authorisations 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 General Meeting of Shareholders authorise 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 authorise 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 diverge 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 Annual Report, Audit Report, Auditor's Statement pursuant to Chapter 8, § 54 of the Companies Act, complete proposal and the Board's reasoned statement pursuant to Chapter 19, § 22 of the Companies Act, will be available at the Company and on its website, [www.sensysgatso.com](http://www.sensysgatso.com), by Wednesday, 25 April 2018 and sent to those shareholders who so request and provide their postal address.

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

There are a total of 844 913 669 shares in Sensys Gatso Group AB, providing an entitlement to the identical number of votes. The Company does not hold any treasury shares.

**Jönköping, April 2018**

**The Board of Directors for Sensys Gatso Group AB (publ.)**

### **For further information:**

Ivo Mönnink, CEO

E [investors@sensysgatso.com](mailto:investors@sensysgatso.com)

*This information is information that Sensys Gatso Group AB is obliged to make public pursuant to the Securities Markets Act. The information was submitted for publication, through the agency of the contact person set out above, at 11.00 on the 11th of April 2018.*

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, Germany, the Netherlands, 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 167 employees.

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