

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 Thursday 12 May 2022 at 15.00 (CET) at Elite Stora Hotellet, 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 Wednesday 4 May 2022 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 Friday 6 May 2022; 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 Friday 6 May 2022.

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 order 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 Friday 6 May 2022. 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.

Those who wish to withdraw a submitted postal vote and instead exercise their voting rights by participating in the Meeting in person or through a proxy must give notice thereof to the Company no later than on Friday 6 May 2022.

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 member of the Board of Directors and the Chairman of the Board.
16. Election of auditors.
17. Decision on long-term incentive program for key executives and employees.
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, or if he is prevented, the person the board proposes, be appointed Chairman of the Annual General Meeting.

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

Board Members: Re-election of Claes Ödman, Jochem Garritsen, Kerstin Sjöstrand, Pia Hofstedt, Christina Hallin and new election of Francis Schmeer.

Chairman of the Board: Re-election 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 million. The nomination committee recommends that the Board Members use 1/3 of their remuneration to buy shares in the Company.

Auditor: Re-election of the auditing firm BDO AB with authorised auditor Johan Pharmanson appointed as principal auditor.

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

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

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.

Decision on long-term incentive program for key executives and employees (item 17)

The Annual General Meeting 2021 resolved upon an incentive program (LTIP 2021) where up to 44 million shares, plus an additional 11 million shares to cover social security costs, could be allocated to the participants in the program.

In order to ensure the delivery of shares granted in 2021 under LTIP 2021 and for the hedging of social security costs, the Board of Directors proposes that the Annual General Meeting resolves to issue a maximum of 44 million warrants (item 17a) or, if the Meeting does not approve such issuance, authorizes the Board of Directors to enter into equity swap arrangements (item 17b).

It should be noted that the information regarding dilution and impact on key performance indicators in the notice to the Annual General Meeting 2021 was based on 55 million shares being issued and thus remains the same with the issuance of the additional 44 million warrants (the Annual General Meeting 2021 resolved to issue 11 million warrants).

Proposal regarding issue and transfer of warrants (item 17a)

Issue and transfer of warrants

In order to ensure the delivery of shares granted in 2021 under LTIP 2021 and for the hedging of social security costs, the Board of Directors proposes that the Meeting resolves to issue a maximum of 44,000,000 warrants, whereby the Company's share capital may be increased by not more than SEK 2,200,000 in accordance with the following:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest with Sensys Gatso Sweden AB, a wholly-owned subsidiary of the Company. The reason for the deviation from the shareholders' pre-emptive rights is the implementation of LTIP 2021. Sensys Gatso Sweden AB shall be entitled to transfer the warrants free of charge to the participants or to a financial intermediary in connection with exercise, or in another way dispose of the warrants in order to be able to secure the Company's commitments and costs in relation to LTIP 2021.
2. The warrants shall be issued free of charge and shall be subscribed for no later than 1 June 2021.
3. The warrants may be exercised during the time period from the registration of the warrants with the Swedish Companies Registration Office (Sw. *Bolagsverket*) up to and including 31 December 2026.
4. The exercise price for subscription for shares based on the warrants shall correspond to the share's quota value.
5. Shares issued upon exercise of warrants shall confer right to dividend in accordance with Clause 7 of the terms and conditions of the warrants.
6. The Chairman of the Board of Directors shall be authorized to make such minor adjustments that may be required to register the issuance.

Majority requirement

A valid resolution in respect of item 17a above requires that the proposal is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Meeting.

Proposal regarding authorization for the Board of Directors to enter into equity swap arrangements to cover obligations under LTIP 2021 (item 17b)

Equity swap arrangements

The Board of Directors proposes, provided that the Meeting does not resolve in accordance with the proposal set out in item 17a, that the Meeting authorizes the Board of Directors to pass a resolution, on one or more occasions, for the period up until the next Annual General Meeting, to direct the Company to enter into one or more equity swap agreements with a third party (e.g., a bank), on terms and conditions in accordance with market practice, to hedge the obligations of the Company under LTIP 2021. Under such equity swap arrangements, in exchange for certain fees paid by the Company, the third party acquires (in its own name) such number of shares

in the Company as are necessary to cover the Company's obligations under the LTIP 2021 and then, transfer (in its own name) such shares to the participants per the terms of the LTIP 2021.

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 of publication of this notice and invitation to attend the Annual General Meeting. 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 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 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 Thursday 21 April 2022 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 2022

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

For further information:

Ivo Mönnink, CEO

E investors@sensysgatso.com

The information was submitted for publication, through the agency of the contact person set out above, at 14.30 PM on 11 April 2022.

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. The Sensys Gatso Group's shares are listed on Nasdaq Stockholm and has 263 employees.

For further information, visit www.sensysgatso.com