

## 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 Thursday 7 May 2026 at 15:00 (CEST) at the Company’s premises 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, by 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 Tuesday 28 April 2026 or, if the shares are registered in the name of a nominee, request that the nominee register the shares in their own name for voting purposes in such time that the registration is completed by Thursday 30 April 2026; 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 30 April 2026.

### 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 the 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 to [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 authorised 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 Thursday 30 April 2026. 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 and election of chair for the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the proposed agenda for the Meeting.
4. Election of one or two persons to certify the minutes.
5. Determination of whether the Meeting has been duly convened.
6. Presentation of the annual report and the auditor's report and the group annual report and the group auditor's report.
7. The CEO's statement.
8. Resolutions regarding:
  - a) adoption of the Company's income statement and balance sheet and the consolidated income statement and the consolidated balance sheet;
  - b) dispositions in respect of the Company's profit/loss according to the adopted balance sheet;
  - c) discharge from liability for the board members and the CEO.
9. Determination of the number of directors and auditors.
10. Determination of remuneration to the board of directors and the auditor.
11. Election of the board of directors and the auditor.
12. Resolution on approval of the remuneration report.
13. Resolution on remuneration guidelines for senior executives.
14. Resolution regarding issue and transfer of warrants.
15. Resolution to authorise the board of directors to issue shares.
16. Closing of the Meeting.

### **The board of directors, etc. (items 1, 9-11)**

The nomination committee, which consisted of chair Timo Gatsonides (individual holdings) and members Per Wall (individual holdings), Jan Johansson (appointed by Inger Bergstrand), and Claes Ödman (chair of the board of directors), has submitted the following proposals regarding items 1, 9-11:

**Chair of the Meeting:** Claes Ödman.

**Number of directors and auditors:** Six directors and one audit firm.

**Remuneration to the board of directors and the auditor:** The remuneration to the chair of the board of directors will be paid in the amount of SEK 500,000 (unchanged since the previous year). The remuneration to each of the other directors elected by the Annual General Meeting shall amount to SEK 250,000 (unchanged).

Remuneration to the auditor shall be paid according to invoices approved by the CEO, within the limits of the current quotation.

**Directors and auditor:** Re-election of Claes Ödman, Jochem Garritsen, Pia Hofstedt, Francis Schmeer and Mark Talbot as board members and election of Cecilia de Leeuw as a new board member for the period until the end of the next Annual General Meeting. Re-election of Claes Ödman as chair of the board of directors. It is noted that Kerstin Sjöstrand has declined re-election.

Re-election of the auditing firm BDO Mälardalen AB as auditor for the period until the end of the next Annual General Meeting. BDO Mälardalen AB has announced that authorised auditor Carl-Johan Kjellman will continue as principal auditor, if the Meeting resolves in accordance with the proposal.

Details concerning the proposed board members can be found on the Company's website [www.sensysgatso.com](http://www.sensysgatso.com).

### **Resolution on dispositions in respect of the Company's profit/loss according to the adopted balance sheet (item 8 (b))**

The board of directors 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 on remuneration guidelines for senior executives (item 13)**

The board of directors proposes the following guidelines for remuneration to senior executives in the Company. The board of directors proposes a minor adjustment to the guidelines adopted at the Annual General Meeting 2024. The adjustment concerns the maximum level of variable compensation for the CEO, which is increased in order to better reflect market conditions and to strengthen the Company's ability to attract and retain qualified senior management.

The group management falls 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](http://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, the variable compensation can amount to a maximum of 100 per cent of the annual base salary. For other members of the group management, the variable compensation can amount to a maximum of 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 promoting 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 fulfil 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 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 for 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 handles all matters. The matters that would have been handled by a Remuneration Committee are instead handled by the board of directors, inter alia, by 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 resolves 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 regarding issue and transfer of warrants (item 14)**

#### *Background to the renewed submission of the proposal regarding issue and transfer of warrants*

At the 2025 Annual General Meeting, the board of directors submitted a proposal for a long-term incentive program for key executives and employees of the Company ("**LTIP 2025**"), consisting of three parts: (a) adoption of the incentive program, (b) issue and transfer of warrants, and (c) authorisation for the board of directors to enter into equity swap arrangements as an alternative hedging instrument.

The Meeting resolved to adopt the proposals under item (a) and item (c). However, the proposal under item (b) regarding the issue and transfer of warrants did not achieve the qualified majority of nine-tenths of both the votes cast and the shares represented at the Meeting required for a valid resolution, and was therefore not adopted.

The board of directors considers that the ability to issue warrants and transfer warrants constitutes the most cost-efficient and appropriate way to secure the Company's obligations and social security costs associated with LTIP 2025. The board of directors therefore resubmits the proposal regarding issue and transfer of warrants for resolution at the 2026 Annual General Meeting.

#### *Issue and transfer of warrants*

In order to ensure the delivery of shares under LTIP 2025 and for the hedging of social security costs, the board of directors proposes that the Annual General Meeting resolves to issue a maximum of 750,000 warrants, whereby the Company's share capital may be increased by not more than SEK 3,000,000 in accordance with the following:

1. The right to subscribe for the warrants shall, with deviation from the shareholders' pre-emptive rights, only vest in Sensys Gatso Sweden AB, a wholly-owned subsidiary of the Company. The reason for the deviation from the shareholders' pre-emptive rights is to enable the delivery of shares under LTIP 2025. 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 2025.
2. The warrants shall be issued free of charge and shall be subscribed for no later than 30 June 2026.

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 2030.
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 the terms and conditions of the warrants.
6. The chair of the board of directors shall be authorised to make such minor adjustments that may be required to register the issuance.

#### *Dilution*

The maximum number of shares that may be issued pursuant to an exercise of Options under LTIP 2025 is 750,000 shares (including hedging of social security costs), technically corresponding to a maximum dilution of approximately 6.5 percent. However, to promote continued share ownership and to minimise dilution, the Company will seek to meet its obligations through "net settled" arrangements, where the participant receives the net value in shares. To illustrate this, if the Company grants 90 percent of all options when the volume weighted average share price is SEK 40, the exercise price will be 10 percent higher at SEK 44 and the total number of options will be 675,000, including a 25 percent hedge for social security. If the options are settled with a corresponding number of shares the dilution will be 5.9 percent. But if the option is "net settled", only the value increase will need to be met. For example, at a 100 percent share price increase this would require 303,750 shares, or 2.6 percent dilution over a three-year period, equalling an average of 0.88 percent dilution per year.

The Company currently has one outstanding share-based incentive program. For more information, please see the Annual Report for 2025.

#### *Scope and costs of the program*

LTIP 2025 will be accounted for in accordance with "IFRS 2 – Share-based payments". IFRS 2 stipulates that the Options shall be expensed as personnel costs over the vesting period and will be accounted for directly against equity. Personnel costs in accordance with IFRS 2 do not affect the Company's cash flow.

Assuming a share price at the time of allocation of SEK 40, a volatility of 38.06 percent, a risk-free rate of return of 2.339 percent, 0 percent dividend yield, five years to exercise, a 10 percent premium for the exercise price and that all Options are vested and exercised, the annual cost for LTIP 2025 is estimated with a Black-Scholes model to approximately SEK 2.7 million per year before tax and approximately SEK 8 million over the lifespan of the program. Within these amounts, the annual and total costs for Options granted in 2026 are estimated to be approximately SEK 2.4 million and SEK 7.2 million respectively.

The social security costs associated with LTIP 2025 are covered by hedging measures through the issue of warrants, which will be exercised by a financial intermediary in connection with the exercise of the Options, and are estimated at 25 percent. The hedging measures will result in an additional dilution of the Company's current shareholders (which is included in the dilution calculations presented under the heading "Dilution" above). Under a scenario where the share price grows by 10 percent per annum and options are exercised on the vesting date, the social security cost will be approximately SEK 1.5 million including costs associated with the establishment and administration of LTIP 2025. In addition, minor brokerage costs will arise in connection with the exercise of hedging warrants by a financial intermediary.

The costs associated with LTIP 2025 are expected to have a marginal effect on the Company's key performance indicators.

A valid resolution requires that the proposal is supported by shareholders holding at least nine-tenths of both the votes cast and the shares represented at the Annual General Meeting.

#### **Resolution to authorise the board of directors to make decisions concerning the issuance of shares (item 15)**

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.

A valid resolution requires that the proposal is supported by shareholders holding at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting.

#### **Documentation**

The complete documents in accordance with the 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 Thursday 16 April 2026 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 the Company, providing an entitlement to the identical number of votes. The Company holds no treasury shares.

#### **Information**

The board of directors and the CEO shall, if any shareholder so requests and the board of directors 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 group annual report.

#### **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 2026  
**Sensys Gatso Group AB (publ)**  
*The board of directors*

#### **For further information:**

Lewis Miller, CEO  
E [investors@sensysgatso.com](mailto:investors@sensysgatso.com)

*The information was submitted for publication, through the agency of the contact person set out above, at 19:00 on 8 April 2026.*

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 and has 294 employees. The Sensys Gatso Group's shares are listed on Nasdaq Stockholm.

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