

The Nomination Committee's proposals and reasoned statement for the Annual General Meeting 2025 in Smart Eye Aktiebolag (publ)

In accordance with the principles for the appointment of the Nomination Committee adopted at Smart Eye Aktiebolag (publ):s Annual General Meeting 2022, the Chairman of the Board contacted the largest shareholders in terms of votes during the autumn to form a Nomination Committee consisting of four members. At the Nomination Committee's inaugural meeting, it was decided that the Chairman of the Board would be co-opted to most of the Nomination Committee's meetings. The Nomination Committee was composed as follows:

- Anna Magnusson (Första AP-fonden), Chairman of the Nomination Committee
- Malin Björkmo (Handelsbanken Fonder)
- Mary Irwin (Krantz family)
- Linda Jöfelt (Jöfelt family)

The Nomination Committee is appointed by owners with an ownership of approximately 27 per cent of the votes in Smart Eye.

The tasks of the Nomination Committee have been to prepare for the 2025 Annual General Meeting, the election of the Chairman and other members of the board, the election of the Chairman of the Annual General Meeting, remuneration issues, the election of the auditor and related issues.

The Nomination Committee has held 10 minuted meetings and regular reconciliations.

Reasoned statement

In order to assess the demands that will be placed on the Board of Directors as a result of the company's current situation and its future direction, the Nomination Committee has discussed the composition of the Board of Directors in terms of, for example, industry experience and various competences. An important starting point has been that the composition of the Board should reflect and accommodate the various competences and experiences required for Smart Eye's future development.

In its work, the Nomination Committee has paid particular attention to rule 4.1 of the Swedish Code of Corporate Governance, which constitutes the diversity policy that the Nomination Committee has applied in preparing its proposal for the Board of Directors, whereby the Nomination Committee has endeavoured to achieve an appropriate composition, characterised by versatility and breadth in terms of the proposed members' competence, experience and background, as well as an even gender distribution.

As a basis for its proposal for the board, the Nomination Committee has interviewed all board members, reviewed the board's own evaluation and interviewed the CEO.

The Nomination Committee chooses to propose to the Annual General Meeting the election of Maria Hedengren and Andreas Anyuru as new members of the Board.

Maria Hedengren has 25 years of experience in executive roles at international growth companies, including as CFO of NetEnt and iZettle and CEO of Readly. She is currently active as a board member, investor and venture partner at the global investment firm Eight Roads Ventures. Maria serves on the boards of Mips AB, Stillfront Group, Scila and Feminvest, with leading roles in several audit committees. She is also a senior advisor at STJ Advisors and the founder of Oxygen First, a consulting firm supporting scale-ups through phases of growth and capital raising. Maria is independent in relation to the Company and its management as well as the major shareholders.

Andreas Anyuru has extensive experience from technology-driven industries and innovation-oriented roles, with a particular focus on AI and advanced software systems. He is currently Chief Technology Officer at Consafe Logistics, where he leads the company's research and development efforts. Prior to this, Andreas held senior engineering leadership roles at Arm and Ericsson, with a strong focus on software architecture, performance optimization, and machine learning. He currently serves on the boards of Systemite AB and Nohau Solutions AB. Andreas is independent in relation to the Company and its management as well as the major shareholders.

The Nomination Committee assesses that the proposed Board of Directors, considering the company's operations, stage of development and other circumstances, is appropriately composed to meet the requirements of the company's operations. The board consists of a broad and diverse group of persons and the members complement each other well in terms of expertise and experience. The gender distribution within the Board is somewhat uneven, five men and two women, which future Nomination Committees should continue to consider.

Two of the proposed members of the Board of Directors are considered to be dependent in relation to the company's major shareholders, one of which also to the company's management. The other proposed members are considered to be independent in relation to the company and its management and major shareholders, having regard to the requirements of the Swedish Code of Corporate Governance regarding the independence of the Board of Directors

To assess the reasonableness of the Board's fees, a comparison has been made with board fees in companies of comparable size and complexity. Based on the comparison, the Nomination Committee has concluded that the fee to the Board should be adjusted to be considered market-based. It is central to the company's continued development to be able to attract, recruit and retain the right expertise on the Board, which is why the Nomination Committee proposes an adjustment of the fees to the Chairman of the Board, Deputy Chairman, members and for the work performed in the Audit Committee. In its proposal, the Nomination Committee has taken into account that the company has a Deputy Chairman.

The Nomination Committee of Smart Eye Aktiebolag (publ) submits the following proposals to the company's Annual General Meeting 2025:

Chairman of the Annual General Meeting

The Nomination Committee proposes that Anders Jöfelt, or in his absence, the person designated by the Nomination Committee, is elected Chairman of the Annual General Meeting.

Number of directors and deputies on the Board of Directors

The Nomination Committee proposes that the Board of Directors shall consist of seven (7) members, without deputies.

Number of auditors

The Nomination Committee proposes that a registered accounting firm be appointed as auditor.

Election of board members

The Nomination Committee proposes re-election of the board members Magnus Jonsson, Anders Jöfelt, Mats Krantz, Lars Olofsson and Cecilia Wachtmeister. The Nomination Committee proposes new election of Maria Hedengren and Andreas Anyuru. All elections for the period until the end of the next Annual General Meeting.

Eva Elmstedt and Tobias Sjögren are not available for re-election.

The persons proposed by the Nomination Committee for re-election for the Board are presented on www.smarteye.se.

Election of the Chairman of the Board

The Nomination Committee proposes re-election of Anders Jöfelt as Chairman of the Board of Directors.

Remuneration of the Board of Directors

Amount from previous year in () for comparison

The Nomination Committee proposes that remuneration to the board, excluding work in the board's committees, shall be paid with SEK 700,000 (560,000) to the Chairman of the Board, with SEK 450,000 (350,000) to the Deputy Chairman of the Board and with SEK 310,000 (270,000) to the other members. Fees shall not be paid to members who are employed by the group.

As remuneration for committee work, the following is proposed: The Chairman of the Audit Committee shall receive SEK 155,000 (140,000) and other (maximum two persons) members SEK 65,000 (55,000). The Chairman of the Remuneration Committee shall receive SEK 63,000 (63,000) and member (maximum one person) SEK 42,000 (42,000).

Fees to the auditor

The Nomination Committee proposes that fees to the auditors remain unchanged in accordance with approved invoices.

Election of auditors

The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, election of the registered auditing company Öhrlings PricewaterhouseCoopers AB until the end of the Annual General Meeting 2026. In case Öhrlings PricewaterhouseCoopers AB is elected, the Nomination Committee notes that Öhrlings PricewaterhouseCoopers AB has announced that the authorised public accountant Johan Malmqvist will be appointed as the auditor in charge.

Principles for appointment of members of the Nomination Committee

The Nomination Committee has reviewed the current instructions for the Nomination Committee and decided not to propose any changes.

Gothenburg in March 2025
The Nomination Committee for Smart Eye Aktiebolag (publ)