

*N.B. This is an unofficial translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## **NOTICE TO ATTEND THE ANNUAL GENERAL MEETING IN SMART EYE AKTIEBOLAG (PUBL)**

The shareholders in Smart Eye Aktiebolag (publ), reg. no. 556575-8371 (the “**Company**” or “**Smart Eye**”), with its registered office in Gothenburg, are hereby invited to the annual general meeting on Thursday 28 April 2022 at 17.00 – 18.00 at the premises of Smart Eye, Första Långgatan 28B, Gothenburg.

### **NOTIFICATION, ADVANCE VOTING, ETC.**

#### **Notification**

Shareholders who wish to participate at the annual general meeting shall:

- *firstly*, be entered in the share register maintained by Euroclear Sweden AB no later than on Wednesday 20 April 2022 (for nominee-registered shares, also see “*Nominee-registered shares*” below),
- *secondly*, notify the Company of their intention to participate at the annual general meeting no later than on Friday 22 April 2022, by mail to Smart Eye Aktiebolag (publ), AGM 2022, Att. Anders Lyrheden, Första Långgatan 28 B, SE-413 27 Gothenburg, Sweden or by a-mail to [arsstamma@smarteye.se](mailto:arsstamma@smarteye.se) or by submitting their advance vote in accordance with the instructions under “*Voluntary advance voting*” below to the Company no later than on Friday 22 April 2022.

The shareholders shall in their notice to attend state name, personal identification number or company registration number, shareholding, address, phone number and, as applicable, information about any advisors (maximum two), proxies or representatives. Information delivered upon notice to attend will be processed and used only for the annual general meeting. See below for further information on processing of personal data.

#### **Nominee-registered shares**

In order to be entitled to participate at the annual general meeting, shareholders who have their shares registered in the name of a nominee must temporarily re-register the shares in their own name. Shareholders who wish to make such re-registration, so-called voting rights registration, must make such request with their nominee well in advance of Friday 22 April 2022, at which time the re-registration must have been made.

#### **Proxy, etc.**

Shareholders who intends to be represented by proxy shall issue a dated power of attorney for the proxy. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney may not be older than one year, however, it may be older provided that the power of attorney according to its wording is valid for a longer period, although, not more than five years from its issuance. The certificate of registration must not have been issued earlier than one year before. The power of attorney in original and, where applicable, the certificate of registration should be submitted to the Company to the address set forth above well in advance of the annual general meeting. A proxy form is available on the Company’s website, [www.smarteye.com](http://www.smarteye.com).

## **Voluntary advance voting**

The shareholders may exercise their voting rights at the annual general meeting by voting in advance, so called postal voting in accordance with Section 4 of the Act (2022:121) on temporary exceptions to facilitate the execution of general meetings in companies and other associations.

A special form shall be used for advance voting. The form is available on [www.smarteye.se](http://www.smarteye.se). The advance voting form is considered as the notification of attendance to the annual general meeting. The completed voting form must be submitted to Smart Eye no later than Friday 22 April 2022.

The completed and signed form shall be sent to Smart Eye Aktiebolag (publ), AGM 2022, Att. Anders Lyrheden, Första Långgatan 28 B, SE-413 27 Gothenburg, Sweden. A completed form may also be submitted by e-mail and is to be sent to [arsstamma@smarteye.se](mailto:arsstamma@smarteye.se). If the shareholder is a legal entity, a certificate of incorporation or a corresponding document shall be enclosed to the form. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. 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 conditions are included in the form for advance voting.

## **PROPOSED AGENDA**

1. Opening of the annual general meeting.
2. Election of Chairman at the annual general meeting.
3. Election of one or two persons to approve the minutes.
4. Preparation and approval of the voting list.
5. Approval of the agenda.
6. Determination as to whether the annual general meeting has been duly convened.
7. Submission of the annual report and the auditors' report and the consolidated financial statements and the auditors' report for the group. In connection thereto, a presentation by the Chief Executive Officer.
8. Resolution regarding
  - a. adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet,
  - b. allocation of the company's profits or losses in accordance with the adopted balance sheet,
  - c. discharge of the members of the Board of Directors and the CEO from liability.
9. Determination of the number of members of the Board of Directors, deputies, auditors and, deputy auditors.
10. Election of members of the Board of Directors, chairman of the Board of Directors and auditor.

*The Nomination Committee's proposal:*

  - a) Anders Jöfelt (re-election)
  - b) Lars Olofsson (re-election)
  - c) Mats Krantz (re-election)
  - d) Cecilia Wachtmeister (re-election)
  - e) Magnus Jonsson (re-election)
  - f) Eva Elmstedt (re-election)

Election of the chairman of the Board of Directors.

*The Nomination Committee's proposal:*

  - a) Anders Jöfelt (re-election)

Election of the auditor.

*The Nomination Committee's proposal:*

- a) Deloitte AB (re-election)
- 11. Determination of fees for members of the Board of Directors and auditor.
- 12. Determination of instructions for the Nomination Committee.
- 13. Resolution to authorise the Board of Directors to resolve on new share issues.
- 14. Closing of the annual general meeting.

## **THE NOMINATION COMMITTEE'S PROPOSALS UNDER ITEMS 2, 9, 10, 11 AND 12**

The Nomination Committee, consisting of chairman Mary Irwin (appointed by the family Krantz), Linda Jöfelt (appointed by the family Jöfelt), Jan Dworsky (appointed by Robur), Ossian Ekdahl (appointed by Första AP-fonden) and Anders Jöfelt (chairman of the Board of Directors), has submitted the following proposals.

### **Item 2 – Election of Chairman of the annual general meeting**

The Nomination Committee proposes that Anders Jöfelt is appointed Chairman at the annual general meeting.

### **Item 9 – Determination of the number of Board members and deputies, auditors and deputy auditors**

The Nomination Committee proposes that the Board shall consist of six (6) ordinary members without deputies.

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

### **Item 10 – Election of members of the Board of Directors, chairman of the Board of Directors and auditor**

The Nomination Committee proposes that Anders Jöfelt, Lars Olofsson, Mats Krantz, Cecilia Wachtmesiter, Magnus Jonsson and Eva Elmstedt are re-elected as members of the Board of Directors. All elections for the period until the end of the next annual general meeting. The nomination committee proposes that Anders Jöfelt is re-elected as Chairman of the Board of Directors.

Further information about the Board members proposed for re-election can be found on the Company's website, [www.smarteye.se](http://www.smarteye.se).

Further, the Nomination Committee proposes that, for the period until the end of the next annual general meeting, the registered accounting firm Deloitte AB be re-elected as auditor. In the event that Deloitte AB is re-elected, the Nomination Committee notes that Deloitte AB has informed that public accountant Harald Jagner will be appointed as auditor in charge.

### **Item 11 – Determination of fees to the Board of Directors and the auditor**

*Amount from previous year in () for comparison*

The Nomination Committee proposes that remuneration to the Board shall be paid with SEK 473,000 to the Chairman of the Board (450,000), SEK 342,000 to the Deputy Chairman of the Board (325,000), SEK 263,000 to each of the other members of the Board (250,000), SEK 132,000 to the Chairman of the Audit Committee (125,000), SEK 52,000 to each of the other members of the Audit Committee (50,000), SEK 63,000 to the Chairman of the Remuneration Committee (60,000) and SEK 42,000 to each of the other members of the Remuneration Committee (40,000).

The Nomination Committee proposes that the fee to the auditor shall be paid in accordance with approved statement of costs.

#### **Item 12 - Determination of instructions for the nomination committee**

The Nomination Committee proposes that the instructions for the Nomination Committee shall mainly be left unchanged. However, the proposed amendments mean that the composition of the Nomination Committee shall be of at least four members (previously five) – one representative for each of the four largest shareholders as of the last banking day in August. In addition, the Chairman of the Board may, if the Nomination Committee deems it appropriate, be co-opted into meetings without voting rights.

The proposed instructions for the Nomination Committee are available in full on the Company's website.

### **THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 3, 4, 8B AND 13**

#### **Item 3 – Election of one or two persons to approve the minutes**

The Board of Directors proposes that Per Sörner be elected to approve the minutes of the annual general meeting together with the Chairman.

#### **Item 4– Preparation and approval of the voting list**

The voting list proposed to be approved is the voting list prepared by Smart Eye, based on the shareholders' register for the general meeting and the advance votes received, and as verified by the person elected to approve the minutes.

#### **Item 8B – Resolution regarding allocation of the company's profits or losses in accordance with the adopted balance sheet**

The Board of Directors proposes that the funds at the annual general meetings' disposal, SEK 1,295,283,650 shall be carried forward, and, thus, that no dividend shall be paid.

#### **Item 13 – Resolution to authorise the board of directors to resolve on new share issues**

The Board of Directors proposes that the annual general meeting resolves to authorise the Board of Directors, for the period until the end of the next annual general meeting, on one or several occasions and with or without deviation from the shareholders' preferential rights, to resolve on new share issues.

The authorisation may be utilised for new issues of shares, which may be made with provisions regarding contribution in cash, in kind or through set-off corresponding to not more than 10 per cent of the registered share capital in the Company at the time of the issue resolution. The subscription price shall be determined on market terms and conditions.

Deviation from the shareholders' preferential rights shall be possible in connection with future investments in the form of acquisitions of operations, companies, shares in companies or otherwise for the Company's continued expansion. If the Board resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board shall be able to issue shares in the Company to be used as a means of in-kind payment or the right to offset debt or to in a flexible and cost-efficient manner raise capital to use as means of payment or to continuously adjust the Company's capital structure.

The Board of Directors, or any person appointed by the Board of Directors, shall have the right to make any adjustments or amendments of the above resolution which may be required in connection with the registration of such resolution and to take any other measure deemed necessary for the execution of the resolution.

## **MISCELLANEOUS**

### **Special majority requirement**

For valid resolutions in accordance with item 13 above, it is required that the proposals be supported by at least two thirds (2/3) of the shares represented and votes cast at the general meeting.

### **Number of shares and votes**

The number of shares and votes in Smart Eye amounts to 22,148,650 per the day for the issuance of this notice. The Company does not hold any treasury shares.

### **Documents**

The annual report and other documents in accordance with the Swedish Companies Act (2005:551) will, no later than two weeks before the annual general meeting, be kept available on the Company's website, [www.smarteye.se](http://www.smarteye.se), at the Company's premises with address Smart Eye Aktiebolag (publ), Första Långgatan 28 B, SE-413 27 Gothenburg, Sweden and will be sent to those shareholders who so request and state their postal address or e-mail address.

The Board of Directors' complete proposal under item 13 is presented in this convening notice.

The Nomination Committee's complete proposals and reasoned statement as well as information regarding proposed Board members is available on the Company's website stated above.

### **Information at the annual general meeting**

The Board of Directors and the CEO shall, if requested by a shareholder, and if 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 a matter on the agenda and the Company's or subsidiaries financial situation or the Company's relation to other group companies.

Shareholders exercising their voting rights by voluntary advance voting shall make the request in writing to Smart Eye Aktiebolag (publ), Första Långgatan 28 B, SE-413 27 Gothenburg, Sweden, or via e-mail to [arsstamma@smarteye.se](mailto:arsstamma@smarteye.se), no later than on Tuesday 19 April 2022. The information will be made available at the Company's premises and on [www.smarteye.se](http://www.smarteye.se) on Friday 22 April at the latest. The information will also be sent, within the same period of time, to the shareholder who has requested it and stated its address.

### **Processing of personal data**

For information about how your personal data is processed, it is referred to the privacy notice available at Euroclear's webpage: <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

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Gothenburg in March 2022  
**Smart Eye Aktiebolag (publ)**  
*The Board of Directors*