

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)

Smart Eye Aktiebolag (publ), reg. no. 556575-8371 (the “Company” or “Smart Eye”), with its registered office in Gothenburg, gives notice of the Annual General Meeting to be held on Tuesday 2 May 2023 at 16.30 at the address, Gruvgatan 39A, 421 30 Gothenburg. Registration starts at 16.00.

Right to participate in the Annual General Meeting and notice of participation

Participation in the Annual General Meeting at the venue

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday 21 April 2023, and (ii) no later than Tuesday 25 April 2023 give notice via e-mail to arsstamma@smarteye.se or by post to Smart Eye Aktiebolag (publ), AGM 2023, Att. Martin Bjuve, Första Långgatan 28 B, SE-413 27 Gothenburg. When providing such notice, the shareholder shall state name, personal or corporate registration number, address, telephone number and the number of any accompanying assistant(s) (maximum two assistants) as well as information about any proxy.

If a shareholder is represented by proxy, a written, dated proxy for the representative must be issued. A proxy form is available on the Company’s website, www.smarteye.se. If the proxy is issued by a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. To facilitate the registration at the Annual General Meeting, the proxy and the certificate of registration or equivalent certificate of authority should be sent to the Company as set out above so that it is received no later than Monday 1 May 2023.

Participation by advance voting

A shareholder who wishes to participate in the Annual General Meeting by advance voting must (i) be recorded as a shareholder in the share register maintained by Euroclear Sweden AB relating to the circumstances on Friday 21 April 2023, and (ii) give notice no later than Tuesday 25 April 2023, by casting its advance vote in accordance with the instructions below so that the advance vote is received by Smart Eye Aktiebolag (publ) no later than on that day.

A shareholder who wishes to participate in the Annual General Meeting at the venue in person or represented by a proxy must give notice thereof in accordance with what is set out under *Participation in the Annual General Meeting at the venue* above. This means that a notification by advance vote is not sufficient for a person who wishes to participate at the venue.

A special form shall be used when advance voting. The advance voting form is available on the Company’s website www.smarteye.se. A completed and signed form may be submitted via e-mail to arsstamma@smarteye.se or by post to Smart Eye Aktiebolag (publ), AGM 2023, Att. Martin Bjuve, Första Långgatan 28 B, SE-413 27 Gothenburg. The completed form shall be received by Smart Eye Aktiebolag (publ) not later than Tuesday 25 April 2023. 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.

If a shareholder votes by proxy, a written and dated proxy shall be enclosed to the advance voting form. A proxy form is available on the Company’s website www.smarteye.se. If the shareholder is

a legal entity, a certificate of registration or equivalent certificate of authority should be enclosed. If a shareholder has voted in advance and then attends the Annual General Meeting in person or through a proxy, the advance vote is still valid except to the extent the shareholder participates in a voting procedure at the Annual General Meeting or otherwise withdraws its casted advance vote. If the shareholder chooses to participate in a voting at the Annual General Meeting, the vote cast will replace the advance vote with regard to the relevant item on the agenda.

Nominee-registered shares

To be entitled to participate in the Annual General Meeting, a shareholder whose shares are held in the name of a nominee must, in addition to providing notification of participation, register its shares in its own name so that the shareholder is recorded in the share register relating to the circumstances on Friday 21 April 2023. Such registration may be temporary (so-called voting right registration) and is requested from the nominee in accordance with the nominee's procedures and in such time in advance as the nominee determines. Voting right registrations completed by the nominee not later than Tuesday 25 April 2023 are taken into account when preparing the share register.

PROPOSED AGENDA

1. Opening of the Annual General Meeting.
2. Election of Chairman at the Annual General Meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
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 CEO.
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)
- g) Tobias Sjögren (new election)

Election of the Chairman of the Board of Directors.

The Nomination Committee's proposal:

- h) Anders Jöfelt (re-election)
- Election of the auditor.

The Nomination Committee's proposal:

i) Deloitte AB (re-election)

11. Determination of fees for members of the Board of Directors and auditor.
12. Resolution to adopt a long-term incentive programme in the form of performance-based share options for employees within the Smart Eye group and resolution on a directed issue of warrants.
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 AND 11

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

Item 2 – Election of Chairman at 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 members of the Board of Directors, deputies, auditors and deputy auditors

The Nomination Committee proposes that the Board of Directors shall consist of seven (7) 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 Wachtmeister, Magnus Jonsson and Eva Elmstedt are re-elected as well as new election of Tobias Sjögren as members of the Board of Directors. All elections for the period until the end of the next Annual General Meeting. Further, the Nomination Committee proposes that Anders Jöfelt is re-elected as Chairman of the Board of Directors.

Information regarding the proposed new Board member

Tobias Sjögren, born 1975

Background: Tobias Sjögren has been CEO of listed Starbreeze AB since 2020 with a background in the computer game industry since 1996 when he started as a programmer. He has worked as senior executive at listed companies such as DICE and Paradox and for the past 20 years has mainly worked in business development and management. Tobias has worked with international business relations since the start of his career and has also served on several boards for companies with a more technical focus, most recently board member of Starbreeze 2019-2020.

Shareholding: -

Tobias Sjögren is independent in relation to the Company and its management as well as the major shareholders.

Further information about the Board members proposed for re-election can be found on the Company's website, 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 for members of the Board of Directors and auditor

Amount from previous year in () for comparison

The Nomination Committee proposes that remuneration to the Board of Directors shall be paid with SEK 490,000 (473,000) to the Chairman of the Board of Directors, SEK 350,000 (342,000) to the Deputy Chairman of the Board of Directors and SEK 270,000 (263,000) to each of the other members of the Board of Directors. Remuneration is not paid to members who are employed by the group. Further, remuneration shall be paid with SEK 140,000 (132,000) to the Chairman of the Audit Committee, SEK 55,000 (52,000) to each of the other members of the Audit Committee (no more than two persons), SEK 63,000 (63,000) to the Chairman of the Remuneration Committee and SEK 42,000 (42,000) to the other member of the Remuneration Committee (no more than one person).

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

THE BOARD OF DIRECTORS' PROPOSALS UNDER ITEMS 8B, 12 AND 13

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 1,130,048,185 shall be carried forward, and, thus, that no dividend shall be paid.

Item 12 – Resolution to adopt a long-term incentive programme in the form of performance-based share options for employees within the Smart Eye group and resolution on a directed issue of warrants

The Board of Directors proposes that the Annual General Meeting resolve on (12A.) the adoption of a long-term incentive programme in the form of performance-based share options directed at employees within the Smart Eye group (the “Share Option Programme 2023”), and (12B.) directed issue of warrants (Series 2023/2026) to the wholly-owned subsidiary JN Data i Göteborg AB. The resolutions under 12A–12B below are conditional on each other and all decisions are therefore proposed to be adopted in one context.

12A. Introduction of the Share Option Programme 2023

Background and rationale

The Company's Board of Directors believes that incentive programmes contribute to higher motivation and commitment among the employees and strengthen the bonds between the employees and the Company. The Smart Eye group has a global presence and an increased exposure to international labour markets, especially the US, which makes it essential for the Company to be able to offer remuneration to current and future employees in line with the market. For the purpose of enabling the Company to attract necessary competence and to engage the current employees in the Company's present and future development the Board of Directors further considers competitive

compensations to be necessary. In view of these considerations, it is the Board of Directors' opinion that the Share Option Programme 2023, combined with other remuneration, will benefit both the employees and the Company's shareholders through long-term increased share value.

Summary of the programme

The Board of Directors' ambition is that the Annual General Meeting annually adopts an incentive programme for the Company's employees. Share Options Programme 2023 follows up the incentive programme adopted by the extraordinary general meeting on 29 June 2022 (Share Options Programme 2022). The Share Option Programme 2023 is proposed to comprise of the CEO, senior executives, key individuals and other employees, meaning that not more than approximately 200 employees within the Smart Eye group will be able to participate (the "**Participants**"). Under the Share Option Programme 2023, participants are given the opportunity to receive shares free of charge, so called "**Performance Shares**", in accordance with the terms and conditions described below.

Within the scope of the Share Option Programme 2023 the Company will grant Participants rights to Performance Shares, entailing the right to, provided that certain criteria are fulfilled, receive Performance Shares free of charge ("**Rights**"). One (1) Right entitles the Participant to receive one (1) Performance Share provided that the conditions are fully met.

Terms and conditions

1. The maximum number of Performance Shares will amount to 580,000, whereby 486,300 shares shall be allotted to Participants and 93,700 shares shall be used by the Company to cover social security contributions associated with the programme.
2. Vesting of Rights occurs during the period from 15 May 2023 up to and including 15 May 2026 ("**Vesting Period**").
3. Vesting of Rights will be made proportionately with one third (1/3) per year and requires that the Participants' employment remains as of 15 May 2024, 15 May 2025 and 15 May 2026, respectively.
4. To be granted the maximum amount of Rights, the Participant must have been employed throughout the whole Vesting Period.
5. The Rights may not be transferred or pledged.
6. Every Right could entitle the Participant to receive one Performance Share free of charge at the end of the Vesting Period (with some exceptions whereas the Vesting Period can be brought forward). If the Participants' employment is terminated before a Vesting Period the Participant shall retain already vested Rights, however, the Rights shall not entitle to Performance Shares prior to the end of the Vesting Period.
7. Allotment of Performance Shares is, except for the above stated, conditional on the achievement of the performance target established by the Board of Directors. The performance target entails that the price of the Smart Eye share at the end of the Vesting Period shall amount to at least 130 per cent of the average volume-weighted price for the Smart Eye share on Nasdaq First North Growth Market during five (5) subsequent banking days in relation to the date of the resolution of the Annual General Meeting ("**Performance Criteria**"). In the event that the Performance Criteria is not achieved or exceeded, no allotment of Performance Shares will occur.

8. The Board of Directors, or a special committee set up by the Board of Directors, shall be responsible for preparing the detailed design and administration of the terms and conditions of the Share Option Programme 2023, in accordance with the presented terms and guidelines including provisions on recalculation in the event of an in-between bonus issue, share split, rights issue and/or similar measures. In connection therewith, the Board of Directors shall be entitled to make adjustments to meet specific foreign regulations or market conditions. The Board of Directors shall also be entitled to make other adjustments if significant changes occur in the Smart Eye group or in its environment that would result in that the adopted terms for the Share Option Programme 2023 no longer fulfils their objectives.
9. The Company shall, within three (3) months from the end of the Vesting Period, ensure that Performance Shares corresponding to the number of vested Rights are delivered to Participants. The Board of Directors shall, in connection therewith, be entitled to postpone the date of delivery of Performance Shares if the Participant is not allowed to acquire shares during the period.

Allocation of Rights

The Share Option Programme 2023 shall comprise of not more than approximately 200 employees within the Smart Eye group. The maximum number of Rights that can be allotted free of charge per Participant and category follows from the table below.

<i>Category</i>	<i>Maximum number of Rights per person</i>	<i>Maximum number of Rights per category</i>
CEO – category 1	18,500	18,500
Senior executives– category 2	12,200	129,000
Key individuals – category 3	6,000	120,000
Others – category 4	1,500	218,800

Remaining Rights in a category can be offered a Participant in an alternative category.

Costs for the programme

The Share Option Programme 2023 will be accounted for in accordance with K3 which means that the Rights shall be expensed as a non-cash personnel cost during the Vesting Period. The costs for the Share Option Programme 2023 are presumed to amount to approximately MSEK 11.8, excluding social security contributions, calculated in accordance with K3 on the basis of the following assumptions: (i) that 486,300 Rights are delivered to Participants, (ii) that the shares average volume-weighted closing price at the beginning of the Share Option Programme 2023 amounts to SEK 45.88 per share, (iii) that the Performance Criteria is fully achieved, (iv) term of three years, (v) a volatility of 50 percent; (vi) a risk-free rate of 2.5 percent, and (vii) an estimated annual employee turnover of 5 percent. Based on the same assumptions as above, and subject to social security contributions of approximately 19.3 per cent and a share price increase of 50 per cent from the beginning of the Share Option Programme 2023 until Participants are allotted Performance Shares, the costs for social security contributions are estimated to amount to approximately MSEK 5.8. In accordance with K3 the total costs for the Share Option Programme 2023, excluding social security contributions which will be covered through hedging measures in the form of warrants, are estimated to amount to approximately MSEK 3.93 per year during the Vesting Period (MSEK 7.3 year 1, MSEK 3.2 year 2,

and MSEK 1.2 year 3), based on the same assumption as above mentioned. Since the costs of social security contributions will be secured through hedging measures in the form of issuance of warrants it is assessed that the Share Option Programme 2023 will have no impact on the Company's cash flow.

Effects on key ratios and dilution

Upon maximum allotment of Performance Shares and provided that hedging measures under item 12(b) below are adopted, meaning that not more than 486,300 shares will be delivered to Participants in accordance with the Share Option Programme 2023, and that 93,700 shares will be used to cover any social security contributions resulting from the Share Option Programme 2023, the additional dilution effect will amount to approximately 1.63 per cent of the total number of shares in the Company per the day of the convening notice. If all outstanding incentive programmes are included in the calculation the total dilution effect amounts to approximately 4.83 per cent of the total number of shares in the Company per the day of the convening notice.

Given the above assumptions regarding scope and costs, and under the assumption that the Share Option Programme 2023 had been introduced during 2022 instead, it is estimated that the key ratio operating profit for the full year 2022 would decrease from MSEK -343 to approximately MSEK -350.

Preparation of the proposal

The Share Option Programme 2023 has been prepared by the Board of Directors in consultation with external advisers.

Additional ongoing share-based incentive programmes

Information regarding the Company's current incentive programmes is available in the Company's Annual Report for year 2022 and the main terms and conditions of the programmes are available on the Company's website, www.smarteye.se. Apart from the programmes now mentioned, there are no other share-based incentive programmes in Smart Eye.

12B. Directed issue and transfer of warrants, Series 2023/2026 in accordance with the Share Option Programme 2023

Delivery of Performance Shares and hedging measures

To be able to implement the Share Option Programme 2023 in a cost-effective and flexible manner, the Board of Directors proposes on a directed issue of warrants in accordance with the below and the terms and conditions for the Share Option Programme 2023.

Directed issue of warrants

The Board of Directors proposes that the Annual General Meeting resolves to issue not more than 580,000 warrants, as a result of which the Company's share capital may increase by a maximum of SEK 58,000. The following conditions shall apply.

1. Each warrant entitles the holder to subscribe for one new share in the Company.

2. The right to subscribe for warrants shall, with deviation from the shareholders' pre-emption right, vest with the wholly-owned subsidiary JN Data i Göteborg AB with the right and obligation to dispose of the warrants in accordance with the Company's obligations under the Share Option Programme 2023.
3. The warrants shall be issued free of charge.
4. The subscription for warrants shall be made no later than 15 May 2023 on a special subscription list. The Board of Directors shall have the right to extend the time for subscription.
5. The subscription of shares through warrants shall be made during a period from 15 May 2026 to and including 15 August 2026. The Board of Directors shall have the right to extend the time for subscription.
6. The subscription price for each share at the time of exercise of the warrants shall correspond to the quota value of the share at the time of subscription of the shares. The subscription price shall be paid in cash.
7. New shares pursuant to subscription entitle to dividends for the first time on the record date for dividends that occurs immediately after subscription has been effectuated.
8. The warrants shall in all other respects be governed by the terms and conditions set forth in Appendix A.

The exercise price upon exercise of warrants and the number of shares to which each warrant provides an entitlement to subscribe may be adjusted in accordance with section 8 of the terms and conditions for warrants.

Oversubscription cannot take place.

The rationale for the deviation from the shareholders' pre-emption rights is to implement the Share Option Programme 2023 for employees within the Smart Eye group.

The Board of Directors proposes that the Annual General Meeting instruct the Board of Directors to implement the decisions above and to ensure that the Share Option Programme 2023 is introduced in accordance with the above mentioned.

The Board of Directors further proposes that the Annual General Meeting instruct the Board of Directors, or whomever the Board of Directors appoints, to make such minor adjustments in the abovementioned proposed resolutions that may prove necessary in connection with registration with the Swedish Companies Registration Office and the Board of Directors shall be entitled to make such minor adjustments to the Share Option Programme 2023 as prompted by applicable foreign laws and regulations.

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 of Directors resolves on an issue with deviation from the shareholders' preferential rights, the rationale shall be that the Board of Directors 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 12A–12B above, it is required that the proposals be supported by at least nine tenths (9/10) of the shares represented and votes cast at the general meeting.

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 34,937,491 per the day for the issuance of this notice. The Company does not hold any treasury shares.

Documentation

The Annual report and all other documentation for resolutions will be available at the Company's office at Smart Eye Aktiebolag (publ), Första Långgatan 28 B, SE-413 27 Gothenburg and at the Company's website www.smarteye.se no later than two weeks before the Annual General Meeting. Moreover, the Nomination Committee's motivated statement is available at the Company's above address, as well as at www.smarteye.se, from the date of this notice. Copies of the documents will be sent to shareholders who so request and who inform the Company of their postal address.

The Board of Directors' complete proposals under items 12 and 13 are presented in this convening notice.

Shareholders' right to obtain information

Shareholders are reminded of their right to, at the Annual General Meeting, obtain information from the Board of Directors and CEO in accordance with Chapter 7 Section 32 of the Swedish Companies Act. Shareholders who wish to submit questions in advance may do so by sending via e-mail to arsstamma@smarteye.se or by post to Smart Eye Aktiebolag (publ), AGM 2023, Att. Martin Bjuve, Första Långgatan 28 B, SE-413 27 Gothenburg.

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>.

Gothenburg in March 2023
Smart Eye Aktiebolag (publ)
The Board of Directors