

The Nomination Committee's proposals and reasoned statement for the Annual General Meeting 2024 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 25 per cent of the votes in Smart Eye.

The tasks of the Nomination Committee have been to prepare for the 2024 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 four 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 a 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 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.

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 Chairman of the Board should be adjusted to be considered market-based and, in light of the current market situation, leaves the other fees unchanged.

The Nomination Committee of Smart Eye Aktiebolag (publ) submits the following proposals to the company's Annual General Meeting 2024:

Chairman of the Annual General Meeting

The Nomination Committee proposes that Anders Strid, attorney at Advokatfirman Vinge, 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 Eva Elmstedt, Magnus Jonsson, Anders Jöfelt, Mats Krantz, Lars Olofsson, Tobias Sjögren and Cecilia Wachtmeister. All elections for the period until the end of the next Annual General Meeting.

The persons proposed by the Nomination Committee 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 560,000 (490,000) to the Chairman of the Board, with SEK 350,000 (350,000) to the Deputy Chairman of the Board and with SEK 270,000 (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 140,000 (140,000) and other (maximum two persons) members SEK 55,000 (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, re-election of the registered auditing company Deloitte AB until the end of the Annual General Meeting 2025. In case Deloitte AB is re-elected, the Nomination Committee notes that Deloitte AB has announced that the authorised public accountant Harald Jagner 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 April 2024

The Nomination Committee for Smart Eye Aktiebolag (publ)